

**KALON PENSION TRUSTEES LIMITED**  
**ANNUAL REPORT AND FINANCIAL STATEMENTS**  
**YEAR ENDED 5 APRIL 2000**



**COMPANY NUMBER: 01314126**

# KALON PENSION TRUSTEES LIMITED

## DIRECTORS' REPORT

The company acts as sole trustee of the Kalon Pension Fund and has fulfilled this function throughout the year under review.

### Directors

The directors of the company, who were also directors at 5 April 2000 and who served throughout the year, except where noted, are:

R H Boissier	
A F Burton	(resigned 27 June 2000)
L J Campbell	(resigned 12 November 1999)
C Enevoldson	
D A Irving	
C D Sherwood	
G Taylor-Winter	(resigned 28 April 2000)
M Stanworth	(appointed 12 November 1999)
M Keep	(appointed 19 September 2000 – resigned 28 November 2000)
M Woodall	(appointed 19 September 2000)

### Director's shareholdings in SigmaKalon UK Limited (formerly Kalon Group PLC)

SigmaKalon UK Limited (formerly Kalon Group PLC)				
Ordinary shares of 15p each at				
	5 April 2000		5 April 1999	
	Beneficial	Non-beneficial	Beneficial	Non-beneficial
R H Boissier	-	-	5,000	-
R A Burgin	-	-	-	50,000
A F Burton	-	-	-	-
L J Campbell	-	-	-	300,000
C Enevoldson	-	-	-	-
D A Irving	-	-	500	-
G Taylor-Winter	-	-	7,000	-
C D Sherwood	-	-	-	-
M Stanworth	-	-	-	-
M Keep	-	-	-	-
M Woodall	-	-	-	-

## KALON PENSION TRUSTEES LIMITED

### DIRECTORS' REPORT (continued)

On 31 March 1999, TOTAL Oil Holdings Limited ("TOTAL"), part of the TOTAL FINA ELF SA oil group, and Kalon Group PLC announced an unconditional recommended cash offer for the remaining shares in Kalon Group PLC not already owned.

On 7 May 1999, TOTAL made an offer to share option holders under the Kalon Executive Share Option Scheme. Under the terms of the offer to option holders, TOTAL made a number of offers dependent upon whether or not the options would realise a profit on exercise. These were as follows:

- a) A goodwill payment of 2p per option was made to option holders with options with an exercise price in excess of 123p.
- b) The exercise of options and deemed acceptance of TOTAL's offer for the purchase of Kalon Group PLC's shares at 123p per share. An additional payment of 6p in respect of each Kalon Group PLC share acquired on the exercise of an option with an exercise price of less than 123p.
- c) A cash payment in return for cancelling options with an exercise price of less than 123p. The payment was equivalent to the gain on Kalon Group PLC's shares the option holder would have made by exercising their options. An additional payment of 6p in respect of each option with an exercise price of less than 123p.

### 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 and of the profit or loss of the company for that period. In preparing these financial statements, the directors have:

- selected suitable accounting policies and applied them consistently;
- made judgements and estimates that are reasonable and prudent;
- followed applicable accounting standards; and
- prepared the financial statements on the going concern basis.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 1985. 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.

*By order of the board*



Secretary

30 January ..... 2000

# KALON PENSION TRUSTEES LIMITED

## BALANCE SHEET YEAR ENDED 5 APRIL 2000

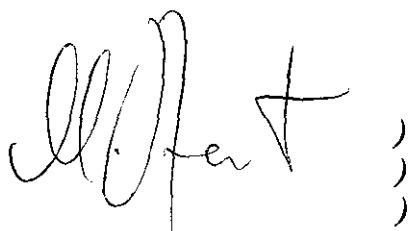
	2000 £	1999 £
<b>Current assets</b>		
Kalon Limited – loan account	<u>4</u>	<u>4</u>
Represented by:		
<b>Share capital</b>		
Ordinary shares of £1	<u>100</u>	<u>4</u>

## PROFIT AND LOSS ACCOUNT

The company has not received any remuneration for its services as trustee and there have been no transactions on profit and loss account during the year ended 5 April 2000.

Note:

- 1 The parent company is SigmaKalon (UK) Limited, incorporated in Great Britain. The company's ultimate holding company is TOTALFINAELF SA, incorporated in France.

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*Director*

30 Jan 2001

# **KALON PENSION TRUSTEES LIMITED**

## **AUDITORS' REPORT TO THE SHAREHOLDERS OF KALON PENSION TRUSTEES LIMITED**

We have audited the financial statements on page 3.

### **Respective responsibilities of directors and auditors**

The directors are responsible for preparing the directors' report and, as described on page 2, the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and by our profession's ethical guidance.

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. 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.

### **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 judgments 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 company's affairs as at 5 April 2000 and of its results for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



*Chartered Accountants and Registered Auditor  
Leeds*

*30 January 2001*