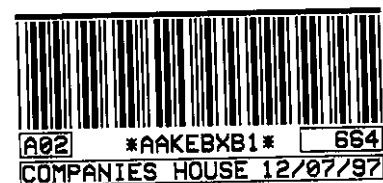


SUNVIC LIMITED

Report and Balance Sheet

31 December 1996

**Deloitte & Touche
Queen Anne House
69-71 Queen Square
Bristol
BS1 4JP**



NOTICE OF MEETING

Notice is hereby given that the Annual General Meeting of the members of Sunvic Limited will be held at Farris House, Cowgrove, Wimborne, Dorset at 4.45 p.m. on 18 July 1997 to transact the following business:

1. To receive and approve the report of the directors and audited balance sheet for the year ended 31 December 1996.
2. To re-elect Mr D H Clark a director of the company
3. To reappoint Messrs Deloitte & Touche as auditors of the company and to authorise the directors to fix the auditors' remuneration.
4. To transact the other business of an Annual General Meeting.

By order of the Board



D H Clark
Secretary

DIRECTORS' REPORT

The directors present their annual report and the audited balance sheet for the year ended 31 December 1996.

PRINCIPAL ACTIVITY

The company no longer trades.

DIRECTORS AND THEIR INTERESTS

The following were directors of the company during the year:

D H Clark

P E Green

Mr D H Clark retires by rotation at the forthcoming annual general meeting and being eligible offers himself for re-election.

No directors hold or have held shares in the company during the year. The directors' interest in the shares of the ultimate parent company, Meggitt PLC, were as follows:

Meggitt PLC Ordinary 5 pence shares

	Ordinary share options (i)		Ordinary share options (ii)		Ordinary share options (iii)		Ordinary shares fully paid	
	31.12.96	1.1.96	31.12.96	1.1.96	31.12.96	1.1.96	31.12.96	1.1.96
D H Clark	26,244	26,244	25,000	-	7,274	8,906	17,638	15,404
P E Green	30,000	30,000	119,402	-	4,798	4,798	1,315	-

- (i) Options granted under the terms of the Meggitt PLC 1984 Share Option Scheme.
- (ii) Options granted under the terms of the Meggitt 1996 No 2 Executive Share Option Scheme.
- (iii) Options granted under the terms of the Meggitt PLC Savings Related Share Option Scheme.

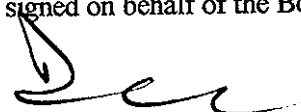
In addition an award was made during the year to Mr P E Green of 15,435 Ordinary 5 pence shares in Meggitt PLC under the terms of the Meggitt Restricted Share Scheme.

Further details of the Meggitt PLC Share Option Schemes are given in the accounts of that company.

AUDITORS

Deloitte & Touche have expressed their willingness to continue in office as auditors and a resolution to reappoint them will be proposed at the forthcoming Annual General Meeting.

Approved by the Board of Directors
and signed on behalf of the Board



D H Clark
Secretary

STATEMENT OF DIRECTORS' RESPONSIBILITIES

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:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed;
- 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 them to ensure that the financial statements comply with the Companies Act. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

SUNVIC LIMITED

AUDITORS' REPORT TO THE MEMBERS

We have audited the financial statements on pages 5 and 6 which have been prepared under the accounting policy on page 6.

Respective responsibilities of directors and auditors

As described on page 3 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 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 31 December 1996 and of the result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Deloitte & Touche

DELOITTE & TOUCHE
Chartered Accountants and
Registered Auditors
Queen Anne House
69-71 Queen Square
Bristol BS1 4JP

9 July 1997

BALANCE SHEET
31 December 1996

	Note	1996 £	1995 £
CURRENT ASSETS			
Debtors - amounts owed by parent company and fellow subsidiary undertakings		2 —	2 —
CAPITAL AND RESERVES			
Called up share capital	3	2	2
Profit and loss account		—	—
TOTAL EQUITY SHAREHOLDERS' FUNDS		2 —	2 —

The balance sheet was approved by the Board of Directors on 24 April 1997.
Signed on behalf of the Board of Directors


P E Green
Director

NOTES TO THE BALANCE SHEET

Year ended 31 December 1996

1. ACCOUNTING POLICY

The balance sheet has been prepared in accordance with applicable accounting standards and under the historical cost convention.

2. PROFIT AND LOSS ACCOUNT

The company did not trade during the current or preceding financial year and consequently made neither profit nor loss. There are no recognised gains and losses for the current financial year and preceding financial year. Accordingly no statement of gains and losses has been produced.

3. CALLED UP SHARE CAPITAL

	1996	1995
	£	£
Authorised 100 Ordinary shares of £1	100	100
	—	—
Called up, allotted and fully paid 2 Ordinary shares of £1	2	2
	—	—

4. ULTIMATE PARENT COMPANY

The ultimate parent company is Meggitt PLC, a company registered in England and Wales. Copies of the group financial statements of Meggitt PLC are available from Meggitt PLC, Farris House, Cowgrove, Wimborne, Dorset BH21 4EL.

The company has taken advantage of the exemption contained in Financial Reporting Standard No 8 from the requirement to disclose related party transactions within the group.