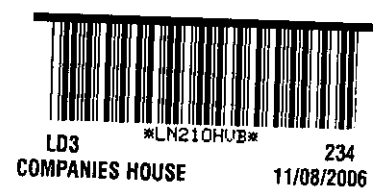


Registered number  
33840

**Howdon Limited**  
**Report and Accounts**  
**31 December 2005**



## Howdon Limited

### Directors' Report

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

#### Principal activity

The Company ceased to trade in 2002.

#### Results and dividends

The profit for the financial year was £59,000 (2004: £61,000). The Directors do not recommend the payment of a dividend (2004: £nil).

#### Directors

During the year, no Director had any beneficial interest in the shares of the Company. The Directors who served during the year and their interest in the ordinary shares of Cookson Group plc, the ultimate holding company, are stated below. Mr Daniels resigned from the Company on 19 July 2005.

	Options to purchase 1p ordinary shares				Options to purchase 10p ordinary shares			
	At 1 January 2005	Granted	Lapsed	At 26 May 2005	Restated	Exercised	Lapsed	At 31 December 2005
					At 27			
					May 2005			
S Daniels *	3,375,914	467,940	8,070	3,835,784	383,567	-	-	383,567
BR Elliston	1,443,746	608,775	-	2,052,521	205,245	-	2,856	202,389
RMH Malthouse	1,615,953	709,459	-	2,325,412	232,537	3,780	2,730	226,027

	Interests in 1p ordinary shares		Interests in 10p ordinary shares Restated post consolidation	
	At 1 January 2005	At 26 May 2005	At 27 May 2005	At 31 December 2005
S Daniels *	146,687	146,687	14,668	14,668
BR Elliston	63,810	166,912	16,690	10,310
RMH Malthouse	153,524	253,524	25,352	29,132

\* S Daniels resigned from the Company on 19 July 2005 and closing shares and options reflect his holdings at that date.

At the Cookson Group plc Annual General Meeting held on 26 May 2005, shareholders approved a share consolidation. The share consolidation took effect following the close of business on 26 May 2005, with shareholders receiving one new ordinary share of 10p each for every 10 existing ordinary shares of 1p each held at the close of business on 26 May 2005. Trading in the new ordinary shares of 10p commenced on 27 May 2005.

## **Howdon Limited**

### **Directors' Report (continued)**

#### **Directors' responsibilities**

The Directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK Accounting Standards.

The financial statements are required by law to 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 these 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 UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; 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 that disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that its 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.

#### **Auditors**

The Company has passed elective resolutions in accordance with section 379A of the Companies Act and is therefore exempt from the obligation to hold an Annual General Meeting and to reappoint the auditors annually.

This report was approved by the board on 12 June 2006

Rachel S. Fell

Miss RS Fell  
Company Secretary

## **Independent auditors' report to the members of Howden Limited**

We have audited the financial statements on pages 4 to 8.

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 auditor's 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 December 2005 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



KPMG Audit Plc  
Chartered Accountants  
London  
Registered Auditor

12 June 2006

**Howdon Limited**

**Profit and Loss Account**

**For the year ended 31 December 2005**

	<b>Notes</b>	<b>2005</b>	<b>2004</b>
		<b>£'000</b>	<b>£'000</b>
Interest receivable and similar income	3	59	59
<b>Profit on ordinary activities before tax</b>		<u>59</u>	<u>59</u>
Tax on profit from ordinary activities	4	-	2
<b>Retained profit for the financial year</b>	8	<u>59</u>	<u>61</u>

The Company has no recognised gains or losses other than those detailed above for the two financial years.

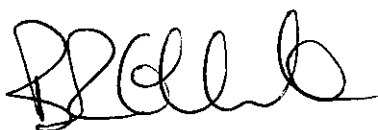
All activities relate to discontinued operations.

