

COMPANY NUMBER 1343303

NEI POWER PROJECTS LIMITED

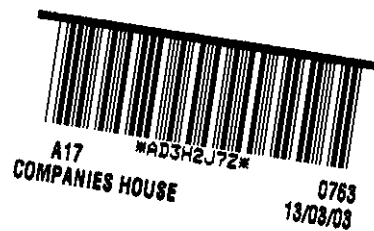
**Annual Report
for the year ended 31 December 2002**

Directors on
21 February 2003:

G Allan
J Warren

Secretary:

D Goma



Registered Office: Moor Lane, Derby DE24 8BJ

NEI POWER PROJECTS LIMITED

REPORT OF THE DIRECTORS

The directors present their Report and audited Financial Statements for the year ended 31 December 2002.

DIRECTORS RESPONSIBILITY FOR FINANCIAL STATEMENTS

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

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on a 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.

ACTIVITY

The Company did not trade on its own account during the year but acted as an agent on behalf of Rolls-Royce Power Engineering plc.

DIRECTORATE

The directors of the Company during the year were as follows:

G Allan
J Warren

DIRECTORS' SHARE INTERESTS

None of the directors, or their immediate family, had any beneficial interest in the shares of the Company during the year. The beneficial interests of directors holding office at 31 December 2002, including immediate family, in the ordinary share capital of Rolls-Royce plc are as follows:

| | <u>Holdings</u> | | <u>Options</u> | | | |
|----------|-----------------|----------------|----------------|---------|----------------------|----------------|
| | 1 Jan 2002 | 31 Dec 2002 | 1 Jan 2002 | Granted | Exercised/ Lapsed | 31 Dec 2002 |
| G Allan | 2,853 | 4,797* | 7,960 | - | - | 7,960 |
| J Warren | 2,341 | 6,977* | 42,436 | 48,538 | - | 90,974 |

*The above interests under Holdings include shares held in trust for the following directors:

NEI POWER PROJECTS LIMITED

| | Annual Performance Related Award Scheme ¹ | | Profit Sharing Share Scheme ² | |
|----------|---|------------|--|------------|
| | 1.1.2002 | 31.12.2002 | 1.1.2002 | 31.12.2002 |
| G Allan | 1,801 | 3,091 | 1,052 | 1,706 |
| J Warren | 2,341 | 6,459 | - | - |

¹ Under the Annual Performance Related Award Scheme, shares vest after two years.

² Under the Profit Sharing Share Scheme, shares vest after three years.

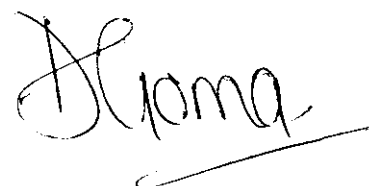
PAYMENT TO SUPPLIERS

The Company seeks the best possible terms from suppliers and, in entering into binding purchasing contracts, gives consideration to quality, delivery, price and the terms of payment. Suppliers are, in this way, made aware of these terms. The Company abides therewith whenever it is satisfied that suppliers have provided the goods or services in accordance with agreed terms and conditions.

AUDITORS AND ANNUAL GENERAL MEETING

Elective Resolutions are in force to dispense with the obligations of laying the Annual report before the Company in general meeting, appointing auditors annually and holding Annual General Meetings.

By Order of the Board



D Goma
21 February 2003

NEI POWER PROJECTS LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF NEI POWER PROJECTS LIMITED

We have audited the financial statements on pages 5 to 6.

This report is made solely to the company's members, as a body, in accordance with section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

The directors are responsible for preparing the directors' report. As described on page 2, this includes responsibility for preparing the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and by our profession's ethical guidance.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the directors' report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

Basis of audit 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 affairs of the company as at 31 December 2002 and of the result of the company for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

KPMG Audit Plc.

KPMG Audit Plc
Chartered Accountants
Registered Auditor
Newcastle upon Tyne

21 February 2003.

NEI POWER PROJECTS LIMITED
PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 DECEMBER 2002

The Company did not trade on its own account during the year and all expenses have been borne by the ultimate parent company. The Company did not receive any income or incur any expenditure during the year and consequently has made neither profit nor loss.

BALANCE SHEET AT 31 DECEMBER 2002

| | <u>note</u> | <u>2002</u> (£) | <u>2001</u> (£) |
|----------------------------------|-------------|--------------------|--------------------|
| Current Assets | | | |
| Debtors | 3 | <u>100</u> | <u>100</u> |
| Net Assets | | <u>100</u> | <u>100</u> |
| Capital And Reserves | | | |
| Called up share capital | 4 | <u>100</u> | <u>100</u> |
| Equity Shareholders Funds | | <u>100</u> | <u>100</u> |

These financial statements were approved by the Board on 21 February 2003 and are signed on its behalf by:



G Allan
Director

The notes on page 6 form part of these financial statements.

NEI POWER PROJECTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

1. Principal Accounting Policies

a) Basis of Accounting

These financial statements have been prepared on the historical cost basis and in accordance with applicable accounting standards.

b) Cash flow statements

Under Financial Reporting Standard 1, the Company is exempt from the requirement to prepare a cash flow statement on the grounds that it is wholly-owned subsidiary undertaking.

c) Related Party Transactions

Under Financial Reporting Standard 8, the Company is exempt from the requirement to disclose related party transactions with the Rolls-Royce group and its associates on the grounds that it is a wholly owned subsidiary undertaking.

2. Directors' Remuneration

None of the directors received any separate remuneration from the Company in respect of their services to the Company.

3. Debtors - amounts falling due within one year

| | <u>2002</u> (£) | <u>2001</u> (£) |
|------------------------------------|--------------------|--------------------|
| Amount owed by parent undertaking. | <u>100</u> | <u>100</u> |

4. Share Capital

| | <u>2002</u> (£) | <u>2001</u> (£) |
|----------------------------|--------------------|--------------------|
| Ordinary Shares of £1 each | | |
| Authorised : | <u>100</u> | <u>100</u> |
| Issued and Fully Paid : | <u>100</u> | <u>100</u> |

5. Ultimate Parent Company

The Company's ultimate parent company is Rolls-Royce plc which is incorporated in Great Britain and registered in England and Wales. Copies of the annual report of Rolls-Royce plc can be obtained from Rolls-Royce plc, PO Box 31, Moor Lane, Derby DE24 8BJ.