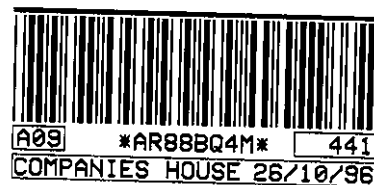


Company Registration No: 1211050

TRITON PLC

Financial Statements

31st March 1996



TRITON PLC

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31st MARCH 1996

The directors present their report and the audited financial statements for the year ended 31st March 1996.

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activity of the Company is the design, development, manufacture and marketing of a range of electric, power and mixer showers, bathroom accessories and allied products.

A substantial improvement in profitability was achieved in the year by improved focus on profitable business areas, with an accompanying reduction in costs.

The directors are confident that growth achieved in the second half of the year will continue for the foreseeable future through investment in research and development, new products, new markets and customer care.

RESULTS AND DIVIDENDS

	£000s
The profit for the year after taxation amounts to	3,194
An interim dividend was paid during the year in respect of profits not distributed from earlier periods of	(9,000)
On the profits for the year, a final dividend is proposed of	<u>(2,555)</u>
Transfer from reserves of	<u>(8,361)</u>

TAXATION

Norcros plc has assumed responsibility for discharging any liability for United Kingdom corporation tax, current or deferred, so long as the Company remains a member of the Norcros Group. The directors have received assurances that Norcros plc at this time has no plans involving the disposal of shares in the Company.

SIGNIFICANT CHANGES IN FIXED ASSETS

The movements in fixed assets during the year are set out in note 10 to the financial statements.

TRITON PLC

DIRECTORS

The following served as directors during and, unless otherwise indicated, throughout the year:

Mr J Matthews
Mr E W Goold
Ms L Fellowes
Mr J M Hodgkinson (resigned 9th February 1996)
Mr J B McCarthy
Mr R S Taylor (appointed 1st October 1995)

DIRECTORS' INTERESTS

Mr J Matthews is a director of the Company's ultimate holding company, Norcros plc, and therefore his interests in the shares of Norcros plc are disclosed in the financial statements on Norcros plc.

According to the register kept by the Company, the other directors who held office at 31st March 1996 had the following interests in the shares of Norcros plc:

	31st March 1996 Ordinary Shares of 25p each	1st April 1995 Ordinary Shares of 25p each
Mr E W Goold	1,285 81,957 15,416	1,285 81,957 * 23,063 **

* Shares represented by options to purchase acquired under the terms of Norcros plc 1985 Executive Share Option Scheme, at option prices ranging from 106.82p to 358.93p per ordinary share, and exercisable at various dates up to July 2004.

** Shares represented by options to purchase acquired under the terms of the Norcros plc Savings Related Share Option Scheme, at option prices ranging between 87.57p and 251.16p per ordinary share, and exercisable between 6th March 1996 and 28th February 2000.

Except for the above, none of the directors has a disclosable interest in the shares of any company in the Norcros group.

Save in respect of the Norcros plc 1985 Executive Share Option Scheme and the Norcros plc Savings Related Scheme, no arrangement to which the Company was or is a 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 any other body corporate.

None of the directors had any beneficial interest in any significant contract to which the Company was a party during the year.

The Company benefits from directors' and officers' liability insurance, arranged by Norcros plc, on behalf of the Company and its directors and officers.

TRITON PLC

EMPLOYEES

The Company has raised the level of training offered to all employees with regard to their individual roles within the Company and in the important areas of product knowledge and knowledge of Company procedures. All employees are notified of factors affecting the Company through the Company communication programme. Employee contribution is encouraged through the employee committee, with members elected from various locations of Company activity. These actions have resulted in employees being aware of the Company's future and have enriched their commitment to the Company's success. The Company was awarded Investors in People by Coventry Training and Enterprise Council in 1994.

