

Company Number: 753964

**BAE SYSTEMS PENSION FUNDS TRUSTEES LIMITED**

**ANNUAL REPORT AND ACCOUNTS**

**FOR THE YEAR ENDED 31ST DECEMBER 2001**



# **BAE SYSTEMS PENSION FUNDS TRUSTEES LIMITED**

## **REPORT OF THE DIRECTORS**

The Directors present their report for the year ended 31st December 2001.

### **Activities**

The Company has not traded on its own account during the year.

On 30th March 1979, the Company was appointed Trustee of the BAE SYSTEMS Pension Scheme and since then it has acted in that capacity.

### **Directors**

The Directors of the Company during the year and at the date of this report were as follows:

Holding Office under Article 79(A)(i):

Mr. M.S. Ball	(appointed 10 <sup>th</sup> September 2001)
Mr. B.J. Culshaw	
Mr. D. Goodenough	
Mr. B.P. Hart	(appointed 6 <sup>th</sup> December 2001)
Mr. J. Keeble	
Mr. B.P. Pemberton	(resigned 30 <sup>th</sup> April 2001)
Mr. T. Royle	
Mr. D.V. Tipping	(resigned 31 <sup>st</sup> October 2001))

Holding Office under Article 79(A)(ii):

Mr. A.E. Dudman

Holding Office under Article 79(A)(iii):

Mr. C.R. Dickson	
Mr. R.C.M Fisher	(appointed 16 <sup>th</sup> May 2002)
Mr. G.R. Griffiths	
Mr. R.W. Hawksworth	(resigned 19 <sup>th</sup> April 2001)
Mr. N.R. Hubbard	(appointed 21 <sup>st</sup> February 2001)
Mr. I.G. King	(appointed 16 <sup>th</sup> May 2002)
Mr. T.K. Morgan	(resigned 5 <sup>th</sup> April 2002)
Mr. P. Riley	
Mr. D. Reeh	(appointed 17 <sup>th</sup> May 2001)
Mr. M.J. Turner	(appointed 21 <sup>st</sup> February 2002; resigned 16 <sup>th</sup> May 2002)
Mr. R.J. Wilson	(resigned 18 <sup>th</sup> July 2001)

Messrs N.R. Hubbard, D. Reeh, M.S. Ball, B.P. Hart, and M.J. Turner were appointed to the Board of Directors on the 21<sup>st</sup> February 2001, 17<sup>th</sup> May 2001, 10<sup>th</sup> September 2001, 6<sup>th</sup> December 2001 and 21<sup>st</sup> February 2002 respectively. Messrs I. G. King and R.C.M Fisher were appointed to the Board of Directors on 16<sup>th</sup> May 2002. Messrs R.W. Hawksworth, B.P. Pemberton, R.J. Wilson, D.V. Tipping, T.K. Morgan, and M.J. Turner resigned from the Board of Directors on 19<sup>th</sup> April, 30<sup>th</sup> April, 18<sup>th</sup> July, 31<sup>st</sup> October 2001, 5<sup>th</sup> April 2002 and 16<sup>th</sup> May 2002 respectively. None of the Directors are due to retire from the Board under the provisions of the Company's Articles of Association.

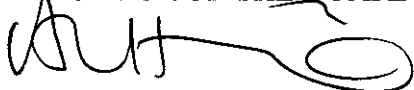
None of the Directors has (or has had) any beneficial interest in the share capital of the Company, (or any subsidiary company of the BAE SYSTEMS group of companies). The Directors who held office at the end of the year had the following interests in the share capital of the Company's ultimate holding company, BAE SYSTEMS plc:

Directors	Ord. Shares of 2.5p		Share Options			
	1.1.01*	31.12.01	1.1.01*	Exercised	Granted	31.12.01
M.S. Ball	241	241	-	-	-	-
B.J. Culshaw	241	241	-	-	-	-
C.R. Dickson	19,891	17,037	75,557	2,400	42,153	115,310
A.E. Dudman	15,710	16,146	-	-	-	-
D. Goodenough	241	241	-	-	-	-
G.R. Griffiths	-	-	29,986	746	11,165	40,405
B.P. Hart	-	-	1,057	-	-	1,057
N.R. Hubbard	241	241	90,764	4,644	40,559	126,679
J. Keeble	-	-	-	-	-	-
T.K. Morgan	112,740	135,988	127,131	5,784	123,303	244,650
D. Reeh	2,325	2,325	34,541	-	10,000	44,541
P. Riley	68,403	73,323	5,940	5,307	1,165	1,798
T. Royle	26	26	6,240	4,644	1,165	2,761

\* or later date of appointment

Director	Restricted Share Plan Matching Shares		Conditional Awards of Shares under BAe Performance Share Plan			
	1.1.01	31.12.01	1.1.01	Exercised/ Lapsed	Granted	31.12.01
T. K. Morgan	53,112	73,324	122,764	45,052	-	77,712

BY ORDER OF THE BOARD



A-L Holding  
Secretary

16 May 2002

Warwick House,  
Farnborough Aerospace Centre,  
Farnborough, Hants. GU14 6YU

# **BAE SYSTEMS PENSION FUNDS TRUSTEES LIMITED**

## **BALANCE SHEET AS AT 31ST DECEMBER 2001**

	<u>2001</u>	<u>2000</u>
	£	£
Amount owed by group companies (Note 3)	1,000	1,000
	<hr/>	<hr/>
Financed by:		
Ordinary Share Capital		
Authorised, issued and fully paid:		
Ordinary Shares of £1 each	1,000	1,000
	<hr/>	<hr/>

- (a) For the year ended 31<sup>st</sup> December 2001 the company was entitled to exemption under section 249AA(1) of the Companies Act 1985.
- (b) Members have not required the company to obtain an audit in accordance with section 249B(2) of the Companies Act 1985.
- (c) The directors acknowledge their responsibility for:
- ensuring the company keeps accounting records which comply with section 221; and
  - preparing accounts 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 its profit or loss for the financial year, in accordance with the requirements of section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the company.

These accounts were approved by the Board of Directors on 16 May 2002 and were signed on its behalf by:



Director

The notes on page 5 form part of these accounts.

# **BAE SYSTEMS PENSION FUNDS TRUSTEES LIMITED**

## **NOTES TO THE ACCOUNTS**

### **1. Profit and Loss Account**

The Company has not traded during the accounting period, has received no income and incurred no expenditure, and consequently has made neither a profit nor a loss. A profit and loss account has therefore not been prepared.

### **2. Directors' Emoluments**

No Director received any emoluments from the Company during the year (2000: £nil).

### **3. Amount Owed by Group Companies**

The amount owed by group companies is in respect of a loan to BAE SYSTEMS plc. The loan bears no interest and is repayable on demand.

### **4. Ultimate Holding Company**

The ultimate holding company is BAE SYSTEMS plc, a company incorporated in Great Britain, and registered in England and Wales. Copies of the group accounts of BAE SYSTEMS plc, the largest and smallest group in which the results of the company are consolidated, can be obtained from 6 Carlton Gardens, London, SW1Y 5AD.