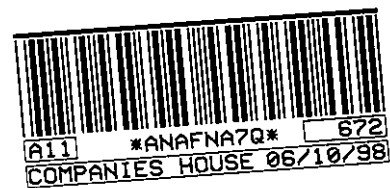


Company Number: 1618107



TUDOR WEBASTO GROUP LIMITED  
FINANCIAL STATEMENTS  
FOR THE YEAR ENDED  
31 DECEMBER 1997

TUDOR WEBASTO GROUP LIMITED

FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 1997

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**TUDOR WEBASTO GROUP LIMITED**

**REPORT OF THE DIRECTORS**

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The directors present their report together with financial statements for the year ended 31 December 1997.

**Principal activity**

The company did not trade during the year. Its former activities have been transferred to its immediate holding company, Webasto Holdings Limited.

**Directors**

The directors in office at the end of the year are listed below. All served on the Board throughout the year.

R Noppen  
P M Plows  
F J Kortum  
M D Paul

None of the directors had any interest in the share capital of the company or group companies at 1 January 1997, or at 31 December 1997.

**TUDOR WEBASTO GROUP LIMITED**

**REPORT OF THE DIRECTORS (CONTINUED)**

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**Directors' responsibilities for the financial statements**

Company law requires the directors to prepare financial 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:

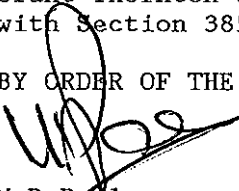
- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on 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, for safeguarding the assets of the company and for taking reasonable steps for the prevention and detection of fraud and other irregularities.

**Auditors**

Grant Thornton offer themselves for reappointment as auditors in accordance with Section 385 of the Companies Act 1985.

BY ORDER OF THE BOARD



M D Paul  
Secretary

17 June 1998

**REPORT OF THE AUDITORS TO THE MEMBERS OF  
TUDOR WEBASTO GROUP LIMITED**

We have audited the financial statements on pages 4 to 11 which have been prepared under the accounting policies set out on page 4.

**Respective responsibilities of directors and auditors**

As described on page 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.

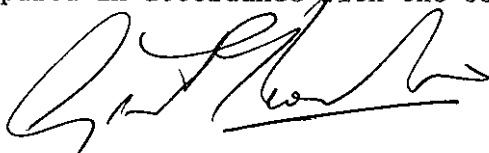
**Basis of opinion**

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 at 31 December 1997 and have been properly prepared in accordance with the Companies Act 1985.



GRANT THORNTON  
REGISTERED AUDITORS  
CHARTERED ACCOUNTANTS  
COVENTRY

17 June 1998

**TUDOR WEBASTO GROUP LIMITED**

**PRINCIPAL ACCOUNTING POLICIES**

**FOR THE YEAR ENDED 31 DECEMBER 1997**

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

The principal accounting policies of the company have remained unchanged from the previous year and are set out below.

**Leased assets**

The payments made under leases regarded as operating leases are charged to the profit and loss account on a straight-line basis over the lease term.

**Investments**

Investments are included at cost less amounts written off.

**TUDOR WEBASTO GROUP LIMITED**

**PROFIT AND LOSS ACCOUNT**

**FOR THE YEAR ENDED 31 DECEMBER 1997**

	Note	Discontinued operations 1997 £	1996 £
Other operating income	2	-	1,580,177
Administrative costs		-	(1,447,046)
Operating profit	1	-	133,131
Income from fixed asset investment		-	60,998
Amounts written off investments	7	-	(71,100)
Interest receivable and similar income		-	8,885
Interest payable and similar charges	4	-	(99,502)
Profit on ordinary activities before taxation		-	32,412
Tax on profit on ordinary activities	5	-	(31,500)
Profit for the financial year	14	£ -	£912

There were no recognised gains or losses other than the profit for the financial year.

The accompanying accounting policies and notes form an integral part of these financial statements.

**TUDOR WEBASTO GROUP LIMITED**

**BALANCE SHEET AT 31 DECEMBER 1997**

	Note	£	1997 £	£	1996 £
<b>Fixed assets</b>					
Investments	6		-		-
<b>Current assets</b>					
Debtors	7	-	5,960,353		
Cash at bank and in hand		6,501,632	620,444		
		6,501,632	6,580,797		
<b>Creditors: amounts falling due within one year</b>	8	117,427	196,592		
<b>Net current assets</b>			6,384,205		6,384,205
<b>Total assets less current liabilities</b>			£6,384,205		£6,384,205
<b>Capital and reserves</b>					
Called up share capital	9		3,792,146		3,792,146
Share premium account			689,480		689,480
Profit and loss account			1,902,579		1,902,579
<b>Shareholders' funds</b>	10		£6,384,205		£6,384,205

The financial statements were approved by the Board of Directors on 17 June 1998

*P. M. Plows*

P M PLOWS - DIRECTOR

The accompanying accounting policies and notes form an integral part of these financial statements.



**TUDOR WEBASTO GROUP LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 31 DECEMBER 1997**

---

**1 Profit on ordinary activities before taxation**

The profit on ordinary activities before taxation was principally attributable to acting as a sub-holding and management services company.

