

Registered Number 1143821

GRIFFIN NOMINEES LIMITED

FINANCIAL STATEMENTS

31 DECEMBER 1995



GRIFFIN NOMINEES LIMITED

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 DECEMBER 1995

PROFIT AND APPROPRIATIONS

The Company has not traded during the period covered by this report.

DIRECTORS

The directors of the Company who held office at 31 December 1995 served throughout the year. Their names and interests in the share and loan capital of HSBC Holdings plc, the ultimate parent undertaking, as required to be disclosed under the Companies Act 1985, are set out below:-

INTERESTS IN SHARES OF HSBC HOLDINGS PLC

	At 1 January 1995		At 31 December 1995	
	Shares	Options	Shares	Options
D W Gilman	764	24,895	10,750	10,535
J H McKenzie	575	2,425	414	2,315
G E Picken	3,431	57,168	3,521	21,273

During the year options over shares were granted/exercised as follows:

	<u>Granted</u>	<u>Exercised</u>
D W Gilman	5,023	19,383
J H McKenzie	636	746
G E Picken	11,183	47,078

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RELATION TO FINANCIAL STATEMENTS

The following statement, which should be read in conjunction with the Auditors' Statement of Auditors' Responsibilities, is made with a view to distinguishing for shareholders the respective responsibilities of the directors and of the auditors in relation to the financial statements.

The directors are required by the Companies Act 1985 to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Company as at the end of the financial year and of the profit or loss for the financial year. The directors are required to prepare the financial statements on the going concern basis unless it is not appropriate.

The directors consider that in preparing the financial statements, the Company has used appropriate accounting policies, consistently applied and supported by reasonable and prudent judgements and estimates, and that all accounting standards which they consider to be applicable have been followed.

The directors have responsibility for ensuring that the Company keeps accounting records which disclose with reasonable accuracy the financial position of the Company and which enable them to ensure that the financial statements comply with the Companies Act 1985.

GRIFFIN NOMINEES LIMITED

The directors 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.

Registered Office:

145 City Road  
London  
EC1V 1JY

Date: **30 APR 1996**

By Order of the Board

.....  
J H McKenzie  
Secretary

**REPORT OF THE AUDITORS TO THE MEMBERS OF GRIFFIN NOMINEES LIMITED**

We have audited the financial statements on pages 4 to 5.

**Respective responsibilities of directors and auditors**

As described on pages 1 and 2, the Company's directors are responsible for the preparation of financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

**Basis of opinion**

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the Company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

**Opinion**

In our opinion the financial statements give a true and fair view of the state of the Company's affairs as at 31 December 1995 and of its result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

KPNV

24/5/96

KPMG  
Chartered Accountants  
Registered Auditors

Birmingham

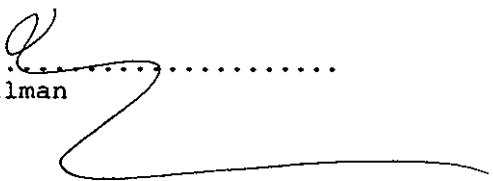
GRIFFIN NOMINEES LIMITED

BALANCE SHEET AS AT 31 DECEMBER 1995

	Notes	1995 £	1994 £
CURRENT ASSETS			
<u>Debtors</u>			
Amounts owed by parent undertakings		2 --	2 --
		2 --	2 --
CAPITAL AND RESERVES			
<u>Called up share capital</u>	4	2 --	2 --

These financial statements were approved by the board of directors on  
30 APR 1996 and were signed on its behalf by:

.....  
D.W. Gilman



**GRIFFIN NOMINEES LIMITED**

**NOTES ON THE FINANCIAL STATEMENTS**

**1 ACCOUNTING POLICY**

The financial statements have been prepared under the historical cost convention and are in compliance with applicable accounting standards.

**2 PROFIT AND LOSS ACCOUNT**

Since the Company has not traded, no profit and loss account has been prepared.

**3 RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS**

	1995	1994
	£	£
Opening and closing shareholders' funds	2	2
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**4 CALLED UP SHARE CAPITAL**

	1995	and	1994
	Authorised	Allotted, called	up and fully paid
Ordinary shares of £1 each	100		2
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**5 PARENT UNDERTAKINGS**

The parent undertaking of the largest group of undertakings for which group financial statements are drawn up and of which the Company is a member is HSBC Holdings plc, and the parent undertaking of the smallest such group is Forward Trust Group Limited, both of which are registered in England and Wales.

The result of the Company is included in the group financial statements of Forward Trust Group Limited and HSBC Holdings plc. Copies of the group financial statements may be obtained from the following addresses:

Forward Trust Group Limited  
12 Calthorpe Road  
Edgbaston  
Birmingham  
B15 1QZ

HSBC Holdings plc  
10 Lower Thames Street  
London  
EC3R 6AE