LUXFER GROUP LIMITED

Report and Financial Statements

31 December 2001

Registered Number: 3944037



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III ERNST & YOUNG

Luxfer Group Limited

Registered No. 3944037

DIRECTOR

B G Purves

SECRETARY

L F Seddon

AUDITORS

Ernst & Young LLP 100 Barbirolli Square Manchester M2 3EY

BANKERS

The Royal Bank of Scotland Corporate Banking Office PO Box 450 5-10 Great Tower Street London EC3P 3HX

SOLICITORS

HammondSuddard'sEdge Trinity Court 16 John Dalton Street Manchester M60 8HS

REGISTERED OFFICE

The Victoria Harbour City Salford Quays Manchester M5 2SP Dickson Minto W.S. Royal London House 22/25 Finsbury Park London EC2A 1DS

DIRECTORS' REPORT

The directors present their report and the financial statements for the year ended 31 December 2001.

RESULTS AND DIVIDENDS

The loss for the year, after taxation, amounted to £431,000 (2000 - £642,000). The directors do not propose a dividend.

PRINCIPAL ACTIVITY AND REVIEW OF THE BUSINESS

The company is a holding company for certain subsidiaries of Luxfer Holdings PLC.

On 27 March 2001 the company acquired the shares in LGL 1996 Limited for a consideration of £4,398,000. At 31 December 2001, the company had net current assets of £20,687,000 (2000 - net current liabilities restated of £27,794,000). In January 2001, the company was refinanced by an injection of funds via a new £70,000,000 loan advancement from a fellow group undertaking, Luxfer Group 2000 Limited which enabled the company to pay off its bank overdraft of £46,863,000. The loan does not fall due for repayment until after 31 December 2002.

DIRECTORS AND THEIR INTERESTS

The names of the directors who served during the year were as follows:

I B McKinnon

(resigned 28 September 2001)

B G Purves

B G Purves is a director of the parent undertaking, Luxfer Holdings PLC, and details of his interests are shown in the financial statements of that company.

AUDITORS

On 28 June 2001, Ernst & Young, the company's auditor, transferred its entire business to Ernst & Young LLP, a limited liability partnership, incorporated under the Limited Liability Partnerships Act 2000. The directors consented to treating the appointment of Ernst & Young as extending to Ernst & Young LLP with effect from 28 June 2001.

EVENTS AFTER THE BALANCE SHEET DATE

On 27 June 2002, the company was allotted 3,000,000 Redeemable Preference Shares of £1 each in the capital of Magnesium Elektron Limited and a further 2,000,000 Ordinary Shares of £1 each in the capital of B A Tubes Limited.

By order of the board on 1, E August 2001.

A Se Ill.

L F Seddon Secretary

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE FINANCIAL STATEMENTS

Company law requires the directors to prepare financial statements for each financial period 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; 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 1985. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

型 Ernst & Young

INDEPENDENT AUDITORS' REPORT to the members of Luxfer Group Limited

We have audited the company's financial statements for the year ended 31 December 2001 which comprise Profit and Loss Account, Statement of Total Recognised Gains and Losses, Balance Sheet, and the related notes 1 to 23. These financial statements have been prepared on the basis of the accounting policies set out therein.

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 legal and regulatory requirements and United Kingdom 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 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.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

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 affairs of the company as at 31 December 2001 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Ernst & Young LLP Registered Auditor

Manchester

Date:

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PROFIT AND LOSS ACCOUNT for the year ended 31 December 2001

			Restated
		2001	2000
	Notes	£000	£000
Administrative expenses - excluding goodwill amortisation and exceptional items		(2,365)	(1,109)
Other operating income		1,326	2,144
	_	(1,039)	1,035
Administrative expenses - goodwill amortisation		(204)	(117)
Administrative expenses - exceptional items	4	(448)	-
OPERATING (LOSS)/PROFIT	2	(1,691)	918
Write off of goodwill on disposal of businesses		(286)	(1,091)
LOSS ON ORDINARY ACTIVITIES BEFORE INTEREST		(1,977)	(173)
Interest receivable and similar income	5	5,740	3,196
Interest payable and similar charges	6	(3,265)	(3,920)
PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION	•	498	(897)
Tax on profit or loss on ordinary activities	7	(929)	255
LOSS ON ORDINARY ACTIVITIES AFTER TAXATION		(431)	(642)
STATEMENT OF TOTAL RECOGNISED GAINS A for the year ended 31 December 2001	ND LOSSES		
		2001	2000
		£000	£000
Loss for the financial period		(431)	(642)
Note on prior year adjustment: Total recognised gains and losses relating to the year Prior year adjustment (as explained in note 16)		(431) (273)	<u> </u>
Total gains and losses recognised since last annual report		(704)	

