(Company Registration Number: 1999018)

REPORT AND ACCOUNTS

YEAR ENDED 31 MARCH 1997





REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 MARCH 1997

The directors present their annual report and the audited accounts for the year ended 31 March 1997.

Principal activities

The principal activity of the company is the manufacture and sale of advanced transparencies principally to the aerospace, railway and security glazing industries.

Review of business

This year was one of consolidation and restructuring to reduce overheads. The Directors believe that a performance in line with the two years preceding this financial year will continue in future.

Results and dividend

The loss for the year on ordinary activities before taxation amounted to £296,000 (1996 £679,000 profit), taxation thereon was nil (1996 credit of £19,000). The directors do not recommend payment of a dividend and the loss for the year will be transferred to reserves.

Research and development

The company pays for and receives the benefits of all appropriate research and development work undertaken by the ultimate holding company. The work and costs are agreed by the directors and, since much of the work is directly related to the business of the company, a large proportion of it is carried out in the company's manufacturing plant.

Changes in fixed assets

The movements in fixed assets during the year are set out in note 9 to the accounts. Capital expenditure by the company totalled £668,000 (1996 £189,000).

Directors

The following were directors of the company during the year:

Mr P Molineux (Managing Director)
Mr R S Bruce (Technical Director)
Mr R W Wright (Marketing Director)
Mr C J Woodhouse (Manufacturing Director)

Mr J R McCollough (Chairman - appointed to Pilkington Aerospace Limited Board on 19 March

1997)

REPORT OF THE DIRECTORS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 1997

Directors (continued)

In accordance with the company's Articles of Association, Mr P Molineux will retire by rotation at the Annual General Meeting and, being eligible, offers himself for re-election.

Mr R W Wright retired from the company on 30 April 1996 and left the Board at that time. Mr J R McCollough was appointed to the Board on 19 March 1997. Mr R S Bruce left the company on 18 April 1997 and also left the Board at this time.

Directors' interests

None of the directors has had an interest in any contract of a material nature with the company during the financial year.

None of the directors has an interest in the shares of the company or its subsidiary company, either at the beginning or end of the financial year.

The undermentioned directors, who are not also directors of the ultimate holding company, Pilkington plc, had the following beneficial interests in the ordinary shares and in options to acquire shares in that company:

	Pilkingt Ordinary of 50p	shares
	1.4.96 or at date of appointment	31.3.97
Mr P Molineux	-	-
Mr R S Bruce	- 10,514	- 10,514
Mr C J Woodhouse Mr J R McCollough	-	-

			Shares under option			
	At 1.4.96 or at date of appointment	Options granted*	Options granted**	Options relinquished	Options exercised	At 31.3.97
Mr P Molineux	88,987	4,755	-	-	(39,060)	54,682
Mr R S Bruce	41,328	_	3,679	-	-	45,007
Mr C J Woodhouse	25,484	8,779	2,169		-	36,432
Mr J R McCollough	113,873	-	, <u>.</u>	-	-	113,873

Options granted under the Pilkington Senior Executives' Share Option Scheme* were at 184p.

Options granted under the Pilkington Saving Related Share Options Scheme** were at 159p.

REPORT OF THE DIRECTORS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 1997

Payments to suppliers

The company's policy in relation to the payment of its suppliers is to settle its terms of payment with each supplier when agreeing the terms of each business transaction. The supplier is made aware of the terms which are detailed in the company's purchase orders. Creditor days at the end of the financial year were 65 days.

Statement of directors' responsibilities

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;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the accounts; 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 taking reasonable steps for the prevention and detection of fraud and other irregularities.

Auditors

A resolution to re-appoint the auditors, Coopers & Lybrand, will be proposed at the Annual General Meeting.

By order of the Board

Director 27 May 1997

REPORT OF THE AUDITORS TO THE MEMBERS OF PILKINGTON AEROSPACE LIMITED

We have audited the accounts on pages 5 to 19.

Respective responsibilities of directors and auditors

As described on page 3, the company's directors are responsible for the preparation of financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

Basis of 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 at 31 March 1997 and of its loss and total recognised losses for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

COOPERS & LYBRAND

Coopers + Lybrard.

Chartered Accountants and Registered Auditors

Birmingham

28 May 1997.

PILKINGTON AEROSPACE LIMITED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 MARCH 1997

	Note	1997 £000	1996 £000
Turnover	3	14,954	15,058
Operating (loss)/profit	4	(201)	773
Interest payable	5	(95)	(94)
(Loss)/profit on ordinary activities before taxation Taxation	6	(296)	679 19
(Loss)/profit on ordinary activities after taxation Dividends		(296)	698
Retained (loss)/profit for the year	17	(296)	698

All the above activities are in respect of continuing operations.

