

Company Registration Number 1423606



TRIDON EUROPE LIMITED

FINANCIAL STATEMENTS

YEAR ENDED 30 APRIL 2002

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TRIDON EUROPE LIMITED

DIRECTORS' REPORT

YEAR ENDED 30 APRIL 2002

The directors present their report and the financial statements of the company for the year ended 30 April 2002.

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The company ceased trading on 28 April 2001.

The accounts have been prepared on the basis of the discontinuance of the business in order to show a true and fair view. Where appropriate assets and liabilities have been restated to their net realisable value.

The directors consider the company's financial position at the end of the year to have been satisfactory, taking into consideration the undertaking of Tomkins plc (the ultimate parent company) to provide continuing support to enable the company to meet its liabilities as they fall due.

RESULTS AND DIVIDENDS

The trading results for the year, and the company's financial position at the end of the year are shown in the attached financial statements.

The directors do not recommend payment of a dividend.

The dividend for the year ended 28 April 2001 was also £nil.

THE DIRECTORS AND THEIR INTERESTS

As at 30 April 2002, R. N. Marchant was a director of the company (resigned 31 July 2002) and was also a director of the ultimate parent company, Tomkins plc. Full details of his interest in the ordinary shares of Tomkins plc are disclosed in the accounts of that company (note 17).

The other director, and her interest in the ordinary shares of Tomkins plc, was:

	Fully paid shares	
	30 April 2002	28 April 2001
D. P. Burton	<u>106,512</u>	<u>101,014</u>

The other director's options to purchase shares in the parent company were:

	30 April 2002	Granted during year	Forfeited during year	Exercised during year	28 April 2001
D. P. Burton	168,469	-	(4,704)	(16,500)	189,673

N. C. Porter was appointed as a director of the company on 1 August 2002.

Neither director had any beneficial interest in the shares or loan stock of any other group undertaking.

Neither director had any material interest in any contract or arrangement subsisting during the year with the company.

TRIDON EUROPE LIMITED

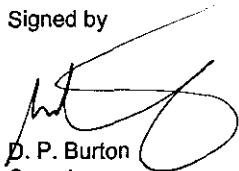
DIRECTORS' REPORT *(continued)*

YEAR ENDED 30 APRIL 2002

STATUTORY DISPENSATION

The company has in force, under Section 379A of the Companies Act 1985, an election dispensing with the laying of accounts and reports before the company in General Meeting, the holding of Annual General Meetings and the obligation to appoint auditors annually.

Signed by



D. P. Burton
Secretary

Approved by the Board on *26 February 2003*

TRIDON EUROPE LIMITED

STATEMENT OF DIRECTORS' RESPONSIBILITIES

YEAR ENDED 30 APRIL 2002

United Kingdom company law requires the directors to prepare financial statements for each financial year 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 the profit or loss of the company for that period.

In preparing those financial statements, the directors are required to:

- i. select suitable accounting policies, as described on pages 8 to 9, and then apply them consistently;
- ii. make judgements and estimates that are reasonable and prudent;
- iii. state whether applicable accounting standards have been followed; and
- iv. 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 which disclose with reasonable accuracy at any time the financial position of the company and to enable the directors to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for the system of internal control, for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

TRIDON EUROPE LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF TRIDON EUROPE LIMITED

YEAR ENDED 30 APRIL 2002

We have audited the financial statements of Tridon Europe Limited for the year ended 30 April 2002 which comprise the profit and loss account, the note of historical cost profits and losses, balance sheet and the related notes 1 to 17. These financial statements have been prepared under the accounting policies set out therein.

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 auditors' 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 THE DIRECTORS AND THE AUDITORS

The directors' responsibilities for preparing the Annual Report and the financial statements in accordance with applicable United Kingdom law and accounting standards are set out in the Statement of Directors' Responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant United Kingdom legal and regulatory requirements and auditing standards.

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.

We read the directors' report and consider the implications for our report if we become aware of any apparent misstatements within it.

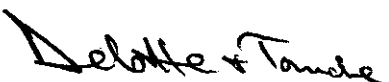
BASIS OF AUDIT OPINION

We conducted our audit in accordance with United Kingdom 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.