BALANCE SHEET at 31 December 2001

			Restated
		2001	2000
	Notes	£000	£000
FIXED ASSETS			
Intangible assets	8	2,356	2,846
Tangible assets	9	125	149
Investments	10	73,292	53,557
	-	75,773	56,552
CURRENT ASSETS			<u></u>
Investments	11	29,083	6,106
Debtors	12	8,775	27,049
Cash at bank and in hand		-	998
		37,858	34,153
CREDITORS: amounts falling due within one year	13	(17,171)	(61,947)
NET CURRENT ASSETS/(LIABILITIES)		20,687	(27,794)
TOTAL ASSETS LESS CURRENT LIABILITIES		96,460	28,758
CREDITORS: amounts falling due after more than one year	14	(91,008)	(23,300)
PROVISIONS FOR LIABILITIES AND CHARGES	15	(425)	-
		5,027	5,458
CAPITAL AND RESERVES			
Called up share capital	17	6,100	6,100
Profit and loss account	18	(1,073)	(642)
SHAREHOLDERS' FUNDS - EQUITY	18	5,027	5,458

Approved by the sole director on

1st August 2002

B G Purves Director

NOTES TO THE FINANCIAL STATEMENTS

at 31 December 2001

1. ACCOUNTING POLICIES

Basis of preparation

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

The company is exempt from the requirement to prepare group financial statements as it is a wholly owned subsidiary undertaking of an EC parent. The company has taken advantage of the exemption in FRS 1 (revised) not to provide a statement of cash flows.

The accounting policies of the company have been revised to reflect FRS 19 – Deferred Tax and this has resulted in a restatement for 2000 as further explained in note 16.

Foreign currencies

Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction or at the contracted rate if the transaction is covered by a forward exchange contract. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the balance sheet date or, if appropriate, at the forward contract rate. All differences are taken to the profit and loss account.

Goodwill

Positive goodwill arising on acquisitions is capitalised as an asset on the balance sheet and amortised on a straight line basis over the directors' estimate of its useful life up to a presumed maximum of 20 years. It is reviewed for impairment at the end of the first full financial year following the acquisition and in other periods if events or changes in circumstances indicate that the carrying value may not be recoverable.

If a subsidiary or business is subsequently sold or closed, any goodwill arising on acquisition that has not been amortised through the profit and loss account is taken into account in determining the profit or loss on sale or closure.

Patents

Acquired patents are capitalised at cost and amortised through the profit and loss account over the directors' estimate of the useful life of each patent.

Depreciation

Depreciation is provided on all tangible fixed assets, at rates calculated to write off the cost, less estimated residual value based on prices prevailing at the date of purchase, of each asset evenly over its expected useful life as follows:

Plant and equipment

4% - 30%

The carrying values of tangible fixed assets are reviewed for impairment in periods if events or changes in circumstances indicate that the carrying value may not be recoverable.

1. ACCOUNTING POLICIES (continued)

Deferred taxation

In general, deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or right to pay less or to receive more, tax. Deferred tax is measured on a non-discounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

Deferred tax liabilities are not recognised on gains made on disposals of fixed assets where an election has been made to roll over the gain into a replacement asset, unless, at the balance sheet date, there is a commitment to dispose of the replacement assets. Deferred tax assets are only recognised to the extent that the Directors consider that it is more likely than not there will be suitable taxable profits from which the future reversal of the underlying differences can be deducted.