EMPLOYMENT OF DISABLED PERSONS

The Company recognises its responsibilities towards disabled persons, and therefore all applications from such persons are fully considered bearing in mind the respective aptitudes and abilities of the applicants. In the event of existing employees becoming disabled, every effort is made to ensure that their employment with the Company continues and that the appropriate training is arranged. It is the policy of the Company that the training, career development and promotion of disabled persons should, as far as possible, be identical to that of a person who is fortunate enough not to suffer from a disability.

CREDITOR PAYMENT POLICY

The Company's current policy concerning the majority of payments to suppliers of goods and services is to follow the CBI's Prompt Payers Code. Other suppliers are paid in accordance with negotiated terms.

BY ORDER OF THE BOARD



J B McCarthy
Secretary
19th June 1996

TRITON PLC

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The board of directors is required each year to provide financial statements which give a true and fair view of the results and state of affairs of the Company. The financial statements must comply with the provisions of the Companies Act 1985 and with applicable Accounting Standards.

In preparing the financial statements, the directors have responsibility for adopting accounting policies appropriate to the Company's business. These policies must be applied consistently, taking a reasonable and prudent view where judgements and estimates are necessary. The directors must maintain adequate accounting records and take reasonable steps to protect the assets of the Company and to deter and detect fraud and other irregularities.

The directors confirm their compliance with these requirements and that the financial statements have been prepared on the going concern basis.

BY ORDER OF THE BOARD



J B McCarthy
Secretary
19th June 1996

TRITON PLC

REPORT OF THE AUDITORS

To the members of TRITON PLC.

We have audited the financial statements on pages 6 to 16.

Respective Responsibilities of Directors and Auditors

As described on page 4, 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 consider 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 affairs of the Company and the Group at 31st March 1996, and of the profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Coopers & Lybrand

COOPERS & LYBRAND

Chartered Accounts and Registered Auditors

Birmingham

19th June 1996

TRITON PLC**PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31st MARCH 1996**

	Notes	1996 £'000	1995 £'000
TURNOVER	2	<u>36,113</u>	<u>37,052</u>
Operating Profit	4	4,126	1,136
Exceptional Item - Provision for loss on disposal of fixed asset	3	<u>(691)</u>	-
Profit before Interest		3,435	1,136
Interest	5	<u>(241)</u>	<u>(236)</u>
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	6	3,194	900
Taxation	8	<u>-</u>	<u>-</u>
Profit on Ordinary Activities after Taxation		3,194	900
Dividends	9	(11,555)	(719)
TRANSFER (FROM)/TO RESERVES	18	<u>(8,361)</u>	<u>181</u>

The Company has no recognised gains and losses other than the profits above, and therefore no separate statement of total recognised gains and losses has been presented.

There is no difference between the retained profit for the year stated above and their historical cost equivalents.

The profit on ordinary activities before taxation relates wholly to continuing activities.

TRITON PLC

BALANCE SHEET AS AT 31st MARCH 1996

	Notes	1996 £'000	1995 £'000
FIXED ASSETS			
Tangible Assets	10	4,926	5,530
Investments	11	2,468	2,468
		<u>7,394</u>	<u>7,998</u>
CURRENT ASSETS			
Stocks	13	3,253	3,991
Debtors	14	6,813	5,490
Cash at bank and in hand		1,382	1
Loans to Group Companies		-	7,336
		<u>11,448</u>	<u>16,818</u>
CURRENT LIABILITIES			
Creditors: Amounts falling due within one year	15	<u>(15,123)</u>	<u>(13,096)</u>
NET CURRENT ASSETS		<u>(3,675)</u>	<u>3,722</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		3,719	11,720
Creditors - Amounts falling due after more than one year	15	<u>(360)</u>	-
		<u>3,359</u>	<u>11,720</u>
Financed by:			
CAPITAL AND RESERVES			
Called up Share Capital	16	57	57
Share Premium Account	18	2,462	2,462
Profit and Loss Account	18	840	9,201
EQUITY SHAREHOLDERS' FUNDS		<u>3,359</u>	<u>11,720</u>

The accounts on pages 6 to 16 were approved by the board of directors on 19th June 1996 and were signed on its behalf by:

E W Goold)



) Directors

J B McCarthy)



**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31st MARCH 1996**

1. STATEMENT OF ACCOUNTING POLICIES

Accounting Convention

The financial statements have been prepared on the historical cost basis of accounting, modified to include the revaluation of certain properties, and in accordance with applicable Accounting Standards in the United Kingdom.

