

## Eurofriction Limited

Company Number 1131161

Directors' Report for the Year Ended 31st December 1994

### Activities

The principal activity of the Company is the manufacture of friction materials as an agent for T&N plc and will continue to be so for the foreseeable future.

### Directors

The following served as Directors during (and, unless otherwise indicated, throughout) the year:-

J G Anderson  
A C C Ferguson, resigned 31/12/94  
J-P Laffaille, appointed 16/03/95  
B M Lindsay  
G Walker

### Directors' Interests

The interests, all beneficial, of the Directors in the share capital of T&N plc comprise:-

#### T&N plc £1 ordinary shares

	<u>31 December 1994</u>		<u>1 January 1994</u> (or on appointment)	
	Shares	Options	Shares	Options
J G Anderson	-	45445	-	45445
B M Lindsay	-	117118	-	71369
G Walker	1936	35582	436	-

During the year B M Lindsay were granted options over 45,749 shares and G Walker was granted options over 35,582 shares.

None of the directors have any other registered interests in the shares of the Company or any other company in the T&N Group.

*By Order of the Board*

*J. M. Hogg*

J M Hogg  
Secretary

24 October 1995



## STATEMENT OF DIRECTORS' RESPONSIBILITIES

Company law requires directors to prepare statements for each financial year which give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing those financial statements, the directors are required to:

- \* select suitable accounting policies and then apply them consistently;
- \* state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- \* make judgements and estimates that are reasonable and prudent;
- \* prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Companies Act 1985. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

EUROFRICTION LIMITED

BALANCE SHEET

AS AT 31ST DECEMBER 1994

	Notes	1994 £000	1993 £000
<u>Creditors: due after more than one year</u>	4	(3)	(3)
Total liabilities		(3)	(3)
<u>Capital and Reserves</u>			
Called up share capital	5	10	10
Profit & loss account	-	(13)	(13)
Shareholder's funds - equity		(3)	(3)

The Company was dormant throughout the financial period.

The financial statements on pages 3 to 4 were approved by the Board on  
24 October 1995 and were signed on its behalf by:-



Director

EUROFRICTION LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

1. ACCOUNTING POLICIES

(a) Basis of Accounting

The financial statements have been prepared in accordance with applicable Accounting Standards.

2. PROFIT AND LOSS ACCOUNT

The company has traded during the year only as agent for T&N plc. It has not traded on its own account, has received no income and incurred no expenditure, and consequently has made neither a profit nor a loss.

3. DIRECTORS

The directors have not received any remuneration for services to the company during the period (1993: £nil).

4. CREDITORS: amounts due after more than one year

	1994 £000	1993 £000
Loan from parent undertaking	3 =====	3 =====

5. CALLED UP SHARE CAPITAL

Authorised, issued and fully paid 10,000 ordinary shares of £1 each	10 =====	10 =====
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6. ULTIMATE PARENT COMPANY

The Company's immediate and ultimate parent company is T&N plc which is registered in England and Wales. Copies of the T&N plc Annual Report and Accounts can be obtained from the Company Secretary at Bowdon House, Ashburton Road West, Trafford Park, Manchester, M17 1RA.

7. ASSETS SECURED

All assets of the Company are charged, by way of a floating charge in favour of the Trustee of the mortgage debenture stocks of T&N plc.