2. OPERATING (LOSS)/PROFIT

OI BARLETA (BODD)// ROLL	2001	2000
	£000	£000
Operating (loss)/profit is stated after charging:		
Depreciation	24	35
Amortisation of goodwill	<u>204</u> =	117
STAFF COSTS		
DIMI COSIO	2001	2000
	£000	£000
Wages and salaries	1,251	682
Social security costs	172	133
Other pension costs	84	196
	1,507	1,011
The average monthly number of employees during the period were as follows:		i
	2001	2000
•	No.	No.
Administration	14	19

NOTES TO THE FINANCIAL STATEMENTS at 31 December 2001

4.	EXCEP'	TIONAL	ITEM
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	200 £00	
Redundancy costs	44	8 -
		= ======

Operating costs of £448,000 have been charged in the year in relation to redundancy costs as a part of the Group's rationalisation programme.

2001

2000

5. INTEREST RECEIVABLE AND SIMILAR INCOME

	5,740	3,196
Interest receivable from third parties	419	-
Gain on retranslation of loans	-	1,186
Interest receivable from group undertakings	5,321	2,010
	£000	£000

6. INTEREST PAYABLE AND SIMILAR CHARGES

	2001	2000
	£000	£000
Bank loans and overdrafts	170	698
Amortisation of loan issue costs / premium on the Senior Notes	25	544
Interest payable to group undertakings	2,032	2,678
Loss on retranslation of loans	1,038	-
	3,265	3,920

7. TAX ON PROFIT OR LOSS ON ORDINARY ACTIVITIES

(a) Analysis of taxation charge for the period

		Restated
	2001	2000
	£000	£000
Current tax:		
Group relief payable/(recoverable)	650	(533)
Adjustments in respect of previous period	(18)	_
	632	(533)
Overseas tax	20	5
Total current tax	652	(528)
Deferred tax:		
Changes in estimation of amounts of deferred tax assets	277	-
Prior year adjustment (see note 16)	-	273
Total deferred tax	277	273
	929	(255)
		

The company has adopted Financial Reporting Standard No.19 – 'Deferred Tax' for the first time in 2001. The prior year adjustment reflects the deferred tax that would have been calculated on the full basis for the prior year, increasing the tax charge for the year ended 31 December 2000 by £273,000.

(b) Factors affecting the tax charge for the period

The tax assessed for the period differs from the standard rate of 30% for corporation tax in the UK. The differences are explained below:

	2001	2000
	£000	£000
Profit/(loss) on ordinary activities before taxation	498	(897)
Tax on profit or loss on ordinary activities at standard rate of corporation		
tax in the UK of 30%	149	(269)
Expenses not deductible for tax purposes	181	455
Depreciation in excess of capital allowances	-	(3)
Short-term timing differences	-	(270)
Adjustments in respect of previous period	(18)	-
Withholding tax	20	5
Other reconciling items	320	(446)
	652	(528)
	=======================================	=======================================

8. INTANGIBLE FIXED ASSETS

			Restated
	Goodwill	Patents	Total
	£000	£000	£000
Cost:			
At 1 January 2001 – as previously reported	3,848	623	4,471
Adjustment arising on adoption of FRS 19	(676)	-	(676)
At 1 January 2001	3,172		3,795
Disposals	(385)	-	(385)
At 31 December 2001	2,787	623	3,410
Amortisation:			
At 1 January 2001	917	32	949
Provided during the year	173	31	204
Disposals	(99)	-	(99)
At 31 December 2001	1,796	560	2,356
At 31 December 2000	2,255	591	2,846

Goodwill is being amortised over the directors' estimate of its useful life of 20 years. The patent was originally acquired in 1999 and is being amortised over its legal duration which is 20 years. The disposed goodwill amounting to a net book value of £286,000 related to the disposal of the British Aluminium Speciality Extrusions business and has been written off through the profit and loss account.

9. TANGIBLE FIXED ASSETS

		Plant and equipment £000
Cost: At 1 January 2001 and 31 December 2001		440
Depreciation: At 1 January 2001 Provided during the year		291 24
At 31 December 2001	***************************************	315
Net book value: At 31 December 2001		125
At 31 December 2000		149

10. INVESTMENTS

		Loans to	
	Subsidiary	group	
	undertakings	undertakings	Total
	£000	£000	£000
Cost:			
At 1 January 2001	5,600	47,957	53,557
Additions	9,398	11,054	20,452
Disposals	_	(364)	(364)
Exchange adjustment	-	(353)	(353)
At 31 December 2001	14,998	58,294	73,292

During the year the company acquired LGL 1996 Limited for a consideration of £4,398,000 and invested £5,000,000 in the share capital of its subsidiary undertakings (2000 - £5,100,000).

