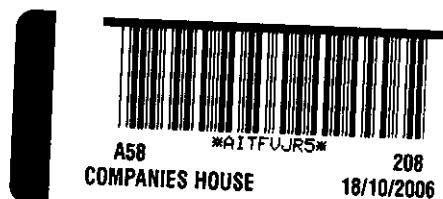


NORMANDY FERRIES LIMITED

REGISTERED NUMBER: 1239107

DIRECTORS' REPORT AND ACCOUNTS

31 DECEMBER 2005



## NORMANDY FERRIES LIMITED

### REPORT OF THE DIRECTORS

The directors present their annual report and the accounts of the Company for the year ended 31 December 2005.

The Company did not trade during the year.

#### **Directors and directors' interests:**

The directors during the year were:

R M Gradon (resigned 30 June 2006)

P A Walker

D J Leonard (resigned 31 August 2006)

D A Shaw (appointed 30 June 2006)

M Moore (appointed 30 June 2006)

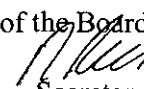
According to notifications received by the Company relating to the interests of the directors and their families in the share capital and debentures of group companies, there were the following interests in the stock of the ultimate holding company, The Peninsular and Oriental Steam Navigation Company:

	Deferred Stock		2005	Deferred Stock under option		2004
	2005	2004		Granted in year	Exercised in year	
P A Walker	55,359	37,933	160,650	-	-	160,560

In addition, during the year P A Walker was granted an award under the Performance Share Plan of £41,700 nominal of deferred stock, contingent on further performance.

R M Gradon was a director of the ultimate holding company, The Peninsular and Oriental Steam Navigation Company, of which this company is a wholly owned subsidiary. His interests in shares and debentures of group companies and of his awards under the P&O Deferred Bonus and Co-Investment Matching Plan, the P&O Performance Share Plan and the P&O 2005 Matching Share Plan are disclosed in the directors' remuneration report included in the 2005 annual accounts of The Peninsular and Oriental Steam Navigation Company.

16 Palace Street  
LONDON SW1E 5JQ

On behalf of the Board  
  
Secretary

**NORMANDY FERRIES LIMITED**  
**BALANCE SHEET AT 31 DECEMBER 2005**

	Note	31 Dec 2005	31 Dec 2004
		£	£
CREDITORS (DUE WITHIN ONE YEAR)			
Amount owed to fellow subsidiary		(20,334,658)	(20,334,658)
NET ASSETS		<u>(20,334,658)</u>	<u>(20,334,658)</u>
 CAPITAL AND RESERVES			
Called up share capital	2	2,000,000	2,000,000
Profit and loss account		(22,334,658)	(22,334,658)
Equity shareholders' funds		<u>(20,334,658)</u>	<u>(20,334,658)</u>

- a) For the year ended 31 December 2005 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:
- I. ensuring the company keeps accounting records which comply with section 221; and
  - II. 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 Companies Act relating to accounts, so far as applicable to the company.

The financial statements were approved by the Board on 11 October 2006 and were signed on its behalf by P A Walker.



P A WALKER  
Director

**NORMANDY FERRIES LIMITED****NOTES TO THE ACCOUNTS AT 31 DECEMBER 2005****1. ACCOUNTING POLICIES**

These financial statements have been prepared under the historical cost convention in accordance with applicable accounting standards. The company has not traded during the year nor the preceding year and thus no profit and loss account has been prepared.

**2. SHARE CAPITAL**

Authorised, allotted, called up and fully paid at 31 December 2005 and 2004 was:

	£
Ordinary shares of £ 1 each	2,000,000
	<hr/>

**3. PARENT UNDERTAKING**

The results of the company are included in the consolidated accounts of The Peninsular and Oriental Steam Navigation Company, its ultimate United Kingdom parent undertaking, a company incorporated by Royal Charter and therefore not registered, copies of whose accounts can be obtained from: The Registrar of Companies, Companies House, Crown Way, Cardiff CF14 3UZ.

Subsequent to the year-end, on 8 March 2006, The Peninsular and Oriental Steam Navigation Company was acquired by Thunder FZE, a wholly owned subsidiary of Ports, Customs and Free Zone Corporation, Dubai.