Accounting Reference Date

All figures have been made up to Sunday, 31st March 1996.

Turnover

Turnover represents the total amount, less value added tax, receivable by the Company for goods supplied and services rendered as principal during the year and is net of rebates paid to customers.

Turnover does not include claims for the recovery of increased costs until they are received.

Research and Development

All expenditure on research and development is charged against the profits of the year in which it is incurred.

Foreign Currencies

Assets and liabilities expressed in foreign currencies are translated into sterling at rates applicable at the year end. Exchange gains and losses of a trading nature are dealt with in arriving at the profit before taxation.

Operating Leases

Operating lease rentals are charged against profit in the year in which they are incurred.

Depreciation

Depreciation on cost is calculated by the straight line method at rates considered appropriate to the class and the life of the asset concerned.

Principal depreciation rates for land and buildings are 2%, plant and other equipment are between 10% and 20%, and for transport and motor vehicles 25%.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31st MARCH 1996 continued**

Stock and Work-in-Progress

Stock and work-in-progress is valued at the lower of cost, including a proportion of the appropriate manufacturing overheads, and net realisable value on bases which have been applied consistently with the previous financial year.

Warranty Expenditure

Warranty costs are written off against profit in the year in which they are incurred.

Pension Funding

The Company's occupational pension schemes are funded by contributions, partly from the employees, and partly from the Company, at rates determined by independent actuaries. Pension costs have been calculated in accordance with SSAP24.

Cash Flow Statement

The Company has not published a cash flow statement as its parent company, Norcros plc, includes a consolidated cash flow statement in its accounts.

2. TURNOVER

	1996	1995
	£000s	£000s
United Kingdom	30,991	32,246
Overseas	5,122	4,806
	<u>36,113</u>	<u>37,052</u>

3. EXCEPTIONAL ITEM

	1996	1995
	£000s	£000s
Provision for loss on disposal of building in anticipation of sale	(691)	-
	<u>(691)</u>	<u>-</u>

TRITON PLC

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31st MARCH 1996 continued**

4. OPERATING PROFIT

	1996	1995
	£000s	£000s
TURNOVER	36,113	37,052
Cost of Sales	(22,236)	(24,563)
GROSS PROFIT	13,877	12,489
Distribution and Marketing and Sales Costs	(5,539)	(6,638)
Administration Expenses	(3,608)	(4,112)
Research and Development Costs	(604)	(603)
OPERATING PROFIT	4,126	1,136

5. INTEREST

	1996	1995
	£000s	£000s
On bank loans, overdrafts and other loans:		
Repayable within 5 years, not by instalments	241	250
Less: Interest receivable	-	(14)
	241	236

6. PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

	1996	1995
	£000s	£000s
Profit on ordinary activities before taxation is stated after crediting:		
Rent receivable	21	25
Profit arising on sale of fixed assets	(1)	8
and is after charging:		
Depreciation of tangible fixed assets	(1,080)	(933)
Provision for reorganisation cost	-	(300)
Research and development costs	(604)	(603)
Auditors' remuneration (including expenses) for:		
Audit	(19)	(14)
Other	(13)	(4)
Hire of plant and machinery	(14)	(14)
Operating lease rentals:		
Property	(540)	(268)
Equipment	(234)	(293)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 1996 continued

7. DIRECTORS AND EMPLOYEES

The average weekly number of persons (including directors) employed by the Company during the year was:

	1996 Number	1995 Number
Management and Administration	38	34
Production, Research and Development	198	237
Sales, Marketing and Service	172	173
	<u>408</u>	<u>444</u>

Staff costs (for the above persons):

