

Company Number: 2519499

**BAE SYSTEMS INFRA-RED LIMITED**

(formerly GEC-Marconi Infra-Red Limited)

**ANNUAL REPORT AND ACCOUNTS  
FOR THE YEAR ENDED 31ST DECEMBER 2000**



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**BAE SYSTEMS INFRA-RED LIMITED**  
(formerly GEC-Marconi Infra-Red Limited)

**REPORT OF THE DIRECTORS**

The Directors present their report for the year ended 31st December 2000.

**Activities**

The Company changed its name from GEC-Marconi Infra-Red Limited on the 23<sup>rd</sup> February 2000. The principal activity of the Company is the management on behalf of BAE SYSTEMS Electronics Limited of that Company's business in the field of Infra-Red and consequently BAE SYSTEMS Electronics Limited receives all the income and pays all the expenditure of that business. The Company has not, therefore, traded on its own account during the year.

**Directors**

The Directors of the Company at the date of this report were:

D.M. Frost	(appointed 7 <sup>th</sup> April 2000)
C.V. Geoghegan	(appointed 11 <sup>th</sup> August 2000)
E.A. Peachey	(resigned 11 <sup>th</sup> August 2000)
P.J. Lynas	(resigned 11 <sup>th</sup> August 2000)
E. Read	(resigned 7 <sup>th</sup> April 2000)
M.T. Sweeney	(resigned 11 <sup>th</sup> August 2000)

None of the Directors is due to retire from the Board under the provisions of the Company's Articles of Association.

None of the Directors has (or has had) any beneficial interest in the share capital of the Company, (or any subsidiary company of the BAE SYSTEMS group of companies). The Directors who held office at the end of the year had the following interests in the share capital of the Company's ultimate holding company, BAE SYSTEMS plc:

	Ord. Shares of 2.5p		Share Options			
	1.1.00*	31.12.00	1.1.00*	Exercised	Granted	31.12.00
<b>Directors</b>						
D.M. Frost	18,918	19,917	23,753	-	633	24,386
C.V. Geoghegan	34,692	113,289	305,807	180,800	-	125,007

Performance Share Plan				
Directors	1.1.00*	Exercised	Granted	31.12.00
C.V. Geoghegan	118,719	-	-	118,719

\* or later date of appointment

Mr. D.M. Frost also held 6,196 CALS at 31<sup>st</sup> December 2000.

BY ORDER OF THE BOARD

  
D.S. PARKES  
Secretary

**BAE SYSTEMS INFRA-RED LIMITED**

(formerly GEC-Marconi Infra-Red Limited)

**BALANCE SHEET AS AT 31ST DECEMBER 2000**

	<u>2000</u>	<u>1999</u>
	<u>£</u>	<u>£</u>
Amount owed by group companies (Note 3)	<u>2</u>	<u>2</u>
Financed by:		
Ordinary Share Capital:		
Authorised: 1000 Shares of £1 each		
Issued and fully paid:		
2 Ordinary Shares of £1 each	<u>2</u>	<u>2</u>

The Company was a dormant company within the meaning of Section 250 of the Companies Act 1985 throughout the year ended 31st December 2000.

These accounts were approved by the Board of Directors on 17<sup>th</sup> May 2001 and were signed on its behalf by:



D.M. Frost  
Director

The notes on page 4 form part of these accounts.

**BAE SYSTEMS INFRA-RED LIMITED**

(formerly GEC-Marconi Infra-Red Limited)

**NOTES TO THE ACCOUNTS**

1. Profit and Loss Account

The Company has not traded during the accounting year, has received no income and incurred no expenditure, and consequently has made neither a profit nor a loss. A profit and loss account has therefore not been prepared.

2. Directors' Emoluments

No Director received any emoluments from the Company during the year (1999: £nil).

3. Amount Owed by Group Companies

The amount owed by group companies is in respect of a loan to BAE SYSTEMS plc. The loan bears no interest and is repayable on demand.

4. Ultimate Holding Company

The ultimate holding company is BAE SYSTEMS plc, a company incorporated in Great Britain, and registered in England and Wales. Copies of the group accounts of BAE SYSTEMS plc, the largest and smallest group in which the results of the company are consolidated, can be obtained from Warwick House, Farnborough Aerospace Centre, Farnborough, Hants, GU14 6YU.