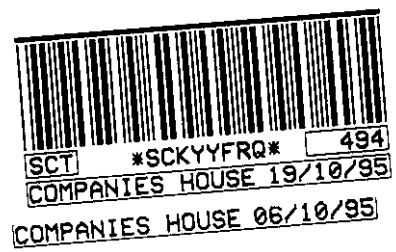


IMI SYSTEMS LIMITED
DIRECTORS' REPORT AND ACCOUNTS FOR THE YEAR ENDED
31 DECEMBER 1994

(Registered Number 55254)

2



IMI SYSTEMS LIMITED

Directors: J METCALF (Chairman)
J O'SHEA

Secretary: J O'SHEA

Registered Office: 14 LAMBHILL QUADRANT
GLASGOW GS41 1SB

REPORT OF DIRECTORS 1994

The Directors of IMI Systems Limited submit their report together with the Accounts for the year ended 31 December 1994.

1 Activity

The Company has not traded during the year. No dividend is proposed.

2 Board of Directors

There were no changes during the year.

3 Directors' Interests in Shares and Debentures

The interests of the persons (including the interests of their families) who were directors at the end of the year in shares and debentures of the company's ultimate holding company, IMI plc, are shown below. None of the directors (or their families) had any interest in the share capital of the company or any other subsidiary of IMI plc.

| IMI plc Ordinary Shares | |
|-----------------------------------|----------------|
| As at 01.01.94 | As at 31.12.94 |
| (or date of appointment if later) | |

J Metcalf
J O'Shea

2,547
Nil

3,514
Nil

4 Directors' Share Options

Options (as recorded in the register of directors' interests) in respect of shares of IMI plc granted to and exercised by directors are shown below:

| | Options granted during the year | Options exercised during the year |
|-----------|------------------------------------|--------------------------------------|
| J Metcalf | Nil | Nil |
| J O'Shea | Nil | 9,000 |

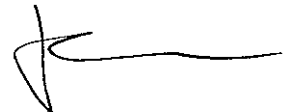
5 Directors and Officers Insurance

During the year insurance was maintained for directors and officers of the company against certain liabilities which they might incur personally.

6 Auditors and AGMs

The Company is exempt from the requirement to appoint auditors and by elective resolutions passed pursuant to the Companies Act 1985 the Company has dispensed with the holding of AGM's and the laying of accounts before general meetings.

By Order of the Board



J O'Shea
Secretary
14 February 1995

IMI SYSTEMS LIMITED

Balance Sheet at 31 December 1994

| | <u>1994</u> | <u>1993</u> |
|--|-----------------|-----------------|
| | <u>£</u> | <u>£</u> |
| <u>Liabilities</u> | | |
| Creditors: | | |
| Amounts falling due after more than one year | | |
| Amounts owed to group company | <u>(14,260)</u> | <u>(14,260)</u> |
| <u>Capital and Reserves</u> | | |
| Called up share capital | | |
| Authorised, allotted and fully paid | | |
| 100 Ordinary shares of £1 each | 100 | 100 |
| Profit and loss account | <u>(14,360)</u> | <u>(14,360)</u> |
| | <u>(14,260)</u> | <u>(14,260)</u> |

During the financial year and the preceding financial year the company did not trade and received no income and incurred no expenditure. The company was dormant throughout the financial year.



J O'SHEA Director

Ultimate holding company

The ultimate holding company is IMI plc, incorporated in England.