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES FOR THE YEAR ENDED 31 MARCH 1997

	1997 £000	1996 £000
(Loss)/profit for the year	(296)	698
Other recognised (losses)/gains	-	-
Total recognised (losses)/gains	(296)	698

There were no material differences between the reported (loss)/profit on ordinary activities before taxation and the historical cost (loss)/profit for the year. Similarly, there are no such adjustments in respect of 1996.

RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS FOR THE YEAR ENDED 31 MARCH 1997

	1997 £00 0	1996 £000
(Loss)/profit for the year attributable to shareholders	(296)	698
Shareholders' funds at beginning of year	6,060	5,362
Shareholders' funds at end of year	5,764	6,060

BALANCE SHEET AS AT 31 MARCH 1997

	Note	1997 £000	1996 £000
ASSETS EMPLOYED			
Fixed assets		0 4 4 -	0.000
Tangible assets	9	3,147	2,822
Investments - subsidiary undertaking	10	32	32
Total fixed assets	-	3,179	2,854
Current assets			
Stocks	11	2,985	2,984
Debtors	12	3,438	3,837
Cash at bank and in hand	_	246	-
Creditors - amounts falling due within one year	13	(3,300)	(2,471)
Net current assets		3,369	4,350
Total assets less current liabilities	•	6,548	7,204
FINANCED BY	•		
Creditors - amounts falling due after more than one year	14	31	460
Provision for liabilities and charges	15	753	684
Capital and reserves	1.7	0.000	9,000
Share capital	16	9,000	*
Profit and loss account	17	(3,236)	(2,940)
Equity shareholders' funds		5,764	6,060
•		6,548	7,204

The accounts on pages 5 to 19 were approved by the Board of Directors on 27 May 1997

27 May 1997

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31 MARCH 1997

1 Principal accounting policies

The financial statements are prepared in accordance with the historical cost convention. The financial statements are also prepared in accordance with Accounting Standards applicable in the United Kingdom. A summary of the major accounting policies, which have been consistently applied, is set out below.

The company's holding company has included in its financial statements a consolidated group cash flow statement in compliance with the Financial Reporting Standard No.1. The company has therefore taken advantage of the exemption under the Standard not to produce a cash flow statement.

Turnover

Turnover is based on the invoiced value of sales, excluding VAT, and includes the proportion of the sales value of long term contracts relevant to their state of completion. Turnover includes sales to other Group companies.

Deferred income

Regional development grants and other investment grants are taken to deferred income and are released to the profit and loss account in appropriate instalments relating to the type of expenditure.

Research and development

Revenue expenditure on research and development is charged against the profits of the year in which it is incurred and is not carried forward as an asset to be recouped out of future profits.

Capital expenditure on research laboratories, equipment and plant is written off over its expected working life.

Pension costs

Pension costs have been accounted for in accordance with the United Kingdom Accounting Standard No 24 - Accounting for Pension Costs.

The pension cost relates to defined contribution schemes and is the amount of contributions payable in the respective financial year.

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31 MARCH 1997

1 Principal accounting policies (continued)

Tangible assets and depreciation

Tangible assets are stated at historical cost.

Freehold land is not depreciated.

Depreciation is charged on all other categories of tangible fixed assets so as to write off the cost by equal annual instalments over the expected lives of the assets, such depreciation commencing at the start of the half year after the asset is commissioned.

Depreciation is written off in accordance with the following lives of assets:

Freehold buildings and long leasehold

20 years to 30 years

buildings

Plant & machinery

5 years to 15 years

Finance leases

Assets held under finance leases are included in tangible assets at cost and are depreciated over the shorter of the lease term or their useful life. Obligations relating to finance leases, net of finance changes in respect of future periods, are included as appropriate under creditors due within or after one year. Finance charges are allocated to accounting periods over the lease term to reflect a constant rate of interest on the remaining balance of the obligation.

Operating leases

Rentals under operating leases are charged to the profit and loss account as incurred.

Foreign currencies

Foreign currencies are translated into sterling at the rates of exchange ruling at the year end or, where appropriate, at forward contract rates. Exchange differences are taken to the profit and loss account.

Exchange differences on the translation of the net assets of overseas subsidiary undertakings, and on the translation of overseas borrowings for investment abroad, are taken to reserves.

