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Invensys plc Annual report and accounts 2003

# Annual report & accounts 2003

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# Results overview

## Continuing operations[1] operating profit[2] £250 million

## Continuing operations margin 5.9%

- Production Management[3] 4.2% (2002 2.1%)
- Energy Management 8.3% (2002 10.1%)
- Development 6.9% (2002 6.0%)

## Restructuring charges 2.4% of sales

## Operating cash flow £433 million

- Free cash flow £87 million

## Disposals proceeds £1.6 billion for the year and £1.8 billion in total

- Net debt reduced from £3.0 billion to £1.6 billion

| Results overview | 2003 | 2002 |
|---|---|---|
| Continuing operations[1] sales (£m) | 4,258 | 4,623 |
| Continuing operations sales at CER[4] (£m) | 4,258 | 4,420 |
| Continuing operations operating profit (£m) | 250 | 312 |
| Continuing operations operating profit at CER (£m) | 250 | 301 |
| Continuing operations operating profit margin (%) | 5.9% | 6.7% |
| Operating cash flow (£m) | 433 | 818 |
| Free cash flow (£m) | 87 | 266 |
| Dividend (pence) | 1.0 | 2.0 |

(1) Production Management, Energy Management & Development Division
(2) All references to operating profit throughout are stated before exceptional items, goodwill amortisation and goodwill impairment
(3) Production Management excluding Baan
(4) CER = constant exchange rates

# Chairman's statement

In future, Invensys will be focusing on Production Management and Rail Systems. We will be disposing of all other businesses. On completion of these actions, your Board believes that Invensys will offer investors a smaller Group possessing higher quality growth prospects, financed by a stronger balance sheet.

**Lord Marshall of Knightsbridge,** Chairman

## Dear Shareholder,

At the time of our interim results in November, there were clear indications that our transformation programme was starting to work in areas where management had focused its resource. Since then, our disposal of designated non-core businesses has been completed, banking covenants have been consistently met and margin improvement has been achieved in a number of businesses, most notably in Production Management. However, a minority of under-performing businesses have reported disappointing results with trading conditions continuing to weaken. As a consequence, your Board recognises the need to secure a greater level of financial stability for the Group.

In April, we announced that we will be disposing of further businesses and focusing on Production Management. We will also continue to develop our Rail Systems business. The remaining businesses in the Group will be divested, either partially or wholly, by seeking suitable equity partners or new owners, as appropriate to the development needs of each business. A structured and phased process to achieve this is already underway. Proceeds raised from asset sales will be used to satisfy the cash requirements of the Group, including reduction of indebtedness and funding of pension schemes, as well as the investment required to grow market share in Production Management and Rail Systems and return the Group to overall profitability and earnings per share growth.

On completion of these actions, your Board believes that Invensys will offer investors a smaller Group possessing higher quality growth prospects and leading competitive positions, financed by a stronger balance sheet. In seeking to create value for shareholders, the priority will be to establish stability, to provide assurance for customers and employees and to achieve margin improvement. More information on the new structure of the Group going forward is provided in the Chief Executive's review.

### Results summary and dividend

Group sales were down 28% at £5,018 million (2002 £6,972 million), principally due to the sale of non-core businesses that last year contributed sales of £2,349 million. Group operating profit before exceptional items, goodwill amortisation and goodwill impairment fell by 40% to £330 million (2002 £549 million). Corporate and operating exceptional items, including a write off of goodwill associated with disposals of £1,321 million and goodwill impairment of £585 million, have resulted in the Group recording a loss of £1,442 million for the year (2002 loss of £869 million). The underlying earnings per share for continuing operations were 2.2p (2002 2.8p). Free cash flow of £87 million was £179 million lower than the previous year, mainly due to a reduction in operating profit of £219 million. Net debt at the year end was down to £1,556 million.

In the context of the Group's performance, the Board is recommending that no final dividend be paid. Given the interim dividend of 1.0p, this makes a total for the year of 1.0p (2002 2.0p).

## Disposals

We successfully completed the disposal programme announced in February 2002, ahead of schedule and with proceeds exceeding the target of £1.5 billion. It was a significant achievement to have realised sale proceeds of £1.8 billion in total for this programme.

On 15 April, we announced the creation of a newly enlarged Development Division for whose businesses we will seek new owners or equity investors. We expect this transition process to take 18 to 24 months and we are not, at this early stage, putting a precise target on disposal proceeds, for two reasons. Firstly, if we are able to manage liabilities down from their current level, we may opt to retain an equity stake in some businesses to retain exposure to an eventual market rebound. Secondly, the sale of multiple businesses is complex and involves numerous decisions regarding the retention or inclusion of various liabilities on sale.

## Sustainable development

We have made sound progress this year on our commitment to broaden social responsibility and sustainability based on our statement of guiding principles, the Invensys Intent. We participated in Business in the Community's 1st Corporate Responsibility Index and were pleased to be placed towards the top of the third quintile of companies who took part. We have also taken a number of further steps to implement the principles of the United Nations Global Compact. A full report on our progress in this area is contained in the Sustainable development section.

## Customers and suppliers

The performance initiatives focusing on Customer Development and Lean Supply Chain have produced real improvements for many of our customers and suppliers. We appreciate their support in the past and give them our commitment to maintain and build our relationships as we go forward.

## Employees

I thank all our employees for their loyalty, professionalism and hard work in what has been a particularly difficult year. It is very disappointing that, despite the best efforts and commitment of our people, we have not been able to continue with the full strategy that we announced in February 2002. I believe that the revised course of action we have now set out will offer the best prospects for the future of the Group.

## Board

There have been a number of changes to the Board in the past year. We have seen the retirement of Bob Bauman, Kathleen O'Donovan and Sir Graham Hearne, all of whom contributed significantly to your Company – in the case of Kathleen O'Donovan, over twelve often challenging years as Finance Director of BTR, then Invensys. I thank them, as I do the continuing directors, and I wish them well.

Adrian Hennah was recruited in October, and became Chief Financial Officer on 1 January 2003. Martin Jay and Jean-Claude Guez joined the Board as non-executive directors in January 2003, and Andrew Macfarlane in March 2003. Each of them will bring their different expertise and experience to the benefit of the Group.

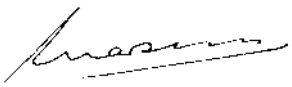
Sir Philip Beck, who has been a valued colleague on the Board at Siebe and then Invensys, will retire at this year's AGM. I thank Philip for his contribution over twelve years.

This year also marks the end of my five-year tenure. As I look back on my time as Chairman, initially of Siebe, then Invensys, I would not want the decline in our performance to overshadow totally the positive achievements of management and employees of the Group during that period. When we created Invensys through the merger of Siebe and BTR in 1999, it was against a backdrop of almost a decade of sustained world economic growth, and considerable optimism for it to continue. Subsequent events proved that to be unfounded, thereby causing a major downturn in many of our markets at a time when management was striving to deliver synergies from the merger. Mistakes have been made and lessons learned which will benefit future decisions.

Martin Jay will take over as your Chairman following the AGM. Martin has first-hand experience of the demands of steering a business through a period of significant transition. In Rick Haythornthwaite, Adrian Hennah and their colleagues I believe your Company has an extremely competent executive management which, together with your Board, is fully prepared to face the challenges ahead.

## Outlook

At this moment, it remains difficult to predict the timing of a recovery in our markets. The focus for the coming year will remain the achievement of further progress in Invensys' own productivity, in order to mitigate any factors outside our control. The Production Management team last year delivered a margin improvement of over two percentage points, excluding Baan, and expects to deliver further improvement in the coming year, whether or not trading conditions begin to strengthen. At the same time, the Group has a major disposal programme underway and a detailed process to actively manage the reduction of its liabilities.



**Lord Marshall of Knightsbridge,** Chairman
28 May 2003

# Chief Executive's review

## Tougher trading conditions than we anticipated were compounded by continuing weak financial markets. Further actions had to be taken for the good of Invensys and its investors.

**Rick Haythornthwaite,** Chief Executive

It has been a demanding and disappointing year.

In February 2002, we outlined plans to simplify our Group's structure by creating two core divisions, Production Management and Energy Management, secure its financial position and rebuild underlying performance. It was a difficult task, but one to which our management was committed and in which we achieved real progress.

In the end, this has not been enough. Tougher trading conditions than we anticipated were compounded by continuing weak financial markets. Despite completing our disposal programme ahead of target, and achieving significant performance improvements, it became clear that we could not afford to develop both core divisions and reduce our liabilities to an acceptable level. Further actions had to be taken for the good of Invensys and its investors.

- Focusing our efforts on Production Management and Rail Systems
- All other businesses to be divested in a structured and phased process

## 15 April announcement

This was the background to our announcement on 15 April, that we had made the decision to move from two core divisions to focus our efforts on the Production Management and Rail Systems businesses.

All other businesses were moved into an enlarged Development Division and the process begun at once to divest all or part of our interest in these businesses.

In addition to Baan, the businesses impacted are the largely product-based Appliance Controls, Climate Controls, Metering Systems and Powerware from the Energy Management Division, APV Baker from Production Management and Lambda, Teccor and Hansen Transmissions. For the year ended 31 March 2003, the expanded Development Division would have had combined revenues of £2.6 billion. IMServ and certain data management technologies that were formerly within Energy Management have been incorporated into Production Management.

Successful completion of the disposal programme over the next 18 to 24 months should result in a smaller, more agile and focused Group, with higher growth potential and above all greater financial stability.

## Performance

In the year to 31 March 2003, sales of the continuing operations, Production Management, Energy Management and Development divisions, were down 8% to £4,258 million or 4% at constant exchange rates. Operating profit was down 20% to £250 million, which meant that the operating margin for the continuing operations fell almost one percentage point to 5.9%.

The Development Division improved profits by £10 million, driven by Rail Systems, where margins remained at 12.6%. Energy Management Division's margins, however, fell almost two percentage points.

At Production Management, excluding Baan, margins rose more than two percentage points. An apparent weaker second half performance reflected adjustments on a small number of problem contracts within a particular business. Excluding the impact of these adjustments, second half margins would have been stable.

Restructuring charges were lower than last year at 2.4% of sales, but slightly above our target of 2%. Free cash flow before dividends was £87 million: not what we had hoped for but a partial recovery from the working capital outflow in the first half.

Overall, we reduced our net debt from £3.0 billion to £1.6 billion through our successful divestment programme.

We announced in our update on 15 April that, in the circumstances, the Board would not be recommending payment of a final dividend.

## Assessment of progress

These are certainly not the headline numbers that we had hoped for when we announced our plans in February 2002. These plans looked to remove the complexities and historic issues inherent within the merger of two conglomerates; meet our customers' needs for solutions to productivity and energy problems; reduce debt by selling non-core businesses; and reposition the business for the eventual upturn in our markets.

These plans have been only partially successful. Most of our businesses have shown measurable productivity gains, but our failure to turn around a minority of under-performing businesses as quickly as we anticipated has given away those gains, and impacted on our final figures.

For our plans to be successful, we also needed to generate sufficient cash flow to deal with mainly pre-existing financial obligations such as tax, legal settlements and above all, debt.

The one liability that we could not have foreseen in late 2001 was the dramatic decline in the financial markets and the resulting impact on our pension funding obligations, where we calculate that the total deficit on an FRS 17 basis was £931 million at 31 March 2003.

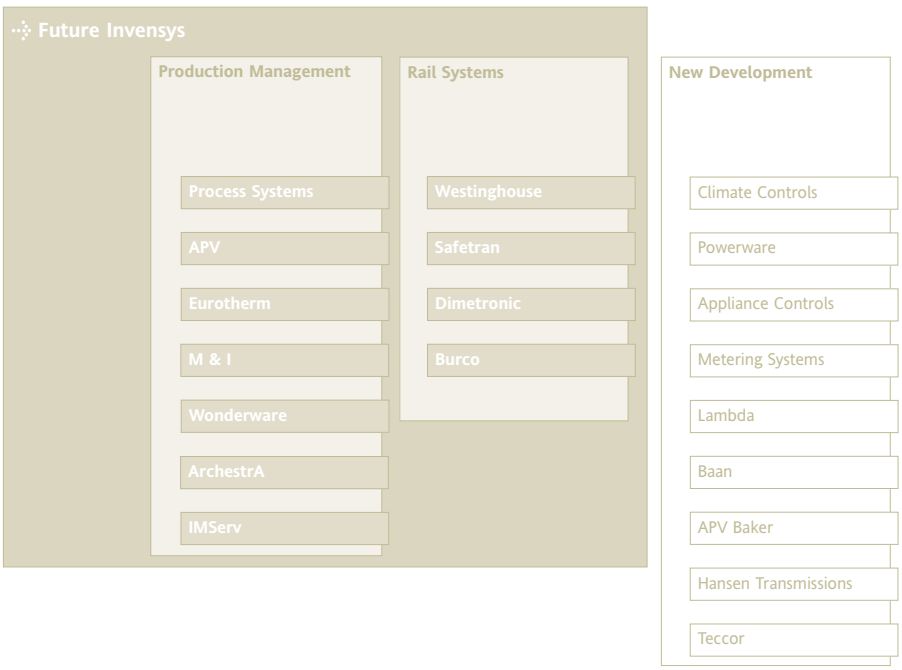
All of this left us no room for slippage in either performance improvement or market recovery and certainly no headroom to invest. It has always been clear that we had to strengthen our balance sheet and at no time have I felt it reasonable or feasible to do so other than by selling businesses. This meant that further choices had to be made.

## Rationale to 15 April announcement

The decision announced on 15 April may appear radical, but it was driven by a simple truth: we did not have the financial resources to resolve the Group's liabilities and to continue to invest in both the Production Management and Energy Management divisions at the same time. So we have narrowed the focus of Invensys down to Production Management and Rail Systems.

We chose Production Management for several key reasons. The management team, led by Chief Operating Officer Leo Quinn, has been in place longer and has made significant progress in gross margin improvement, controlling costs, maximising cash flow and translating operational improvements into bottom line success. We believe that, as a more service and solutions-based business, the underlying growth prospects and return on capital for Production Management are higher.

It is also the business that addresses more critical issues for our customers, and a business in which we have stronger overall market position. Invensys technology is currently installed at over 50,000 customer



sites worldwide. These factors, combined with the launch of innovative technologies such as ArchestrA, Foxboro A² and Digital Coriolis, provide exciting long-term growth prospects.

The drive towards integration and growth amongst the Production Management businesses will continue and, we anticipate, will accelerate as we manage down the financial constraints to our growth.

Rail Systems, which has enjoyed strong growth over the last year, has extremely good prospects. We believe Rail Systems represents an exciting opportunity for Invensys investors.

We have already begun the work to reduce or divest our holdings in all other businesses. Proceeds from this programme will be used to deal with our financial obligations, most notably debt and pension funding, enabling us to remove the constraints of financial instability and invest in the growth opportunities of Production Management and Rail Systems.

**Signalling faster and safer journeys on London Underground**

When Bombardier Transportation, part of the Metronet consortium working for the London Underground, was looking for a supplier to design, supply, install, test and commission new signalling and train control equipment on two key projects, it selected Westinghouse Rail Systems, part of Invensys' Rail Systems business. The contract is worth over £850 million and will run from 2003 to 2014. **This is the largest mass transit, signalling and train control contract ever awarded in Invensys' history; a contract that will enable the operators to manage the system more efficiently and more safely, improving journey times for passengers and ensuring a much smoother ride overall.**

## Future Invensys

Our plans for the next two years prompt a number of questions: how will we maximise value from the expanded Development Division? Will this value be sufficient to restore the balance sheet? Will Invensys eventually offer investors higher quality growth prospects?

Our last disposal programme yielded proceeds totalling £1.8 billion, above target, and was completed early. We will follow the same formula for our new disposal programme, securing strong, independent, entrepreneurial leaders; incentivising management to maintain performance and maximise sale proceeds; and sufficient financing to ensure flexibility and manoeuvrability on timing and process.

Currently in the market there is a range of estimates for net proceeds from the sale of these businesses of up to £1.8 billion. Given our track record, we are comfortable that we can substantially exceed this. We are not, however, placing a precise target value on this programme. This is because, if we find that we are able to manage total liabilities down from their current level, we may opt to keep some equity in businesses where we feel there is still value to be achieved through the continued growth of the business or an eventual market rebound. Furthermore, setting a publicly declared target for such a complicated process may potentially constrain us and limit our options.

There is also the issue of timing. Our financial obligations do not crystallise immediately, so the pace of the disposal programme can be timed to achieve maximum value. We have the flexibility to balance our desire to get the right value for investors with the need for funds to grow our retained businesses and meet our financial obligations over the next two years.

So will a smaller, more focused Invensys offer investors higher quality growth prospects?

Rail Systems is an attractive business in a high growth sector with strong market positions in the UK, Spain, Portugal, the US and Asia. Operating margins were maintained over the last year and it has recently been awarded a £850 million contract under the London Underground PPP initiative.

Production Management has a strong competitive position with a large customer base and, excluding Baan, showed clear margin improvement in 2003. There have also been concrete achievements in the development of our customer relationships over the last twelve months. We are learning to deploy the combination of a deep understanding of customers' industries with our unique spread of technologies in order to regain market share.

We have strengthened our technology offering over the last 18 months, filling gaps with interfaces like Hart and Foundation Fieldbus. We have taken technology already in our portfolio and created Foxboro $A^2$ to increase our reach at the smaller end of the distributed control systems spectrum. We have also launched ArchestrA and Digital Coriolis, which is opening a new market to us. Internally, we have appointed a Chief Technology Officer and are now following a single Invensys technology roadmap.

The biggest challenge is of course to predict the return of market growth; but in the meantime, there is no shortage of opportunity from technical innovation, the development of new productivity solutions for customers, and the ongoing improvement in customer satisfaction.

The second challenge lies in continuing the performance improvements to increase margins, cash flow and return on capital. We remain committed to building on the progress already made in areas of supply chain, project and contract management, engineering and manufacturing excellence, technology innovation and knowledge management. We will balance this objective with the need to invest in order to drive the future growth of this business. Our objective of improving the conversion of profit into free cash flow also remains a key target.

The third challenge rests in the successful creation of an integrated, efficient business. First we need to get the structure right. We need high-calibre people with the skills and experience to profitably marry customer needs with Invensys' capabilities. At an underlying level it is also about adequate investment to ensure flawless execution with one face to the customer.

## Summary

The issues facing Invensys are clear and substantial. There is no escaping the difficult task that lies ahead. However, the problems have been recognised, and decisive action taken. Behind the headlines is a group where solid performance improvements have been achieved, and where the execution of a major disposal programme has already begun. The key thing is to maintain a steady focus on the need to build on the progress already achieved and to continue to increase the operating performance and financial stability of Invensys.

**Rick Haythornthwaite,** Chief Executive

### Record production for Aracruz Celulose

With a relationship with Aracruz Celulose that can be traced back nearly 30 years, Invensys continues to deliver sophisticated control systems that enable its client to get the most out of its pulp production facilities. Its latest success involves a third pulp production unit, Fiberline C, at its mill in Brazil that has set a new world record for the speed taken to achieve full production capacity. Within six months of commissioning, the plant achieved daily average production of 1,984 tons, higher than the 1,978 average that had been targeted.

**Aracruz cited the achievement as being down to the intelligence, competence, commitment, motivation and the engagement of all those involved in the process, "and by choosing the best technology providers to be the suppliers".**

# Management discussion & analysis

## This statement combines reviews of the operational and financial performance of Invensys for the year to 31 March 2003.

### Operating results

Invensys' operating results include the performance of continuing and discontinued operations. Continuing operations encompass the three main divisions in existence during the year ended 31 March 2003: Production Management, Energy Management and Development. Discontinued operations are those businesses that were sold during the year including Rexnord, Flow Control, Sensor Systems, Fasco Motors and Drive Systems.

Sales from continuing operations were £4,258 million (2002 £4,623 million) down 8% in absolute terms and reflecting a decline of 4% at constant exchange rates (CER). Total Group sales for the year were £5,018 million (2002 £6,972 million) reflecting the disposal of businesses during the year.

Operating profit for continuing operations was £250 million (2002 £312 million) in line with our trading update in April. Total Group operating profit was £330 million overall (2002 £549 million). Total Group operating margin was 6.6% (2002 7.9%), while operating margin for continuing operations was 5.9% (2002 6.7%), primarily due to the under-performance in a minority of businesses.

These results include a £203 million negative currency translation impact on continuing operations' sales and £11 million on operating profit due to substantial movement in US dollar to sterling exchange rates over the year.

### Production Management

Production Management sales were £1,449 million (2002 £1,584 million). Sales were 9% lower than the prior year (5% CER). Sales in Europe were significantly affected by the decline in the software market served by Baan. Sales in North America were 5% lower (CER), reflecting the continued lower spending by organisations served by the industrial automation businesses, while South America, Asia Pacific and the Middle East and Africa all grew. Operating profit was £28 million (2002 £33 million) and operating margin was 1.9% (2002 2.1%). Sales for the year excluding Baan were 6% lower at £1,261 million (2002 £1,342 million).

Excluding Baan, Production Management achieved strong underlying improvements with a rise in operating profits from £28 million to £53 million and in operating margin from 2.1% to 4.2%. This underlying performance improvement was the result of aggressive management actions to control contracts, project management and supply chain costs.

While costs were tightly controlled, the Division continued to invest in new technologies. ArchestrA, the future platform for all Invensys technology, was launched commercially and customer feedback has been positive. Foxboro A$^2$, an ArchestrA-based, smaller scale complement to the I/A series, and Digital Coriolis, our award-winning flow meter and transmitter, were also successfully introduced to the market.

**Process Systems** manufactures process automation systems, advanced process control solutions, safety and critical control technologies and software focusing on the management and control of information flow, in addition to providing project management and services to the process automation industry.

Process Systems achieved a significant increase in operating profit from £8 million to £21 million, despite a slight decline in sales to £713 million (2002 £768 million). Increases in plant intelligence software sales, including growth associated with Triconex, were offset by lower process systems sales in Europe, Middle East and Asia. Operating margin increased from 1.0% to 2.9%, after including significant investments in technologies including ArchestrA, through improved portfolio management and project execution and the positive impact of performance initiatives.

**APV** provides process equipment, project management and services to food, beverage and pharmaceutical producers in North America and Europe, Middle East and Asia.

APV saw sales reduced from £303 million last year to £291 million. Lower sales in certain markets were more than offset by operational improvements and a closer integration between the Products, Solutions & Services businesses, contributing to an operating profit of £11 million compared to a £1 million loss last year. Operating margin was 3.8%.

- Sales from continuing operations down 8% to £4,258 million
- Operating profit for continuing operations of £250 million
- Continuing operations operating margin 5.9%
- Production Management operating margins, excluding Baan, increased to 4.2%

**Eurotherm** manufactures control and measurement instrumentation for a wide range of industrial and process markets.

Eurotherm successfully maintained operating profits at £17 million (2002 £20 million) as sales dipped from £127 million to £119 million in difficult trading conditions impacted by overcapacity in the semiconductor, steel and plastic processing industries. Operating margin fell to 14.3% (2002 15.7%).

**Baan** is a provider of enterprise application software and related services.

Sales for Baan reduced to £188 million (2002 £242 million). Significant cost and headcount reductions were not able to offset a decline in high margin licence sales, resulting in an operating loss of £25 million, compared with an operating profit of £5 million last year.

Baan's performance had a significant impact on the performance of Production Management as a whole, reducing operating margin from 4.2% to 1.9%.

**APV Baker** is a leading manufacturer of process equipment specifically for the dry food industry.

APV Baker maintained sales at £78 million (2002 £77 million) with contract wins in the US bakery industry. Operating profit remained at £2 million and operating margin at 2.6%.

**M&I** manufactures measurement tools and instrumentation primarily for the process industries.

M&I experienced a steady decline in markets resulting in a decline in sales to £60 million (2002 £67 million). Despite this, the positive impact of prior year restructuring and cost containment programmes resulted in an operating profit of £2 million compared to an operating loss of £1 million the previous year.