Details of the investments in which the company holds more than 20% of the nominal value of any class of share capital are as follows:

Country of Proportion of				
	registration (or	1	oting rights	
	incorporation)		and shares	Nature of
Name of company	and operation	Holding	held	business
BA Products Limited	England and Wales	Ordinary shares	100%	Dormant
BA Tubes Limited	England and Wales	Ordinary shares	100%	Engineering
BAL 1996 Limited	England and Wales	Ordinary shares	100%	Dormant
Dealsinmetals.com Limited	England and Wales	Ordinary shares	100%	Dormant
LGL 1996 Limited	England and Wales	Ordinary shares	100%	Dormant
LGL Manufacturing Services				
Limited*	England and Wales	Ordinary shares	66.7%	Engineering
Magnesium Elektron Limited Magnesium Elektron Recycling	England and Wales	Ordinary shares	100%	Manufacturing
CZ s.r.o.*	Czech Republic	Ordinary shares	100%	Recycling

^{*} held by a subsidiary undertaking

During the year British Aluminium Speciality Extrusions and Tubes Limited changed its name to BA Tubes Limited.

NOTES TO THE FINANCIAL STATEMENTS at 31 December 2001

11. INVESTMENTS

	Senior
	Notes
	£000
Cost:	
- -	
At 1 January 2001	6,106
Additions	23,002
At 31 December 2001	29,108
Amortisation:	
At 1 January 2001	-
Provided during the year	25
At 31 December 2001	25
Net book value:	
At 31 December 2001	29,083
•	
At 31 December 2000	6,106
	0,100

During the year the company purchased £22,491,000 of Luxfer Holdings PLC's Senior Notes due 2009 for a consideration of £23,002,000 (2000 - £6,395,000 for £6,106,000). The market value of this investment at 31 December 2001 was £21,162,000 (2000 - £6,187,000).

The Senior Notes are a traded investment and are listed on the Luxembourg Stock Exchange and registered with the SEC in the United States of America.

12. DEBTORS

		Restated
	2001	2000
	£000	£000
Amounts due from group undertakings	7,070	23,147
Other debtors	20	144
Corporation tax recoverable	43	-
Group relief receivable	-	533
Prepayments and accrued income	1,516	2,822
Deferred taxation	126	403
	8,775	27,049

NOTES TO THE FINANCIAL STATEMENTS

at 31 December 2001

13.	CREDITORS: amounts fall	ling due within one year
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	£000	£000
Bank loan	3,000	_
Bank overdraft	7,742	46,863
Trade creditors	117	1,385
Amounts owed to group undertakings	3,861	10,226
Corporation tax	-	480
Group relief payable	1,064	-
Other taxes and social security costs	333	286
Accruals and deferred income	1,054	2,707
	17,171	61,947

2001

2000

14. CREDITORS: amounts falling due after more than one year

	2001	2000
	£000	£000
Amounts owed to group undertakings	91,008	23,300

15. PROVISIONS FOR LIABILITIES AND CHARGES

	Rationalisation		
	and redundancy	Total	
	£000	£000	
At 1 January 2001	-	-	
Charge to the profit and loss account	448	448	
Cash payments	(23)	(23)	
At 31 December 2001	425	425	

16. DEFERRED TAXATION

Deferred taxation provided in the financial statements and the amounts not provided are as follows:

	1	Provided	No	t provided
		Restated		Restated
	2001	2000	2001	2000
	£000	£000	£000	£000
Relating to capital allowances	(36)	146	_	-
Other timing differences	162	257	-	-
Deferred tax asset	126	403		<u> </u>
			=======	=======================================