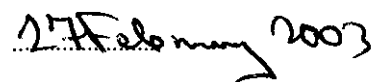
We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity 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 30 April 2002 and of the loss of the company for the year then ended, and have been properly prepared in accordance with the Companies Act 1985.



DELOITTE & TOUCHE
Chartered Accountants and Registered Auditors
London



TRIDON EUROPE LIMITED

PROFIT AND LOSS ACCOUNT

YEAR ENDED 30 APRIL 2002

	Note	2002 £000	2001 £000
All of the activities of the company are classed as discontinuing.			
TURNOVER	2	590	3,073
Cost of sales		<u>(590)</u>	<u>(2,219)</u>
GROSS PROFIT		-	854
Distribution costs		-	(201)
Administrative expenses		(109)	(649)
Other operating income		-	3
OPERATING (LOSS)/PROFIT	3	(109)	7
Closure costs	6	-	(668)
		<u>(109)</u>	<u>(661)</u>
Interest receivable		-	14
Interest payable	7	(69)	(76)
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		(178)	(723)
Tax on loss on ordinary activities	8	21	209
LOSS FOR THE FINANCIAL YEAR		(157)	(514)
At 28 April 2001		(1,099)	(586)
Transfer from revaluation reserve		-	1
At 30 April 2002		<u>(1,256)</u>	<u>(1,099)</u>

The company has no recognised gains or losses other than the results for the year as set out above.

TRIDON EUROPE LIMITED

NOTE OF HISTORICAL COST PROFITS AND LOSSES

YEAR ENDED 30 APRIL 2002

	2002 £000	2001 £000
Reported loss on ordinary activities before taxation	(178)	(723)
Difference between a historical cost depreciation charge and the actual charge calculated on the revalued amount	-	1
Historical cost loss on ordinary activities before taxation	<u>(178)</u>	<u>(722)</u>
Historical cost loss for the year retained after taxation and dividends	<u>(157)</u>	<u>(513)</u>

TRIDON EUROPE LIMITED

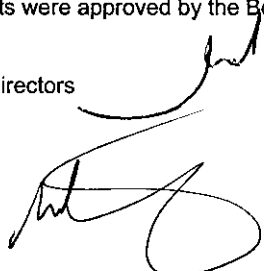
BALANCE SHEET

30 APRIL 2002

	Note	£000	2002 £000	£000	2001 £000
FIXED ASSETS					
Tangible assets	9		364		364
CURRENT ASSETS					
Stocks	10	-		707	
Debtors	11	628		883	
		628		1,590	
CREDITORS: Amounts falling due within one year	12	(75)		(780)	
NET CURRENT ASSETS			553		810
TOTAL ASSETS LESS CURRENT LIABILITIES			917		1,174
CREDITORS: Amounts falling due after more than one year	13		(2,038)		(2,138)
NET LIABILITIES			(1,121)		(964)
CAPITAL AND RESERVES					
Called-up equity share capital	15		80		80
Revaluation reserve			55		55
Profit and loss account			(1,256)		(1,099)
SHAREHOLDERS' DEFICIT	16		(1,121)		(964)

These financial statements were approved by the Board and signed on 26 February 2003

N. C. PORTER)
D. P. BURTON) Directors



TRIDON EUROPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 30 APRIL 2002

1. ACCOUNTING POLICIES

Basis of accounting

The financial statements have been prepared under the historical cost convention, modified to include the revaluation of certain fixed assets, and in accordance with applicable United Kingdom accounting standards.

Accounting period

The accounts are for the 367 days ended 30 April 2002. In 2001 the accounts were for the 364 days ended 28 April 2001.

Cash flow statement

The directors have taken advantage of the exemption in Financial Reporting Standard No 1 (revised) from including a cash flow statement in the financial statements on the grounds that the company is wholly owned and its ultimate parent company publishes a consolidated cash flow statement.

Turnover

Turnover comprises sales in the ordinary course of business to customers for goods supplied and services provided, exclusive of value added tax.

Depreciation

Fixed assets are stated at cost less accumulated depreciation and any provision for impairment. Freehold land is not depreciated. Depreciation of tangible fixed assets, other than freehold land, is provided on the straight line basis over anticipated useful lives.

