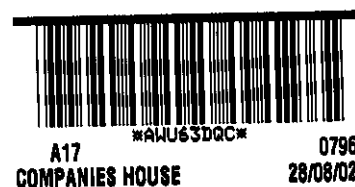


**Nobel Industries Sweden (UK)
Employee Benefit Managers Limited
Annual Report
for the year ended
31 December 2001**

Registered number : 2579110



Nobel Industries Sweden (UK) Employee Benefit Managers Limited

Directors' report and financial statements for the year ended 31 December 2001

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Report of the Directors for the Year Ended 31 December 2001

The directors submit their report and financial statements for the year ended 31 December 2001.

Principal Activities

The company has not traded during the year and, accordingly, no profit and loss account has been prepared.

Results and Dividend

The directors do not recommend the payment of a dividend for the year (2000: nil).

Directors and Directors' Interests in Shares

	2001	2000
The directors who held office during the year were as follows:		
T G Newman	-	-
P T Otway	-	-
J D Upton	-	-

None of the directors had any beneficial interest in the shares of the company at any time during the period.

Auditors

In accordance with section 249AA(1) of the Companies Act 1985 the company is exempt from its obligation to appoint auditors under section 384(1) of the Act. No auditor's report has been included in these accounts and will not be included in future as long as the company remains dormant.

By order of the Board



T G Newman
Secretary

23 August 2002

Registered Office

304 Worle Parkway, Worle, Weston-super-Mare, Somerset, BS22 6WA.

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 and of the profit or loss of the company for the 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, subject to any material departures disclosed and explained in the financial statements;
- 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 statements position of the company and to enable them to ensure that financial statements comply with the Companies Act 1985. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

Balance Sheet as at 31 December 2001

	Note	2001 £	2000 £
Current assets			
Debtors: amounts falling due after more than one year:			
Amount owed by group undertaking		2	2
Net assets		<u>£2</u>	<u>£2</u>
Capital and reserves			
Called-up share capital	3	2	2
Equity shareholders' funds		<u>£2</u>	<u>£2</u>

For the year ended 31 December 2001 the company was entitled to exemption under section 249AA(1) of the Companies Act 1985.

The sole member has not required the company to obtain an audit of its accounts for the year in question in accordance with section 249B(2) of the Companies Act 1985.

The director's 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 its financial year, and of its profit and loss for the financial year in accordance with section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the company.

Approved by the Board of Directors on 23 August 2002 and signed on its behalf by:

P T Otway Director

Notes to the financial statements for the year ended 31 December 2001**1 Accounting policies**

The following accounting policies have been consistently applied in dealing with items which are material in relation to the company's financial statements:

Basis of preparation

The financial statements have been prepared under the historical cost convention and have been prepared in accordance with applicable Accounting Standards.

Cash flow statement

Under Financial Reporting Standard 1 (revised 1996) the company is exempt from the requirement to prepare a cash flow statement on the grounds that a parent undertaking includes the company in its own published consolidated financial statements.

2 Directors' remuneration

The directors received no remuneration for their services to the company. The present directors are employed by, and receive remuneration from, a wholly owned subsidiary of the ultimate parent undertaking.

3 Called-up share capital

	2001	2000
Ordinary shares of £1 each	£	£
Authorised	<u>£100</u>	<u>£100</u>
Issued and fully paid	<u>£2</u>	<u>£2</u>

4 Related party transactions

As a wholly owned subsidiary, the company has taken advantage of the exemption afforded by FRS8 not to disclose related party transactions with other members of the Akzo Nobel group. No director during the year has been materially interested in any contract with the company which is significant in relation to the company's activities.

5 Immediate and ultimate parent companies

The company is a wholly owned subsidiary undertaking of Akzo Nobel Holdings Limited, a company incorporated in Great Britain and registered in England and Wales.

The company is a subsidiary undertaking of Akzo Nobel NV, a company incorporated in The Netherlands. Copies of Akzo Nobel NV's financial statements may be obtained from Akzo Nobel NV, Velperweg 76, PO Box 9300, 6800 SB Arnhem, the Netherlands. No other group accounts include the results of the company.