

**Advanced Composite Technology Transfers  
Limited**

**Directors' report and financial  
statements**

**Registered number 03842689**

**31 March 2004**



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## **Directors' report**

The directors present their annual report and the audited financial statements for the seven months to 31 March 2004.

### **Change of accounting date**

The company changed its accounting reference date to 31 March to bring it into line with that of UMECO plc.

### **Principal activities**

The company did not trade during the period.

### **Dividend**

The directors do not recommend the payment of a dividend (*31 Aug 03: nil*).

### **Directors**

The directors who held office during the period were as follows:

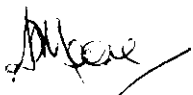
AB Moore  
J Mabbitt  
M Malitskie

The directors are also directors of the ultimate parent company, Advanced Composite Group Holdings Limited at the period end. They held no interest in the shares of the company at any time during the period and their interests in the shares of the ultimate parent company are shown in the financial statements of that company.

### **Auditors**

Our auditors, KPMG LLP, have indicated to the directors that they will resign as auditors and so enable KPMG Audit Plc (auditors of the new holding company) to be appointed in their place. A resolution for the appointment of KPMG Audit Plc as auditors of the company is to be proposed at the forthcoming Annual General Meeting.

By order of the board



**AB Moore**  
*Director*

Composites House  
Sinclair Close  
Heanor Gate Industrial Estate  
Heanor  
Derbyshire

27 January 2005

## **Statement of directors' responsibilities**

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 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 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.



## KPMG LLP

St Nicholas House  
Park Row  
Nottingham  
NG1 6FQ

### **Independent auditors' report to the members of Advanced Composite Technology Transfers Limited**

We have audited the financial statements on pages 4 and 5.

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**

The directors are responsible for preparing the directors' report and, as described on page 2, 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 the company's affairs as at 31 March 2004 and have been properly prepared in accordance with the Companies Act 1985.

*KPMG LLP*

27 January 2005

*Chartered Accountants  
Registered Auditor*

## Profit and loss account

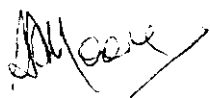
The company has not traded during either the current period or preceding year, has received no income and incurred no expenditure and consequently has made neither a profit nor a loss.

## Balance sheet

*as at 31 March 2004*

	<i>Note</i>	<b>31 Mar 04</b> £	31 Aug 03 £
<b>Current assets</b>			
Debtors	2	1	1
		<hr/>	<hr/>
<b>Net assets</b>		1	1
		<hr/>	<hr/>
<b>Capital and reserves</b>			
Called up share capital	3	1	1
		<hr/>	<hr/>
<b>Shareholders' funds</b>		1	1
		<hr/>	<hr/>

These financial statements were approved by the board of directors on 27 January 2005 and were signed on its behalf by:



**AB Moore**  
*Director*

## Notes

*(forming part of the financial statements)*

### 1 Accounting policies

#### *Basis of accounting*

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

### 2 Debtors

	31 Mar 04 £	31 Aug 03 £
Amounts owed by group undertakings	1	1
	<u>          </u>	<u>          </u>

### 3 Called up share capital

	31 Mar 04 £	31 Aug 03 £
<i>Authorised</i>		
1,000 ordinary shares of £1 each	1,000	1,000
	<u>          </u>	<u>          </u>
<i>Allotted, called up and fully paid</i>		
1 ordinary share of £1	1	1
	<u>          </u>	<u>          </u>

### 4 Ultimate parent undertaking

The ultimate parent undertaking at the period end was Advanced Composites Group Holdings Limited, a company incorporated in Great Britain.

Copies of the financial statements of the ultimate parent can be obtained from the address on page 1.

### 5 Subsequent event

On 6 May 2004, the entire share capital of the ultimate parent undertaking was acquired by UMECO plc.