	1996 £000s	1995 £000s
Wages and salaries	6,173	5,887
Social Security costs	512	520
Other Pensions costs	209	157
	<u>6,894</u>	<u>6,564</u>

The remuneration paid to directors was:

	1996 £000s	1995 £000s
For management services (including pension contributions)	403	273
Fees	-	-
Compensation for loss of office	-	60
	<u>403</u>	<u>333</u>

Emoluments disclosed above (excluding pension contributions), include amounts paid to:

	1996 £000s	1995 £000s
The Chairman	Nil	Nil
The highest paid director	<u>136</u>	<u>84</u>

The number of directors who received emoluments (excluding pension contributions and compensation for loss of office), falling within the following bands:

£		1996 Number	1995 Number
0	-	1	2
15,001	-	-	1
20,001	-	-	1
25,001	-	1	-
30,001	-	-	1
35,001	-	-	1
40,001	-	-	1
50,001	-	-	1
60,001	-	1	-
65,001	-	1	-
80,001	-	-	1
90,001	-	1	-
135,001	-	1	-

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 1996 continued

8. TAXATION

No charge to United Kingdom taxation has been provided on the results for the year. Any United Kingdom tax liability which may arise and is not eliminated by the offset of group relief and/or advance corporation tax, for neither of which payment will be made, will be discharged by Norcross plc.

9. DIVIDENDS

	1996 £000s	1995 £000s
Dividends on equity shares:		
Ordinary - Interim paid of £157.89 per share (1995 £Nil)	9,000	-
Ordinary - Final proposed of £44.82 per share (1995 £12.61)	2,555	719
	<u>11,555</u>	<u>719</u>

10. TANGIBLE FIXED ASSETS

	Land and Buildings £000s	Plant, Machinery, Equipment and Motor Vehicles £000s	Total £000s
Cost or Valuation			
At 1st April 1995	2,440	9,056	11,496
Adjustment arising on valuation	(1,089)	-	(1,089)
Additions	30	1,151	1,181
Disposals	-	(17)	(17)
At 31st March 1996	<u>1,381</u>	<u>10,190</u>	<u>11,571</u>
Depreciation			
At 1st April 1995	(329)	(5,637)	(5,966)
Adjustment arising on valuation	398	-	398
Charge for the year	(87)	(993)	(1,080)
Eliminated in respect of disposals	-	3	3
At 31st March 1996	<u>(18)</u>	<u>(6,627)</u>	<u>(6,645)</u>
Net Book Value			
At 31st March 1996	<u>1,363</u>	<u>3,563</u>	<u>4,926</u>
At 31st March 1995	<u>2,111</u>	<u>3,419</u>	<u>5,530</u>

Freehold property has been valued at 31st March 1996 by St Quintin, Chartered Surveyors. The basis of valuation was open market value in accordance with the statements of Asset Valuation Practice as published by the Royal Institution of Chartered Surveyors.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31st MARCH 1996 continued**

10. TANGIBLE FIXED ASSETS continued

Land and buildings at net book value comprise:

	1996	1995
	£000s	£000s
Freeholds	1,000	1,766
Short Leaseholds	363	345
	<u>1,363</u>	<u>2,111</u>

If land and buildings had not been revalued they would have been included at:

	1996	1995
	£000s	£000s
Cost	2,470	2,440
Aggregate Depreciation	(416)	(329)
	<u>2,054</u>	<u>2,111</u>

11. SHARES IN GROUP COMPANIES

	1996	1995
	£000s	£000s
Shares at cost	2,469	2,469
Less: Amounts written off	(1)	(1)
	<u>2,468</u>	<u>2,468</u>

The Company's subsidiaries, all of which are registered in England, are as follows:

Name	Status
Bermuda Showers Ltd	Non trading
Florida Plastics Ltd	Non trading
Metlex Industries Ltd	Non trading
Cantonian Ltd	Non trading
Aquatron (Showers) Ltd	Non trading
Aquatron (Shower Fittings) Ltd	Non trading

All the above subsidiaries are wholly owned, the last three being subsidiaries of Metlex Industries Ltd.