# Howdon Limited

## Balance Sheet

As at 31 December 2005

	Notes	2005	2004
		£'000	£'000
<b>Current assets</b>			
Cash at bank and in hand		-	1,936
Debtors	5	1,995	-
<b>Net assets</b>		<u>1,995</u>	<u>1,936</u>
 <b>Capital and Reserves</b>			
Called up share capital	6	2,000	2,000
Undistributable reserves	7	119	119
Profit and loss account	8	(124)	(183)
<b>Equity shareholders' funds</b>	9	<u>1,995</u>	<u>1,936</u>



BR Elliston  
Director

Approved by the board on 12 June 2006

## Howdon Limited

### Notes to the Accounts

For the year ended 31 December 2005

#### 1 Accounting policies

##### *Accounting convention*

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

The Company is exempt from the requirement of FRS 1 (Revised) to prepare a cash flow statement as its cash flows are included within the consolidated cash flow statement of Cookson Group plc.

During the year the Company adopted the following new financial reporting standards issued by the Account Standards Board:

FRS 21 *Events after the balance sheet date*

FRS 25 *Financial instruments: disclosure and presentation*

FRS 28 *Corresponding amounts*

##### *Taxation*

The charge for taxation is based on the result for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date which could give rise to an obligation in the future.

##### *Related party transactions*

As the Company is a wholly-owned subsidiary of Cookson Group plc, the Company has taken advantage of the exemption contained in FRS 8 and has therefore not disclosed transactions or balances with entities which form part of the Cookson Group plc group.

#### 2 Operating profit

Other than the Directors the Company had no employees during the year. The Directors received no remuneration in respect of their services to the Company during the year. The auditor's remuneration is borne by the parent company.

#### 3 Interest receivable and similar income

	2005 £'000	2004 £'000
Bank Interest	<u>59</u>	<u>59</u>

## Howdon Limited

### Notes to the Accounts (continued) For the year ended 31 December 2005

#### 4 Taxation

	2005 £'000	2004 £'000
Analysis of charge in period		
UK corporation tax at 30% (2004 : 30%)	-	-
Prior year tax charge/(credit)	-	(2)
Tax charge/(credit) on profit on ordinary activities	-	(2)
<i>Factors affecting the tax charge for the current period</i>		
<i>Current tax reconciliation</i>		
Profit on ordinary activities before tax	59	59
Current tax charge at 30% (2004 : 30%)	18	18
<i>Effects of:</i>		
Net addition to tax losses carried forward or surrender by way of group relief	-	-
Loss relief from group companies for no payment	(18)	(18)
Prior year tax credit	-	2
Total current tax (see above)	-	2

No tax charge arises on the results for the year due to the availability of corporation tax losses from group companies.

#### 5 Debtors

	2005 £'000	2004 £'000
Amounts owed to group undertakings	1,995	-

#### 6 Share capital

	2005 £'000	2004 £'000
Authorised:		
2,000,000 Ordinary shares of £1 each	2,000	2,000
Allotted, called up and fully paid:		
2,000,000 ordinary shares of £1 each	2,000	2,000



## **Howdon Limited**

### **Notes to the Accounts (continued) For the year ended 31 December 2005**

#### **7 Reserves**

	<b>2005</b>	<b>2004</b>
	<b>£'000</b>	<b>£'000</b>
At 1 January and 31 December	<u>119</u>	<u>119</u>

#### **8 Profit and loss account**

	<b>2005</b>	<b>2004</b>
	<b>£'000</b>	<b>£'000</b>
At 1 January	(183)	(244)
Profit for the financial year	<u>59</u>	<u>61</u>
At 31 December	<u>(124)</u>	<u>(183)</u>

#### **9 Reconciliation of movement in shareholders' funds**

	<b>2005</b>	<b>2004</b>
	<b>£'000</b>	<b>£'000</b>
At 1 January	1,936	1,875
Profit for the financial year	<u>59</u>	<u>61</u>
At 31 December	<u>1,995</u>	<u>1,936</u>

#### **10 Ultimate holding company**

The Company's ultimate holding company is Cookson Group plc, which is registered in England and Wales.

The largest group in which the results of the Company are consolidated is that headed by Cookson Group plc. The accounts of Cookson Group plc are available to the public and may be obtained from 165 Fleet Street, London, EC4A 2AE.

No other group accounts include the results of the Company.