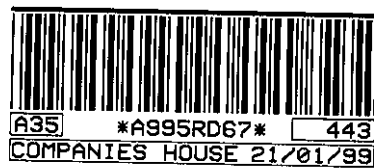


Registered No. 59870

NORCROS INDUSTRY (EEC) LIMITED

FINANCIAL STATEMENTS

31ST MARCH 1998



NORCROS INDUSTRY (EEC) LIMITED

Report of the Directors

for the year ended 31st March 1998

During the above financial year the Company has not traded and there has been no income or expenditure.

Mr D.W. Hamilton and Mr P A Baren were Directors of the Company throughout the year.

Mr D W Hamilton is a Director of the Company's ultimate holding company, Norcros p.l.c., and therefore his interests in the shares of Norcros p.l.c. are disclosed in the financial statements of Norcros p.l.c.

According to the register kept by the Company, the interests of the directors, in office at 31 March 1998, in the shares of Norcros p.l.c. were as follows:-

	<u>Ordinary Shares of 25p each</u>	
	<u>At 31st March 1998</u>	<u>At 1st April 1997</u>
P. A. Baren	48,000 + 3,482 #	38,000 +
+	Shares represented by options to purchase acquired under the terms of the Norcros p.l.c. 1996 Executive Share Option Scheme at prices between 72.5p and 90.5p per share exercisable at various dates up to August 2007.	
#	Shares represented by options to purchase acquired under the terms of the Norcros p.l.c. Savings Related Share Option Scheme at an option price of 56p per share, and exercisable in September 2000.	

Except for the above none of the Directors has a disclosable interest in the shares or debenture stock of any company in the Norcros Group.

Save in respect of the Norcros p.l.c. Savings Related Share Option Scheme and the Norcros p.l.c. Executive Share Option Schemes, no arrangements to which the Company was party subsisted at the end of the year or at any time in the year to enable the Directors to acquire any interest by the acquisition of shares or debentures of the Company or of any body corporate.

None of the Directors had a beneficial interest in any significant contract to which the Company either directly or indirectly was a party during the year.

By Order of the Board

*PA Bare*

Secretary

Ladyfield House  
Station Road  
Wilmslow  
Cheshire  
SK9 1BU  
Date: 24th June 1998

NORCROS INDUSTRY (EEC) LIMITED

BALANCE SHEET

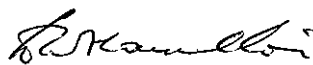

AT 31ST MARCH 1998

	Notes	1998 £'000	1997 £'000
CURRENT ASSETS			
Debtors	2	2,248	2,248
		_____	_____
NET CURRENT ASSETS		2,248	2,248
		_____	_____
TOTAL ASSETS LESS CURRENT LIABILITIES		2,248	2,248
		=====	=====
<u>Financed by:-</u>			
CAPITAL AND RESERVES			
Called up Share Capital	3	2,250	2250
Profit and Loss Reserves		(2)	(2)
		_____	_____
		2,248	2,248
		=====	=====

The company was dormant (within the meaning of Section 250 of the Companies Act 1985) throughout the financial period ended 31st March 1998.

The accounts on pages 3 and 4 were approved by the board of directors on 24 June 1998 and were signed on its behalf by:

D. W. Hamilton       )  
                              ) Directors  
P. A. Baren            )

NORCROS INDUSTRY (EEC) LIMITED

NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31ST MARCH 1998

1) STATEMENT OF ACCOUNTING POLICIES

ACCOUNTING CONVENTION

The financial statements have been prepared on the historical cost basis of accounting.

2) DEBTORS

	1998 £'000	1997 £'000
Amounts falling due within one year:-		
Loan to Immediate Holding Company	2,248	2,248
	<u>2,248</u>	<u>2,248</u>

3) CALLED-UP SHARE CAPITAL

	1997 £'000	1996 £'000
<u>Authorised</u> 2,500,000 Ordinary Share of £1 each	2,500	2,500
<u>Allotted, Called-up and Fully Paid</u> 2,250,000 Ordinary Share of £1 each	<u>2,250</u>	<u>2,250</u>

4) ULTIMATE HOLDING COMPANY

The company's ultimate holding company is Norcros p.l.c., a company incorporated in Great Britain and registered in England.