The Company has not prepared consolidated accounts since it is a wholly owned subsidiary of Norcros plc, a company registered in England.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 1996 continued

12. FUTURE COMMITMENTS

Capital

	1996 £000s	1995 £000s
Capital expenditure that has been contracted for but has not been provided for in the financial statements	-	125
Capital expenditure that has been authorised by the directors but has not yet been contracted for	273	402

Revenue

The Company has future revenue commitments for the annual payment of operating lease rentals on leases which expire:

	1996 Property £000s	1996 Equipment £000s	1995 Property £000s	1995 Equipment £000s
Within one year	-	24	-	104
Two to five years	122	186	80	142
Over five years	418	4	505	-
	<u>540</u>	<u>214</u>	<u>585</u>	<u>246</u>

13. STOCKS

	1996 £000s	1995 £000s
Stocks comprise:		
Raw materials and consumables	1,888	2,382
Work-in-progress	97	216
Finished goods	1,268	1,393
	<u>3,253</u>	<u>3,991</u>

14. DEBTORS

	1996 £000s	1995 £000s
Amounts falling due within one year:		
Trade debtors	6,593	5,228
Amounts owed by fellow group undertakings	-	18
Other debtors	69	129
Prepayments and accrued income	151	115
	<u>6,813</u>	<u>5,490</u>

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31st MARCH 1996 continued**

15. CREDITORS

	1996	1995
	£000s	£000s
Amounts falling due within one year:		
Bank overdraft	-	1,922
Trade creditors	5,954	3,776
Bill of exchange payable	53	-
Amount owed to holding and ultimate holding company	2,043	2,088
Amounts owed to fellow group undertakings	2,505	2,505
Dividends payable	2,555	719
Other taxation and social security payable	361	427
Accruals	1,652	1,659
	<u>15,123</u>	<u>13,096</u>
Amounts falling due after more than one year:		
Amount owed to ultimate holding company	<u>360</u>	<u>-</u>

16. CALLED UP SHARE CAPITAL

	1996	1995
	£000s	£000s
Authorised:		
61,000 ordinary shares of £1 each	<u>61</u>	<u>61</u>
Allotted, called up and fully paid:		
57,000 ordinary shares of £1 each	<u>57</u>	<u>57</u>

17. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	1996	1995
	£000s	£000s
Profit for the financial year	(8,361)	181
Opening shareholders' funds	11,720	11,539
Closing shareholders' funds	<u>3,359</u>	<u>11,720</u>

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31st MARCH 1996 continued**

18. SHARE PREMIUM ACCOUNT AND RESERVES

	Share premium account £000s	Profit and loss account £000s
At 1st April 1995	2,462	9,201
Retained deficit for the year	-	(8,361)
At 31st March 1996	2,462	840

19. PENSION COMMITMENTS

The Company adheres to the Norcros Security Plan which is a defined benefit scheme. Contributions are based on pension costs for the whole Group and for the year to 31st March 1996 are at a rate of 9.4% of pensionable earnings. Details of the latest actuarial valuation will be found in the accounts of Norcros plc.

The Company also contributes to a defined contribution scheme called The Norcros Pension Builder Scheme for certain employees.

20. GUARANTEES

The Company has given unlimited joint guarantees to the principal bankers of Norcros plc (its parent Company) and the bankers of its fellow wholly owned UK trading subsidiaries, in respect of the facilities provided by those banks. No security has been given under the guarantees. At 31st March 1996, the company's joint and several contingent liability under the guarantees was £44.2m. The directors do not consider that any liability will arise under the guarantees.

21. ULTIMATE HOLDING COMPANY

The Company's ultimate holding Company is Norcros plc, a company incorporated in Great Britain and registered in England. A copy of the Norcros plc accounts may be obtained from The Company Secretary at Norcros House, Bagshot Road, Bracknell, Berkshire, RG12 3SW.