

# AMEC International Limited

Directors' report and accounts

31 December 2001

Registered number 3203966



# AMEC International Limited

## **Directors**

D Robson  
P J Holland

## **Secretary**

C Fellowes

## **Registered Office**

Sandiway House  
Hartford  
Northwich  
Cheshire  
CW8 2YA

# AMEC International Limited

## Directors' Report

### Business Review

The company did not trade during the year and consequently has made neither a profit nor a loss.

### Directors

The current directors are listed on page 1.

The directors who served during the year were:

D Robson

M J Bardsley (resigned 5 April 2001)

P J Holland (appointed 5 April 2001)

The number of options in the ordinary share capital of AMEC plc, the ultimate parent company of the group, held by directors under the Executive and Savings Related Share Option Schemes were as follows:

	As at 1 January 2001 **	Exercised during the year	Granted during the year	As at 31 December 2001	Option price (pence)
P J Holland	* 342	-	-	342	181.0
P J Holland	* 842	-	-	842	230.0

\* *Savings Related Scheme*

\*\* *Or on date of appointment*

In 1998, shareholders approved the introduction of a long-term incentive plan (the "plan"). The design of the plan took account of the provisions of Schedule A to the Combined Code.

In 2001, further shares were purchased in the market at 462.5p each and awards were made to directors on 19 April 2001, as determined by the remuneration committee.

The interests in restricted shares of the directors to whom awards were made under the plan are as follows:

	As at 1 January 2001 **	Vested 11 April 2001	Awarded 19 April 2001	As at 31 December 2001	Value of vested shares £000
P J Holland	87,068	31,000	13,535	69,603	143

# AMEC International Limited

## Notes:

- i) The award of restricted shares will vest only if pre-determined performance conditions are met. These performance conditions, which are measured over three years, require the total return to ordinary shareholders (share price growth plus re-invested dividends) to be ranked in the top quartile of a group of engineering, construction and building material comparator companies for an award to vest in full. If the company's performance is at the median, 25% of the award will vest. Between those two levels, the award will vest on a sliding scale. No awards will vest if the company's performance is below the median at the end of the measured period.
- ii) The total value of awards cannot exceed 75% of a participant's base annual salary in any year.
- iii) Participants in the long-term incentive plan will not receive further grants of options under the Executive Share Option Scheme.
- iv) The shares which vested during the year were sold in the market by the Trustees of the Plan, for the benefit of the directors concerned, at 462.5p per share

The closing price of the ordinary shares at 31 December 2001 was 395.0p (2000: 345.5p).

The range of the closing prices for the ordinary shares during the year was 340.0p to 531.5p.

The register of directors' interests, which is open to inspection at the company's registered office, contains full details of directors' shareholdings, share options and awards under the long-term incentive plan.

Ordinary Shares in AMEC plc held by directors:

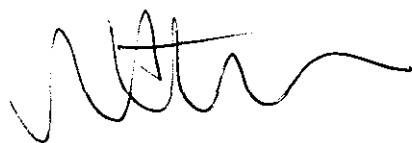
**As at  
1 January \*\* and 31  
December 2001**

P J Holland

10,947

Mr D Robson is a director of the ultimate parent company AMEC plc and notifies his interests in the capital of group undertakings to that company.

By Order of the Board



C FELLOWES  
Secretary

30/4/02

AMEC plc  
Sandiway House  
Hartford  
Northwich  
Cheshire CW8 2YA

# AMEC International Limited

## Profit and Loss Account for the year ended 31 December 2001

During the financial year and the preceding financial period the company did not trade and received no income and incurred no expenditure. Consequently, during that time the company made neither a profit nor a loss.

## Balance Sheet as at 31 December 2001

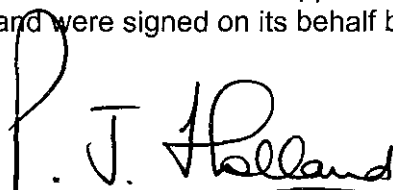
	Note	2001 £	2000 £
<b>CURRENT ASSETS</b>			
Debtors : due from fellow subsidiary undertakings		<u>1</u>	<u>1</u>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	2	<u>1</u>	<u>1</u>

For the year ended 31 December 2001 the company was entitled to exemption under section 249AA(1) of the Companies Act 1985. No members have required the company to obtain an audit of its accounts for the year in question in accordance with section 249B(2).

The directors acknowledge their responsibilities for:

- (a) Ensuring the company keeps accounting records which comply with section 221;
- (b) Preparing accounts which give a true and fair view of the state of affairs of the company as at the end of its financial year, and of its profit and loss for the financial year in accordance with section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the company.

These accounts were approved by the board of directors on 30/04/02  
and were signed on its behalf by:



P J HOLLAND  
DIRECTOR

The notes on page 5 form part of these accounts.

# AMEC International Limited

## Notes to the Accounts

### 1 ACCOUNTING POLICIES

#### Basis of the Preparation of the Accounts

The directors have taken advantage of the exemption in FRS8, paragraph 3(c) and have not disclosed related party transactions with parent and fellow subsidiary undertakings.

#### Accounting Convention

The accounts have been prepared under the historical cost convention and in accordance with applicable accounting standards and the Companies Act 1985.

#### Cash Flow Statement

The company is exempt from the requirement of Financial Reporting Standard No 1 to prepare a cash flow statement as it is a wholly owned subsidiary undertaking of AMEC plc, and its cash flows are included within the consolidated cash flow of that group.

### 2 SHARE CAPITAL

	2001 number	Authorised 2000 number	Allotted, called up and fully paid	
			2001 £	2000 £
Ordinary shares of £1 each	<u>100</u>	<u>100</u>	<u>1</u>	<u>1</u>

### 3 ULTIMATE PARENT COMPANY

The company regarded by the directors as the ultimate parent company is AMEC plc which is incorporated in England. Copies of the group accounts can be obtained from AMEC plc, Sandiway House, Hartford, Northwich, Cheshire CW8 2YA.