

Capteur Sensors and Analysers Limited

Report and Financial Statements

30 April 2005



REPORT AND FINANCIAL STATEMENTS 2005

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REPORT AND FINANCIAL STATEMENTS 2005

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

K D Breen
O G Burns
J G Wood

SECRETARY

J Rhodes

REGISTERED OFFICE

2 Columbus Drive
Summit Avenue
Southwood
Farnborough
Hampshire
GU14 0NZ

AUDITORS

Deloitte & Touche LLP
Chartered Accountants
Reading

DIRECTORS' REPORT

The directors present their annual report and the audited financial statements for the year ended 30 April 2005.

PRINCIPAL ACTIVITY

The company did not trade during the year or the preceding year.

DIRECTORS

The directors who served during the year and subsequent period were as follows:

O G Burns

K D Breen

J Shepherd (resigned 24 June 2005)

J G Wood (appointed 24 June 2005)

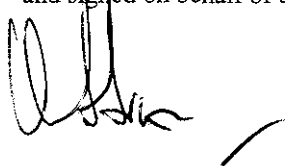
DIRECTORS' INTERESTS IN SHARES

All of the directors are also directors of First Technology PLC, the ultimate parent company, and their share interests are disclosed in the financial statements of that company.

AUDITORS

Deloitte and Touche LLP have expressed their willingness to continue in office as auditors of the Company and in accordance with Section 385 of the Companies Act 1985, a resolution to reappoint them will be proposed at the Annual General Meeting.

Approved by the Board of Directors
and signed on behalf of the Board

A handwritten signature in black ink, appearing to be 'KD Breen', with a long horizontal stroke extending to the right.

KD Breen
Director

27 February 2006

STATEMENT OF DIRECTORS' RESPONSIBILITIES

United Kingdom 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 as at the end of the financial year 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; and
- 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. They are also responsible for the system of internal control, for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS CAPTEUR SENSORS AND ANALYSERS LIMITED

We have audited the financial statements of Capteur Sensors and Analysers Limited for the year ended 30 April 2005 which comprise the balance sheet and the related notes 1 to 8. These financial statements have been prepared under the accounting policies set out therein.

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 auditors' 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

As described in the statement of directors' responsibilities, the company's directors are responsible for the preparation of the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibility is to audit the financial statements in accordance with relevant United Kingdom legal and regulatory requirements and auditing standards.

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 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.

We read the directors' report for the above year and consider the implications for our report if we become aware of any apparent misstatements.

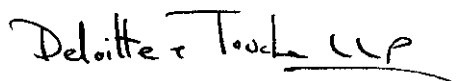
Basis of audit opinion

We conducted our audit in accordance with United Kingdom 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 30 April 2005 and have been properly prepared in accordance with the Companies Act 1985.



Deloitte & Touche LLP
Chartered Accountants and Registered Auditors
Reading

27 February 2006

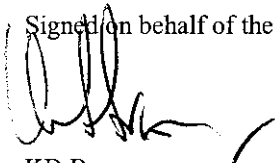
Capteur Sensors and Analysers Limited

BALANCE SHEET 30 April 2005

	Note	2005 £'000	2004 £'000
CURRENT ASSETS			
Debtors	4	4,417	4,417
NET ASSETS		<u>4,417</u>	<u>4,417</u>
CAPITAL AND RESERVES			
Called up share capital	5	144	144
Share premium account	6	4,322	4,322
Profit and loss account	6	(49)	(49)
EQUITY SHAREHOLDERS' FUNDS		<u>4,417</u>	<u>4,417</u>

These financial statements were approved by the Board of Directors on 27 February 2006.

Signed on behalf of the Board of Directors



KD Breen
Director

NOTES TO THE ACCOUNTS

Year ended 30 April 2005

1. ACCOUNTING POLICIES

The financial statements are prepared in accordance with applicable United Kingdom accounting standards. The particular accounting policies adopted are described below. They have all been applied consistently throughout the year and preceding year.

Accounting convention

The financial statements have been prepared under the historical cost convention.

Cash flow statement

First Technology PLC has included a group cash flow statement in its financial statements in accordance with Financial Reporting Standard No. 1 (Revised). Accordingly no cash flow statement is included in these financial statements.

2. PROFIT AND LOSS ACCOUNT

The company did not trade during either the current or preceding financial year and made neither a profit nor a loss, nor any other recognised gain or loss. There were no movements in shareholders' funds in either the current or preceding year. Audit fees in both the current and preceding year have been borne by another group company.

3. INFORMATION REGARDING DIRECTORS AND EMPLOYEES

The company had no employees during the year under review (2004 nil) other than the directors. The directors received or waived no emoluments during the year in respect of their services to the company (2004 £nil). None of the directors' emoluments, paid by other group companies, were allocated to the company (2004: £nil).

4. DEBTORS

	2005	2004
	£'000	£'000
Amounts owed by group undertakings	<u>4,417</u>	<u>4,417</u>

NOTES TO THE ACCOUNTS

Year ended 30 April 2005

5. CALLED UP SHARE CAPITAL

	2005 £'000	2004 £'000
<i>Authorised</i>		
Equity share capital		
322,498 ordinary shares of 10p each	32,250	32,250
127,686 'A' ordinary shares of 10p each	12,769	12,769
200,000 'B' ordinary shares of 10p each	20,000	20,000
9,477,502 preferred ordinary shares of 10p each	947,750	947,750
	<u>1,012,769</u>	<u>1,012,769</u>
<i>Allotted, called-up and fully paid</i>		
Equity share capital		
238,016 ordinary shares of 10p each	23,801	23,801
127,686 'A' ordinary shares of 10p each	12,769	12,769
1,076,856 preferred ordinary shares of 10p each	107,686	107,686
	<u>144,256</u>	<u>144,256</u>

The ordinary shares, 'A' ordinary shares, 'B' ordinary shares and preferred ordinary shares rank pari passu in all respects except on the sale of the whole of the share capital and on a winding up.

In the event of a sale of the whole of the issued share capital, the proceeds shall be apportioned firstly to the holders of the 'B' ordinary shares who shall receive a proportion equal to the number of 'B' ordinary shares held by that person as against the total equity share capital of the company (being the aggregate of the ordinary shares, 'A' ordinary shares, 'B' ordinary shares and preferred ordinary shares) at that time; secondly to repay to the holders of the ordinary shares and the preferred ordinary shares the amounts paid up including any premium; thereafter on a pro-rata basis according to the number of ordinary shares, 'A' ordinary and preferred ordinary shares held.

In the event of a winding up, the assets shall be used firstly to repay to the holders of preferred ordinary shares the amounts paid up including any premium, secondly to repay to the holders of the ordinary shares the amounts paid up including any premium, thereafter on a pro-rata basis according to the number of shares held.

6. RESERVES

	Share premium account £'000	Profit and loss account £'000
At 30 April 2004 and 30 April 2005	<u>4,322</u>	<u>(49)</u>

7. RELATED PARTY TRANSACTIONS

The company has taken advantage of the exemption permitted by Financial Reporting Standard No 8, Related Party Disclosures, and not disclosed transactions with group companies.

NOTES TO THE ACCOUNTS

Year ended 30 April 2005

8. ULTIMATE PARENT COMPANY

The directors regard First Technology PLC, a company registered in England and Wales, as the company's ultimate parent company and controlling party. First Technology PLC is the parent company of the only group of which Capteur Sensors and Analysers Limited is a member and for which group financial statements are drawn up. Copies of that company's financial statements can be obtained from the Company Secretary, 2 Columbus Drive, Summit Avenue, Southwood, Farnborough, Hampshire, GU14 0NZ.