The profit on ordinary activities is stated after charging:

	1997 £	1996 £
Depreciation of tangible fixed assets	-	87,338
Auditors' remuneration	-	800
Operating lease rentals - plant and machinery	-	29,166
- other	-	381,776
	<u>          </u>	<u>          </u>

**2 Other operating income**

	1997 £	1996 £
Net management charges	-	1,258,000
Rental income from land and buildings	-	322,177
	<u>          </u>	<u>          </u>
£	-	£1,580,177
	<u>          </u>	<u>          </u>

**3 Directors and employees**

Staff costs during the year were as follows:

	1997 £	1996 £
Wages and salaries	-	522,024
Social security costs	-	59,172
Other pension costs	-	24,930
	<u>          </u>	<u>          </u>
£	-	£606,126
	<u>          </u>	<u>          </u>

**TUDOR WEBASTO GROUP LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**

**FOR THE YEAR ENDED 31 DECEMBER 1997**

---

**3 Directors and employees (continued)**

The average number of employees of the company including directors during the year was 4 (1996 : 18).

Remuneration in respect of directors was as follows:

	1997	1996
Emoluments	£ -	£19,613
	<u>          </u>	<u>          </u>

**4 Interest payable and similar charges**

	1997	1996
On bank loans and overdrafts	£ -	£99,502
	<u>          </u>	<u>          </u>

**5 Tax on result on ordinary activities**

The tax charge represented:

	1997 £	1996 £
Corporation tax (1996 : 33%)	-	60,500
Group relief in respect of prior year	-	(29,000)
	<u>          </u>	<u>          </u>
	£ -	£31,500
	<u>          </u>	<u>          </u>

**TUDOR WEBASTO GROUP LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**

**FOR THE YEAR ENDED 31 DECEMBER 1997**

**6 Fixed asset investments**

	<b>Shares in group undertakings £</b>
Cost	
At 1 January 1997	71,100
Disposal	(71,100)
	<u>          </u>
At 31 December 1997	£ -
	<u>          </u>
Amounts written off	
At 1 January 1997	71,100
Disposal	(71,100)
	<u>          </u>
At 31 December 1997	£ -
	<u>          </u>
Net book amount at 31 December 1997 and at 31 December 1996	£ -
	<u>          </u>

The disposal related to the dissolution of Tudor Webasto Vehicle Services Limited on 6 May 1997.

**7 Debtors**

	<b>1997 £</b>	<b>1996 £</b>
Amounts owed by group undertakings	-	5,960,118
Other debtors	-	235
	<u>          </u>	<u>          </u>
	£ -	£5,960,353
	<u>          </u>	<u>          </u>

**8 Creditors: amounts falling due within one year**

	<b>1997 £</b>	<b>1996 £</b>
Amounts owed to group undertakings	117,427	111,062
Corporation tax	-	60,500
Other creditors	-	25,030
	<u>          </u>	<u>          </u>
	£117,427	£196,592
	<u>          </u>	<u>          </u>

**TUDOR WEBASTO GROUP LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**

**FOR THE YEAR ENDED 31 DECEMBER 1997**

**9 Share capital**

**1997 and 1996  
£**

Authorised:

1,723,703 'A' ordinary shares of £1 each	1,723,703
1,723,703 'B' ordinary shares of £1 each	1,723,703
6,552,594 'C' ordinary shares of £1 each	6,552,594
	<u>£10,000,000</u>

**1997 and 1996  
£**

Allotted, called up and fully paid:

1,723,703 'A' ordinary shares of £1 each	1,723,703
1,723,703 'B' ordinary shares of £1 each	1,723,703
344,740 'C' ordinary shares of £1 each	344,740
	<u>£3,792,146</u>

**10 Reconciliation of movements in shareholders' funds**

	<b>1997 £</b>	<b>1996 £</b>
Profit for the financial year	-	912
Opening shareholders' funds	<u>6,384,205</u>	<u>6,383,293</u>
Closing shareholders' funds	<u>£6,384,205</u>	<u>£6,384,205</u>

**11 Capital commitments**

There were no capital commitments at 31 December 1997 or 31 December 1996.

**12 Contingent liabilities**

There were cross guarantees in respect of overdrafts and borrowings of certain group companies at 31 December 1997 and 31 December 1996. No other contingent liabilities existed at 31 December 1997 or 31 December 1996.

**TUDOR WEBASTO GROUP LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**

**FOR THE YEAR ENDED 31 DECEMBER 1997**

---

**13 Leasing commitments**

Operating lease payments amounting to £- (1996 : £609,289) are due within one year. The leases to which these amounts relate expire as follows:

	1997		1996	
	Land and buildings £	Other £	Land and buildings £	Other £
In one year or less	-	-	-	2,863
Between two and five years	-	-	-	13,155
In five years or more	-	-	593,271	-
	<u>£ -</u>	<u>£ -</u>	<u>£593,271</u>	<u>£16,018</u>

The company assigned its operating lease commitments to fellow group company, Webasto Holdings Limited, during the year.

**14 Transactions with related parties**

The company has taken advantage of the disclosure exemptions under FRS 8 paragraph 3 in respect of group company transactions.

**15 Controlling related party**

The ultimate parent undertaking and controlling related party of this company is Webasto AG Fahrzeugtechnik which is incorporated in Germany.

The largest group of undertakings for which group accounts have been drawn up is that headed by Webasto AG Fahrzeugtechnik and the smallest such group of undertakings, including the company, is that headed by Webasto Holdings Limited.