- Energy Management operating profit down 28% to £170 million
- Energy Management operating margin down to 8.3%

## Energy Management

Sales were 12% lower than the prior year (7% CER) at £2,054 million (2002 £2,341 million) as the continued weaknesses in IT/Telecoms affected Powerware and a sharp decline in the commercial buildings markets impacted sales in Climate Controls. Actions have been taken to reduce costs and stabilise profits, including closing down loss-making operations. Appliance Controls and Metering Systems, the other key businesses in the Division, performed well in flat markets.

Operating profit for the year was down from £237 million in the prior year to £170 million, with an operating margin of 8.3%. A decline in operating profit at Climate Controls was the key factor in the Division's performance. While businesses targeting the US and European consumer markets, such as MapleChase, performed steadily, Building Systems, Ranco Japan and Energy Services reported significant declines in operating profit driven by depressed end markets. Appliance Controls and Metering Systems continued to deliver double digit operating margins and Powerware showed overall improvement in both margin and operating profit.

## Development Division

The Division continued to perform strongly with sales for the year up 8% on prior year (11% CER) at £755 million (2002 £698 million), driven by growth in the rail and wind turbine markets, which more than offset continued weakness in IT hardware and semiconductor devices. Operating profit for the Division was £52 million, with an operating margin of 6.9%.

Sales in Rail Systems were up 15% to £404 million (2002 £350 million) for the year with growth in the UK, Spain and the US. Operating profit increased 16% to £51 million (2002 £44 million), with an operating margin of 12.6%. Its combination of proven technology and engineering expertise resulted in the Westinghouse business winning a contract worth over £850 million to improve signalling, safety and train operation on the London Underground. Other notable current projects are the UK West Coast Route modernisation, the Channel Tunnel Rail Link and a US$50 million (£32 million) per annum maintenance logistics contract with Burlington Northern Santa Fe Railroad in North America.

- Development Division operating margin up to 6.9%
- Rail Systems operating profit up to £51 million
- Rail Systems operating margin remains at 12.6%

Although demand for its products remained strong, Hansen Transmissions continued to be impacted by undercapacity. The construction and commissioning of its new factory in Lommel, Belgium is progressing on schedule and will alleviate this situation.

Strong cost management in difficult markets allowed Teccor and Lambda to control cash flows and minimise losses.

## Financial review

### Accounting standards

The 2003 accounts of the Group have been prepared in accordance with all applicable accounting standards.

During the year, the Group has followed the transitional disclosure requirements of Financial Reporting Standard No 17: Retirement Benefits (FRS 17). These disclosures are set out in note 6. The Group intends to fully adopt FRS 17 effective from 1 April 2003, in advance of mandatory implementation.

Over the next two years Invensys will dispose of businesses in order to deal with liabilities, a substantial proportion of which relate to pensions. In these circumstances FRS 17 will better represent the position of the Group.

### Restructuring programme

The restructuring programme charges were £119 million, representing 2.4% of Group sales.

### Goodwill impairment

In accordance with Financial Reporting Standard No 11: Impairment of Fixed Assets and Goodwill, goodwill capitalised on the balance sheet has been reviewed for impairment. This review has led to a £585 million impairment charge, principally related to Baan, being recorded in the accounts.

### Disposal programme

Closures and the sale of non-core businesses and fixed assets generated a profit on net assets of £539 million and a write off of associated goodwill of £1,321 million. The write off of goodwill reduces shareholders' funds by £108 million as £1,213 million has already been eliminated against reserves on acquisition.

### Goodwill amortisation

In accordance with Financial Reporting Standard No 10: Goodwill and Intangible Assets, goodwill arising on acquisitions since April 1998 has been capitalised in the balance sheet and an amortisation charge of £122 million (2002 £124 million) has been reflected in these accounts.

### Finance costs

The interest charge for the year was £113 million (2002 £170 million). The reduction in the interest charge is predominantly due to a reduction in net debt, following successful completion of the disposal programme.

Interest cover for the year based on EBITDA (pre-exceptional items) was 4.3 times. The covenant requirement in our net debt facilities is 3.5 times on a twelve month rolling basis.

### Taxation

The tax charge for the year was £57 million (2002 £9 million), including a £9 million charge on corporate exceptional items, reflecting an underlying rate of 49%. The rate is impacted by a number of factors including losses incurred in the year in the US and the UK for which no tax relief has been recognised. The tax rate for the prior year benefited from non-exceptional prior year releases of £40 million, compared to a £1 million adjustment to the charge in the current year.

### Earnings

The Group has recorded a loss of £1,442 million compared with a loss of £869 million last year, primarily reflecting the loss on disposals (after goodwill) and goodwill impairment in the current year. The basic loss per share was 41.2p (2002 24.8p). Earnings per share in respect of continuing operations before exceptional items, goodwill amortisation and goodwill impairment were 2.2p (2002 2.8p).

### Dividend

In the context of the Group's performance for the year and the need to strengthen the balance sheet the Board does not recommend a final dividend (2002 1.0p). An interim dividend of 1.0p (2002 1.0p) was paid on 4 March 2003 representing a total dividend of 1.0p (2002 2.0p).

### Cash flow and indebtedness

Free cash flow before dividends fell to £87 million from £266 million in the previous year, primarily driven by the reduction in operating profit of £219 million. The increase in working capital of £81 million experienced in the first half of the year was reduced to £56 million by the year end. This compares to an £8 million positive movement in the prior year. Reductions in expenditure of interest paid, gross capital expenditure and restructuring costs saved the Group £275 million.

Reduction of the Group's indebtedness is and will remain a major focus. Debt has reduced to £1,556 million from £2,667 million as at 30 September 2002 and £3,016 million as at 31 March 2002. This is largely due to disposals of businesses since 31 March 2002 that have led to sale proceeds of £1,609 million.

In note 6 to the accounts, full disclosure is made regarding the valuation of the assets and liabilities of the principal UK and US defined benefit pension schemes under FRS 17, the accounting standard to be adopted fully by the Group effective from 1 April 2003.

With regard to the funding of the UK and US defined benefit pension schemes, it is the intention that employer contributions will be resumed.

The rights of third parties to terminate the principal schemes and thereby crystallise termination deficits greater than those calculated under FRS 17 have been considered. On the basis of legal and actuarial advice and a detailed analysis of the alternative options available to the third parties and the Group, the exercise of such powers is considered very unlikely.

The Group had total borrowing facilities of £2,599 million as at 31 March 2003, none of which is dependent on credit ratings for availability.

During 2003/04, £73 million of debt is repayable on privately placed senior notes and notes issued under the Group's medium-term note programme. There are no other significant debt maturities in 2003/04.

A US$1,500 million (£949 million) syndicated revolving credit facility matures in June 2004. It is our intention to finance the repayments of this facility through disposal proceeds.

### Asset management

Trade working capital to sales of 14% improved from 16% last year in continuing operations, while inventory turns remained steady at 8.7 times. Return on capital employed (operating profit as a percentage of total capital employed, including goodwill) was 5% for continuing operations (2002 6%) predominantly reflecting the reduction in trading profits during the year.

For the total Group, gross capital expenditure in 2003 was £139 million (2002 £243 million). Further performance indicators are included within the Financial summary.

### Acquisitions

There were no significant acquisitions made in the year. However, in accordance with the announced process, £49 million of outstanding Baan Company NV (in liquidatie) shares were acquired, bringing the Group's holding to 91.7%.

### Disposals

The disposal programme generated £1,609 million of sale proceeds and a profit on net assets divested of £580 million. After the write off of associated goodwill, the net loss on disposal charged to the profit and loss account was £741 million. Significant disposals and proceeds in the year included Rexnord (£560 million), Flow Control (£362 million), Sensor Systems (£267 million), Fasco Motors (£236 million) and Drive Systems (£92 million).

### Treasury policy

The Group's treasury policy seeks to ensure that adequate financial resources are available for the development of the Group's businesses, whilst managing its currency, interest rate and counterparty risks. Group treasury acts as a service centre operating within clearly defined guidelines that are approved by the Board.

The Group's policy is not to engage in speculative transactions. The Group's policy in respect of the major areas of treasury activity is set out below.

#### Interest rate risk

The Group's policy is to set the proportion of fixed and floating rate debt taking into account factors such as the interest rate, business cycles and the Group's level of financial leverage. This may result in significant levels of fixed or floating rate debt from time to time. Where appropriate, the Group will fix interest rates using fixed rate borrowings, forward rate agreements or interest rate swaps. As at 31 March 2003, £989 million, representing 64% of net debt, was in fixed rate form (2002 £745 million, 25%).

#### Currency risk

In common with other international companies, the results of the Group's foreign subsidiaries are translated into sterling at the average exchange rates for the period concerned. The balance sheets of foreign subsidiaries are translated into sterling at the closing exchange rates. Any gains and losses resulting from the translation are recorded in reserves where they are matched with the gains and losses on borrowings, foreign exchange contracts or currency swaps taken out in the same currencies to hedge the net assets of subsidiaries. The Group aims to hedge a reasonable proportion of its non-sterling assets in this way.

As a consequence, non-sterling borrowings are held primarily in US dollars, euros and yen. At the year end, 48% (2002 64%) of net debt was held in US dollars, 25% (2002 20%) was held in euros and 22% (2002 13%) was held in yen. Major interest rate and currency hedging programmes require the approval of the Board.

Currency transaction exposure arises where actual sales and purchases are made by the Group's businesses in a currency other than its own functional currency. However, the majority of the Group's businesses source raw materials and sell their products within their local markets in their functional currencies and therefore have limited transaction exposure. Where this is not the case, the Group's businesses are required to cover forward a percentage of their forecast currency flows.

Transaction exposure also arises from the remittance from overseas of dividends or surplus disposal proceeds. The Group's policy is to cover such transactions as soon as they are committed and it uses forward currency contracts and, occasionally, currency options to do so.

### Funding and deposits

The Group borrows using primarily short- to medium-term variable rate committed and uncommitted bank facilities. In this way it is able to optimise cost of borrowing, whilst maintaining the greatest flexibility to adjust currency mix and maturity in line with cash flows from operations as well as divestments and acquisitions. Uncommitted funding methods are supported by committed undrawn medium- and short-term facilities. The Group also borrows medium-term funds in the public and private debt markets.

Surplus funds are placed for short periods in investments in major currencies that carry low credit risk and which are readily realisable.

### Counterparty risk

The Group monitors the distribution of its cash assets, borrowings and other financial instruments against pre-determined limits so as to control exposure to any territory or institution.

### Committed facilities and use of derivatives

Disclosures on the Group's committed facilities and use of derivatives are included in notes 20 and 29 to the accounts.

# Sustainable development

## We are committed to delivering long-term growth for our investors in a manner compatible with the interests of our employees, customers, business partners, governments and local communities.

Invensys is committed to acting in a socially responsible manner. In last year's report, we said we were developing a set of guiding principles, the Invensys Intent, on those issues that affect all our stakeholders. Our purpose this year has been to create a greater understanding of, and a higher level of engagement with, these issues throughout the Group, as the foundation for our business, financial and social relations.

Significant advances have been made over the last twelve months in fulfilling the commitments embodied in the Invensys Intent, despite the difficult trading conditions and turnaround pressure: advances in governance structure and management systems; improvements in environmental, health and safety; delivery of new 'resource productivity' solutions to customers; and specific initiatives to take forward our dialogue with key stakeholders. In this Sustainable development section, we report on these advances against each of the commitments in the Invensys Intent.

Although we have now decided to narrow our focus to our Production Management and Rail Systems businesses, our commitment to sustainable development is unaltered. In current trading conditions, it would be tempting to give these issues lower priority. We think this would be short-sighted and we have made selective investments in health and safety and training and development and will continue to do so.

During the year, we have reviewed the options for future reporting on our environmental and social performance and impacts. We believe it is important to have an objective framework, against which we and others can measure our progress. Based on emerging best practice in this field, we have decided to work towards compliance with the requirements of the Global Reporting Initiative (GRI). While the Group's risk profile will change over the next 18 to 24 months, as we divest the businesses in the expanded Development Division, the GRI will provide a consistent reporting framework for our environmental and social performance and a roadmap for improvement.

As a measure of our progress, we were pleased to be placed in the third quintile of companies participating in the 1st Business in the Community Corporate Responsibility Index. For the first time, this Index offers companies a means of benchmarking their social responsibility performance against others in their sector.

### Governance structure and management systems

The Board is responsible for the Group's overall environmental, health and safety and social policies and procedures and holds the Chief Executive accountable for their implementation. The risks associated with these areas are identified, considered and managed through the Audit Committee and Risk Committee, which report regularly to the Board.

In the environment, health and safety (EH&S) arena, a new EH&S Council has been established to provide leadership and direction to the Group's programme. The newly-appointed Vice President, Environment, Health & Safety is responsible for implementing this programme, for establishing best practice standards and for the monitoring and reporting of performance. Invensys has well-developed environmental management and reporting systems, which are described in the new EH&S area on our website launched during the year. For further details please visit www.invensys.com/about/ehs02/policy.html

**Corporate Responsibility Index**

This year, we made a detailed submission to Business in the Community's 1st Corporate Responsibility Index. The results of the Index, published in March 2003, placed Invensys towards the top of the third quintile of 122 participating companies. The Index is a valuable benchmark of the Group's achievements to date, as well as an indicator of areas for further focus in the coming year.

BUSINESS *in the* COMMUNITY

BUSINESS *in the* ENVIRONMENT

## Environment

During the year, we have continued to work hard to minimise any detrimental impact from our operations on the environment or public health. Detailed performance data for 2002/03 is currently being collected and verified and will be published on the EH&S page of invensys.com in September.

For three years now, we have benchmarked our performance using the annual Business in the Environment (BiE) Index of Corporate Environmental Engagement. In this year's seventh Index, we again improved our overall score from 90% to 93%.

We have also continued to work closely with our customers, to help them minimise the use of materials and natural resources and reduce their production of waste and harmful emissions. Enabling customers to achieve more output with fewer resources remains central to our offering.

There were two instances of environmental non-compliance during the year. In Long Beach, California, an inspection by the local Air Quality Management authority found degreasers utilising percholorethylene to be non-compliant, resulting in a fine of US$2,500 (£1,582). An alternative cleaning process that does not use percholorethylene was found and production resumed.

We aim to make the optimal use of natural resources and minimise environmental impact, through both the solutions we provide to our customers and the management of our own facilities.

In China, a fine of RMB153,600 (£11,743) resulted from noise levels at the boundary of the site exceeding those set for a residential area. An acceptable solution has been found and will shortly be completed.

We have made good progress towards our commitment to achieve Industria Limpia certification at all our Mexican facilities by 2005. Five sites in Mexico have started the process and one has already completed all the actions identified during the audit phase and is awaiting its certificate. One site in Brazil has also decided to follow the same process and in February received an award for their progress so far from a representative of the Mexican Federal Enforcement Agency for the Environment (PROFEPA).

## Health and safety

As part of our commitment to excellence in health and safety, a new Incident Reporting System is now in operation. In simple terms, the system uses an intranet based system to enable employees to report all incidents (near misses as well as injuries) in a consistent manner. The objective is to achieve a major shift in our health and safety culture, encouraging openness in reporting unsafe conditions, promoting a thorough investigation, and tracking resulting actions through to completion.

By adopting a uniform approach worldwide, a strong signal is being sent that EH&S is just as important as our other financial and operational key performance initiatives and metrics. This 'best in class' reporting system will help us create a safer workplace by targeting specific reductions in the number of accidents and days lost on the basis of better information.

There were two employee fatalities during the year. The first involved a truck driver in Canada, killed whilst unloading railway sleepers; the second was a supervisor in the US, killed in a car accident whilst returning from a customer's site. Both deaths are deeply regrettable, and we continue to review our health and safety procedures.

In the US, the Occupational Safety and Health Authority (OSHA) carried out four inspections, two of which resulted in fines of US$1,120 (£709) and US$750 (£475). Elsewhere, no reports have been received of any fines or other action from breaches of health and safety regulations.

We regard the health and safety of our employees in the workplace and the protection of all visitors to our facilities as vital and we allow no compromise on safety standards.

## Our employees

We stated last year that our strategy depends on building a strong customer-focused culture and on developing the skills of our people. Considerable progress has been made on both counts during the past year.

In January 2003, we conducted our first Group-wide employee survey, which prompted nearly 32,000 replies (a response rate of approaching 70%). Overall satisfaction, based on answers to all questions, was 69%, with Environmental and Social Responsibility (80%) and Job Satisfaction (76%) attracting the highest scores. Less encouraging were the results for Training and Career Development (62%) and Pay, Benefits and Working Conditions (58%).

One of the most significant developments during the year was the rationalisation of our disparate, fragmented training and development programme under the auspices of the Invensys University. The ultimate aim of the University is to offer a full range of training tools, from instructor-led training sessions to e-learning courses, giving our employees the opportunity to expand their skills, whatever their role in the organisation. Initially there are four colleges covering Sales, Leadership, Lean Supply Chain Management and Change Management, and the first 200 students have enrolled. Further colleges, including Project Management and EH&S, are being planned. To be a successful Group, it is vital that we share knowledge and ensure that everyone has the necessary skills to grow and deliver high performance.

### Group-wide employee survey

The first ever Group-wide employee survey, Invensys Direct, achieved a response rate of approaching 70%, an excellent result, which confirmed employees' desire to give their views on how to improve the business. The survey covered areas such as how employees felt about working for Invensys, whether they understood the company strategy, and whether they felt they were being properly rewarded for their work. The survey underlined the Group's commitment to dialogue with employees, made in the Invensys Intent, and has established a baseline of employee attitudes from which we will develop programmes to address the problems identified.

We ensure that employees are recruited and assessed on the basis of their skills and suitability for the work performed. No employee receives less favourable treatment on grounds of colour, religion, ethnic origin, gender, marital status, disability, age or sexual orientation.

The INVEST performance improvement programme provided a focus for employee engagement during the year, with a range of training courses, ideas generation workshops and other communications tools encouraging and supporting employees to play their part in our drive for Group-wide productivity improvements.

One in three of our employees has been involved in either an INVEST project or an INVEST ideas generation workshop so far and we plan to increase this level of participation as INVEST continues to be a key part of our Group performance improvement activities.

We continue to give strong support to the Invensys European Employees' Forum, which is now in its fourth year. It remains an important channel for debating major issues that affect the well-being of our European employees.

We made further enhancements to our Group-wide employee communications programme, including the creation of a Site Communicators Network to ensure employees at our 400 sites are kept fully informed about the Group's progress. Research among employees has shown, in particular, that there is a great desire for more information about progress and development at a local site level. By having a network of Communications Co-ordinators at all sites, we aim to ensure that the differing information needs of our employees in different locations are met. This network has also been a valuable feedback mechanism, enabling us to gauge employee response to and concerns resulting from major Group announcements.

In 2001 Invensys signed up to the United Nations Global Compact. To collect data that is relevant to implementation of Principles 3,5,6,7 and 8, our annual environmental questionnaire was extended to include questions on health and safety and social responsibility. This has helped to raise awareness of the issues at site level as well as providing valuable information at the centre as a means of identifying potential issues.

Additionally, a high level risk assessment was undertaken by independent consultants to identify specific countries and critical social responsibility issues so as to prioritise areas for further attention. As a result, audits were commissioned by independent experts of two sites in China and one each in India and Mexico. These focused on the accuracy of the answers to the questionnaire as well as the overall management of human rights and labour issues, as embraced in Principles 1 to 6. As well as identifying some specific items to be addressed at each site, the results of the audits have been used to modify the questionnaire to provide improved data.

As an example of our response to Principles 7 and 8, a case study was submitted to the UN Global Compact in October 2002 and is published on their website: www.unglobalcompact.org

As a global Group, we are committed to universal principles of human rights, respect local laws and customs wherever we operate and expect our employees to operate on this basis.

**Mexicali environmental workbook**

To spread environmental awareness and engender a sense of responsibility among local children, Invensys Climate Controls' Mexicali plant in Mexico sponsored the production and distribution of an environmental workbook which employees then used in local primary schools. The workbook helps educate children in different aspects of environmental concern, such as water pollution and recycling, and demonstrates the Group's commitment to engaging local communities in dialogue about subjects of mutual importance.

## Community relations

We made donations of £1.0 million to a range of charitable causes during the year, the majority being made by our operating businesses to support their local communities.

In addition to the donations we make as a Group, we actively encourage and support employees to become involved in charitable activities. For example, in August 2002, a group of 20 Safetran employees entered a charity fund-raiser benefiting the Special Olympics. The objective was to pull a 100 ton UPS Boeing 757 a distance of twelve feet. The Safetran Team finished in first place for the second consecutive year, covering the distance in 6.51 seconds. The funds raised have been used to support sports training and competition for athletes in Kentucky with mental disabilities.
In November 2002, two Climate Control employees from Plymouth, England trekked across Cuba in a fundraising event for the NCH children's charity, which was sponsored by a major Invensys customer, Plumb Centre, part of Wolseley plc, the world's largest specialist trade distributor of plumbing and heating products.

We recognise our responsibilities towards the communities in which we work. We support the development and well-being of these communities through charitable donations to a wide range of health, educational and social causes.

# Board of directors

### Lord Marshall of Knightsbridge
**Chairman**
Joined the Siebe plc Board in January 1998 and appointed Chairman in June 1998. Chairman of British Airways Plc and non-executive director of HSBC Holdings plc. Formerly President of the Confederation of British Industry. (aged 69)
Chairman of Nominating Committee.

### Richard Haythornthwaite
**Chief Executive**
Joined the Invensys plc Board in July 2001 and appointed Chief Executive in October 2001. Non-executive director of Imperial Chemical Industries PLC and, until 30 June 2003, Lafarge SA. Formerly Chief Executive Officer of Blue Circle Industries plc (until the company was acquired by Lafarge SA), formerly non-executive director of Cookson Group plc and held senior positions with BP and Premier Oil. (aged 46)

### Adrian Hennah
**Chief Financial Officer**
Joined Invensys plc as Senior Vice President, Finance in October 2002, appointed to the Board in October 2002 and became Chief Financial Officer on 1 January 2003. Formerly Senior Vice President, Finance and Operations with GlaxoSmithKline Plc, R&D. Prior to this he was the Chief Financial Officer for Glaxo Wellcome Inc USA. (aged 45)

### Sir Philip Beck
**Non-executive director**
Appointed to the Siebe plc Board in October 1991. Non-executive director of Delta plc. Formerly Chairman of Railtrack PLC, Chairman of John Mowlem and Company PLC and non-executive director of Kitigawa Europe Limited. (aged 68)
Member of Nominating Committee and Remuneration Committee.

### Rolf Börjesson
**Non-executive director**
Appointed to the Siebe plc Board in July 1998. Chief Executive and Managing Director of Rexam PLC. Non-executive director of Svenska Cellulosa Aktiebolaget SCA and Copenhagen Airports A/S. Formerly Chief Executive of PLM AB. (aged 60)
Senior Independent Director.
Chairman of Remuneration Committee and member of Audit Committee.

### Larry Farmer
**Non-executive director**
Appointed non-executive director of Invensys plc in March 2002. Non-executive director of Digital Steps Energy Limited and Digital Steps Limited. Formerly Chief Executive of Halliburton Brown & Root Limited. (aged 63)
Member of Audit Committee and Remuneration Committee.

### Jean-Claude Guez
**Non-executive director**
Appointed non-executive director of Invensys plc in January 2003. Non-executive director of Exel plc and Eurostar Group Ltd and a former management consulting partner at Accenture, where he remains as a part-time adviser to senior management. Advisory partner with Rocket Ventures LP. (aged 59)
Member of the Remuneration Committee.

### Martin Jay
**Non-executive director**
Appointed non-executive director of Invensys plc in January 2003. Chairman of VT Group plc and prior to that Chief Executive for 13 years. Previously held a range of leadership positions at GEC and was a member of the GEC Management Board. Mr Jay will succeed Lord Marshall of Knightsbridge as Chairman of Invensys plc at the annual general meeting in July 2003. (aged 63)
Member of the Nominating Committee.

### Andrew Macfarlane
**Non-executive director**
Appointed non-executive director of Invensys plc in March 2003. Group Finance Director of Land Securities Group plc and previously Chief Financial Officer of the hotels division of Bass plc (subsequently Six Continents). Prior to this, Director of Corporate Finance of Bass plc. (aged 46)
Chairman of Audit Committee.