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31 MARCH 1997

1 Principal accounting policies (continued)

Stocks and work in progress

Stocks and work in progress are valued at the lower of cost and net realisable value. Cost includes all direct expenditure and works overhead expenditure incurred in bringing goods to their current state under normal trading conditions. The works overhead expenditure includes charges for depreciation of tangible assets, but excludes research and development, distribution, selling, divisional and head office expenses.

Group accounts

The company has taken advantage in Section 228 (1) (a) of the Companies Act 1985 under which group accounts need not be prepared where the company is itself a wholly owned subsidiary undertaking of another company.

Deferred taxation

Deferred taxation is provided under the liability method at current or expected future rates of tax in respect of timing differences between profits as computed for tax purposes and profits as stated in the accounts to the extent that, in the opinion of the directors, those differences will give rise to tax liabilities or reliefs in the foreseeable future.

2 Segmental analysis of continuing operations

The Company's directors consider that the Company is engaged in only one class of business.

3 Geographical analysis of turnover by markets

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NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31 MARCH 1997

4	Statutory information	1997 Continuing £000	1996 Continuing £000
	Turnover Cost of sales	14,954 (11,748)	15,058 (11,131)
	Gross profit Distribution costs Administrative expenses Exceptional administrative expenses	3,206 (404) (2,623) (380)	3,927 (297) (2,857)
	Operating (loss)/profit	(201)	773
	Redundancy costs totalling £380,000 (1996 nil) administrative expenses.	1997	1996
		£000	€000
	Operating (loss)/profit is after charging/(crediting): Depreciation of tangible fixed assets	336	328
	(Profit) on disposal of tangible fixed assets Operating lease costs - plant and machinery	(2) 30 9	38 11
	Auditor's remuneration - audit - other non-audit services Research and development expenditure	4 721	18 541
5	Interest payable	1997 £000	1996 £000
	Interest payable on bank overdrafts and on loans:		
	Repayable by instalments within 5 years - on bank overdraft - to group companies - to others	34 38 17	0 42 42
	Finance leases	89 6	84 10

94

95

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31 MARCH 1997

6 Taxation

		1997 £000	1996 £000
	United Kingdom corporation tax at 33% (1996 33%)	_	
	Current Deferred	-	(19)
		-	(19)
7	Employee pay and numbers (excluding directors)	400	1006
		1997 £000	1996 £000
	Employment costs	4,423	4,403
	Wages and salaries Social security costs	369	354
	Pension costs	352	334
		5,144	5,091
	A	1997	1996
	Average number of employees:-	Nº	$\underline{\mathbf{N}}^{\mathbf{o}}$
	Birmingham	248	230
	USA	1	2
		249	232
	Number employed at 31 March	249	239

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31 MARCH 1997

8 Emoluments of directors

Emoluments of directors	1997 £	1996 £
Aggregate emoluments Company pension scheme contributions to money	178,195 68,355	229,358 81,645
purchase schemes Compensation for loss of office	83,838	-

The emoluments of the Chairman are paid by Pilkington Aerospace Inc. Mr McCollough's services to this company are of a non-executive nature and his emoluments are deemed to be wholly attributable to his services to Pilkington Aerospace Inc. Accordingly, the details above include no emoluments in respect of Mr McCollough.

9 Tangible assets

Langible assets	Land and buildings	Plant, machinery & vehicles	Total
	£000	£000	£000
At cost			
At 1 April 1996	2,056	5,299	7,355
Additions	48	620	668
Disposals		(90)	(90)
At 31 March 1997	2,104	5,829	7,933
Accumulated depreciation	· ·		
At 1 April 1996	(877)	(3,656)	(4,533)
Charge for the year	(73)	(263)	(336)
Disposals		83	83
At 31 March 1997	(950)	(3,836)	(4,786)
Written down value at 31 March 1997	1,154	1,993	3,147
			

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31 MARCH 1997

9 Tangible assets (continued)

, , , , , , , , , , , , , , , , , , ,	Land and buildings £000
Land and buildings at net book value	
comprise:	
Freehold	228
Long leasehold	926
.	1,154
	

Plant, machinery and vehicles include items acquired under finance leases comprising cost of £524,000 (1996 £524,000), accumulated depreciation of £277,000 (1996 £247,000) and written down value of £247,000 (1996 £277,000). Depreciation charged in the year on these assets amounted to £30,000 (1996 £30,000)

	Freehold land and buildings		Long leasehold land and buildings	
	1997	1996	1997	1996
	£00 0	£000	£000	£000
At cost	465	465	1,639	1,592
Accumulated depreciation	(237)	(222)	(713)	(656)
Net book value	228	243	926	936

Included within plant, machinery and vehicles are four assets with a net book value of £191,000 which are depreciated over a period greater than 15 years.