NOTES TO THE FINANCIAL STATEMENTS

at 31 December 2001

16. DEFERRED TAXATION (continued)

The company adopted Financial Reporting Standard No.19 – 'Deferred Taxation' for the first time in 2001. The result of the new standard is for the company to provide for deferred tax on a full rather than partial basis. As a consequence of this, the prior period results have been restated to reflect the new accounting policy. The adoption of the new standard created a deferred tax asset of £676,000 on the transfer from group undertakings. The charge to the profit and loss account in 2000 for deferred tax has been restated to £273,000 from £nil. The total result of the adjustments was to create a deferred tax asset at 31 December 2000 of £403,000 from £nil, as previously stated. The movements on deferred tax for 2000 and 2001 can be summarised as follows:

				2000
At date of incorporation Arising on transfer of group undertakings – as Charge to profit and loss account – as restated				676 (273)
At 31 December 2000 Charge to profit and loss account			-	403 (277)
At 31 December 2001				126
SHARE CAPITAL	2001 No.	2001 £000	2000 No.	2000 £000
Authorised: Ordinary shares of £1 each	6,100,000	6,100	6,100,000	6,100
	2001 No.	2001 £000	2000 No.	2000 £000
Allotted, called up and fully paid: Ordinary shares of £1 each	6,100,000	6,100	6,100,000	6,100

18. RECONCILIATION OF SHAREHOLDERS' FUNDS AND MOVEMENTS IN RESERVES

	Share capital £000	Profit and loss account £000	Total £000
At date of incorporation Increase in share capital Loss for the period	6,100	(642)	6,100 (642)
At 31 December 2000 Loss for the year	6,100	(642) (431)	5,458 (431)
At 31 December 2001	6,100	(1,073)	5,027

£000

NOTES TO THE FINANCIAL STATEMENTS

at 31 December 2001

19. PENSIONS

The Company's employees are included in the Group defined benefit pension scheme, the Luxfer Group Pension Plan ("LGPP"), which closed to new member in 1998, new employees then being eligible for a defined contribution plan. The assets of the LGPP are held in separate trustee administered funds. The pension cost of the LGPP is assessed in accordance with the advice of an independent firm of actuaries, Lane Clark & Peacock. The details of the latest actuarial valuation of the LGPP, which was carried out as at 5 April 2000, can be found in the financial statements of the parent undertaking, Luxfer Holdings PLC. The pension cost for the LGPP for the Company was £82,000 (2000 - £109,000). The prepaid contributions at the year end, included in prepayments and accrued income amounted to £170,000 (2000 - £nil).

Due to the Group nature of the LGPP, the Company is unable to identify its share of the underlying assets and liabilities of the LGPP on a consistent and reasonable manner. The Company, in common with all other Group subsidiaries who participate in the LGPP, contributed 9% of salary costs for the year. Under the valuation methodology set out in FRS 17 – Retirement Benefits, the LGPP shows a deficit of £11.8 million as at 31 December 2001. Full details relating to the LGPP can be found in the financial statements of Luxfer Holdings PLC.

The Company also participates in a group defined contribution plan, called the Luxfer Retirement Savings Plan. Contributions made amounted to £2,000 (2000 - £17,000).

20. COMMITMENTS UNDER OPERATING LEASES

As at 31 December 2001, the company had annual commitments under non-cancellable operating leases as set out below:

	2001	2001	2000	2000
	Land and	Other	Land and	Other
	buildings		buildings	
	£000	£000	£000	£000
Operating leases which expire:				
Within one year		18	81	16
In two to five years	90	74	_	92
				100
	90	92	81	108
			===	=======================================

21. RELATED PARTY DISCLOSURES

The company has taken advantage of the exemption in FRS 8 from disclosing transactions with related parties that are part of Luxfer Holdings PLC.

22. POST BALANCE SHEET EVENTS

On 27 June 2002, the company was allotted 3,000,000 Redeemable Preference Shares of £1 each in the capital of Magnesium Elektron Limited and a further 2,000,000 Ordinary Shares of £1 each in the capital of B A Tubes Limited.

23. PARENT UNDERTAKING AND CONTROLLING PARTY

The parent undertaking and controlling party is Luxfer Holdings PLC, which is registered in England and Wales. The company is included in the financial statements of Luxfer Holdings PLC. Copies of Luxfer Holdings PLC's financial statements may be obtained from The Company Secretary, The Victoria, Harbour City, Salford Quays, Manchester, M5 2SP.