### Simon Robertson
**Non-executive director**
Appointed non-executive director of Invensys plc in February 1999, having joined the BTR plc Board in 1997. Managing Director of Goldman Sachs International and President of Goldman Sachs Europe Ltd. Non-executive director of Inchcape plc and Berry Bros. & Rudd Limited. Former Chairman of Kleinwort Benson Group plc. (aged 62)

# Corporate governance

**Principles**
The Board is committed to the highest standards of corporate governance. Throughout the year, Invensys has been in full compliance with the provisions of the Combined Code appended to the Listing Rules of the UK Listing Authority ('the Code'). The following describes how the Principles set out in the Code have been applied.

**The Board**
The Board currently has ten members, comprising eight non-executive directors, including the Chairman, and two executive directors. There is a clear division of responsibility between the Chairman and the Chief Executive, which ensures that there is a balance of power and authority. All the non-executive directors are regarded as independent. Mr Rolf Börjesson is the Senior Independent Director. Biographies of all the directors are presented on page 17. As can be seen, they have a wide range of international business and financial experience relevant to the direction of a global company.

Although all the directors have an equal responsibility for the operations of Invensys, the role of the non-executive directors is particularly important in ensuring that the strategies proposed by the executive management team are fully discussed and examined to ensure that they meet the long-term interests of shareholders and also take account of issues affecting employees, customers, suppliers and the many communities in which Invensys conducts its business.

The Board meets at least eight times during the course of a year with additional meetings convened as necessary; in the financial year under review, the Board met on nine occasions. It is exceptional for any director to be absent from any meeting. There is a formal schedule of matters reserved for the decision of the Board that includes all major strategic and financial decisions; other decision-making is delegated through structured procedures to committees and senior management. To enable the Board to perform its duties, all directors have full and timely access to all relevant information. Each director is required to retire by rotation no later than the third annual general meeting following their appointment or re-appointment.

**The Board Committees**
The Board has three standing committees:

**The Nominating Committee** is responsible for monitoring the performance of directors, reviewing induction and training requirements for individual directors and/or the Board as a whole and making recommendations to the Board for the appointment or re-appointment and removal of directors. Its current members are: Lord Marshall (who chairs the Committee), Sir Philip Beck and Mr Martin Jay. Mr Robert Bauman (until 24 July 2002) and Sir Graham Hearne (14 June 2002 to 31 March 2003) also served on the Committee during the year.

**The Audit Committee** is composed of three independent non-executive directors: Mr Andrew Macfarlane (Chairman of the Committee from 1 April 2003), Mr Rolf Börjesson and Mr Larry Farmer. Sir Graham Hearne was Chairman of the Committee from 1 April 2002 until his retirement on 31 March 2003. It meets at least three times a year to review the published financial information and the effectiveness of both external and internal audit and of the Group's internal controls and risk management procedures. The external auditors normally attend all the meetings and there is a meeting at least once a year between the Committee and the external auditors at which management is not present. At the invitation of the Committee, the Chief Executive and Chief Financial Officer regularly attend meetings of the Committee. On occasions, the other non-executive directors attend meetings of the Committee to obtain a fuller briefing on significant issues and this forum is particularly valuable in providing a direct line of communication between the external auditors and the non-executive directors.

The Audit Committee reviews the work undertaken by the external auditors going beyond the scope of the audit itself in order to ensure that the independence of the auditors is not impaired. This review covers the nature of the work, the method of appointment and the fees paid. This work generally falls into two categories as follows:

– Audit and assurance: this includes work that in their role as auditor they are best placed to undertake. This comprises formal reporting and other work related to borrowings, shareholder and other circulars, various regulatory reports and work in respect of acquisitions and disposals; and

– Taxation: the auditors are used in cases where they are best suited, such as tax provision and statutory work. Other significant tax advisory projects are put out to competitive tender.

In 2000, Ernst & Young disposed of its management consulting business and as a result the auditors do not carry out such work for the Group. The payments made to Ernst & Young LLP are detailed in note 4 on page 41.

The Audit Committee also reviews the work undertaken by the Risk Committee and by Group Internal Audit as described in more detail in the section of this report dealing with internal control.

**The Remuneration Committee's** constitution and role are described in the Board's Remuneration report on page 22.

**Communication with shareholders**
Communication with all shareholders is given a high priority and a number of means are used to promote greater understanding and dialogue with investment audiences.

The summary financial statement provides shareholders with the material information concerning Invensys in a form more readily assimilated than the full annual report and accounts. Shareholders can also request the full report. At the half year an interim report is published. All of these documents are available online through the Invensys website (www.invensys.com), together with details of all announcements, investor presentations and share price information.

During the year, shareholders are kept informed of the progress of the Company through trading statements and other announcements of significant developments that are released through the London Stock Exchange and other news services. There is regular dialogue with institutional shareholders and participation in sector conferences. Shareholders can also raise questions directly with the Company at any time of the year through a facility on the website.

Additionally, there is an opportunity at the annual general meeting for individual shareholders to question the Chairman and the chairmen of the Audit, Remuneration and Nominating Committees. The report and accounts are sent to shareholders at least 20 working days prior to the annual general meeting. The results of all polls held at general meetings are announced to the London Stock Exchange.

**Internal control**
In accordance with the Guidance for Directors on Internal Control, the Board reports on its reviews of internal control which includes consideration of the effectiveness of identification, evaluation and management of all significant risks affecting Invensys.

The Board has ultimate responsibility for the system of internal control. Each division is individually accountable to the Chief Executive and is managed by a Chief Operating Officer who, with his senior management team, provides day-to-day control over the division's operations within the strategic guidelines and delegated authorities adopted by the Board.

The internal control system is designed to meet the Group's particular needs and the risks to which it is exposed but it should be appreciated that, however effective a system of internal control is, it can provide only reasonable and not absolute assurance against material misstatement or loss. In the following paragraphs the directors consider the key components of the Group's system of internal control and the process by which they have reviewed the effectiveness of such controls.

**Overall strategy on risk and control** – The Risk Committee comprises the Chief Financial Officer (chairman), the Chief Executive, the General Counsel, the Group Financial Controller, the Group Treasurer, the Vice President Risk Management, the Director of Internal Audit, the Vice President Litigation and the Company Secretary. Its principal purpose is to provide further assurance to the Audit Committee and the Board. During the year, its activities have included reviewing the Group's risk framework and its monitoring functions and assessing all major risks together with their related risk management responses and, where appropriate, corrective programmes. The risk management strategy is determined and monitored by the Board with the objective of setting clear guidelines in relation to the levels of retained risk acceptable to the Group. Procedures for the Group-wide assessment of all business risks are subject to continuous review, monitoring and improvement.

**Risk management** – The internal risk management function reports to the Chief Financial Officer and is responsible for assessing the Group's exposure to risk in areas such as product liability, for making appropriate policy recommendations to the Board and for monitoring compliance with policies adopted by the Board. Responsibility for health, safety, the environment and property rests with the Senior Vice President Human Resources and Group Services, who reports to the Chief Executive. More details regarding this area are included on pages 13 to 16. The legal function, which reports to the Chief Executive, also monitors and acts on specific legal issues, legal claims and litigation.

**Operating controls** – Controls are detailed in formal procedures, instructions and manuals and compliance is verified by the Group's internal auditors and, to the extent necessary to form their opinion on the truth and fairness of the annual accounts, by the external auditors. Senior managers are required annually to certify compliance with the Group's financial and operational procedures and controls, including environmental and health and safety matters, and in relation to compliance with the Group's legal and ethical conduct policy.

**Internal audit** – The scope of the internal audit function encompasses the examination and evaluation of the adequacy and effectiveness of the Group's system of internal financial control and the quality of performance in carrying out assigned responsibilities, reporting to the Audit Committee as necessary.

**Audit Committee and Main Board review of Internal Control** – The Audit Committee reviews reports from internal and external auditors, executive management and the Risk Committee to obtain reasonable assurance that appropriate control procedures are in place and being adhered to and reports on all these matters to the Board. The Board is satisfied that the information that it has received for its annual review (and throughout the year) together with the procedural framework that is in place are sufficient to enable it to review the effectiveness of the Group's system of internal control in accordance with the Guidance for Directors on Internal Control.

**Sustainability and social, environmental and ethical matters**
The Board attaches high importance to sustainable development and the Invensys Intent that is the foundation of our corporate behaviour as described on pages 13 to 16. The risks inherent in these matters are assessed as part of the Group's overall risk management processes described above. Accordingly, the Board, through the Audit and Risk Committees, receives regular information and reports to enable it to make appropriate assessments in these areas. Performance management, incentivisation and training procedures are being continuously developed so as to reflect more fully the Invensys Intent. The processes required to achieve appropriate assurance and verification across all aspects of these matters continue to be developed and it is the policy of Invensys that over time its success in meeting the Invensys Intent should be increasingly measurable and transparent.

# Directors' report

The directors submit their report and the audited accounts for the year ended 31 March 2003 as set out on pages 30 to 64.

**Activities and review for the year**
The principal activities and review for the year are contained on pages 8 to 12.

**Reserves and dividends**
During the year the carrying value of the Company's investments in subsidiaries was evaluated and an impairment of £5,579 million recorded as set out in note 15 on page 50. Of this write-down, £4,057 million was offset against an existing merger reserve with the balance recorded against the profit and loss account as set out in note 24 on page 57. At the year end, £1,343 million of the profit and loss reserves was unrealised and therefore not available for distribution.

The directors do not recommend a final dividend (2002 1.0p). An interim dividend of 1.0p was paid on 4 March 2003 making a total for the year of 1.0p (2002 2.0p).

**Board of directors**
The current directors of the Company and their biographical details are given on page 17. A statement of their remuneration and interests in the ordinary shares of the Company are set out in the remuneration report on pages 22 to 28. Mr R P Bauman, Ms K A O'Donovan and Sir Graham Hearne retired from the Board of directors on 24 July 2002, 31 December 2002 and 31 March 2003 respectively. In addition, Mr P Scaroni joined the Board on 1 May 2002, and subsequently resigned on 14 June 2002, following his appointment as Chief Executive of ENEL SpA in Italy. Lord Marshall has announced that he will retire at the Company's annual general meeting in July, to be succeeded as Chairman of the Company by Mr M Jay, when Sir Philip Beck will also retire from the Board. Mr A N Hennah, Mr J-C Guez, Mr Jay and Mr A E Macfarlane joined the Board on 23 October 2002, 21 January 2003 (Mr Guez and Mr Jay) and 19 March 2003 respectively. All other directors served throughout the year.

In accordance with the Articles of Association, Mr R L Börjesson retires by rotation and, being eligible, offers himself for re-election at the annual general meeting. In addition, Mr Guez, Mr Jay, Mr Macfarlane and Mr Hennah, who were appointed during the year, retire in accordance with the Articles of Association and offer themselves for election at the annual general meeting. Mr Hennah has a service contract, details of which are given on pages 23 and 24. Mr Guez, Mr Jay and Mr Macfarlane are non-executive directors and as such do not have service contracts. Mr Jay's letter of appointment is described on page 24.

**Acquisitions and disposals**
During the year the Group made no material acquisitions.
The following disposals have taken place in the year to 31 March 2003:

| | Proceeds £m | Proportion disposed | Effective date of disposal |
|---|---|---|---|
| Rexnord | 560 | 100% | Nov 2002 |
| Flow Control | 362 | 100% | May 2002 |
| Sensor Systems | 267 | 100% | Oct 2002 |
| Fasco Motors | 236 | 100% | Dec 2002 |
| Drive Systems | 92 | 100% | Nov 2002 |
| Australian Transmissions | 33 | 100% | Apr 2002 |
| Alemite | 21 | 100% | Jun 2002 |
| Other disposals | 38 | | |
| | 1,609 | | |

The discontinued businesses contributed sales of £760 million and operating profit of £80 million in the year.

**Substantial shareholders**
As at 28 May 2003 the Company had been notified of the following interests in its ordinary shares:

| Name | Number of ordinary shares | % of issued share capital |
|---|---|---|
| Aviva plc | 175,173,461 | 5.01 |
| Brandes Investment Partners, LP | 485,131,884 | 13.86 |
| Legal & General Group plc | 110,482,897 | 3.16 |
| The Capital Group Companies, Inc | 240,432,923 | 6.87 |

**Supplier payment policy**
It is the policy of the Group that subsidiary companies should develop long-term relationships with suppliers and establish terms of trade consistent with established practice in their country of operation, and to ensure that suppliers are aware of the terms of payment and that such terms are followed. The Company is a holding company and has no trade creditors.

**Employee policy and development**
Information concerning employees and their remuneration is given in note 5 to the accounts on page 41. The Group seeks to ensure that fair consideration is given to applications for employment received from disabled persons and to ensure continued employment, training and advancement where possible of employees who are, or become, temporarily or permanently disabled.

The Company also recognises the need to provide information on matters of concern to employees and, to satisfy that need, the Company provides employees with published financial and economic information through its consultative procedures.

**General information**
Group donations to charities and community causes world-wide were £1.0 million (2002 £1.6 million) with UK charities receiving £0.3 million (2002 £0.4 million). No donations were made to political parties (2002 £nil). The Group carries out research and development in support of its activities. During the year expenditure on the development of new products and processes amounted to £222 million (2002 £265 million).

**Auditors**
Ernst & Young LLP have expressed their willingness to continue in office as auditors and resolutions proposing their reappointment and to authorise the directors to determine their remuneration will be proposed at the forthcoming annual general meeting.

**Annual general meeting**
The annual general meeting of the Company will be held at The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE on Wednesday 23 July 2003 at 11am. The separate circular including the notice of meeting sent to all shareholders gives full details of the meeting and the resolutions to be proposed.

By order of the Board
**J R W Clayton**
Company Secretary
28 May 2003

# Statement of directors' responsibilities in respect of the preparation of the accounts

Company law requires the directors to prepare accounts for each financial year which give a true and fair view of the state of affairs of the Company and of the Group and of the profit or loss for that period. In preparing the accounts, the directors are required to:

- select suitable accounting policies and apply them consistently;
- make estimates and judgements which are reasonable and prudent; and
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the accounts.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and the Group and enable them to ensure that the accounts 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 Group and prevent and detect fraud and other irregularities. The directors have a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. For this reason, they continue to adopt the going concern basis in preparing the accounts.

# Remuneration report

This report is presented to shareholders by the Board and sets out the Board's remuneration policy and details of the remuneration of each director. The Remuneration Committee ('the Committee') is responsible for developing policy on executive remuneration and for approving the remuneration packages of individual executive directors. The members of the Committee during the period under review were Mr R L Börjesson (Committee Chairman), Sir Philip Beck, Mr L E Farmer and Mr J-C Guez (appointed on 21 January 2003). They are all independent non-executive directors.

The Committee takes advice, as appropriate, from independent remuneration consultants and internally from relevant executives and human resources professionals. Specifically, the Committee has taken advice internally from the Chairman, the Chief Executive, the Senior Vice President Human Resources and Group Services (Regina Hitchery), the Vice President Compensation and Benefits (John Reed) and the Company Secretary. Externally, following a review, the Committee has during the year appointed and taken remuneration consultancy advice from New Bridge Street Consultants. This firm now provides the principal source of external advice to the Committee on issues relating to the remuneration of the executive directors. Prior to the appointment of New Bridge Street Consultants, the Committee received advice on such issues from Mercer HR Consulting. The Committee has also received advice from Freshfields Bruckhaus Deringer and previously from Linklaters (in their capacity as lawyers to the Company) on such issues and from Punter Southall & Co Limited which provided advice in relation to executive directors' pensions and actuarial advice to the Company generally. New Bridge Street Consultants provided no other services to the Company. Mercer HR Consulting also acts as actuary to certain of the Group's overseas pensions schemes.

No non-Committee member may attend other than by invitation of the Committee Chairman. No director is involved in deciding their own remuneration.

**Remuneration Policy for Executive Directors**

The Invensys Group operates world-wide and will be focusing its operations within the production management industry with a high proportion of executives in the US. The markets for executives and staff within which it will operate are therefore the electronic, software and related industries. It is the objective of the remuneration policy with respect to the current year and, subject to any changes of circumstances, future years to provide a remuneration package which is competitive and performance-linked whilst attracting, motivating and retaining the highest calibre executive directors and senior executives. The Committee has established a remuneration package for the executive directors after taking proper account of the specific requirements of the business including the international spread of the business, the remuneration applicable at other levels within the Group and developments in UK best practice. The main components of the remuneration package are as follows:

**1 Salary**

The Committee determines the level of salary for each executive director annually. Base salaries are set at a level to take account of personal performance and salaries in comparable companies. In establishing individual levels the Committee is conscious that it should pay no more than is necessary to retain the executive whilst ensuring business objectives are fulfilled. There is no automatic adjustment in respect of inflation.

The Chief Executive's salary is currently £660,000 (which was last increased on 1 April 2002) and the Chief Financial Officer's is £400,000 (which took effect on 1 January 2003, being the date of his appointment as Chief Financial Officer). No increase will be awarded to either director in respect of the 2003/04 financial year and the next review date will be 1 April 2004.

In view of the restructuring of the Group explained in the Chairman's statement on page 2 of this report, the Committee considers it appropriate to ensure that the executive directors are properly incentivised to undertake the restructuring in the interests of all shareholders. Accordingly, the Committee is satisfied that the arrangements explained in the following pages represent an appropriate balance between fixed and performance linked pay.

**2 Executive Bonus Plan**

The main objectives of the Executive Bonus Plan ('the Plan') for the executive directors are to encourage executives to achieve defined annual financial objectives and focus on the most important measures of business success whilst rewarding them for outstanding performance. In this way the Plan seeks to align the interests of shareholders and those participating in the Plan. In designing the Plan, the Committee has followed the provisions set out in Schedule A to the Combined Code appended to the Listing Rules of the UK Listing Authority.

As described in last year's report, the targets for the Chief Executive for the year ended 31 March 2003 were set to reflect profit and cash flow targets and a number of measurable operational targets reflecting the key areas of targeted performance improvement. No bonuses were paid under the Plan to executive directors in respect of that year except a guaranteed bonus of £88,125 due to the Chief Financial Officer. This was negotiated as a term of his recruitment. He has no such guarantee in respect of 2003/04 or subsequent years.

For the forthcoming year 2003/04, the performance targets, for both the Chief Executive and the Chief Financial Officer, have been set to reflect targets related to operating profit before interest and tax, with a range of supplemental measures. The achievement of all targets would produce a payment of 50% of annual base salary and the maximum bonus achievable in respect of performance in excess of targets is 100% of annual base salary.

The Committee considers these targets to be fully appropriate as they provide an effective blend of measures reflecting the need both to develop the ongoing operations and to dispose of non-core activities on as favourable terms to shareholders as possible. The Committee confirms that it is not its policy to pay transaction-related bonuses.

Shareholder approval has been given for the operation of a Deferred Share Bonus Plan. In the current circumstances, the Committee has concluded that it will not be appropriate to operate this plan for the foreseeable future.

**3 Long Term Incentive and Option Schemes**

***(i) Long Term Incentive Plan ('LTIP')***

The Committee has decided that in future the LTIP will be operated as the principal vehicle for long-term incentivisation for the executive directors. Under the LTIP, awards may be made subject to a performance condition under which the Company's Total Shareholder Return ('TSR') will be ranked over a fixed three year period against

the TSR of the constituents (as at the date of grant) of the FTSE Mid 250. The Company's TSR must rank at the median position for 25% of an award to be available (subject to a retention period of, generally, two years), rising to all of the shares being available if the upper decile position is achieved. Intermediate awards between those points are assessed on a straight-line basis. If at least the median position is not achieved, the whole award lapses. In addition to satisfying the TSR test, awards will only vest to the extent that the Committee is satisfied that there has been sustained delivery, over the performance period, regarding the trading performance of continuing operations, disposal proceeds and reduction in Group indebtedness.

TSR was selected as an effective means of determining the Company's performance relative to that of other companies of comparable size. The Committee selected the supplemental tests as being appropriate to the strategy and scale of the Company following the recently announced new strategic direction and because they would be capable of being measured by reference to the progress achieved in implementing that strategy.

The TSR calculation will be periodically undertaken by New Bridge Street Consultants using data supplied by Datastream and reported to the Committee. The Committee will monitor performance against budget and other objectives set by the Board in considering whether the other tests have been met.

The level of awards to executive directors is determined by the Committee according to the prevailing market practice and within the overriding limit of two times salary.

For the forthcoming year 2003/04, each executive director will receive an award of shares worth one times salary. This reflects an award in respect of broadly 50% of the value of shares awarded in previous years. The Committee considers this to be an effective, but not excessive, award in light of the current circumstances that is likely to be sufficient to cover both the 2003/04 and 2004/05 financial years; it is not currently intended that a further award be made before June 2005 as the awards were structured to incentivise the executive directors through the principal phase of restructuring.

***(ii) Executive Share Option Scheme***

The Company does not propose to operate the Executive Share Option Scheme in relation to executive directors except by exception, in the case of recruitment situations, where it may be considered appropriate.

***(iii) Savings Related Share Option Scheme ('SRSOS')***

The Company has an established SRSOS that operates in the UK, together with a related SRSOS that operates in approximately 20 overseas countries. It is based on a three, five or seven year (UK only) savings plan and offered to eligible full and part-time employees. Options may be granted at up to a 20% discount to the market price of the Company's shares immediately preceding the date of invitation. Executive directors are eligible to participate in the SRSOS.

**4 Pensions**

Details of the individual executive directors' pension arrangements are set out on page 28. Pensionable pay is defined as base salary only; bonuses are not pensionable.

Typical pension and life assurance benefits are provided to the executive directors, comprising participation in the Company's final salary pension on salaries up to the Inland Revenue's earnings cap (currently £99,000) with appropriate top-up arrangements.

**5 Other benefits**

Other benefits provided for executive directors comprise the provision of a company car or the use of a pool car and health care.

**6 Service contracts**

***(i) Policy***

The Combined Code and the latest guidelines issued by institutional investors recommend that notice periods of no more than one year be set as an objective for executive directors and that any payments to a departing executive director should be determined having full regard to the duty of mitigation. It is the Company's policy to achieve these objectives, wherever possible.

***(ii) Specific contracts***

Mr R N Haythornthwaite and Mr A N Hennah are employed under service contracts with the Company dated 24 July 2001 and 29 July 2002 respectively.

The following summary sets out certain provisions that applied during the year. Certain modifications have been made following the year end as explained below.

Both contracts terminate automatically on the executive director's 60th birthday.

Both contracts can be terminated by either party giving the other not less than twelve months' written notice and do not contain any pay in lieu of notice provisions. Accordingly, if either of the executive directors' contracts is terminated other than for cause, any termination payment will be negotiated subject to mitigation and offset.

In certain change of control circumstances, each contract could be terminated by the director giving the Company 30 days' written notice provided two conditions are satisfied. First, a change of control must occur (defined to include: (i) the acquisition of shares carrying more than 50% of voting rights of the Company; (ii) the approval by shareholders of a merger or consolidation of the Company; (iii) a compromise or scheme of arrangement between the Company and its members under section 425 of the Companies Act 1985 or a resolution for the voluntary winding up of the Company; or (iv) the sale or disposition of 50% or more of the Company's assets). Secondly, the director's title, responsibilities, status or place of work must be materially and adversely changed or diminished without the director's prior consent.

Where a director terminates his service contract by giving 30 days' written notice under the provisions set out above, the Company is required to pay him an amount in cash equal to: (i) one year's annual base salary; plus (ii) the amount (if any) of his expected award (calculated at the target bonus level) under the Executive Bonus Plan for the preceding fiscal year if such award has not already been paid; plus (iii) a pro rata share (calculated at the target bonus level whether or not performance is at target level at the termination date) of his expected award under the Executive Bonus Plan calculated in respect of the period from the beginning of the fiscal year in which his employment terminates to the date his employment terminates; plus (iv) in the case of Mr Hennah only, the amount, if any, of the supplementary cash payments, as described in the next paragraph, that remain to be paid to him. This payment is not subject

to any discount or reduction for early payment and the director is not under any duty to mitigate his losses in connection with this payment. In addition, the Company will continue to provide the director with pension and certain other benefits for up to twelve months.

In addition, Mr Hennah is entitled to receive a payment of £250,000 on each of 5 April 2004 and 5 October 2005 provided he remains employed on those dates. This was agreed as a term of his joining the Company reflecting the then value of entitlements from his previous employer that he lost as a result of his decision to join the Company.

