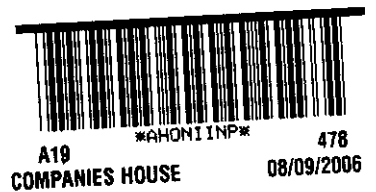


TAMWORTH UK LIMITED
REPORTS AND ACCOUNTS
FOR THE YEAR ENDED 31 DECEMBER 2005
REGISTERED NO: 4773348



TAMWORTH UK LIMITED

DIRECTORS' REPORT

The directors present their report and accounts for the year ended 31 December 2005.

Review of the business

The Company did not trade during the year ended 31 December 2005.

The Company's principal activity is that of a property holding company.

In the opinion of the directors there is likely to be no change in the activities of the Company in the foreseeable future.

Directors

The directors who served during the year were as follows:

P D Dean

G Millar

No director had any interest in the shares of the company.

The interests of the directors in the shares of Foseco plc were:-

	Ordinary shares of 25p each		Awards under the Long term incentive plan (Ltip) - ordinary shares of 25p each			
	As at 5.4.05*	As at 31.12.05	As at 5.4.05*	Granted 22.06.05	Lapsed	As at 31.12.05
P Dean	Nil	692,637	Nil	139,860	Nil	139,860
G Millar	Nil	273,925	Nil	48,575	Nil	48,575

* Date of incorporation of Foseco plc.

No director was interested during or at the end of the year in any contract which was significant in relation to the Company's business.

The company has indemnified all directors and officers of the company against liability in respect of proceedings brought by third parties, subject to the conditions set out in the Companies Act 1985. Such qualifying third party indemnity provision was in force during the year.

Significant Event

The ultimate holding company at the start of the year was Foseco (Jersey) Limited. On 12 May 2005, a group restructuring occurred wherein a new company, Foseco plc registered in the UK, acquired the entire ordinary share capital of Foseco (Jersey) Limited and was then floated on the London Stock Exchange.

The ultimate holding company following the restructuring is Foseco plc.

TAMWORTH UK LIMITED

DIRECTORS' REPORT (continued)

Auditors

In accordance with Section 386 of the Companies Act 1985, a resolution to dispense with the obligation to appoint auditors annually was passed on 30 August 2006. Accordingly Ernst & Young LLP shall be deemed to be re-appointed as auditors 28 days after the accounts are sent to the members.

By order of the Board.

Sharon Roberts

S M Roberts
Company Secretary
Coleshill Road
Tamworth
Staffordshire
B78 3TL

30 August 2006

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE ACCOUNTS

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and United Kingdom Generally Accepted Accounting Practice. Company law requires the directors to prepare accounts 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 of the Company for that period. In preparing those accounts, 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 accounts 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 accounts 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.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF TAMWORTH UK LIMITED

We have audited the company's financial statements for the year ended 31 December 2005, which comprise the Balance Sheet, and the related notes 1 to 9. 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

The directors are responsible for the preparation of the financial statements in accordance with applicable United Kingdom law and Accounting Standards (United Kingdom Generally Accepted Accounting Practice) as set out in the Statement of Directors' Responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

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 other transactions 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 International Standards on Auditing (UK and Ireland) 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 judgments 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, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 December 2005 and have been properly prepared in accordance with the Companies Act 1985.

Ernst & Young LLP

Ernst & Young LLP
Registered auditor
Birmingham

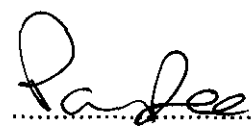
31 August 2006

TAMWORTH UK LIMITED

BALANCE SHEET AT 31 DECEMBER 2005

Notes	2005 £	2004 £
Current assets:		
3 Debtors	2	2
Net assets	<u>2</u>	<u>2</u>
4 Called-up equity share capital	2	2
5 Equity shareholders' funds	<u>2</u>	<u>2</u>

Approved by the board of directors on 30 August 2006
and signed on their behalf


.....
Director

TAMWORTH UK LIMITED

NOTES TO THE ACCOUNTS

1. Parent Undertaking

The Company's ultimate parent undertaking at the start of the year was Foseco (Jersey) Limited, a company registered in Jersey and then Foseco plc. The Company's accounts are incorporated into the consolidated accounts of Foseco plc which are prepared in accordance with UK legislation and include a consolidated cash flow statement.

The Company is therefore exempt from the requirements of Financial Reporting Standard No 1 (Revised) - 'Cash Flow Statements'.

The report and accounts of Foseco plc may be obtained from Coleshill Road, Tamworth, Staffordshire, B78 3TL. This is the parent undertaking of the smallest and largest group into which the company's results are consolidated and for which group accounts are prepared and are publicly available.

The immediate parent undertaking is Foseco (MRL) Limited which does not prepare group accounts.

2. Accounting Policies

The accounts have been prepared under the historical cost convention, and have been prepared in accordance with all applicable accounting standards.

3. Debtors

	2005 £	2004 £
Amounts due from immediate parent company	<u>2</u>	<u>2</u>

4. Called-up share capital

	2005 £	2004 £
Authorised: 1,000 ordinary shares of £1 each	<u>1,000</u>	<u>1,000</u>
Allotted, issued and fully paid: 2 ordinary shares of £1 each	<u>2</u>	<u>2</u>

5. Reconciliation of movement in Shareholders' Funds

	2005 £	2004 £
Opening balance at 1 January	2	2
Retained loss for the period	-	-
Closing balance at 31 December	<u>2</u>	<u>2</u>

NOTES TO THE ACCOUNTS (continued)

6. Directors remuneration

None of the directors received any remuneration from the company.

7. Auditors' remuneration

Auditors' remuneration for both years has been borne by another group undertaking

8. Related Party Transactions

The Company is a subsidiary undertaking and 90% or more of its voting rights are controlled within the group. The Foseco plc group accounts are publicly available. The Company is therefore exempt from the requirements of FRS8 to disclose material related party transactions insofar as the transactions occur within the group. There were no material transactions with related parties outside of the group during the year.

9. Significant Event

The ultimate holding company at the start of the year was Foseco (Jersey) Limited. On 12 May 2005, a group restructuring occurred wherein a new company, Foseco plc registered in England, acquired the entire ordinary share capital of Foseco (Jersey) Limited and was then floated on the London Stock Exchange.

The ultimate parent undertaking following the group restructuring is Foseco plc.