

**AMPHENOL COMMERCIAL AND  
INDUSTRIAL UK, LIMITED**

**Report and Financial Statements**

**31 December 2003**



**Deloitte & Touche LLP  
Crawley**

# **AMPHENOL COMMERCIAL AND INDUSTRIAL UK, LIMITED**

## **REPORT AND FINANCIAL STATEMENTS 2003**

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# **AMPHENOL COMMERCIAL AND INDUSTRIAL UK, LIMITED**

## **REPORT AND FINANCIAL STATEMENTS 2003**

### **OFFICERS AND PROFESSIONAL ADVISERS**

#### **DIRECTORS**

Martin Hans Loeffler  
Edward Gehr Jepsen  
Luc Walter

#### **SECRETARIES**

Abogado Nominees Limited  
Edward Charles Wetmore

#### **REGISTERED OFFICE**

Thanet Way  
Whitstable  
Kent CT5 3JF

#### **BANKERS**

National Westminster Bank Plc  
140 High Street  
Herne Bay  
Kent CT6 5JX

#### **SOLICITORS**

Baker & McKenzie  
100 New Bridge Street  
London EC4V 6JA

#### **INDEPENDENT AUDITORS**

Deloitte & Touche LLP  
Chartered Accountants  
Crawley

# AMPHENOL COMMERCIAL AND INDUSTRIAL UK, LIMITED

## DIRECTORS' REPORT

The directors present their annual report and the audited financial statements for the year ended 31 December 2003.

## ACTIVITY AND FUTURE PROSPECTS

The company is an intermediate parent company of Amphenol-Borg Limited. The directors expect that this activity will continue. The company has not traded in this or the preceding year and has made neither a profit nor a loss. The position of the company at the year end is shown on page 5.

## DIRECTORS

The directors, who served throughout the year and up to the date of this report, are shown on page 1.

## DIRECTORS' INTERESTS

No director had any interest in any group company incorporated in Great Britain. As the company is ultimately wholly owned by a body corporate incorporated outside Great Britain, the directors are not required to notify the company of interests in shares or debentures of that or any other member of the group incorporated outside Great Britain.

## AUDITORS

A resolution regarding the reappointment of Deloitte & Touche LLP as auditors of the company will be proposed at the forthcoming Annual General Meeting.

Approved by the Board of Directors  
and signed on behalf of the Board



.....[name]  
Martin H. Loeffler  
Director

11 November 2004

## **AMPHENOL COMMERCIAL AND INDUSTRIAL UK, LIMITED**

### **STATEMENT OF DIRECTORS' RESPONSIBILITIES**

United Kingdom 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 as at the end of the financial year 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;
- state whether applicable accounting standards have been followed;
- 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.

## **INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF AMPHENOL COMMERCIAL AND INDUSTRIAL UK, LIMITED**

We have audited the financial statements of Amphenol Commercial and Industrial UK, Limited for the year ended 31 December 2003 which comprise the balance sheet and the related notes 1 to 7. 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**

As described in the statement of directors' responsibilities, the company's directors are responsible for the preparation of financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibility is to audit the financial statements in accordance with relevant United Kingdom legal and regulatory requirements and 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 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 for the above year and consider the implications for our report if we become aware of any apparent misstatements.

### **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 the company's affairs as at 31 December 2003 and of its result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



**Deloitte & Touche LLP**  
Chartered Accountants and Registered Auditors  
Crawley

24 November 2004

# AMPHENOL COMMERCIAL AND INDUSTRIAL UK, LIMITED


## BALANCE SHEET

31 December 2003

	Note	2003 £'000	2002 £'000
<b>FIXED ASSETS</b>			
Investment in subsidiary undertaking	3	76,499	76,499
<b>CURRENT ASSETS</b>			
Debtors – amounts owed by group undertakings		5,673	5,673
<b>CREDITORS: amounts falling due within one year</b>	4	(5,783)	(5,783)
<b>NET CURRENT LIABILITIES</b>		(110)	(110)
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		76,389	76,389
<b>CAPITAL AND RESERVES</b>			
Called up share capital	5	1	1
Share premium account		51,520	51,520
Profit and loss account		24,868	24,868
<b>EQUITY SHAREHOLDERS' FUNDS</b>		76,389	76,389

These financial statements were approved by the Board of Directors on 11 November 2004.

Signed on behalf of the Board of Directors

  
 Martin H. Loeffler  
 Director

# AMPHENOL COMMERCIAL AND INDUSTRIAL UK, LIMITED

## NOTES TO THE ACCOUNTS

Year ended 31 December 2003

### 1. ACCOUNTING POLICIES

The financial statements are prepared in accordance with applicable United Kingdom accounting standards. The particular accounting policies adopted are described below.

#### Accounting convention

The financial statements are prepared under the historical cost convention.

#### Investments

Investments are stated at cost less provision for any impairment in value.

### 2. PROFIT AND LOSS ACCOUNT

No profit and loss account is presented as the company did not trade and made neither a profit nor a loss in this or the preceding year.

There are no recognised gains or losses for the current and previous year. Accordingly, no statement of total recognised gains and losses or movement in shareholders' funds is given.

The company has no employees, paid no emoluments to directors and audit fees were borne by other group companies in both this and the preceding year.

### 3. INVESTMENT IN SUBSIDIARY UNDERTAKING

The company's investment in subsidiary undertakings represents the cost of its 100% interest in the ordinary shares of *Amphenol-Borg Limited*, an intermediate parent company, incorporated in Great Britain. *Amphenol-Borg Limited* owns 100% of the issued share capital of *Amphenol Limited* which designs, develops, manufactures and markets connectors and connector systems, flat cable and unit assemblies for diversified markets. The company takes advantage of the exemption conferred by the Companies Act to not prepare consolidated financial statements as *Amphenol Holding UK, Limited*, the immediate parent company, prepares consolidated financial statements. The information presented in these financial statements is about the company and not its group.

### 4. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2003 £'000	2002 £'000
Amounts owed to group undertakings:		
Immediate parent company	1,067	1,067
Subsidiary undertaking	4,716	4,716
	<u>5,783</u>	<u>5,783</u>

### 5. CALLED UP SHARE CAPITAL

	2003 £'000	2002 £'000
Authorised:		
1,000 ordinary shares of £1 each	<u>1</u>	<u>1</u>
Called up, allotted and fully paid:		
1,000 ordinary shares of £1 each	<u>1</u>	<u>1</u>



## **AMPHENOL COMMERCIAL AND INDUSTRIAL UK, LIMITED**

### **NOTES TO THE ACCOUNTS**

**Year ended 31 December 2003**

#### **6. RELATED PARTY TRANSACTIONS**

The company has taken advantage of the exemption available under Financial Reporting Standard 8 not to disclose transactions with other group companies as it is a wholly owned subsidiary undertaking.

#### **7. PARENT UNDERTAKING AND CONTROLLING ENTITIES**

The immediate parent company and controlling entity is Amphenol Holding UK, Limited, incorporated in Great Britain.

Copies of the consolidated financial statements of Amphenol Holding UK, Limited, the smallest group of which the company is a member and for which consolidated financial statements are available, can be obtained from Companies House, Crown Way, Maindy, Cardiff, CF14 3UZ.

The ultimate parent company is Amphenol Corporation, a company incorporated in the United States of America, which is the largest group of which the company is a member and for which consolidated financial statements are available. Copies of these consolidated financial statements can be obtained from Amphenol Corporation, 358 Hall Avenue, Wallingford, CT 06492, USA.

The ultimate controlling entities at the balance sheet date were KKR 1996 Fund L.P., NXS Associates L.P. and KKR Partners II L.P.