Reflecting the developing views of institutional shareholders regarding termination provisions, Mr Haythornthwaite has requested and the Committee has agreed that his contract be amended so that it may be terminated by either party giving one month's notice and with no provision for liquidated damages in any circumstances. Mr Hennah has agreed that he will not give notice with respect to any change of control (as defined) arising by virtue of the disposal and restructuring programme at least until the Committee shall have agreed that such programme is substantially complete.

As explained on page 25, Ms K A O'Donovan retired from the Company on 31 December 2002 and received no compensation in relation to her retirement. Prior to that date, she had served under a service contract dated 30 June 1999 that, except in the case of dismissal for cause, required twelve months' notice by either party. On early termination at the request of the Company, any compensation would have been subject to mitigation and offset.

**Non-executive directors**

The Chairman and other non-executive directors do not have service contracts or contracts for services save that Mr M Jay's letter of appointment dated 28 May 2003 requires, except in the case of dismissal for cause, twelve months' notice by either party; on early termination at the request of the Company any compensation will be subject to mitigation and offset. They are appointed under the Company's Articles of Association under which they are required to seek re-election not later than the third annual general meeting following their last election and are subject to review by the Nominating Committee prior to being considered for election or re-election by shareholders. They do not participate in any bonus plan or any of the Group's share incentive or option or pension schemes. Any director aged 70 or over (there are none currently) is required to be re-elected each year.

Fees for non-executive directors other than the Chairman are determined by a committee of the Board comprising the Chairman and the executive directors. The Chairman's fees are set by a Committee comprising the Senior Independent Director, as chairman of the Committee, two other non-executive directors and the Chief Executive. The fees currently paid to the Chairman and the other non-executive directors, which are subject to the limits set in the Articles of Association, were set in 1999 and have not been increased since that date. The Chairman's fees are set at £250,000 per annum. The basic fees for a non-executive director have been fixed at £28,000 per annum. An additional fee of £5,000 is payable to the chairmen of the Audit and Remuneration Committees and all members of the Board's standing committees receive a fee of £750 for each meeting attended. The fees of each non-executive director for the year are set out in the table on page 25.

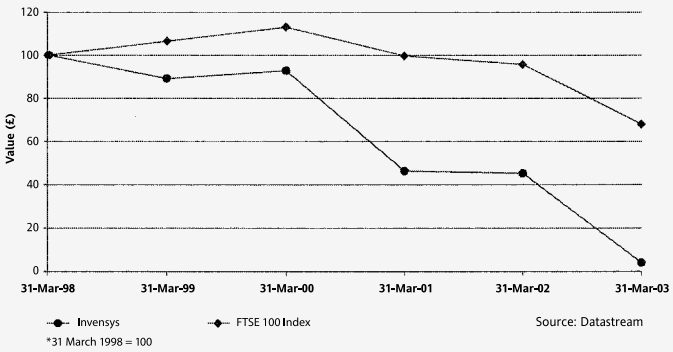
**External directorships**

The executive directors are encouraged to hold non-executive directorships in other companies in order to broaden their experience for the benefit of the Company. Such appointments are subject to approval by the Board and the director may retain any fees paid in respect of such directorships.

**Performance graph**

Companies are required to include a graph indicating their total shareholder return performance (ie share price growth assuming reinvestment of any dividends) over the last five years relative to a recognised equity index. Accordingly, the following graph shows the Company's performance relative to the FTSE 100, of which the Company has been a constituent during substantially all of that period.

**Total Shareholder Return***



## Directors' remuneration

The remuneration of the executive directors for the year ended 31 March 2003 was as follows:

| | Note | Salary £ | Benefits £ | Supplementary pension payment £ | Bonuses £ | Total 2003 £ | Total 2002 £ |
|---|---|---|---|---|---|---|---|
| **Current directors** | | | | | | | |
| R N Haythornthwaite | 1,2 | **660,000** | **24,861** | **105,600** | **–** | **790,461** | 645,276 |
| A N Hennah | 3 | **162,303** | **23,533** | **–** | **88,125** | **273,961** | – |
| **Former directors** | | | | | | | |
| K A O'Donovan | 4 | **354,808** | **30,959** | **–** | **–** | **385,767** | 455,761 |
| A M Yurko | | **–** | **–** | **–** | **–** | **–** | 727,987 |
| | | | | | | **1,450,189** | 1,829,024 |

Notes

1. The 2002 remuneration for R N Haythornthwaite relates to the seven month period 1 September 2001 to 31 March 2002.
2. R N Haythornthwaite received a cash supplementary pension payment of £105,600 in lieu of certain benefits being based on final salary as set out in note 1 following the table headed Directors' pensions entitlements on page 28.
3. A N Hennah was appointed to the Board of Directors on 23 October 2002 and the emoluments disclosed relate to the period from this date to 31 March 2003.
4. K A O'Donovan retired from the Board of Directors on 31 December 2002 and received no compensation in relation to her retirement.
   The emoluments disclosed relate to the period to 31 December 2002, save that the benefits of £30,959 include an amount of £3,696 being the value attributable to her being allowed to retain the use of her company car until 31 March 2003. In recognition of her service and her remaining with the Company to ensure an efficient transition to her successor, A N Hennah, the Committee determined that her outstanding options should remain exercisable for a period following her cessation as detailed in the Share schemes table on page 26, in accordance with the rules of the various option schemes. She has subsequently been appointed as the Chairman of the Board of the Company's pension company (which is independent to the Company), the annual fees for which are £50,000 (which will be paid directly by the pension fund).
5. The emoluments of the highest paid director, R N Haythornthwaite, excluding pension rights were £790,461 (2002 £727,987 paid to A M Yurko for the period 1 April 2001 to 31 January 2002).

The fees paid to the non-executive directors for the year ended 31 March 2003 were as follows:

| | Note | Total 2003 £ | Total 2002 £ |
|---|---|---|---|
| **Current directors** | | | |
| Sir Philip Beck | | **33,250** | 43,750 |
| R L Börjesson | | **38,250** | 30,250 |
| L E Farmer | | **33,250** | 3,833 |
| J-C Guez | 1 | **6,120** | – |
| M Jay | 1 | **6,120** | – |
| A E Macfarlane | 2 | **997** | – |
| Lord Marshall | 3 | **250,000** | 250,000 |
| S M Robertson | | **28,000** | 28,000 |
| **Former directors** | | | |
| R P Bauman | 4 | **9,572** | 36,250 |
| H R Collum | | **–** | 37,500 |
| Sir Graham Hearne | 5 | **36,750** | 39,750 |
| P Scaroni | 6 | **3,452** | – |
| | | **445,761** | 469,333 |

Notes

1. J-C Guez and M Jay were appointed to the Board of Directors on 21 January 2003 and their fees relate to the period from this date to 31 March 2003.
2. A E Macfarlane was appointed to the Board of Directors on 19 March 2003 and his fees relate to the period from this date to 31 March 2003.
3. Lord Marshall also received benefits of £32,828 (2002 £nil) in respect of the provision of a car. His transport arrangements are shared by both the Company and British Airways Plc. Last year the relevant vehicle was leased by British Airways Plc and the benefit was disclosed in the accounts of that Company.
4. R P Bauman retired from the Board of Directors on 24 July 2002 and his fees relate to the period from 1 April 2002 to this date.
5. Sir Graham Hearne retired from the Board of Directors on 31 March 2003.
6. P Scaroni was appointed to the Board of Directors on 1 May 2002 and subsequently resigned on 14 June 2002 following his appointment as Chief Executive of ENEL SpA in Italy. His fees relate to this period.

## Directors' interests

### Ordinary shares

The interests of the current directors in the ordinary shares of the Company are set out below:

| | At 31 March 2003 | At 1 April 2002 (or at date of appointment if later) |
|---|---|---|
| Sir Philip Beck | **56,152** | 48,196 |
| R L Börjesson | **117,672** | 15,000 |
| L E Farmer | **2,000** | – |
| J-C Guez | **–** | – |
| R N Haythornthwaite | **250,000** | 200,000 |
| A N Hennah | **–** | – |
| M Jay | **–** | – |
| A E Macfarlane | **7,500** | 7,500 |
| Lord Marshall | **78,518** | 23,323 |
| S M Robertson | **2,165** | 2,165 |

Notes

1. The mid-market price of an ordinary share on 31 March 2003 was 10.50p. Between 1 April 2002 and 31 March 2003, the highest mid-market price was 122p and the lowest mid-market price was 9.75p.
2. All interests referred to above are beneficial.
3. There have been no changes in the interests of directors over ordinary shares between 31 March 2003 and 28 May 2003.
4. Full details of the directors' interests over the Company's ordinary shares are contained in the Register of Directors' Interests which is kept by the Company and is open to inspection in accordance with the provisions of the Companies Act 1985. This includes rights granted under the Company's various share schemes as detailed on pages 26 to 28.

## Share schemes

### Share options

Details of options in respect of the Company's ordinary shares for individual directors are set out below:

| | Option type | At 1 Apr 2002 (or at date of appointment if later) | Granted | Lapsed | At 31 Mar 2003 (or at date of cessation if earlier) | Exercise price per share p | Date from which first exercisable | Expiry date |
|---|---|---|---|---|---|---|---|---|
| **Current directors** | | | | | | | | |
| R N Haythornthwaite | ISESOS | 893,744 | – | – | 893,744 | 100.700 | 25 Jul 2004 | 24 Jul 2011 |
| | ISESOS | – | 1,315,400 | – | 1,315,400 | 100.350 | 17 Jun 2005 | 16 Jun 2012 |
| | ISRSOS | 18,388 | – | – | 18,388 | 90.000 | 1 Apr 2007 | 30 Sep 2007 |
| | | **912,132** | **1,315,400** | **–** | **2,227,532** | | | |
| A N Hennah | ISESOS | – | 1,150,700 | – | 1,150,700 | 63.550 | 4 Dec 2005 | 3 Dec 2012 |
| | ISRSOS | – | 20,658 | – | 20,658 | 43.000 | 1 Apr 2006 | 30 Sep 2006 |
| | | **–** | **1,171,358** | **–** | **1,171,358** | | | |
| **Former director** | | | | | | | | |
| K A O'Donovan | BSESOS | 66,625 | – | 66,625 | – | 478.424 | 11 Sep 1995 | 10 Sep 2002 |
| | BSESOS | 53,300 | – | – | 53,300 | 674.296 | 13 Apr 1996 | 12 Apr 2003 |
| | BSESOS | 10,660 | – | – | 10,660 | 711.070 | 14 Apr 1997 | 30 Jun 2003 |
| | BSESOS | 26,650 | – | – | 26,650 | 626.642 | 6 Apr 1998 | 30 Jun 2003 |
| | BESOS | 50,635 | – | – | 50,635 | 596.623 | 3 Apr 1999 | 30 Jun 2003 |
| | ISESOS | 200,000 | – | – | 200,000 | 225.550 | 4 Feb 2002 | 30 Jun 2003 |
| | ISESOS | 202,200 | – | – | 202,200 | 289.000 | 1 Dec 2002 | 30 Jun 2003 |
| | ISESOS | 330,200 | – | – | 330,200 | 256.800 | 1 Jan 2003 | 8 Feb 2004 |
| | ISESOS | 600,000 | – | – | 600,000 | 145.250 | 1 Jan 2003 | 12 Dec 2004 |
| | ISESOS | – | 896,900 | – | 896,900 | 100.350 | 1 Jan 2003 | 16 Dec 2005 |
| | BSRSOS | 2,534 | – | 2,534 | – | 461.538 | 1 Jan 2002 | 30 Jun 2002 |
| | ISRSOS | 7,568 | – | 7,568 | – | 128.000 | – | 1 Jan 2003 |
| | | **1,550,372** | **896,900** | **76,727** | **2,370,545** | | | |

## Share schemes continued

### Long term incentive awards

Details of awards over ordinary shares in the Company granted under the Long Term Incentive Plan ('LTIP') for individual directors are set out below:

| | At 1 Apr 2002 (or at date of appointment if later) | Granted | At 31 Mar 2003 | Value per share p | Performance Period |
|---|---|---|---|---|---|
| R N Haythornthwaite | 254,049 | – | 254,049 | 118.0875 | 25 Jul 2001 – 24 Jul 2004 |
| A N Hennah | – | 428,500 | 428,500 | 56.89 | 4 Dec 2002 – 3 Dec 2005 |

Notes

1. No options were exercised by directors or shares released under the LTIP during the years ended 31 March 2002 and 31 March 2003.
2. The details of the share schemes, including performance conditions which apply (if any), are set out below.
3. There have been no changes in the interests of directors over share options or LTIP awards between 31 March 2003 and 28 May 2003 other than in respect of R N Haythornthwaite whose option granted under the ISRSOS over 18,388 ordinary shares lapsed on 1 April 2003.

**BSESOS – BTR Senior Executive Share Option Scheme 1985.** Options granted under this scheme are normally exercisable between the third and tenth anniversaries of the date of grant. Consistent with the then prevailing practice at many companies no performance conditions apply to grants made under this scheme. Grants made under this scheme have been rolled over into options over Invensys plc shares. No further options can be granted under this scheme.

**BESOS – BTR Executive Share Option Scheme (1995).** Options granted under this scheme are normally exercisable between the third and tenth anniversaries of the date of grant. Grants made under this scheme have been rolled over into options over Invensys plc shares and any performance conditions have ceased to apply. No further options can be granted under this scheme.

**ISESOS – Invensys 1998 Senior Executive Share Option Scheme.** Options granted under this scheme are normally exercisable between the third and tenth anniversaries of the date of grant provided that the relevant performance condition has been met. The performance condition which applies to grants made under this scheme are as follows:

**(i)** **grants made between 30 July 1998 and 24 July 2001,** no options may be exercised unless, over any consecutive three year period prior to exercise, earnings per share ('EPS') growth is equal or in excess of the Retail Price Index ('RPI') plus 12%;

**(ii)** **grants made between 25 July 2001 and 16 June 2002,** no options may be exercised unless, over the measurement period commencing with the financial year in which the options were granted, EPS growth is equal or in excess of RPI plus 12% over three years, RPI plus 16% over four years and RPI plus 20% over five years. If not achieved after five years, the options will lapse;

**(iii)** **grant made on or after 17 June 2002,** no option may be exercised unless a performance condition based on Total Shareholder Return ('TSR') is met. TSR is calculated as the percentage variance in the price of shares and the value of re-invested net dividend payments over the performance period compared to that of a group of comparator companies ('Peer Group') selected at the discretion of the Committee. The performance period will be the period of three, four or five years commencing on the date of grant of the option. On the third anniversary of the date of grant, each constituent of the Peer Group will be ranked in descending order of TSR. The TSR ranking of Invensys against the TSR of the Peer Group will determine the number of shares awarded. Invensys must rank at the median position in order for 40% of the shares under option to become exercisable, rising to all of the shares if the upper quartile position is achieved. Between these positions, the shares under option will vest on a straight-line basis. If the Company does not meet the performance condition in full at the first measurement, then it will be re-tested, from a fixed base, in years four and five. If the median position has not been achieved by the end of the fifth year, the option will lapse. The Peer Groups for the grants made on or after 17 June 2002 are the companies that comprise the FTSE 100 Index on the dealing day preceding the date of grant.

**BSRSOS – BTR Savings Related Share Option Scheme.** These options are not subject to a performance condition as this is an all-employee share scheme governed by specific tax legislation.

**ISRSOS – Invensys Savings Related Share Option Scheme.** These options are not subject to a performance condition as this is an all-employee share scheme governed by specific tax legislation.

## Share schemes continued

**LTIP – Long Term Incentive Plan.** The vesting of the awards is generally subject to the Company's Total Shareholder Return ('TSR') being ranked, against a group of comparator companies (the 'Peer Group') selected at the discretion of the Committee, at least at the median over a fixed three year period (the 'Performance Period') commencing on the date of award (with no re-testing opportunities). Additionally the Committee must determine that the underlying financial performance of the Company over the Performance Period is satisfactory. On completion of the Performance Period, the Company's TSR must rank at the median position (when the Peer Group is ranked in descending order of TSR) in order for 50% of the shares that are subject to the award to be available (subject to a retention period of, generally, two years), rising to all of the shares if the upper quartile position is achieved. Between these positions, the shares that are subject of the award will be available on a straight-line basis. If the Company does not achieve at least the median position the whole award will lapse.

The Peer Groups selected for the above grants are as follows:

| | |
|---|---|
| R N Haythornthwaite | Award dated 25 July 2001: GKN, Smiths Group, BAE Systems, Marconi, ABB, Schneider Elte, Siemens, Emerson Electric, Honeywell International, Rockwell International, Johnson Controls and Tyco International; |
| A N Hennah | Award dated 4 December 2002: The companies that comprised the FTSE 100 Index on the dealing day preceding 4 December 2002. |

## Directors' pension entitlements

Executive directors participate in defined benefit and defined contribution (R N Haythornthwaite only) pension arrangements sponsored by the Company. The defined benefit schemes provide benefits based on earnings at or near retirement and are part externally funded and part reserved for within the Company. No Company contributions were paid to the defined benefit schemes this year.

The following table gives details of the individual directors' pensions values for the year ended 31 March 2003, including the disclosures required by the Listing Rules of the UK Listing Authority.

| | Note | Accrued pension at year ended 31 March 2003 (or at date of cessation) £ per annum | Increase during the year in accrued pension £ per annum | Transfer value of accrued pension as at 31 March 2003 £'000 | Transfer value of accrued pension at end of previous year £'000 | Change in transfer value over year less any contributions made £'000 | Increase during the year in accrued pension, excluding inflation (a) £ per annum | Transfer value as at 31 March 2003 of increase (a) less any contributions made £'000 |
|---|---|---|---|---|---|---|---|---|
| R N Haythornthwaite | 1 | 5,459 | 3,281 | 54 | 20 | 34 | 3,244 | 32 |
| A N Hennah | 2 | 4,098 | 4,098 | 38 | – | 38 | 4,098 | 38 |
| K A O'Donovan | 2 | 144,033 | 15,660 | 1,355 | 1,151 | 204 | 13,478 | 127 |

Notes

1. The benefits shown for R N Haythornthwaite relate to his participation in the approved pension scheme up to the Inland Revenue earnings limit. With respect to his earnings above that limit, £158,400 was paid to an unapproved money purchase scheme together with the supplementary pension payment as set out in the table headed Directors' remuneration on page 25.
2. K A O'Donovan ceased to be employed on 31 December 2002. A N Hennah commenced employment on 5 October 2002.
3. The changes in transfer values over the year reflect any changes in pensionable pay and the service of each director. They also take into account changes in the actuarial assumptions, particularly those related to equity and bond returns. As a result, changes in transfer values may be positive or negative, depending on investment conditions.
4. All benefits are due at age 60.
5. Pensions in payment are guaranteed to increase by the level of inflation subject to a maximum increase of 5% per annum. A minimum increase of 3% per annum applies to K A O'Donovan.
6. For death before retirement a spouse's pension of two-thirds of the member's prospective pension is payable, if applicable, plus a capital sum of four times the member's salary. For death after retirement a spouse's pension of two-thirds of the member's pension is payable plus the balance of a five year guarantee if applicable. In the event of death after leaving service but before commencement of pension a spouse's pension of two-thirds of the accrued preserved pension is payable plus a capital sum of five times the accrued preserved pension. In all circumstances children's allowances are also payable if applicable.

### Auditable information

The information in the remuneration report subject to audit pursuant to the Directors' Report Regulations 2002 is that included in the tables and related notes in the sections relating to directors' remuneration, directors' interests (over ordinary shares, share options and long term incentive awards) and directors' pension entitlements.

The directors' remuneration report was approved by the Board of Directors on 28 May 2003 and signed on its behalf by:

**R L Börjesson**
Chairman of the Remuneration Committee

# Report of the independent auditors to the shareholders of Invensys plc

We have audited the Group's accounts for the year ended 31 March 2003 which comprise the consolidated profit and loss account, consolidated balance sheet, Company balance sheet, consolidated cash flow statement, consolidated statement of total recognised gains and losses, reconciliation of movements in consolidated shareholders' funds, accounting policies and the related notes 1 to 29. These accounts have been prepared on the basis of the accounting policies set out therein. We have also audited the information in the remuneration report that is described as having been audited.

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 auditor's 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 directors and auditors**
The directors' responsibilities for preparing the annual report, the remuneration report and the accounts 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 accounts and the part of the remuneration report to be audited in accordance with relevant legal and regulatory requirements, United Kingdom Auditing Standards and the Listing Rules of the Financial Services Authority.

We report to you our opinion as to whether the accounts give a true and fair view and whether the accounts and the part of the remuneration report to be audited have been 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 accounts, 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 or the Listing Rules regarding directors' remuneration and transactions with the Company is not disclosed.

We review whether the corporate governance statement reflects the Company's compliance with the seven provisions of the Combined Code specified for our review by the Listing Rules, and we report if it does not. We are not required to consider whether the Board's statements on internal control cover all risks and controls, or form an opinion on the effectiveness of the Company's corporate governance procedures or its risk and control procedures.

We read the other information contained in the annual report and consider whether it is consistent with the audited accounts. This other information comprises the directors' report, unaudited part of the remuneration report, the financial summary and the other information listed on the contents page. We consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. Our responsibilities do not extend to any other information.

**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 and the part of the remuneration report to be audited. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the accounts, and of whether the accounting policies are appropriate to the Group'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 accounts and the part of the remuneration report to be audited 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 accounts and the part of the remuneration report to be audited.

**Opinion**
In our opinion:
- the accounts give a true and fair view of the state of affairs of the Company and of the Group as at 31 March 2003 and of the loss of the Group for the year then ended; and
- the accounts and the part of the remuneration report to be audited have been properly prepared in accordance with the Companies Act 1985.

**Ernst & Young LLP**
Registered Auditor
London
28 May 2003

# Consolidated profit and loss account

| For the year ended 31 March | Notes | 2003 £m | 2002 £m |
|---|---|---|---|
| **Turnover** | | | |
| Continuing operations | | **4,258** | 4,623 |
| Discontinued operations | | **760** | 2,349 |
| | 1 | **5,018** | 6,972 |
| **Operating profit before exceptional items, goodwill amortisation and goodwill impairment** | | | |
| Continuing operations | | **250** | 312 |
| Discontinued operations | | **80** | 237 |
| | 1 | **330** | 549 |
| **Operating exceptional items** | | | |
| Restructuring costs | 2 | **(119)** | (223) |
| Market related write downs | 2 | **–** | (76) |
| | 1 | **(119)** | (299) |
| **Operating profit before goodwill amortisation and goodwill impairment** | | **211** | 250 |
| Goodwill amortisation | 1 | **(122)** | (124) |
| Goodwill impairment | 2 | **(585)** | – |
| **Operating (loss)/profit** | | **(496)** | 126 |
| **Share of operating profits of associated undertakings** | | | |
| Discontinued operations | 7 | **–** | 2 |
| **Total operating (loss)/profit** | | | |
| Continuing operations | 3 | **(572)** | (63) |
| Discontinued operations | 3 | **76** | 191 |
| | 3 | **(496)** | 128 |
| **Corporate exceptional items** | | | |
| Fundamental reorganisation costs | 2 | **–** | (172) |
| Costs of closure | 2 | **(29)** | (45) |
| Loss on sale of fixed assets | 2 | **(12)** | (34) |
| Loss on disposal of operations | 2 | **(741)** | (565) |
| **Loss on ordinary activities before interest and taxation** | 1 | **(1,278)** | (688) |
| Net interest payable and similar charges | 8 | **(113)** | (170) |
| **Loss on ordinary activities before taxation** | 4 | **(1,391)** | (858) |
| Tax on loss on ordinary activities | 9 | **(57)** | (9) |
| **Loss on ordinary activities after taxation** | | **(1,448)** | (867) |
| Minority interests – equity | | **6** | (2) |
| **Loss for the financial year** | 24 | **(1,442)** | (869) |
| Dividends | 11 | **(35)** | (70) |
| **Retained loss for the financial year** | | **(1,477)** | (939) |
| **Loss per share (basic and diluted)** | 12 | **(41.2)p** | (24.8)p |
| **Earnings per share (continuing operations before exceptional items, goodwill amortisation and goodwill impairment)** | 12 | **2.2p** | 2.8p |
| **Average exchange rates for the year** | | | |
| US$ to £1 | | **1.54** | 1.43 |
| Euro to £1 | | **1.56** | 1.62 |
| Yen to £1 | | **188.14** | 179.68 |

The results for the financial year have been translated into sterling at the appropriate average exchange rates.