10 Investments - subsidiary undertaking

	Shares £000
At cost At 1 April 1996 Additions	32
At 31 March 1997	32

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31 MARCH 1997

10 Investment - subsidiary undertaking (continued)

Details of the subsidiary undertaking are as follows:

Name of company	% equity held	Principal activity
Pilkington INTG	51%	Exploitation of products using highly
Glasveredelungs GmbH		strengthened glass

The company is incorporated in Germany and did not trade during the year. As at 31 March 1997, the company had aggregated capital and reserves of £38,000.

11 Stocks

	1997	1996
	£000	£000
Raw materials	717	871
Stores	-	5
Work in progress	1,182	1,014
Finished goods	1,086	1,094
	2,985	2,984

There is no material difference between the cost of stock as stated and its replacement cost.

12 Debtors

	1997 £000	1996 £000
Trade debtors	2,839	3,228
Amounts owed by group undertakings - Parent company and fellow subsidiaries	333	373
Other debtors	178	156
Debtors falling due within one year	3,350	3,757
Debtors falling due after more than one year Other debtors	88	80
	3,438	3,837

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31 MARCH 1997

13 Creditors - amounts falling due within one year

1997	1996
£000	£000
900	-
55	79
1,477	1,343
430	575
95	-
314	433
29	41
3,300	2,471
	£000 900 55 1,477 430 95 314 29

The loan from group company is due to be repaid on 30 June 1997. Interest is payable at a variable commercial rate and there is no security attached to the loan.

14 Creditors - amounts falling due after more than one year

	1997	1996
	£000	£000
Group company loans Amounts owing under finance leases	Nil	400
- between 1 and 2 years	31	29
- between 2 and 5 years	-	31
	31	460

15 Provisions for liabilities and charges

	Pensions	Other Provisions	Total
	£000	£000	£000
At 1 April 1996	151	533	684
Provided during year	57	148	205
Utilised during year	-	136	136
At 31 March 1997	208	545	753

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31 MARCH 1997

Provisions for liabilities and charges (continued) 15

Other provisions consist of:-

	1997	1996
	£000	£000
Warranty	215	351
Cumulative leave	187	169
Redundancy	129	-
Other	14	13
	545	533

Deferred taxation

The deferred tax which has not been provided

	The deterred tax which has not been provided amounted to:		
		1997	1996
		£000	£000
	Capital allowances in excess of related depreciation	391	380
	Other timing differences	(213)	(233)
		178	147
16	Share capital		
		1997	1996
		£000	£000
	Authorised, allotted, called up and fully paid		
	9,000,000 ordinary shares of £1 each	9,000	9,000

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31 MARCH 1997

17 Profit and Loss Account

			£000	
	At 1 A	April 1996	(2,940)	
	Retair	ned profit for the year	(296)	
	At 31	March 1997	(3,236)	
18	Con	nmitments and contingent liabilities		
			1997 £0 00	1996 £000
	(a) (Capital expenditure		
		Contracts placed but not provided for in the accounts	Nil	Nil
		Projects approved by the directors but not contracted for	444	720
			1997 £000	1996 £000
	(b)	Operating lease commitments		
		The company's operating lease commitments for the following financial year are as follows:-		
		For non-property leases expiring	5	5
		Within one year Between two and five years	22	52
			27	57

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31 MARCH 1997

18 Commitments and contingent liabilities (continued)

(c) Other commitments and contingent liabilities

- i. At 31 March 1997, the company had contingent liabilities incurred in the ordinary course of business arising out of guarantees and other transactions including a joint and several liability for VAT under a Pilkington plc group registration. In the opinion of the directors no material amounts are expected to become payable under these arrangements.
- ii. It is impossible to estimate claims which might arise from an air disaster through the failure in use of windscreens and other glasses supplied for aircraft. The company has taken out product liability insurance for £300 million.

19 Pensions and similar obligations

The company's employees are members of the Pilkington Superannuation Scheme or the Pilkington Pension Scheme, both of which are in the nature of defined contribution schemes. The pension cost charge for the year amounted to £421,000 (1996 £416,000).

Details of the pension schemes are noted in the accounts of the ultimate holding company, Pilkington plc.

20 Ultimate holding company

The ultimate holding company is Pilkington plc, registered in England and Wales. Pilkington plc has prepared consolidated accounts for the whole of the Pilkington Group, a copy of which can be obtained from the Company Secretary, Pilkington plc, Prescot Road, St Helens, WA10 3TT.