Plant, equipment and vehicles - Three to seven years

An amount equal to the excess of the annual depreciation charge on revalued assets over the notional historical cost depreciation charge on those assets is transferred annually from the revaluation reserve to the profit and loss reserve.

Stock

Stock is valued at the lower of cost and net realisable value with due allowance for any obsolete or slow moving items. Net realisable value is estimated selling price less cost to complete and sell.

Work in progress, finished goods and goods held for resale

Work in progress, finished goods and goods held for resale include an appropriate proportion of overhead expense.

Operating lease agreements

Rentals applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged against profits on a straight line basis over the period of the lease.

Pension costs

The company operates a defined contribution scheme. Contributions are charged to the profit and loss account as they become payable in accordance with the rules of the scheme. Differences between contributions payable in the year and contributions actually paid are shown as either accruals or prepayments in the balance sheet.

TRIDON EUROPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 30 APRIL 2002

1. ACCOUNTING POLICIES *(continued)*

Tax

The tax charge is based on the result for the year and takes into account tax deferred due to timing differences between the treatment of certain items for tax and accounting purposes. Deferred tax is provided for in full on all liabilities. In accordance with FRS 19 deferred tax assets are not recognised to the extent it is regarded that it is more likely than not that they will be recovered.

In accordance with the requirements of the ultimate parent undertaking, the company makes or receives payment in respect of group relief surrendered at 100% of the value of the relief given.

Foreign currencies

Assets and liabilities denominated in foreign currencies are translated at the rates of exchange ruling at the balance sheet date, or at composite rates as specified in related forward contracts.

Transactions in foreign currencies are translated at the rate ruling at the date of each transaction, or at composite rates at which forward cover exists.

Exchange differences arising out of day to day business transactions are included in operating results.

2. TURNOVER

The turnover and loss before tax are attributable to the principal activity of the company.

An analysis of turnover is given below:

	2002 £000	2001 £000
United Kingdom	590	1,834
Rest of Europe	-	1,192
Rest of the World	-	47
	<u>590</u>	<u>3,073</u>

3. OPERATING (LOSS)/PROFIT

Operating (loss)/profit is stated after charging/(crediting):

	2002 £000	2001 £000
Depreciation	-	21
Auditors' remuneration	-	-
- as auditors	-	13
Operating lease costs:	-	-
Plant and machinery	-	12

In 2002 the audit fee was borne by the ultimate parent company.

No fees were paid to Deloitte & Touche for non-audit services in either year.

4. DIRECTORS' EMOLUMENTS

R. N. Marchant was a director of Tomkins plc, the ultimate parent company, and a number of other group companies. Full details of his remuneration are disclosed in the accounts of Tomkins plc (see note 17). No part of his remuneration or that of the other director is specifically attributable to their services to Tridon Europe Limited. Neither director had a direct or indirect interest in any transaction, arrangement or agreement which, in the opinion of the other director, requires disclosure.

TRIDON EUROPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 30 APRIL 2002

5. PARTICULARS OF EMPLOYEES

The average number of staff employed by the company during the financial year amounted to:

	2002 No.	2001 No.
Number of distribution staff	-	19
Number of administrative staff	-	5
	<u>-</u>	<u>24</u>

The aggregate payroll costs of the above were:

	2002 £000	2001 £000
Wages and salaries	-	362
Social security costs	-	38
Other pension costs (see note)	-	6
	<u>-</u>	<u>406</u>

6. COST OF CLOSURE

	2002 £000	2001 £000
Closure costs	-	668

7. INTEREST PAYABLE

	2002 £000	2001 £000
Interest on loans from group undertakings	<u>69</u>	<u>76</u>

8. TAX ON LOSS ON ORDINARY ACTIVITIES

(a) Taxation

	2002 £000	2001 £000
Current tax:		
UK Corporation tax based on the results for the year at 30% (2001 - 30%)	(21)	(209)
Total current tax	<u>(21)</u>	<u>(209)</u>
Tax on loss on ordinary activities	<u>(21)</u>	<u>(209)</u>

(b) Factors affecting current tax charge

	2002 £000	2001 £000
Loss on ordinary activities before taxation	<u>(178)</u>	<u>(723)</u>
Tax at the standard rate of corporation tax of 30% (2001 - 30%)	(53)	(217)
Permanent differences	32	4
Timing differences originating in the year	-	4
Total current tax	<u>(21)</u>	<u>(209)</u>