# Consolidated balance sheet

| At 31 March | Notes | 2003 £m | 2002 £m |
|---|---|---|---|
| **Fixed assets** | | | |
| Intangible assets – goodwill | 13 | **746** | 1,512 |
| Tangible assets | 14 | **880** | 1,515 |
| Investments in associated undertakings | 15 | **4** | 14 |
| Other investments | 15 | **30** | 59 |
| | | **1,660** | 3,100 |
| **Current assets** | | | |
| Stocks | 16 | **489** | 824 |
| Debtors: amounts falling due within one year | 17 | **1,054** | 1,490 |
| Debtors: amounts falling due after more than one year | 17 | **529** | 510 |
| Investments | 15 | **31** | 33 |
| Cash and short-term deposits | 28 | **365** | 506 |
| | | **2,468** | 3,363 |
| Creditors: amounts falling due within one year | | | |
| Short-term borrowings | 18 | **(136)** | (1,066) |
| Other creditors | 18 | **(1,483)** | (1,748) |
| | | **(1,619)** | (2,814) |
| **Net current assets** | | **849** | 549 |
| **Total assets less current liabilities** | | **2,509** | 3,649 |
| Creditors: amounts falling due after more than one year | | | |
| Long-term borrowings | 19 | **(1,785)** | (2,456) |
| Other creditors | 19 | **(84)** | (117) |
| | | **(1,869)** | (2,573) |
| Provisions for liabilities and charges | 22 | **(557)** | (686) |
| | 1 | **83** | 390 |
| **Capital and reserves** | | | |
| Called up share capital | 23 | **875** | 875 |
| Share premium account | 24 | **15** | 15 |
| Capital redemption reserve | 24 | **83** | 83 |
| Capital reserve | 24 | **2,047** | 210 |
| Exchange variation reserve | 24 | **(501)** | (417) |
| Profit and loss account | 24 | **(2,622)** | (622) |
| **Shareholders' (deficit)/funds – equity** | | **(103)** | 144 |
| **Minority interests – including non-equity** | 25 | **186** | 246 |
| | | **83** | 390 |

These accounts were approved by the directors on 28 May 2003 and are signed on their behalf by:

**Lord Marshall of Knightsbridge**
Chairman

**R N Haythornthwaite**
Chief Executive

**A N Hennah**
Chief Financial Officer

| **Year end exchange rates** | | |
|---|---|---|
| US$ to £1 | **1.58** | 1.42 |
| Euro to £1 | **1.45** | 1.63 |
| Yen to £1 | **187.43** | 188.73 |

The balance sheet has been translated into sterling at appropriate year end exchange rates.

# Consolidated cash flow statement

| For the year ended 31 March | Notes | 2003 £m | 2002 £m |
|---|---|---|---|
| Net cash inflow from operating activities | 28 | **210** | 536 |
| Returns on investments and servicing of finance | 28 | **(115)** | (170) |
| Taxation | 28 | **(62)** | (43) |
| Capital expenditure and financial investment | 28 | **(76)** | (129) |
| Acquisitions and disposals | 28 | **1,446** | 209 |
| Equity dividends paid | | **(71)** | (217) |
| Cash inflow before use of liquid resources and financing | | **1,332** | 186 |
| Management of liquid resources | 28 | **69** | (104) |
| Financing | | | |
| Decrease in debt | 28 | **(1,417)** | – |
| **(Decrease)/increase in cash in year** | | **(16)** | 82 |

# Reconciliation of net cash flow to movement in net debt

| For the year ended 31 March | Notes | 2003 £m | 2002 £m |
|---|---|---|---|
| (Decrease)/increase in cash in year | | **(16)** | 82 |
| Cash outflow from decrease in debt | 28 | **1,417** | – |
| Cash (inflow)/outflow from (decrease)/increase in liquid resources | 28 | **(69)** | 104 |
| Change in net debt resulting from cash flows | 28 | **1,332** | 186 |
| Short-term deposits, loans and finance leases acquired/divested in respect of the acquisition/disposal of subsidiary undertakings | 28 | **15** | 2 |
| New finance leases | 28 | **–** | (1) |
| Exchange movements | 28 | **113** | 15 |
| Movement in net debt in year | | **1,460** | 202 |
| Net debt at beginning of year | 28 | **(3,016)** | (3,218) |
| Net debt at end of year | 28 | **(1,556)** | (3,016) |

# Consolidated statement of total recognised gains and losses

| For the year ended 31 March | Notes | **2003 £m** | 2002 £m |
|---|---|---|---|
| Loss for the financial year | 24 | **(1,442)** | (869) |
| Currency translation differences on foreign currency net investments, net of tax | 24 | **17** | (52) |
| FRS 19 restatement | | **–** | (137) |
| **Total recognised losses since last annual report** | | **(1,425)** | (1,058) |

# Reconciliation of movements in consolidated shareholders' funds

| For the year ended 31 March | Notes | **2003 £m** | 2002 £m |
|---|---|---|---|
| Loss for the financial year | 24 | **(1,442)** | (869) |
| Dividends | 11 | **(35)** | (70) |
| | | **(1,477)** | (939) |
| Currency translation differences on foreign currency net investments, net of tax | 24 | **17** | (52) |
| Goodwill written back on disposals | 24 | **1,213** | 447 |
| | | **(247)** | (544) |
| Opening shareholders' funds | | **144** | 688 |
| **Closing shareholders' (deficit)/funds** | | **(103)** | 144 |

# Company balance sheet

| At 31 March | Notes | 2003 £m | 2002 £m |
|---|---|---|---|
| **Fixed assets** | | | |
| Tangible assets | 14 | **–** | 2 |
| Investments | 15 | **4,505** | 8,739 |
| | | **4,505** | 8,741 |
| **Current assets** | | | |
| Debtors: amounts falling due within one year | 17 | **11,973** | 12,459 |
| Debtors: amounts falling due after more than one year | 17 | **2** | 2 |
| Cash and short-term deposits | | **16** | 119 |
| | | **11,991** | 12,580 |
| Creditors: amounts falling due within one year | | | |
| Short-term borrowings | 18 | **(316)** | (852) |
| Other creditors | 18 | **(11,436)** | (11,382) |
| | | **(11,752)** | (12,234) |
| **Net current assets** | | **239** | 346 |
| **Total assets less current liabilities** | | **4,744** | 9,087 |
| Creditors: amounts falling due after more than one year | | | |
| Long-term borrowings | 19 | **(1,741)** | (2,353) |
| Other creditors | 19 | **(995)** | (497) |
| | | **(2,736)** | (2,850) |
| | | **2,008** | 6,237 |
| **Capital and reserves** | | | |
| Called up share capital | 23 | **875** | 875 |
| Share premium account | 24 | **15** | 15 |
| Capital redemption reserve | 24 | **83** | 83 |
| Merger reserve | 24 | **927** | 4,984 |
| Profit and loss account | 24 | **108** | 280 |
| **Shareholders' funds – equity** | | **2,008** | 6,237 |

These accounts were approved by the directors on 28 May 2003 and are signed on their behalf by:

**Lord Marshall of Knightsbridge**
Chairman

**R N Haythornthwaite**
Chief Executive

**A N Hennah**
Chief Financial Officer

# Accounting policies

**Basis of accounting**
These accounts are prepared under the historical cost convention and in accordance with applicable UK accounting standards.

**Basis of consolidation**
The consolidated profit and loss account and balance sheet incorporate the accounts of Invensys plc and its subsidiary undertakings together with the Group's share of the results of associated undertakings for the financial year to 31 March 2003. The results of subsidiary undertakings sold or acquired during the year are included in the profit and loss account up to, or from, the date control passes.

**New financial reporting standards**
In November 2000 the Accounting Standards Board (ASB) issued Financial Reporting Standard No 17: Retirement Benefits. The full implementation of the requirements of FRS 17 has been deferred by the ASB.

In accordance with the transitional provisions of FRS 17, Invensys has disclosed in note 6 the impact that FRS 17 would have on the closing balance sheet of the Group as at 31 March 2003 and also discloses the amounts that would have been charged to the consolidated profit and loss account and consolidated statement of total recognised gains and losses under FRS 17 for the year ended 31 March 2003.

The Group intends to fully adopt FRS 17 effective from 1 April 2003.

**Foreign currencies**
The trading results of overseas subsidiaries and associated undertakings are translated into sterling at average rates of exchange ruling during the year. The retranslation of the retained earnings of overseas operations to closing rates is dealt with as a movement in reserves.

Assets and liabilities of overseas subsidiaries, including goodwill, are translated into sterling at closing rates of exchange ruling at the balance sheet date and any exchange differences are taken to reserves.

Currency differences arising from the translation at closing rate of the investment in subsidiaries and associated undertakings are taken to reserves, together with exchange gains and losses arising on foreign currency borrowings which finance a proportion of foreign currency investments.

All other exchange differences are included in the profit and loss account for the year.

**Turnover**
Turnover represents the invoiced value of goods supplied by the Group excluding inter-company transactions, sales by associated undertakings and sales taxes. Turnover relating to long-term contracts represents the value of work performed during the year.

**Research and development**
Research and development expenditure is expensed as incurred.

**Pension costs and other post-retirement benefits**
The expected costs of providing pensions and other post-retirement benefits are charged to the profit and loss account so as to spread the costs over the service lives of the participating employees. The costs are assessed in accordance with the advice of actuaries, and provision is made in the accounts along with the associated deferred taxation effect.

**Goodwill**
On acquisition, the fair value of net assets is assessed and adjustments are made to bring the accounting policies of businesses acquired into alignment with those of the Group. The difference between the price paid for new interests and the fair value of identifiable net assets acquired is capitalised and amortised over its economic life, depending on the nature of the acquisition for a period not exceeding 20 years. Any costs of integrating the acquired business are taken to the profit and loss account. Goodwill is currently amortised over a period of 12 to 20 years.

Goodwill relating to acquisitions prior to 5 April 1998, the date that Financial Reporting Standard No 10: Goodwill and Intangible Assets (FRS 10) became applicable to the Group, has been written off to reserves. Goodwill previously eliminated against reserves is charged to the profit and loss account in so far as it relates to disposals in the year.

**Depreciation of tangible fixed assets**
Tangible fixed assets are depreciated to their residual values on a straight-line basis over their estimated useful lives at the following rates applied to original cost.

| | |
|---|---|
| Freehold land | Nil |
| Freehold buildings | 2 to 2.5% |
| Leasehold properties | Over the period of the lease |
| Plant and machinery | 7 to 35% |
| Computer software systems | 10 to 25% |

**Impairment of tangible fixed assets and goodwill**
Impairment reviews are undertaken if there are indications that fixed asset carrying values may not be recoverable. The discount rate used is the Group's pre-tax weighted average cost of capital, as adjusted for the particular risks associated with the income-generating unit concerned.

**Leased assets**
Assets held under finance leases are capitalised and included in tangible fixed assets at fair value. Each asset is depreciated over the shorter of the lease term or its useful life. Obligations related to finance leases, net of finance charges in respect of future periods, are included as appropriate within creditors. The interest element of the rental obligation is allocated to accounting periods during the lease term to reflect a constant rate of interest on the remaining balance of the obligation for each accounting period. Rentals under operating leases are charged to the profit and loss account on a straight-line basis.

**Investments in subsidiary undertakings**
Investments in subsidiary undertakings are held at cost less provisions for impairment.

**Stocks**
Stocks and work in progress are valued at the lower of cost and estimated net realisable value. Cost comprises the cost of raw materials and an appropriate proportion of labour and overheads. Provision is made for obsolete and slow moving items and for unrealised profits on items of inter-company manufacture.

The net realisable value of long-term contracts has been arrived at having regard to estimated cost to completion. A prudent level of profit attributable to the contract activity is taken up if the final outcome of such contracts can be reliably assessed. On all contracts, full provision is made for any losses in the year in which they are first foreseen.

**Cash and borrowings**
Cash and short-term deposits at the balance sheet date are deducted from bank loans and overdrafts where formal rights of set-off exist.

**Taxation**
Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more or a right to pay less or to receive more tax, with the following exceptions:

(i) Provision is made for tax on gains arising from fair value adjustments of fixed assets or gains on disposal of fixed assets, that have been rolled over into replacement assets only to the extent that, at the balance sheet date, there is a binding agreement to dispose of the assets concerned. However, no provision is made where, on the basis of all available evidence at the balance sheet date, it is more likely than not that the taxable gain will be rolled over into replacement assets and charged to tax only where the replacement assets are sold.

(ii) Provision is made for deferred tax that would arise on remittance of the retained earnings of overseas subsidiaries, associates and joint ventures only to the extent that, at the balance sheet date, dividends have been accrued as receivable.

(iii) Deferred tax assets are recognised only to the extent that it is considered more likely than not that there will be suitable taxable profits from which the underlying timing differences can be deducted.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse based on tax rates and laws enacted or substantively enacted at the balance sheet date.

**Derivative instruments**
The Group primarily uses forward foreign currency contracts and interest rate swaps to manage its exposures to fluctuations in interest and foreign exchange rates. These instruments are accounted for as hedges when designated as hedges at the inception of the contract. As a result, gains and losses on foreign exchange contracts are offset against the foreign exchange gains and losses on the related financial assets and liabilities. Where the instrument is used to hedge against future transactions, gains and losses are not recognised until the transaction occurs. Where the instrument is used to adjust the currency profile of net borrowings which are matched to net assets of subsidiaries, any gains and losses are recorded in reserves. Interest rate swaps are disclosed in the fair value table in note 29, and are not revalued or otherwise required to be shown in the Group balance sheet at the year end. Interest differentials are recognised by accruing the net interest payable. Gains or losses arising on hedging instruments which are cancelled due to the termination of underlying exposure are taken to the profit and loss account immediately.

# Notes to the accounts

## 1 Segmental analysis

| | **Turnover 2003 £m** | Turnover 2002 £m | **Operating profit* 2003 £m** | Operating profit* 2002 £m | **Net operating assets 2003 £m** | Net operating assets 2002 £m |
|---|---|---|---|---|---|---|
| **Business division** | | | | | | |
| Production Management | **1,449** | 1,584 | **28** | 33 | **267** | 323 |
| Energy Management | **2,054** | 2,341 | **170** | 237 | **729** | 956 |
| Development | **755** | 698 | **52** | 42 | **297** | 299 |
| Continuing operations | **4,258** | 4,623 | **250** | 312 | **1,293** | 1,578 |
| Discontinued operations | **760** | 2,349 | **80** | 237 | **–** | 772 |
| | **5,018** | 6,972 | **330** | 549 | **1,293** | 2,350 |
| Operating exceptional items | | | **(119)** | (299) | | |
| Goodwill amortisation | | | **(122)** | (124) | | |
| Goodwill impairment | | | **(585)** | – | | |
| Share of operating profits of associated undertakings | | | **–** | 2 | | |
| Corporate exceptional items | | | **(782)** | (816) | | |
| Loss on ordinary activities before interest and taxation | | | **(1,278)** | (688) | | |
| **Geographical analysis by origin** | | | | | | |
| United Kingdom | **450** | 443 | **27** | 39 | **62** | 102 |
| Rest of Europe | **992** | 1,000 | **29** | 84 | **203** | 175 |
| North America | **2,069** | 2,340 | **184** | 152 | **638** | 843 |
| South America | **100** | 158 | **(2)** | 8 | **46** | 83 |
| Asia Pacific | **588** | 630 | **9** | 28 | **327** | 365 |
| Africa and Middle East | **59** | 52 | **3** | 1 | **17** | 10 |
| Continuing operations | **4,258** | 4,623 | **250** | 312 | **1,293** | 1,578 |
| Discontinued operations | **760** | 2,349 | **80** | 237 | **–** | 772 |
| | **5,018** | 6,972 | **330** | 549 | **1,293** | 2,350 |
| Operating exceptional items | | | **(119)** | (299) | | |
| Goodwill amortisation | | | **(122)** | (124) | | |
| Goodwill impairment | | | **(585)** | – | | |
| Share of operating profits of associated undertakings | | | **–** | 2 | | |
| Corporate exceptional items | | | **(782)** | (816) | | |
| Loss on ordinary activities before interest and taxation | | | **(1,278)** | (688) | | |
| Borrowings | | | | | **(1,921)** | (3,522) |
| Cash and short-term deposits | | | | | **365** | 506 |
| Deferred tax | | | | | **(109)** | (177) |
| Taxation | | | | | **(291)** | (244) |
| Dividends | | | | | **–** | (35) |
| Goodwill | | | | | **746** | 1,512 |
| Net assets per consolidated balance sheet | | | | | **83** | 390 |

| **Geographical analysis of turnover by destination** | | |
|---|---|---|
| United Kingdom | **406** | 422 |
| Rest of Europe | **1,020** | 1,022 |
| North America | **1,943** | 2,203 |
| South America | **124** | 174 |
| Asia Pacific | **643** | 680 |
| Africa and Middle East | **122** | 122 |
| Continuing operations | **4,258** | 4,623 |
| Discontinued operations | **760** | 2,349 |
| | **5,018** | 6,972 |

*Before exceptional items, goodwill amortisation and goodwill impairment.

## 1 Segmental analysis continued

| | **Turnover 2003 £m** | Turnover 2002 £m | **Operating profit* 2003 £m** | Operating profit* 2002 £m | **Net operating assets 2003 £m** | Net operating assets 2002 £m |
|---|---|---|---|---|---|---|
| **Geographical analysis by origin for discontinued operations** | | | | | | |
| United Kingdom | **34** | 227 | **7** | 2 | **–** | 33 |
| Rest of Europe | **128** | 624 | **4** | 39 | **–** | 72 |
| North America | **562** | 1,276 | **70** | 176 | **–** | 577 |
| South America | **4** | 12 | **–** | 1 | **–** | 8 |
| Asia Pacific | **30** | 201 | **(1)** | 19 | **–** | 81 |
| Africa and Middle East | **2** | 9 | **–** | – | **–** | 1 |
| | **760** | 2,349 | **80** | 237 | **–** | 772 |

The analysis of turnover by destination for discontinued operations is not materially different from the analysis of turnover by origin shown above.

### Analysis of operating exceptional items, goodwill amortisation and net book value of goodwill

| | **Operating exceptional items 2003 £m** | Operating exceptional items 2002 £m | **Goodwill amortisation 2003 £m** | Goodwill amortisation 2002 £m | **Net book value of goodwill 2003 £m** | Net book value of goodwill 2002 £m |
|---|---|---|---|---|---|---|
| **Business division** | | | | | | |
| Production Management | **68** | 120 | **92** | 90 | **386** | 974 |
| Energy Management | **42** | 99 | **18** | 18 | **255** | 289 |
| Development | **9** | 40 | **8** | 8 | **105** | 135 |
| Continuing operations | **119** | 259 | **118** | 116 | **746** | 1,398 |
| Discontinued operations | **–** | 40 | **4** | 8 | **–** | 114 |
| | **119** | 299 | **122** | 124 | **746** | 1,512 |
| **Geographical analysis** | | | | | | |
| United Kingdom | **9** | 17 | **18** | 18 | **198** | 248 |
| Rest of Europe | **44** | 58 | **26** | 25 | **67** | 271 |
| North America | **58** | 141 | **57** | 57 | **353** | 657 |
| South America | **2** | 2 | **3** | 2 | **11** | 29 |
| Asia Pacific | **6** | 41 | **14** | 14 | **117** | 193 |
| Africa and Middle East | **–** | – | **–** | – | **–** | – |
| Continuing operations | **119** | 259 | **118** | 116 | **746** | 1,398 |
| Discontinued operations | **–** | 40 | **4** | 8 | **–** | 114 |
| | **119** | 299 | **122** | 124 | **746** | 1,512 |

*Before exceptional items, goodwill amortisation and goodwill impairment.

## 2 Exceptional items and goodwill impairment

| | 2003 £m | 2002 £m |
|---|---|---|
| **Operating exceptional items** | | |
| Restructuring costs | **(119)** | (223) |
| Market related write downs | **–** | (76) |
| Total operating exceptional items | **(119)** | (299) |
| | | |
| **Goodwill impairment** | **(585)** | – |
| | | |
| **Corporate exceptional items** | | |
| Fundamental reorganisation costs within continuing operations | **–** | (172) |
| | | |
| Costs of closure | | |
| Within continuing operations | **(4)** | – |
| Within discontinued operations | **(25)** | (45) |
| | **(29)** | (45) |
| (Loss)/profit on sale of fixed assets | | |
| Within continuing operations | **(13)** | (25) |
| Within discontinued operations | **1** | (9) |
| | **(12)** | (34) |
| | | |
| Profit/(loss) on disposal of discontinued operations | | |
| Rexnord | **259** | – |
| Flow Control | **125** | – |
| Sensor Systems | **155** | – |
| Fasco Motors | **111** | – |
| Drive Systems | **62** | – |
| Other | **(132)** | (86) |
| | **580** | (86) |
| Goodwill charged on sale of discontinued operations | **(1,321)** | (479) |
| Loss on disposal of operations | **(741)** | (565) |
| Total corporate exceptional items | **(782)** | (816) |
| | | |
| **Total exceptional items and goodwill impairment** | **(1,486)** | (1,115) |

Restructuring costs of £119 million (2002 £223 million) include £nil in respect of asset write-downs (2002 £37 million) associated with the strategic review in the prior year, and £64 million (2002 £73 million) of redundancy and severance costs.

The Group has undertaken a review of the carrying value of goodwill capitalised on the balance sheet. This review has led to a £585 million impairment charge, principally related to Baan, being recorded in the accounts. A discount rate of 9.0% has been applied.

Goodwill charged on the disposal of discontinued operations comprises Rexnord £554 million, Flow Control £98 million, Sensor Systems £136 million, Fasco Motors £354 million, Drive Systems £101 million and Other £78 million.

## 2 Exceptional items continued

The disposals are further analysed as follows:

| | 2003 £m |
|---|---|
| Fixed assets | **472** |
| Cash | **19** |
| Working capital | **429** |
| Finance leases | **(1)** |
| Provisions | **(115)** |
| Minority interests | **(3)** |
| Net assets divested | **801** |
| Advisor and professional fees | **52** |
| Other directly related costs | **176** |
| Goodwill on disposals | **1,321** |
| Loss on disposal | **(741)** |
| Sale consideration | **1,609** |

The sale consideration was wholly satisfied by cash.

## 3 Total operating (loss)/profit

| | Continuing operations 2003 £m | Discontinued operations 2003 £m | Total 2003 £m | Continuing operations 2002 £m | Discontinued operations 2002 £m | Total 2002 £m |
|---|---|---|---|---|---|---|
| Turnover | **4,258** | **760** | **5,018** | 4,623 | 2,349 | 6,972 |
| Cost of sales | **(3,138)** | **(567)** | **(3,705)** | (3,386) | (1,679) | (5,065) |
| Gross profit | **1,120** | **193** | **1,313** | 1,237 | 670 | 1,907 |
| Distribution costs | **(30)** | **(20)** | **(50)** | (28) | (67) | (95) |
| Administrative costs | **(840)** | **(93)** | **(933)** | (897) | (366) | (1,263) |
| Operating profit* | **250** | **80** | **330** | 312 | 237 | 549 |
| Operating exceptional items | **(119)** | **–** | **(119)** | (259) | (40) | (299) |
| Goodwill amortisation | **(118)** | **(4)** | **(122)** | (116) | (8) | (124) |
| Goodwill impairment | **(585)** | **–** | **(585)** | – | – | – |
| Share of operating profits of associated undertakings | **–** | **–** | **–** | – | 2 | 2 |
| **Total operating (loss)/profit** | **(572)** | **76** | **(496)** | (63) | 191 | 128 |

*Before operating exceptional items, goodwill amortisation and goodwill impairment.

The total restructuring costs of £119 million (2002 £223 million) together with £nil (2002 £27 million) of market related write downs, £585 million (2002 £nil) of goodwill impairment plus £122 million (2002 £124 million) of goodwill amortisation are classified as administrative costs, which therefore total £1,759 million (2002 £1,637 million). Market related write downs of £nil (2002 £49 million) are classified as cost of sales which therefore total £3,705 million (2002 £5,114 million).

## 4 Loss on ordinary activities before taxation

Loss on ordinary activities before taxation is stated after charging the following:

| | 2003 £m | 2002 £m |
|---|---|---|
| Depreciation of tangible fixed assets | | |
| Owned | **157** | 258 |
| Held under finance leases | **2** | 2 |
| Provision for impairment of goodwill and tangible fixed assets | **585** | 95 |
| Amortisation of goodwill | **122** | 124 |
| Operating lease rentals | | |
| Hire of plant and machinery | **49** | 63 |
| Other | **62** | 70 |
| Research and development | **222** | 265 |

## 4 Loss on ordinary activities before taxation continued

### Auditors' fees

Fees in respect of the audit during the year ended 31 March 2003 were £6 million (2002 £6 million). Fees paid in respect of other services provided by Ernst & Young were: to UK group companies £10 million (2002 £15 million) and non-UK group companies £5 million (2002 £4 million). Fees paid in respect of these other services are analysed as follows:

| | **2003 £m** | 2002 £m |
|---|---|---|
| Transaction support relating to acquisitions and disposals | **5** | 9 |
| Provision of services relating to Group financing and working capital management | **4** | 3 |
| Taxation advisory services | **4** | 3 |
| Public company reporting on overseas regulated markets | **1** | 2 |
| Other local reporting and statutory audits | **1** | 1 |
| Other risk management and assurance services | **–** | 1 |
| | **15** | 19 |

## 5 Staff numbers and costs

The average number of people employed by the Group (including directors) during the year was as follows:

| | **2003** | 2002 |
|---|---|---|
| Marketing and distribution | **9,157** | 11,809 |
| Production | **45,501** | 59,534 |
| Technical | **4,552** | 6,527 |
| Finance and administration | **4,173** | 5,810 |
| | **63,383** | 83,680 |

The aggregate payroll costs of these people were as follows:

| | **2003 £m** | 2002 £m |
|---|---|---|
| Wages and salaries | **1,330** | 1,810 |
| Social security costs | **144** | 203 |
| Pension, post-retirement and other payroll costs | **93** | 114 |
| | **1,567** | 2,127 |

Details of directors' emoluments are included in the remuneration report on pages 22 to 28.

## 6 Pensions and post-retirement benefits

The Group has continued to account for pensions and post-retirement benefits in accordance with Statement of Standard Accounting Practice No 24: Pension Costs (SSAP 24) and the disclosures given in notes (i) and (ii) below respectively, are those required by this standard. Financial Reporting Standard No 17: Retirement Benefits (FRS 17) was issued in November 2000 and will ultimately replace SSAP 24. The transitional disclosures required by FRS 17 are set out in note (iii) below. The Group intends to adopt FRS 17 effective from 1 April 2003.

### *(i) Pensions*

The Group operates many defined contribution and funded defined benefit pension schemes. Contributions to the defined benefit schemes are made in accordance with the recommendations of the independent actuary of the relevant scheme. Complete disclosure of all pension scheme details is not practicable within this report. The most pertinent factors affecting the Group's pension arrangements are discussed below.

The principal Group scheme covering the majority of UK employees is the Invensys Pension Scheme.

The Invensys Pension Scheme is a funded defined benefit scheme. The last valuation of the Scheme was carried out as at 5 April 2000 by independent actuaries using the projected unit method. The assumptions that have the most effect on the results of the valuation are those relating to the rate of return on investments and the rates of increase in salaries and pensions in payment. The triennial actuarial review of the main UK pension scheme, with a valuation date of 5 April 2003, has recently commenced and we expect a report to be available by September 2003.

## 6 Pensions and post-retirement benefits continued

### *(i) Pensions continued*

A market related approach was taken to assessing these assumptions. The principal assumption was that the discount rate to measure the Scheme's liabilities would be 5.75% which was 1% over the return available on Government debt; 1.75% per annum higher than the rate of salary inflation; and 2.5% per annum higher than the rate of increase in pensions.

At the date of the last valuation the market value of the assets, excluding members' additional voluntary contributions, was £4,152 million and was sufficient to cover 118% of the benefits that had accrued to members, after allowing for future increases in salaries. The actuarial surplus is being spread over the average remaining service lives of the current employees (twelve years at the valuation date) by the straight-line method.

There are numerous schemes operated by overseas subsidiaries. Of these the largest US scheme is assessed annually, and the other overseas defined benefit schemes are normally assessed triennially by independent actuaries in accordance with local practice. Where the requirements of SSAP 24 should be fulfilled, the appropriate cost has been recognised, otherwise local practice has been adopted.

Pension costs for the Group in the year were £nil (2002 £3 million), based on a normal cost of £42 million (2002 £57 million) and an actuarial variation of £42 million (2002 £54 million).

Debtors falling due within one year, debtors falling due after more than one year, creditors falling due within one year, creditors falling due after more than one year and provisions include £1 million, £400 million, £6 million, £61 million and £84 million respectively for pension prepayments, accruals and provisions (2002 £1 million, £373 million, £5 million, £63 million and £98 million respectively).

### *(ii) Post-retirement benefits*

The Group also operates a number of non-pension post-retirement benefit plans, under which 13,300 employees are eligible to receive benefits after retirement, the majority of which relate to the provision of medical benefits to retired former employees of the Group's subsidiaries in the US. These schemes are generally unfunded. The latest valuations of the principal schemes, covering retiree medical and life insurance plans in certain US subsidiaries, were performed between 1 April 2002 and 31 March 2003. The assessment was carried out by independent actuaries. The method of accounting for these is similar to that used for defined benefit pension schemes. The gross liability of £109 million (2002 £196 million) at 31 March 2003 is included in provisions for liabilities and charges (note 22). The principal assumptions used were: 6.5% discount rate and medical trend rates for beneficiaries of 13.0% per annum falling to an ultimate rate of 5.0% in 2013. The cost of these schemes for the Group in the year was £6 million (2002 £5 million).

In addition, the Group makes payments to various former employees under medical and workers' compensation agreements.

### *(iii) FRS 17*

The Group operates both funded and unfunded pension and post-retirement schemes. There are no separate funds or assets to support the unfunded schemes but provisions are included on the balance sheet in respect of these liabilities. The major assumptions made when valuing the assets and liabilities of funded and unfunded schemes under FRS 17 are as follows:

For March 2003 the major assumptions are:

| | Funded schemes | | | Unfunded schemes | |
|---|---|---|---|---|---|
| | Invensys Pension Scheme (UK) % | Invensys Pension Plan (US) % | Other % | US healthcare % | Other % |
| **Major assumptions** | | | | | |
| Rates of increase in salaries | 3.75 | 4.00 | 2.80 | – | 3.00 |
| Rate of increase to pensions in payment | 3.05 | – | 1.60 | – | 1.80 |
| Discount rate for scheme liabilities | 5.50 | 6.50 | 5.40 | 6.50 | 5.90 |
| Inflation rate | 2.50 | 2.50 | 2.10 | – | 2.10 |

For March 2002 the major assumptions were:

| | Funded schemes | | | Unfunded schemes | |
|---|---|---|---|---|---|
| | Invensys Pension Scheme (UK) % | Invensys Pension Plan (US) % | Other % | US healthcare % | Other % |
| **Major assumptions** | | | | | |
| Rates of increase in salaries | 4.00 | 3.95 | 4.00 | – | 3.40 |
| Rate of increase to pensions in payment | 3.15 | – | – | – | – |
| Discount rate for scheme liabilities | 6.00 | 7.50 | 6.00 | 7.50 | 6.40 |
| Inflation rate | 2.50 | 3.50 | 2.90 | – | 2.30 |

## 6 Pensions and post-retirement benefits continued

### *(iii) FRS 17 continued*

### Funded schemes

There are two main funded defined benefit schemes in the UK and US, together with other smaller schemes in the rest of the world, which have a net deficit of £753 million after deferred taxation of £16 million.

The expected long-term rate of return and market value of funded defined benefit schemes at 31 March 2003 are:

| | Invensys Pension Scheme (UK) | | Invensys Pension Plan (US) | | Other | | Total |
|---|---|---|---|---|---|---|---|
| | Expected long-term rate of return % | Market value £m | Expected long-term rate of return % | Market value £m | Expected long-term rate of return % | Market value £m | Market value £m |
| Equities | 8.0 | 1,180 | 9.6 | 264 | 7.6 | 105 | 1,549 |
| Bonds | 5.0 | 1,932 | 4.4 | 233 | 3.2 | 54 | 2,219 |
| Other | 8.0 | 150 | 2.6 | 13 | 4.9 | 33 | 196 |
| Total market value of assets | | 3,262 | | 510 | | 192 | 3,964 |
| Present value of scheme liabilities | | (3,701) | | (801) | | (231) | (4,733) |
| Deficit in the scheme | | (439) | | (291) | | (39) | (769) |
| Related deferred tax asset | | 2 | | 7 | | 7 | 16 |
| Net pension liability | | (437) | | (284) | | (32) | (753) |

The expected long-term rate of return and market value of funded defined benefit schemes at 31 March 2002 were:

| | Invensys Pension Scheme (UK) | | Invensys Pension Plan (US) | | Other | | Total |
|---|---|---|---|---|---|---|---|
| | Expected long-term rate of return % | Market value £m | Expected long-term rate of return % | Market value £m | Expected long-term rate of return % | Market value £m | Market value £m |
| Equities | 8.00 | 1,778 | 9.4 | 506 | 8.3 | 113 | 2,397 |
| Bonds | 5.65 | 1,855 | 6.5 | 275 | 6.0 | 42 | 2,172 |
| Other | 8.00 | 156 | 4.0 | 17 | 6.5 | 42 | 215 |
| Total market value of assets | | 3,789 | | 798 | | 197 | 4,784 |
| Present value of scheme liabilities | | (3,524) | | (948) | | (175) | (4,647) |
| Surplus/(deficit) in the scheme | | 265 | | (150) | | 22 | 137 |
| Related deferred tax (liability)/asset | | (79) | | 53 | | – | (26) |
| Net pension asset/(liability) | | 186 | | (97) | | 22 | 111 |

The amounts that would have been charged to the consolidated profit & loss account and consolidated statement of total recognised gains and losses under FRS 17 for the year ended 31 March 2003 are set out below:

| | Invensys Pension Scheme (UK) £m | Invensys Pension Plan (US) £m | Other £m | Total £m |
|---|---|---|---|---|
| **Analysis of amounts that would be charged to operating profit** | | | | |
| Current service cost | 19 | 21 | 7 | 47 |
| Past service cost | 2 | 1 | – | 3 |
| Total operating charge | 21 | 22 | 7 | 50 |

In addition, cash contributions of £11 million were made to other pension plans, nearly all of which are defined contribution in nature.

| | | | | |
|---|---|---|---|---|
| **Analysis of amounts that would be credited/(charged) to other finance income** | | | | |
| Expected return on pension scheme assets | 253 | 52 | 12 | 317 |
| Interest on pension scheme liabilities | (206) | (57) | (11) | (274) |
| Net return | 47 | (5) | 1 | 43 |

**6 Pensions and post-retirement benefits continued**
***(iii) FRS 17 continued***
**Funded schemes continued**

| | Invensys Pension Scheme (UK) £m | Invensys Pension Plan (US) £m | Other £m | Total £m |
|---|---|---|---|---|
| **Analysis of amounts that would be recognised in the statement of total recognised gains and losses** | | | | |
| Actual return less expected return on scheme assets | (592) | (125) | (9) | (726) |
| Experience gains and losses arising on the scheme liabilities | 67 | 8 | (23) | 52 |
| Changes in assumptions underlying the present value of the plan liabilities | (221) | (94) | (22) | (337) |
| Actuarial loss recognised in the statement of total recognised gains and losses | (746) | (211) | (54) | (1,011) |

The movement in the surplus/(deficit) in the plans over the year to 31 March 2003 is analysed below:

| | Invensys Pension Scheme (UK) £m | Invensys Pension Plan (US) £m | Other £m | Total £m |
|---|---|---|---|---|
| Surplus/(deficit) in scheme at beginning of year | 265 | (150) | 22 | 137 |
| Transfers to/(from) other schemes | – | 30 | (19) | 11 |
| Current service cost | (19) | (21) | (7) | (47) |
| Contributions | 8 | – | 6 | 14 |
| Past service cost | (2) | (1) | – | (3) |
| Other finance income/(charges) | 47 | (5) | 1 | 43 |
| Settlement and curtailments | 8 | 51 | – | 59 |
| Net liabilities transferred on disposal | – | – | 15 | 15 |
| Actuarial loss | (746) | (211) | (54) | (1,011) |
| Exchange adjustments | – | 16 | (3) | 13 |
| **Deficit in scheme at end of year** | (439) | (291) | (39) | (769) |

The amounts that would have been charged to the consolidated statement of total recognised gains and losses in relation to the funded schemes under FRS 17 for the year ended 31 March 2003 are set out below:

| | Invensys Pension Scheme (UK) | Invensys Pension Plan (US) | Other | Total |
|---|---|---|---|---|
| Difference between the expected and actual return on scheme assets: | | | | |
| – Amount (£m) | (592) | (125) | (9) | (726) |
| – Percentage of scheme assets | (18)% | (25)% | (5)% | (18)% |
| Experience gains and losses on scheme liabilities: | | | | |
| – Amount (£m) | 67 | 8 | (23) | 52 |
| – Percentage of scheme liabilities | 2% | 1% | (10)% | 1% |
| Total amount recognised in the statement of total recognised gains and losses: | | | | |
| – Amount (£m) | (746) | (211) | (54) | (1,011) |
| – Percentage of scheme liabilities | (20)% | (26)% | (23)% | (21)% |

**Unfunded schemes**

The Group's overseas subsidiaries also operate certain unfunded schemes, including a number of non-pension post-retirement healthcare plans in the US. Provisions are currently held in the accounts for these liabilities.

The present value of unfunded scheme liabilities at 31 March 2003 is:

| | US healthcare £m | Other £m | Total £m |
|---|---|---|---|
| Present value of liabilities | (74) | (88) | (162) |
| Related deferred tax asset | 26 | 4 | 30 |
| Net pension/post-retirement liability (under FRS 17) | (48) | (84) | (132) |
| Less provisions and accruals net of deferred tax (under SSAP 24) | 68 | 69 | 137 |
| | 20 | (15) | 5 |

## 6 Pensions and post-retirement benefits continued

### *(iii) FRS 17 continued*

The present value of unfunded scheme liabilities at 31 March 2002 was:

| | US healthcare £m | Other £m | Total £m |
|---|---|---|---|
| Present value of liabilities | (135) | (112) | (247) |
| Related deferred tax asset | 39 | – | 39 |
| Net pension/post-retirement liability (under FRS 17) | (96) | (112) | (208) |
| Less provisions and accruals net of deferred tax (under SSAP 24) | 136 | 140 | 276 |
| | 40 | 28 | 68 |

The amounts that would have been charged to the consolidated profit & loss account and consolidated statement of total recognised gains and losses under FRS 17 for the year ended 31 March 2003 are set out below:

| | US healthcare £m | Other £m | Total £m |
|---|---|---|---|
| **Analysis of amounts that would be charged/(credited) to operating profit** | | | |
| Current service cost | 1 | 3 | 4 |
| Past service cost | (21) | 1 | (20) |
| Total operating (credit)/charge | (20) | 4 | (16) |
| **Analysis of amounts that would be charged to other finance charges** | | | |
| Interest on pension scheme liabilities | (8) | (5) | (13) |
| **Analysis of amounts that would be recognised in the statement of total recognised gains and losses** | | | |
| Experience gains and losses arising on the scheme liabilities | (5) | (13) | (18) |
| Changes in assumptions underlying the present value of the plan liabilities | (10) | 1 | (9) |
| Actuarial loss recognised in the statement of total recognised gains and losses | (15) | (12) | (27) |

The movement in the liabilities in the plans over the year to 31 March 2003 is analysed below:

| | US healthcare £m | Other £m | Total £m |
|---|---|---|---|
| Liabilities in scheme at beginning of year | (135) | (112) | (247) |
| Transfers from funded schemes | – | (11) | (11) |
| Current service cost | (1) | (3) | (4) |
| Past service costs | 21 | (1) | 20 |
| Other finance charges | (8) | (5) | (13) |
| Benefit payments | 10 | 6 | 16 |
| Liabilities transferred on disposal of businesses | 42 | 56 | 98 |
| Actuarial loss | (15) | (12) | (27) |
| Exchange adjustments | 12 | (6) | 6 |
| **Liabilities in scheme at end of year** | (74) | (88) | (162) |

The amounts that would have been charged to the consolidated statement of total recognised gains and losses under FRS 17 for the year ended 31 March 2003 are set out below:

| | US Healthcare | Other | Total |
|---|---|---|---|
| Experience gains and losses on scheme liabilities: | | | |
| – Amount (£m) | (5) | (13) | (18) |
| – Percentage of scheme liabilities | (7)% | (15)% | (11)% |
| Total amount recognised in statement of total recognised gains and losses: | | | |
| – Amount (£m) | (15) | (12) | (27) |
| – Percentage of scheme liabilities | (20)% | (14)% | (17)% |

## 6 Pensions and post-retirement benefits continued

***(iii) FRS 17 continued***

**Overall impact of FRS 17**

If the above amounts had been recognised in the accounts, the effect on the Group's net assets would have been as follows:

| | 2003 £m | 2002 £m |
|---|---|---|
| SSAP 24 pension/post-retirement balances (net of deferred tax) | **(77)** | 22 |
| FRS 17 pension/post-retirement balances (net of deferred tax) | | |
| Funded | **(753)** | 111 |
| Unfunded | **(132)** | (208) |
| | **(885)** | (97) |
| Displacement of deferred tax assets | **(22)** | (37) |
| Impact on net assets | **(984)** | (112) |

With regard to the funding of the UK and US defined benefit pension schemes it is the intention that employer contributions will be resumed.

The rights of third parties to terminate the principal schemes and thereby crystallise termination deficits greater than those calculated under FRS 17 have been considered. On the basis of legal and actuarial advice and a detailed analysis of the alternative options available to the third parties and the Group, the exercise of such powers is considered very unlikely.

There is a consequential impact on the Group's deferred tax position as the net deferred tax assets which would be recognised under FRS 17 would displace £22 million (2002 £37 million) of deferred tax assets currently recognised in respect of tax losses which are not pension related. This is a result of the current tax loss position of the Group in certain territories.

A deferred tax asset has not been recognised on the net liability for schemes, both funded and unfunded, where the extent to which such an asset could be used is currently uncertain as defined by FRS 19.

## 7 Share of profits of associated undertakings

The share of profits of associated undertakings attributable to the Group's interest is £nil (2002 £2 million), less a tax charge of £nil (2002 £2 million) and less dividends receivable of £nil (2002 £1 million).

## 8 Net interest payable and similar charges

| | 2003 £m | 2002 £m |
|---|---|---|
| Interest payable on bank loans and overdrafts | **(65)** | (107) |
| Interest payable on other loans | **(43)** | (78) |
| Other | **(21)** | (13) |
| | **(129)** | (198) |
| Interest receivable | **16** | 28 |
| | **(113)** | (170) |

## 9 Tax on loss on ordinary activities

***(i) Analysis of tax charge***

| | 2003 £m | 2002 £m |
|---|---|---|
| UK corporation tax | | |
| Current tax on income for the year | **7** | 23 |
| Adjustments in respect of prior years | **(8)** | (30) |
| | **(1)** | (7) |
| Double taxation relief | **(7)** | (23) |
| | **(8)** | (30) |
| Foreign tax | | |
| Current tax on income for the year | **51** | 63 |
| Adjustments in respect of prior years | **9** | (20) |
| | **60** | 43 |
| Total current tax | **52** | 13 |

## 9 Tax on loss on ordinary activities continued

### *(i) Analysis of tax charge continued*

| | 2003 £m | 2002 £m |
|---|---|---|
| Deferred tax | | |
| Origination and reversal of timing differences | **7** | (17) |
| Adjustments to estimated recoverable deferred tax assets arising in prior years | **(2)** | 11 |
| | **5** | (6) |
| Share of associated undertakings' tax | **–** | 2 |
| Tax on loss on ordinary activities | **57** | 9 |

UK current year corporation tax of £7 million (2002 £23 million) includes tax of £7 million (2002 £23 million) on dividends receivable from overseas subsidiary undertakings.

The tax charge on corporate exceptional items is £9 million (2002 credit of £15 million). The charge represents a £9 million current foreign tax charge on disposal of businesses in the year.

### *(ii) Factors affecting the tax charge*

| | 2003 £m | 2002 £m |
|---|---|---|
| Loss on ordinary activities before tax | **(1,391)** | (858) |
| Tax credit on ordinary activities at 30% | **(417)** | (257) |
| Adjustments in respect of prior years | **1** | (50) |
| Exceptional items after the impact of tax losses and exempt capital gains/losses | **244** | 250 |
| Current year tax losses and other timing differences not tax effected | **23** | 44 |
| Utilisation of tax losses brought forward | **(9)** | (14) |
| Overseas rate differences | **14** | 10 |
| Deferred tax provided | **(5)** | 6 |
| Impairment of goodwill | **176** | – |
| Other including non-deductible goodwill amortisation | **25** | 24 |
| Total current tax | **52** | 13 |

### *(iii) Factors that may affect future tax charges*

No provision has been made for deferred tax where potentially taxable gains have been rolled over into replacement assets, except where there is a commitment to dispose of these assets. Such gains would only become taxable if the assets were sold without it being possible to claim rollover relief or offset existing capital losses. The Group does not expect any tax to become payable in the foreseeable future.

No deferred tax has been recognised in respect of the earnings of overseas subsidiaries as no dividends have been accrued out of those earnings. Tax losses with a value of £400 million (2002 £200 million) have not been recognised as their use is uncertain or is not currently anticipated.

A deferred tax asset of £21 million (2002 £26 million) has not been recognised on timing differences relating to intangible fixed assets as the reversal of these timing differences is expected to increase tax losses.

## 10 Loss attributable to the parent company

The loss dealt with in the accounts of the parent company, Invensys plc, is £4,194 million (2002 profit of £241 million). In accordance with the exemption granted under section 230 of the Companies Act 1985, a separate profit and loss account for the Company has not been presented.

## 11 Dividends

| | 2003 £m | 2002 £m |
|---|---|---|
| Interim | **35** | 35 |
| Final | **–** | 35 |
| | **35** | 70 |

## 12 (Loss)/earnings per share

| | 2003 | 2002 |
|---|---|---|
| **(Loss)/earnings per share** | | |
| Basic | **(41.2)p** | (24.8)p |
| Continuing operations* | **2.2p** | 2.8p |
| Diluted | **(41.2)p** | (24.8)p |
| **Average number of shares (millions)** | | |
| Basic | **3,500** | 3,500 |
| **(Loss)/profit (£ millions)** | | |
| Basic | **(1,442)** | (869) |
| Continuing operations | | |
| Continuing operations operating profit* | **250** | 312 |
| Net interest payable | **(113)** | (170) |
| | **137** | 142 |
| Tax at Group's effective rate of 49.0% (2002 29.0%) | **(67)** | (41) |
| Minority interest | **6** | (2) |
| | **76** | 99 |

*Before exceptional items, goodwill amortisation and goodwill impairment.

The basic loss per share has been calculated using 3,500 million shares (2002 3,500 million), being the weighted average number of shares in issue during the year, and the loss after taxation and minority interests of £1,442 million (2002 £869 million).

Earnings per share is also calculated by reference to earnings for continuing operations, before exceptional items, goodwill amortisation and goodwill impairment with an underlying tax charge at the Group's effective rate of 49.0% (2002 29.0%) since the directors consider that this gives a useful additional indication of underlying performance.

The diluted loss per share has been calculated in accordance with Financial Reporting Standard No 14: Earnings per share (FRS 14), using 3,500 million shares (2002 3,500 million), being the total of the weighted average number of shares in issue and relevant options outstanding during the year, and the loss after taxation and minority interests of £1,442 million (2002 £869 million). In accordance with FRS 14 the diluted loss per share calculations are without reference to adjustments in respect of certain share options which are considered to be anti-dilutive.