TRIDON EUROPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 30 APRIL 2002

9. TANGIBLE FIXED ASSETS

	Freehold Property £000	Plant & Machinery £000	Total £000
COST OR VALUATION			
At 28 April 2001 and 30 April 2002	<u>383</u>	<u>420</u>	<u>803</u>
DEPRECIATION			
At 28 April 2001	<u>19</u>	<u>420</u>	<u>439</u>
At 30 April 2002	<u>19</u>	<u>420</u>	<u>439</u>
NET BOOK VALUE			
At 30 April 2002	<u>364</u>	<u>-</u>	<u>364</u>
At 28 April 2001	<u>364</u>	<u>-</u>	<u>364</u>

Revaluation of fixed assets

Freehold land and buildings include assets of £379,000 carried at valuation. The assets were revalued in 1999 by an independent qualified firm of valuers and were assessed on the basis of their open market value for continuation of existing use.

In respect of assets stated at valuations, the comparable historical cost and depreciation values are as follows:

	2002 £000	2001 £000
NBV of revalued tangible fixed assets:		
Historical cost	<u>429</u>	<u>429</u>
Depreciation:		
At 28 April 2001	<u>120</u>	<u>120</u>
At 30 April 2002	<u>120</u>	<u>120</u>
Net historical cost value:		
At 30 April 2002	<u>309</u>	<u>309</u>
At 28 April 2001	<u>309</u>	<u>309</u>

Freehold land and buildings are not depreciated (2001 - £156,000) however it is reviewed annually for impairment.

10. STOCKS

	2002 £000	2001 £000
Raw materials	-	137
Work in progress	-	314
Finished goods and goods held for resale	-	256
	<u>-</u>	<u>707</u>

TRIDON EUROPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 30 APRIL 2002

11. DEBTORS

	2002 £000	2001 £000
Trade debtors	–	628
Amounts owed by group undertakings	628	222
Other debtors	–	30
Prepayments and accrued income	–	3
	<u>628</u>	<u>883</u>

12. CREDITORS: Amounts falling due within one year

	2002 £000	2001 £000
Trade creditors	–	202
Amounts owed to group undertakings	56	371
Other taxation and social security	–	6
Other creditors	13	21
Accruals and deferred income	6	180
	<u>75</u>	<u>780</u>

13. CREDITORS: Amounts falling due after more than one year

	2002 £000	2001 £000
Amounts owed to group undertakings	<u>2,038</u>	<u>2,138</u>

The amounts falling due after more than one year owing to group undertakings bear interest at 0.5% above the bank base rate and have no specified terms of repayment. None of the parties anticipate that any substantial part thereof will be repaid within the next twelve months.

14. RELATED PARTY TRANSACTIONS

As a wholly owned subsidiary undertaking of Tomkins plc, in accordance with FRS 8 "Related party disclosures", the company is not required to disclose transactions with other members of the group.

15. CALLED UP SHARE CAPITAL

Authorised share capital:	2002 £000	2001 £000
250,000 Ordinary shares of £1 each	<u>250</u>	<u>250</u>
Allotted, called up and fully paid:	2002 £000	2001 £000
80,000 Ordinary shares of £1 each	<u>80</u>	<u>80</u>

16. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2002 £000	2001 £000
Loss on ordinary activities after tax	(157)	(514)
Shareholders' funds at 28 April 2001	(964)	(450)
Shareholders' funds at 30 April 2002	<u>(1,121)</u>	<u>(964)</u>

TRIDON EUROPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 30 APRIL 2002

17. ULTIMATE PARENT COMPANY

Fister S.r.l., a company registered in Italy, is the company's parent undertaking and Tomkins plc is the company's ultimate parent company and ultimate controlling party.

Tomkins plc has undertaken to provide continuing support to the company to enable it to meet its liabilities as they fall due.

The smallest group of undertakings for which group accounts are produced and of which the company is a member is Hovac B.V.

Tomkins plc produces group accounts; copies may be obtained from The Secretary, Tomkins plc, East Putney House, 84 Upper Richmond Road, London SW15 2ST.