## 13 Intangible fixed assets – goodwill

| | £m |
|---|---|
| **Group** | |
| **Cost** | |
| At beginning of year | **1,791** |
| Disposals | **(139)** |
| Exchange adjustments | **61** |
| **At end of year** | **1,713** |
| **Amortisation** | |
| At beginning of year | **279** |
| Charge for the year | **122** |
| Provision for impairment | **585** |
| Disposals | **(31)** |
| Exchange adjustments | **12** |
| **At end of year** | **967** |
| **Net book value** | |
| **At end of year** | **746** |
| At beginning of year | 1,512 |

## 14 Tangible fixed assets

| | Group | | | Company |
|---|---|---|---|---|
| | **Land and buildings £m** | **Plant and equipment £m** | **Total £m** | **Plant and equipment £m** |
| **Cost** | | | | |
| At beginning of year | **538** | **2,373** | **2,911** | **4** |
| Additions | **31** | **108** | **139** | **–** |
| Disposal of subsidiary undertakings | **(140)** | **(914)** | **(1,054)** | **–** |
| Disposals | **(24)** | **(87)** | **(111)** | **(2)** |
| Transfer to current asset investments | **(19)** | **–** | **(19)** | **–** |
| Exchange adjustments | **(26)** | **(77)** | **(103)** | **–** |
| **At end of year** | **360** | **1,403** | **1,763** | **2** |
| **Depreciation** | | | | |
| At beginning of year | **110** | **1,286** | **1,396** | **2** |
| Charge for the year | **16** | **143** | **159** | **–** |
| Disposal of subsidiary undertakings | **(39)** | **(550)** | **(589)** | **–** |
| Disposals | **–** | **(48)** | **(48)** | **–** |
| Transfer to current asset investments | **(9)** | **–** | **(9)** | **–** |
| Exchange adjustments | **(7)** | **(19)** | **(26)** | **–** |
| **At end of year** | **71** | **812** | **883** | **2** |
| **Net book value** | | | | |
| **At end of year** | **289** | **591** | **880** | **–** |
| At beginning of year | 428 | 1,087 | 1,515 | 2 |

Amounts included in respect of assets held under finance leases are:

| | Group | | |
|---|---|---|---|
| | Land and buildings £m | Plant and equipment £m | **Total £m** |
| **Net book value** | | | |
| **At end of year** | **4** | **2** | **6** |
| At beginning of year | 6 | 5 | 11 |
| **Depreciation** | | | |
| Charge for the year | 1 | 1 | 2 |

The net book value of land and buildings comprises:

| | **Group 2003 £m** | Group 2002 £m |
|---|---|---|
| Freehold | **239** | 362 |
| Long leasehold | **3** | 21 |
| Short leasehold | **39** | 45 |
| In the course of construction | **8** | – |
| | **289** | 428 |

## 15 Investments

| | Group | | | Company |
|---|---|---|---|---|
| | **Associated undertakings £m** | **Other fixed asset investments £m** | **Current asset investments £m** | **Subsidiary undertakings £m** |
| **Cost** | | | | |
| At beginning of year | **7** | **59** | **33** | **8,839** |
| Additions | **–** | **–** | **–** | **2,107** |
| Transfers from tangible fixed assets | **–** | **–** | **10** | **–** |
| Transfers to cash | **–** | **(10)** | **–** | **–** |
| Disposal of subsidiary undertakings | **–** | **–** | **(1)** | **–** |
| Disposals | **(1)** | **(13)** | **(10)** | **(823)** |
| Exchange adjustments | **(2)** | **2** | **(1)** | **–** |
| **At end of year** | **4** | **38** | **31** | **10,123** |
| **Share of post acquisition reserves** | | | | |
| At beginning of year | **7** | **–** | **–** | **–** |
| Disposal of subsidiary undertakings | **(7)** | **–** | **–** | **–** |
| **At end of year** | **–** | **–** | **–** | **–** |
| **Amounts written off** | | | | |
| At beginning of year | **–** | **–** | **–** | **(100)** |
| Increase during year | **–** | **(8)** | **–** | **(5,579)** |
| Disposals | **–** | **–** | **–** | **61** |
| **At end of year** | **–** | **(8)** | **–** | **(5,618)** |
| **Net book value** | | | | |
| **At end of year** | **4** | **30** | **31** | **4,505** |
| At beginning of year | 14 | 59 | 33 | 8,739 |

Group investments at net book value comprise:

| | **Associates 2003 £m** | Associates 2002 £m | **Other fixed asset investments 2003 £m** | Other fixed asset investments 2002 £m | **Current asset investments 2003 £m** | Current asset investments 2002 £m |
|---|---|---|---|---|---|---|
| Listed shares | | | | | | |
| Overseas | **–** | – | **8** | 14 | **–** | – |
| Unlisted shares | **4** | 14 | **22** | 45 | **–** | – |
| Other | **–** | – | **–** | – | **31** | 33 |
| | **4** | 14 | **30** | 59 | **31** | 33 |

The market value of listed shares was £8 million (2002 £22 million) for other fixed asset investments.

Details of the Group's principal operating subsidiary undertakings have been included on page 64.

## 16 Stocks

| | **Group 2003 £m** | Group 2002 £m |
|---|---|---|
| Raw materials and consumables | **198** | 305 |
| Long-term contract work in progress | **37** | 36 |
| Other work in progress | **81** | 152 |
| Finished goods | **182** | 333 |
| | **498** | 826 |
| Progress payments received: long-term contracts | **(9)** | (2) |
| | **489** | 824 |

The current replacement cost of stocks does not differ materially from the historical cost stated above.

## 17 Debtors

| | **Group 2003 £m** | Group 2002 £m | **Company 2003 £m** | Company 2002 £m |
|---|---|---|---|---|
| Amounts falling due within one year | | | | |
| Trade debtors | **583** | 835 | **–** | – |
| Amounts recoverable on long-term contracts | **170** | 215 | **–** | – |
| Amounts owed by subsidiary undertakings | **–** | – | **11,960** | 12,443 |
| Amounts owed by associated undertakings | **1** | 4 | **–** | – |
| Corporation tax | **20** | 18 | **–** | – |
| Other debtors | **189** | 266 | **6** | 9 |
| Prepayments and accrued income | **91** | 152 | **7** | 7 |
| | **1,054** | 1,490 | **11,973** | 12,459 |
| Amounts falling due after more than one year | | | | |
| Deferred tax asset (note 22) | **11** | 9 | **–** | – |
| Other debtors | **118** | 128 | **2** | 2 |
| Pension prepayments | **400** | 373 | **–** | – |
| | **529** | 510 | **2** | 2 |
| | **1,583** | 2,000 | **11,975** | 12,461 |

## 18 Creditors: amounts falling due within one year

| | **Group 2003 £m** | Group 2002 £m | **Company 2003 £m** | Company 2002 £m |
|---|---|---|---|---|
| Bank and other loans (note 20) | **110** | 1,002 | **27** | 626 |
| Bank overdrafts | **24** | 57 | **289** | 226 |
| Finance leases (note 21) | **2** | 7 | **–** | – |
| Short-term borrowings | **136** | 1,066 | **316** | 852 |
| | | | | |
| Payments received on account | **89** | 68 | **–** | – |
| Trade creditors | **552** | 695 | **–** | – |
| Bills of exchange | **10** | 12 | **–** | – |
| Amounts owed to subsidiary undertakings | **–** | – | **11,404** | 11,298 |
| Corporation tax | **311** | 262 | **–** | – |
| Sales, social security and payroll taxes | **36** | 50 | **–** | – |
| Other creditors | **124** | 177 | **31** | 48 |
| Accruals and deferred income | **361** | 449 | **1** | 1 |
| Dividends payable | **–** | 35 | **–** | 35 |
| Other creditors | **1,483** | 1,748 | **11,436** | 11,382 |

## 19 Creditors: amounts falling due after more than one year

| | **Group 2003 £m** | Group 2002 £m | **Company 2003 £m** | Company 2002 £m |
|---|---|---|---|---|
| Bank and other loans (note 20) | **1,783** | 2,452 | **1,741** | 2,353 |
| Finance leases (note 21) | **2** | 4 | **–** | – |
| Long-term borrowings | **1,785** | 2,456 | **1,741** | 2,353 |
| | | | | |
| Amounts owed to subsidiary undertakings | **–** | – | **951** | 465 |
| Other creditors | **84** | 117 | **44** | 32 |
| Other creditors | **84** | 117 | **995** | 497 |

## 20 Bank and other loans

### *(i) Bank and other loans falling due after more than one year*

| | **Group 2003 £m** | Group 2002 £m | **Company 2003 £m** | Company 2002 £m |
|---|---|---|---|---|
| Repayable otherwise than by instalments | | | | |
| Repayable wholly within five years | **1,652** | 2,305 | **1,614** | 2,212 |
| Repayable wholly beyond five years | **129** | 145 | **127** | 141 |
| Repayable by instalments | | | | |
| Repayable within five years | **–** | – | **–** | – |
| Repayable beyond five years | **2** | 2 | **–** | – |
| | **1,783** | 2,452 | **1,741** | 2,353 |
| | | | | |
| Repayable over one but not more than two years | **312** | 90 | **308** | 27 |
| Repayable over two but not more than five years | **1,340** | 2,215 | **1,306** | 2,185 |
| Repayable beyond five years | **131** | 147 | **127** | 141 |
| | **1,783** | 2,452 | **1,741** | 2,353 |

Certain loans for the Group and Company totalling £1,111 million (2002 £1,689 million) were drawn from committed revolving credit facilities as at 31 March 2003. These are repayable within twelve months of the balance sheet date but have been classified as due after more than one year as the relevant facilities extend beyond one year.

Loans and overdrafts amounting to £20 million (2002 £54 million) are secured by charges, mortgages or liens on certain fixed assets, debtors or stocks, of which £13 million (2002 £43 million) are classified as amounts falling due within one year.

## 20 Bank and other loans continued

### *(ii) Loan repayment dates and interest rates*

| Repayable | Committed facility £m | Interest basis | Interest rate % (if fixed) | **Group 2003 £m** | Group 2002 £m | **Company 2003 £m** | Company 2002 £m |
|---|---|---|---|---|---|---|---|
| **Loans repayable within one year have the following repayment dates:** | | | | | | | |
| **Bank loans** | | | | | | | |
| August 2002 | – | Floating | | **–** | 976 | **–** | 624 |
| | – | | | **–** | 976 | **–** | 624 |
| **Other loans** | | | | | | | |
| July 2003 (JP¥ 2 billion)[1] | 11 | Fixed | 1.0 | **11** | – | **11** | – |
| July 2003 (JP¥ 3 billion)[1] | 16 | Floating | | **16** | – | **16** | – |
| August 2003 (US$73 million)[2] | 46 | Fixed | 6.25 | **46** | – | **–** | – |
| Other | – | Various | | **37** | 26 | **–** | 2 |
| | 73 | | | **110** | 26 | **27** | 2 |
| | 73 | | | **110** | 1,002 | **27** | 626 |
| **Loans repayable beyond one year and within five years have the following repayment dates and interest rates:** | | | | | | | |
| **Bank loans** | | | | | | | |
| June 2004 | 949 | Floating | | **307** | 702 | **307** | 702 |
| August 2005 | 924 | Floating | | **804** | 987 | **804** | 987 |
| | 1,873 | | | **1,111** | 1,689 | **1,111** | 1,689 |
| **Other loans** | | | | | | | |
| July 2003 (JP¥2 billion)[1] | – | Fixed | 1.0 | **–** | 11 | **–** | 11 |
| July 2003 (JP¥3 billion)[1] | – | Floating | | **–** | 16 | **–** | 16 |
| August 2003 (US$73 million)[2] | – | Fixed | 6.25 | **–** | 51 | **–** | – |
| April 2005 (€500 million)[1] | 345 | Fixed | 5.5 | **345** | 307 | **345** | 307 |
| July 2005 (€20 million)[1] | – | Floating | | **–** | 12 | **–** | 12 |
| August 2005 (US$37 million)[2] | 23 | Fixed | 6.4 | **23** | 26 | **–** | – |
| January 2007 (US$250 million)[3] | 158 | Fixed | 7.125 | **158** | 176 | **158** | 176 |
| Other | – | Various | | **15** | 17 | **–** | 1 |
| | 526 | | | **541** | 616 | **503** | 523 |
| | 2,399 | | | **1,652** | 2,305 | **1,614** | 2,212 |
| **Other loans repayable beyond five years have the following repayment dates and interest rates:** | | | | | | | |
| January 2010 (US$200 million)[3] | 127 | Fixed | 6.5 | **127** | 141 | **127** | 141 |
| Other | – | Various | | **4** | 6 | **–** | – |
| | 127 | | | **131** | 147 | **127** | 141 |
| Total of bank and other loans | 2,599 | | | **1,893** | 3,454 | **1,768** | 2,979 |

[1] Issued under the Company's medium-term note programme.
[2] Privately placed senior notes.
[3] Senior notes issued in the United States under Rule 144A of the Securities Act of 1933.

Bank and other loans includes amounts of £56 million drawn from other than committed facilities.

## 20 Bank and other loans continued

### *(iii) Undrawn committed facilities*

| | **Group 2003 £m** | Group 2002 £m | **Company 2003 £m** | Company 2002 £m |
|---|---|---|---|---|
| Expiring within one year | **–** | 126 | **–** | 126 |
| Expiring in more than one year but not more than two years | **642** | – | **642** | – |
| Expiring in more than two years | **120** | 396 | **120** | 396 |
| | **762** | 522 | **762** | 522 |

As at 31 March 2003, the committed revolving loan facilities available to the Group include (a) a £949 million (US$1,500 million) syndicated revolving multi-currency loan facility which ceases to be available in June 2004; and (b) a £924 million (US$1,460 million) syndicated revolving multi-currency loan facility which ceases to be available in August 2005.

## 21 Finance lease commitments

At 31 March 2003 future minimum payments under finance leases and similar hire purchase arrangements are as follows:

| | **Group 2003 £m** | Group 2002 £m |
|---|---|---|
| Payable within one year | **2** | 7 |
| Payable between one and two years | **2** | 3 |
| Payable between two and five years | **–** | 2 |
| Total gross payments | **4** | 12 |
| Less finance charges included above | **–** | (1) |
| | **4** | 11 |

## 22 Provisions for liabilities and charges

| | **Pensions £m** | **Post-retirement benefits £m** | **Warranties £m** | **Restructuring £m** | **Other £m** | **Deferred taxation £m** | **Total £m** |
|---|---|---|---|---|---|---|---|
| **Group** | | | | | | | |
| At beginning of year | **98** | **196** | **16** | **5** | **185** | **186** | **686** |
| Disposal of subsidiary undertakings | **(38)** | **(64)** | **(2)** | **–** | **–** | **(11)** | **(115)** |
| Transferred to corporation tax creditor | **–** | **–** | **–** | **–** | **–** | **(63)** | **(63)** |
| Charged in year | **24** | **11** | **11** | **11** | **77** | **7** | **141** |
| Released in year | **(1)** | **(2)** | **–** | **–** | **(12)** | **–** | **(15)** |
| Utilised in year | **(10)** | **(15)** | **(11)** | **(5)** | **(38)** | **–** | **(79)** |
| Exchange adjustments | **11** | **(17)** | **–** | **–** | **7** | **1** | **2** |
| **At end of year** | **84** | **109** | **14** | **11** | **219** | **120** | **557** |

Pensions largely represent unfunded liabilities on pension schemes in Continental Europe. The Group's main pension schemes based in the United Kingdom and the United States are held in separately administered funds and are described in note 6.

Post-retirement benefits are largely US-based retirement medical schemes.

Warranties are provided in the normal course of business based on an assessment of future claims with reference to past claims. Such costs are generally incurred over the product life cycle.

Other provisions principally relate to onerous lease rentals in respect of vacant property, other onerous contracts, legal claims and environmental liabilities. These liabilities are anticipated largely to crystallise within the next five years.

## 22 Provisions for liabilities and charges continued

### Deferred taxation

The movement for the year in the net deferred tax provision is as follows:

| | £m |
|---|---|
| At beginning of year | **177** |
| Disposal of subsidiary undertakings | **(11)** |
| Transferred to corporation tax creditor | **(63)** |
| Charged in year | **5** |
| Exchange adjustments | **1** |
| **At end of year** | **109** |

The net deferred tax provision is included within:

| | **2003 £m** | 2002 £m |
|---|---|---|
| Debtors (note 17) | **(11)** | (9) |
| Provisions for liabilities and charges | **120** | 186 |
| | **109** | 177 |

Deferred tax assets and liabilities are analysed as follows:

| | **Amount provided 2003 £m** | Amount provided 2002 £m |
|---|---|---|
| **Group** | | |
| Accelerated capital allowances | **80** | 108 |
| Tax losses | **(11)** | (9) |
| Other timing differences | **40** | 78 |
| | **109** | 177 |

### Company

The Company's deferred tax provision is £nil (2002 £nil).

## 23 Called up share capital

### Authorised and issued share capital

The authorised share capital of the Company at 31 March 2003 was 5,600 million (2002 5,600 million) ordinary shares of 25p each.
The issued, allotted and fully paid share capital was as follows:

| | **Group and Company 2003** | | Group and Company 2002 | |
|---|---|---|---|---|
| | **Number of shares millions** | **£m** | Number of shares millions | £m |
| Ordinary shares of 25p each | **3,500** | **875** | 3,500 | 875 |

A reconciliation of the authorised and issued share capital at 31 March 2003 and at 31 March 2002 for the Group and the Company is as follows:

| | **Authorised** | **Issued, allotted and fully paid** | **Authorised** | **Issued, allotted and fully paid** |
|---|---|---|---|---|
| | **Number of shares millions** | **Number of shares millions** | **Share capital £m** | **Share capital £m** |
| At beginning of year | **5,600** | **3,500** | **1,400** | **875** |
| **At end of year** | **5,600** | **3,500** | **1,400** | **875** |

## 23 Called up share capital continued

### Employee share plans

During the year no shares were issued by the Company in consideration for the exercise of options under the various share option schemes operated by the Company.

On 17 June 2002, 1 August 2002, 4 December 2002, 27 January 2003 and 14 March 2003, options over 41,692,200 shares, 676,800 shares, 5,916,050 shares, 1,079,200 shares and 748,000 shares normally exercisable after three years (subject to satisfying performance criteria) at 100.35p, 64.35p, 63.55p, 50.95p and 25.00p respectively were granted under the Invensys 1998 Senior Executive Share Option Scheme. On 21 January 2003, options over 20,773,711 shares normally exercisable after three, five or seven years at 43p were granted under the Invensys Savings Related Share Option Scheme. On 17 February 2003, options over 6,804,850 shares normally exercisable after three or five years at 43p were granted under the Invensys Overseas Savings Related Share Option Scheme.

On 4 December 2002 a conditional award over 428,500 shares was granted under the Invensys 1998 Senior Executive Long Term Incentive Plan. The award is subject to a performance period from 4 December 2002 to 3 December 2005, after which, if the performance requirement is met, the shares will be released and will be subject to a further two year retention period.

Outstanding options under the Company's various executive share option schemes at 31 March 2003, exercisable at various dates between 2003 and 2013 at various prices between 25p and 711.07p per ordinary share, and at an average price of 190.21p per ordinary share, were 157,400,651 (2002 109,023,424).

Outstanding options under the Company's savings related share option schemes at 31 March 2003, exercisable at various dates between 2003 and 2010 and at various prices between 43p and 484.052p per ordinary share, and at an average price of 94.02p per ordinary share, were 61,400,473 (2002 42,615,895).

In addition, as at 31 March 2003 options over 2,685,310 (2002 5,866,333) BTR ordinary shares remained outstanding under the BTR Savings Related Share Option Scheme. Subject to the rules of the scheme, these options remain exercisable during their normal exercise period following maturity. Upon exercise the BTR ordinary shares which are issued are automatically transferred to the Company in consideration of the issue of new Invensys ordinary shares on the basis of 0.533 for every BTR ordinary share.

## 24 Reserves

| | Share premium account £m | Capital redemption reserve £m | Capital reserve £m | Exchange variation reserve £m | Profit and loss account £m |
|---|---|---|---|---|---|
| **Group** | | | | | |
| At beginning of year | **15** | **83** | **210** | **(417)** | **(622)** |
| Loss for the financial year | **–** | **–** | **–** | **–** | **(1,442)** |
| Dividends | **–** | **–** | **–** | **–** | **(35)** |
| Goodwill written back on disposals | **–** | **–** | **1,213** | **–** | **–** |
| Transfer in respect of prior period | **–** | **–** | **447** | **–** | **(447)** |
| Exchange on goodwill | **–** | **–** | **177** | **(177)** | **–** |
| Exchange realised on disposals | **–** | **–** | **–** | **76** | **(76)** |
| Exchange adjustments | **–** | **–** | **–** | **17** | **–** |
| **At end of year** | **15** | **83** | **2,047** | **(501)** | **(2,622)** |

Exchange movements include a transfer of £177 million from the exchange variation reserve to the capital reserve due to the re-translation of goodwill denominated in the local currencies of acquisitions made.

The goodwill written back on disposals of £1,213 million is the goodwill attributable to disposals made during the year which has been charged through the profit and loss account.

The cumulative amount of goodwill resulting from acquisitions which has been written off between 1 April 1984 and 4 April 1998, and which remains in reserves, is £2,340 million which has been charged to the capital reserve.

## 24 Reserves continued

| | Share premium account £m | Capital redemption reserve £m | Merger reserve £m | Profit and loss account £m |
|---|---|---|---|---|
| **Company** | | | | |
| At beginning of year | **15** | **83** | **4,984** | **280** |
| Loss for the financial year | **–** | **–** | **–** | **(4,194)** |
| Dividends | **–** | **–** | **–** | **(35)** |
| Transfer on impairment of investments | **–** | **–** | **(4,057)** | **4,057** |
| **At end of year** | **15** | **83** | **927** | **108** |

During the year £4,057 million was transferred from the merger reserve to the profit and loss account as a result of impairment in the carrying value of investments in certain subsidiary undertakings, to the extent that the merger reserve had been created on the acquisition of these investments. The total charge to the profit and loss account in respect of this impairment is £5,579 million.

The directors consider that £1,343 million of the profit and loss account of Invensys plc is non-distributable, as it arises from the profit on transfer of Group companies to other Group companies where there was no qualifying consideration.

## 25 Minority interests

| | 2003 £m | 2002 £m |
|---|---|---|
| Equity interests: minorities' share of net assets of subsidiaries | **184** | 244 |
| Non-equity interests | **2** | 2 |
| | **186** | 246 |

During the year to 31 March 2003, £49 million of outstanding shares in Baan Company NV (in liquidatie) were acquired, bringing the Group's holding to 91.7%.

## 26 Commitments

### Capital expenditure

Capital expenditure contracted at the balance sheet date but for which no provision has been made in the accounts amounted to £38 million (2002 £9 million).

### Operating leases

As at 31 March 2003, the Group had annual commitments under non-cancellable operating leases as follows:

| | Land and buildings 2003 £m | Other 2003 £m | Total 2003 £m | Land and buildings 2002 £m | Other 2002 £m | Total 2002 £m |
|---|---|---|---|---|---|---|
| **Group** | | | | | | |
| Leases expiring | | | | | | |
| Within one year | **10** | **8** | **18** | 15 | 16 | 31 |
| Between two and five years | **24** | **21** | **45** | 25 | 30 | 55 |
| More than five years | **38** | **1** | **39** | 35 | 6 | 41 |
| | **72** | **30** | **102** | 75 | 52 | 127 |

The Company has no operating lease obligations.

## 27 Contingent liabilities

### Group

The Group has contingent liabilities arising in the ordinary course of business from which it is anticipated that the likelihood of any material liabilities arising is remote.

### Company

The Company has contingent liabilities in respect of guarantees of subsidiary undertakings, bank loans and overdrafts and bank indemnities totalling £242 million (2002 £573 million).

## 28 Cash flow statement

| | 2003 £m | 2002 £m |
|---|---|---|
| **Reconciliation of operating (loss)/profit before interest and tax to net cash inflow from operating activities** | | |
| Total operating (loss)/profit | **(496)** | 128 |
| Depreciation charge | **159** | 260 |
| Provision for impairment charged to operating profit | **585** | 5 |
| Amortisation of goodwill | **122** | 124 |
| Profit in associated undertakings | **–** | (1) |
| Cash costs of fundamental reorganisation | **–** | (45) |
| Cash costs of closures | **(14)** | (25) |
| Decrease in stocks | **4** | 216 |
| Decrease in debtors | **90** | 257 |
| Decrease in creditors and provisions | **(240)** | (383) |
| **Net cash inflow from operating activities** | **210** | 536 |
| | | |
| **Analysis of cash flows for headings netted in the cash flow statement** | | |
| | | |
| **Returns on investments and servicing of finance** | | |
| Interest received | **19** | 32 |
| Interest paid | **(131)** | (199) |
| Interest element of finance lease rental payments | **(1)** | – |
| Dividends paid to minority interests | **(2)** | (3) |
| **Net cash outflow for returns on investments and servicing of finance** | **(115)** | (170) |
| | | |
| **Taxation** | | |
| UK corporation tax (paid)/received | **(5)** | 32 |
| Overseas tax paid | **(57)** | (75) |
| **Net cash outflow for tax paid** | **(62)** | (43) |
| | | |
| **Capital expenditure and financial investment** | | |
| Purchase of tangible fixed assets | **(139)** | (210) |
| Sale of tangible fixed assets | **36** | 112 |
| Purchase of trade investments | **–** | (32) |
| Sale of trade investments | **27** | 1 |
| **Net cash outflow for capital expenditure and financial investment** | **(76)** | (129) |
| | | |
| **Acquisitions and disposals** | | |
| Purchase of subsidiary undertakings | **–** | (40) |
| Sale of subsidiary undertakings* | **1,512** | 262 |
| Net cash disposed of on sale of subsidiary undertakings | **(19)** | (7) |
| Sale of associated undertakings | **2** | – |
| Purchase of minority interests | **(49)** | (6) |
| **Net cash inflow for acquisitions and disposals** | **1,446** | 209 |

*In 2003, the disposal proceeds received comprised cash of £1,626 million less £114 million of other directly related cash costs (including advisor and professional fees). The proceeds included £17 million that was repaid following the year end in respect of a pensions adjustment on disposals.

## 28 Cash flow statement continued

| | 2003 £m | 2002 £m |
|---|---|---|
| **Management of liquid resources*** | | |
| Short-term deposits withdrawn/(made) | **69** | (104) |
| **Net cash inflow/(outflow) from management of liquid resources** | **69** | (104) |
| | | |
| **Financing** | | |
| Debt due within one year | | |
| Increase in short-term borrowings | **2,208** | 3,275 |
| Repayment of short-term borrowings | **(3,081)** | (4,817) |
| Debt due beyond one year | | |
| Increase in long-term borrowings | **41** | 1,560 |
| Repayment of long-term borrowings | **(578)** | (14) |
| Capital element of finance lease rental payments | **(7)** | (4) |
| | **(1,417)** | – |
| **Net cash outflow from financing** | **(1,417)** | – |

| | At 1 April 2002 £m | Cash flow £m | Acquisitions/ disposals (excluding cash and overdrafts) £m | Other movements £m | Exchange movement £m | At 31 March 2003 £m |
|---|---|---|---|---|---|---|
| **Analysis of changes to net debt** | | | | | | |
| Cash at bank and in hand | **304** | **(50)** | **–** | **–** | **(10)** | **244** |
| Overdrafts | **(57)** | **34** | **–** | **–** | **(1)** | **(24)** |
| | | **(16)** | | | | |
| Debt due within one year | **(1,002)** | **873** | **11** | **(73)** | **81** | **(110)** |
| Debt due after one year | **(2,452)** | **537** | **3** | **73** | **56** | **(1,783)** |
| Finance leases | **(11)** | **7** | **1** | **–** | **(1)** | **(4)** |
| | | **1,417** | | | | |
| Short-term deposits | **202** | **(69)** | **–** | **–** | **(12)** | **121** |
| **Total** | **(3,016)** | **1,332** | **15** | **–** | **113** | **(1,556)** |
| | | | | | | |
| Cash at bank and in hand | **304** | | | | | **244** |
| Short-term deposits | **202** | | | | | **121** |
| **Cash and short-term deposits** | **506** | | | | | **365** |

*Liquid resources are current asset investments which are readily convertible into cash or traded in an active market and may be disposed of without disrupting the running of the business.

## 29 Financial risk management

Disclosures on financial risk management, treasury policies and use of derivatives are also included in the financial review within the management discussion and analysis section.

Short-term debtors and creditors that meet the definition under FRS 13 have been excluded from all numerical disclosures in this note except for the analysis of net currency exposure.

### *(i) Fair values of financial instruments used for risk management*

The fair value is defined as the amount at which a financial instrument could be exchanged in an arm's length transaction between informed and willing parties. Where market values are not available, fair values have been calculated by discounting cash flows at prevailing interest rates translated at year end exchange rates, except for unlisted fixed asset investments which are given a fair value as book value. The book value of unlisted fixed asset investments at 31 March 2003 is £22 million (2002 £45 million).

The fair value of financial instruments at 31 March was:

| | **Book value 2003 £m** | **Fair value 2003 £m** | Book value 2002 £m | Fair value 2002 £m |
|---|---|---|---|---|
| **Primary financial instruments held or issued to finance the Group's operations** | | | | |
| Short-term borrowings and current portion of long-term borrowings | **(136)** | **(136)** | (1,066) | (1,066) |
| Long-term borrowings | **(1,785)** | **(1,667)** | (2,456) | (2,477) |
| Cash and short-term deposits | **365** | **365** | 506 | 506 |
| **Derivative financial instruments held to manage the interest rate and currency profile** | | | | |
| Interest rate swaps and similar instruments | **–** | **(21)** | – | (2) |
| **Derivative financial instruments held or issued to hedge the currency exposure on expected future sales** | | | | |
| Forward foreign currency contracts | **2** | **2** | 1 | – |
| **Other financial assets/liabilities** | | | | |
| Fixed asset investments | **30** | **30** | 59 | 59 |
| Other assets | **65** | **65** | 112 | 112 |
| Other creditors | **(3)** | **(3)** | (8) | (8) |

The Group has, in the ordinary course of business, provided indemnities to banks in respect of performance guarantees issued to customers. It is not practical to estimate the fair value of such indemnities as the likelihood of any material liability arising from them is considered remote.

## 29 Financial risk management continued

### *(ii) Interest rate exposure of financial assets and liabilities*

After taking into account the various interest rate and cross currency swaps, forward foreign exchange contracts and other derivative financial instruments entered into by the Group, the currency and interest rate exposure of the financial assets and liabilities of the Group as at 31 March was:

| | **Financial assets 2003** | | | | **Financial liabilities 2003** | | | | |
|---|---|---|---|---|---|---|---|---|---|
| | **Fixed rate £m** | **Floating rate £m** | **Non-interest bearing £m** | **Total £m** | **Fixed rate £m** | **Floating rate £m** | **Non-interest bearing £m** | **Total £m** | **Net financial assets/ (liabilities) 2003 £m** |
| Sterling | **–** | **19** | **14** | **33** | **(1)** | **(98)** | **–** | **(99)** | **(66)** |
| Euro | **–** | **70** | **12** | **82** | **(348)** | **(110)** | **(1)** | **(459)** | **(377)** |
| United States dollar | **58** | **207** | **12** | **277** | **(635)** | **(319)** | **–** | **(954)** | **(677)** |
| Australian dollar | **–** | **21** | **–** | **21** | **–** | **(42)** | **–** | **(42)** | **(21)** |
| Japanese yen | **–** | **85** | **10** | **95** | **(10)** | **(414)** | **(1)** | **(425)** | **(330)** |
| Other | **5** | **75** | **3** | **83** | **(3)** | **(72)** | **(1)** | **(76)** | **7** |
| | **63** | **477** | **51** | **591** | **(997)** | **(1,055)** | **(3)** | **(2,055)** | **(1,464)** |
| Of which: | | | | | | | | | |
| Cash and deposits | | | | **365** | | | | **–** | **365** |
| Gross borrowings | | | | **–** | | | | **(1,921)** | **(1,921)** |
| Derivative financial instruments | | | | **131** | | | | **(131)** | **–** |
| Trade investments | | | | **30** | | | | **–** | **30** |
| Other financial assets | | | | **65** | | | | **–** | **65** |
| Other financial liabilities | | | | **–** | | | | **(3)** | **(3)** |
| | | | | **591** | | | | **(2,055)** | **(1,464)** |

| | Financial assets 2002 | | | | Financial liabilities 2002 | | | | |
|---|---|---|---|---|---|---|---|---|---|
| | Fixed rate £m | Floating rate £m | Non-interest bearing £m | Total £m | Fixed rate £m | Floating rate £m | Non-interest bearing £m | Total £m | Net financial assets/ (liabilities) 2002 £m |
| Sterling | 1 | 156 | 3 | 160 | – | (227) | (5) | (232) | (72) |
| Euro | 14 | 68 | 4 | 86 | (2) | (684) | (3) | (689) | (603) |
| United States dollar | 101 | 217 | 4 | 322 | (708) | (1,427) | – | (2,135) | (1,813) |
| Australian dollar | – | 14 | – | 14 | (1) | (74) | – | (75) | (61) |
| Japanese yen | – | 74 | 41 | 115 | (48) | (409) | – | (457) | (342) |
| Other | 9 | 118 | 6 | 133 | (4) | (90) | (1) | (95) | 38 |
| | 125 | 647 | 58 | 830 | (763) | (2,911) | (9) | (3,683) | (2,853) |
| Of which: | | | | | | | | | |
| Cash and deposits | | | | 506 | | | | – | 506 |
| Gross borrowings | | | | – | | | | (3,522) | (3,522) |
| Derivative financial instruments | | | | 153 | | | | (153) | – |
| Trade investments | | | | 59 | | | | – | 59 |
| Other financial assets | | | | 112 | | | | – | 112 |
| Other financial liabilities | | | | – | | | | (8) | (8) |
| | | | | 830 | | | | (3,683) | (2,853) |

Floating rate financial assets attract interest based on relevant national LIBID equivalent. At 31 March 2003 fixed asset trade investments of £30 million (2002 £59 million) were held on a long-term basis. Cash and deposits include deposits on money markets at daily and monthly rates.

## 29 Financial risk management continued

### *(ii) Interest rate exposure of financial assets and liabilities continued*

Included in the above interest rate exposure analysis of financial assets and liabilities are floating rate derivative financial instruments, comprising forward foreign exchange contracts and cross currency swaps, entered into by the Group to adjust the currency profile of borrowings used to hedge underlying net assets of foreign subsidiary undertakings. These contracts have created currency assets and liabilities as follows:

| | **Assets 2003 £m** | **Liabilities 2003 £m** | **Net 2003 £m** | Assets 2002 £m | Liabilities 2002 £m | Net 2002 £m |
|---|---|---|---|---|---|---|
| Sterling | **–** | **(70)** | **(70)** | 137 | – | 137 |
| Euro | **–** | **(8)** | **(8)** | – | (14) | (14) |
| United States dollar | **108** | **–** | **108** | – | (38) | (38) |
| Australian dollar | **17** | **–** | **17** | – | (15) | (15) |
| Japanese yen | **–** | **(53)** | **(53)** | – | (86) | (86) |
| Other | **6** | **–** | **6** | 16 | – | 16 |
| | **131** | **(131)** | **–** | 153 | (153) | – |

The interest rate profile of fixed rate financial assets and liabilities is analysed below:

| | **Weighted average interest rate (%) of fixed rate assets 2003** | **Weighted average years to maturity of fixed rate assets 2003** | **Weighted average interest rate (%) of fixed rate liabilities 2003** | **Weighted average years to maturity of fixed rate liabilities 2003** | Weighted average interest rate (%) of fixed rate assets 2002 | Weighted average years to maturity of fixed rate assets 2002 | Weighted average interest rate (%) of fixed rate liabilities 2002 | Weighted average years to maturity of fixed rate liabilities 2002 |
|---|---|---|---|---|---|---|---|---|
| Sterling | **–** | **–** | **–** | **–** | 3.6 | 0.1 | – | – |
| Euro | **3.5** | **–** | **5.5** | **2.0** | 4.5 | 2.9 | 5.5 | 3.0 |
| United States dollar | **2.9** | **6.7** | **5.9** | **3.9** | 5.4 | 5.1 | 5.8 | 4.9 |
| Australian dollar | **3.8** | **0.1** | **–** | **–** | – | – | – | – |
| Japanese yen | **–** | **–** | **1.1** | **1.4** | 0.2 | 0.7 | 1.1 | 1.5 |
| Other | **2.5** | **0.2** | **8.5** | **0.4** | 4.3 | 0.3 | 8.2 | 0.8 |
| Weighted average | **2.9** | **6.1** | **5.7** | **3.2** | 4.7 | 3.4 | 5.5 | 4.3 |

The floating rate borrowings bear interest at relevant national LIBOR equivalents.

### *(iii) Currency exposure of financial assets and liabilities*

The tables below show the net unhedged monetary assets and liabilities of Group companies that are not denominated in their functional currency and therefore give rise to exchange gains and losses in the profit and loss account. At 31 March, these exposures were as follows:

| | **Net foreign currency monetary assets/(liabilities)** | | | | | | |
|---|---|---|---|---|---|---|---|
| Functional currency of Group operations | **Sterling 2003 £m** | **Euro 2003 £m** | **US dollar 2003 £m** | **Australian dollar 2003 £m** | **Japanese yen 2003 £m** | **Other 2003 £m** | **Total 2003 £m** |
| Sterling | **–** | **(20)** | **(29)** | **(1)** | **2** | **1** | **(47)** |
| Euro | **(5)** | **–** | **32** | **–** | **1** | **(4)** | **24** |
| United States dollar | **(5)** | **(1)** | **–** | **–** | **–** | **(22)** | **(28)** |
| Australian dollar | **(10)** | **(1)** | **(12)** | **–** | **–** | **1** | **(22)** |
| Japanese yen | **–** | **–** | **8** | **–** | **–** | **7** | **15** |
| Other | **(5)** | **1** | **(27)** | **(2)** | **–** | **4** | **(29)** |
| | **(25)** | **(21)** | **(28)** | **(3)** | **3** | **(13)** | **(87)** |

## 29 Financial risk management continued

### *(iii) Currency exposure of financial assets and liabilities continued*

| | Net foreign currency monetary assets/(liabilities) | | | | | | |
|---|---|---|---|---|---|---|---|
| Functional currency of Group operations | Sterling 2002 £m | Euro 2002 £m | US dollar 2002 £m | Australian dollar 2002 £m | Japanese yen 2002 £m | Other 2002 £m | Total 2002 £m |
| Sterling | – | 7 | (3) | – | – | (7) | (3) |
| Euro | (8) | – | 49 | – | (1) | (6) | 34 |
| United States dollar | 2 | 12 | – | – | – | 10 | 24 |
| Australian dollar | 4 | (1) | (6) | – | (1) | – | (4) |
| Japanese yen | – | – | 9 | – | – | 8 | 17 |
| Other | (4) | (6) | 45 | (5) | 6 | (7) | 29 |
| | (6) | 12 | 94 | (5) | 4 | (2) | 97 |

### *(iv) Hedges*

Unrecognised gains and losses on hedges:

| | **Gains 2003 £m** | **Losses 2003 £m** | **Total net losses 2003 £m** | Gains 2002 £m | Losses 2002 £m | Total net losses 2002 £m |
|---|---|---|---|---|---|---|
| At beginning of year | **4** | **(5)** | **(1)** | 2 | (4) | (2) |
| Arising in previous years that were recognised in the year | **–** | **7** | **7** | (2) | 3 | 1 |
| Arising before beginning of year that were not recognised in the year | **4** | **2** | **6** | – | (1) | (1) |
| Arising in the year that were not recognised in the year | **(2)** | **(23)** | **(25)** | 4 | (4) | – |
| **At end of year** | **2** | **(21)** | **(19)** | 4 | (5) | (1) |
| Expected to be recognised: | | | | | | |
| In one year or less | **–** | **(6)** | **(6)** | 1 | (2) | (1) |
| In later years | **2** | **(15)** | **(13)** | 3 | (3) | – |
| | **2** | **(21)** | **(19)** | 4 | (5) | (1) |

The instruments used for hedging Group exposure to movements in interest rates and exchange rates are detailed in the financial review within the management discussion and analysis section. Changes in the fair value of instruments used as hedges are not recognised in the financial statements until the hedged position matures.

The disclosure also includes forward contracts taken out by the Group to hedge expected future foreign currency sales and purchases.

### *(v) Maturity of financial liabilities*

The maturity profile of the Group's financial liabilities at 31 March was as follows:

| | Gross borrowings | | Other liabilities | | Financial liabilities | |
|---|---|---|---|---|---|---|
| | **2003 £m** | 2002 £m | **2003 £m** | 2002 £m | **2003 £m** | 2002 £m |
| In one year or less, or on demand | **136** | 1,066 | **134** | 153 | **270** | 1,219 |
| In more than one year but not more than two years | **314** | 92 | **–** | 8 | **314** | 100 |
| In more than two years but not more than five years | **1,340** | 2,217 | **–** | – | **1,340** | 2,217 |
| In more than five years | **131** | 147 | **–** | – | **131** | 147 |
| | **1,921** | 3,522 | **134** | 161 | **2,055** | 3,683 |

As at 31 March 2003 the Group has £2,599 million of bank facilities to meet the maturity of these financial liabilities as they fall due (see note 20).

# Principal subsidiaries as at 31 March 2003

As permitted by section 231(5) of the Companies Act 1985, only principal undertakings and their country of incorporation are shown. A complete list of all subsidiary undertakings is filed with the Company's annual return.

| | |
|---|---|
| **Holding companies** | |
| BTR Industries Ltd | UK |
| Invensys International Holdings Ltd* | UK |
| Invensys Australia Ltd | Australia |
| Invensys Holdings Ltd | UK |
| Invensys Inc | USA |
| Invensys Luxembourg SARL | Luxembourg |
| **Production Management** | |
| APV North America Inc | USA |
| Eurotherm Holdings Ltd* | UK |
| Invensys International BV | Netherlands |
| Invensys Process Systems AS | Denmark |
| Invensys Systems Inc | USA |
| **Energy Management** | |
| Invensys Building Systems Inc | USA |
| Invensys Metering Systems – North America Inc | USA |
| Powerware Corporation | USA |
| Ranco Japan Ltd (71% owned) | Japan |
| Ranco North America LP** | USA |
| Robertshaw Controls Company | USA |
| Smith-Blair Inc | USA |
| **Development** | |
| Densei-Lambda KK (58.2% owned) | Japan |
| Dimetronic SA | Spain |
| Safetran Systems Corporation | USA |
| Westinghouse Brake and Signal Holdings Ltd | UK |

All subsidiaries are 100% owned unless stated otherwise.
* Directly owned by Invensys plc.
** Limited Partnership: principal place of business 8115 US Rt 42 North, Plain City, Ohio 43064, USA.

The following names mentioned in this report are trademarks and/or service marks of Invensys plc, its subsidiaries or affiliated companies:

Invensys, APV, APV Baker, ArchestrA, Baan, BTR, Burco, Densei-Lambda, Eurotherm, Foxboro, Foxboro A², Hansen Transmissions, IMServ, Powerware, Ranco, Robertshaw, Safetran, Smith-Blair, Teccor and Westinghouse Brake and Signal.

All other brands mentioned in this report may be trademarks of their respective owners.

# Financial summary

| | 2003 £m | 2002 £m | 2001 £m | 2000 £m | 1999 £m |
|---|---|---|---|---|---|
| **Profit and loss account** | | | | | |
| **Turnover** | | | | | |
| Continuing operations | **4,258** | 4,623 | 5,099 | 4,438 | 4,000 |
| Discontinued operations | **760** | 2,349 | 2,764 | 4,596 | 5,414 |
| | **5,018** | 6,972 | 7,863 | 9,034 | 9,414 |
| **Operating profit before exceptional items, goodwill amortisation and goodwill impairment** | | | | | |
| Continuing operations | **250** | 312 | 582 | 669 | 623 |
| Discontinued operations | **80** | 237 | 352 | 479 | 601 |
| | **330** | 549 | 934 | 1,148 | 1,224 |
| Operating exceptional items | **(119)** | (299) | (292) | (276) | (221) |
| Goodwill amortisation | **(122)** | (124) | (98) | (38) | (20) |
| Goodwill impairment | **(585)** | – | – | – | – |
| Share of operating profits/(losses) of associated undertakings | **–** | 2 | (5) | – | 6 |
| **Total operating (loss)/profit** | | | | | |
| Continuing operations | **(572)** | (63) | 247 | 447 | 461 |
| Discontinued operations | **76** | 191 | 292 | 387 | 528 |
| Total operating (loss)/profit | **(496)** | 128 | 539 | 834 | 989 |
| Corporate exceptional items | **(782)** | (816) | (162) | (661) | (530) |
| (Loss)/profit before interest and taxation | **(1,278)** | (688) | 377 | 173 | 459 |
| Net interest payable | **(113)** | (170) | (227) | (162) | (183) |
| (Loss)/profit before taxation | **(1,391)** | (858) | 150 | 11 | 276 |
| Taxation | **(57)** | (9) | (74) | (296) | (388) |
| (Loss)/profit after taxation | **(1,448)** | (867) | 76 | (285) | (112) |
| Minority interests | **6** | (2) | (6) | (6) | (10) |
| (Loss)/profit for the financial year | **(1,442)** | (869) | 70 | (291) | (122) |
| Dividends | **(35)** | (70) | (268) | (275) | (374) |
| Retained loss for the financial year | **(1,477)** | (939) | (198) | (566) | (496) |
| **Balance sheet** | | | | | |
| Intangible fixed assets – goodwill | **746** | 1,512 | 1,635 | 780 | 461 |
| Tangible fixed assets and investments | **914** | 1,588 | 2,170 | 2,242 | 3,324 |
| Current assets | **2,468** | 3,363 | 4,238 | 4,124 | 4,732 |
| Total assets | **4,128** | 6,463 | 8,043 | 7,146 | 8,517 |
| Long-term borrowings | **(1,785)** | (2,456) | (1,568) | (716) | (1,019) |
| Creditors | **(1,703)** | (2,931) | (4,699) | (4,555) | (4,391) |
| Provisions | **(557)** | (686) | (827) | (859) | (924) |
| **Net assets** | **83** | 390 | 949 | 1,016 | 2,183 |
| Shareholders' (deficit)/funds | **(103)** | 144 | 688 | 784 | 1,947 |
| Minority interests | **186** | 246 | 261 | 232 | 236 |
| | **83** | 390 | 949 | 1,016 | 2,183 |

# Financial summary continued

| | 2003 £m | 2002 £m | 2001 £m | 2000 £m | 1999 £m |
|---|---|---|---|---|---|
| **Summary free cash flow** | | | | | |
| Operating profit* | **330** | 550 | 934 | 1,148 | 1,227 |
| Depreciation | **159** | 260 | 265 | 355 | 368 |
| Working capital movement | **(56)** | 8 | (462) | (141) | (71) |
| Interest paid | **(113)** | (167) | (210) | (175) | (210) |
| Taxation paid | **(62)** | (43) | (135) | (60) | (292) |
| Net capital expenditure | **(76)** | (130) | (243) | (396) | (555) |
| Free cash flow before restructuring | **182** | 478 | 149 | 731 | 467 |
| Acquisition provision and restructuring cash spend | **(95)** | (212) | (390) | (305) | (245) |
| Free cash flow | **87** | 266 | (241) | 426 | 222 |
| Dividends paid | **(73)** | (220) | (276) | (330) | (452) |
| Net cash inflow/(outflow) from acquisitions, disposals, fundamental reorganisation costs and closure costs | **1,333** | 141 | (379) | 745 | 3,045 |
| Merger transaction costs | **–** | – | – | (17) | (32) |
| Share issues | **–** | – | 4 | 10 | 4 |
| Return of capital | **–** | – | – | (1,000) | (1,600) |
| Currency movement | **113** | 15 | (194) | 10 | (45) |
| Movement in net debt | **1,460** | 202 | (1,086) | (156) | 1,142 |
| Opening net debt | **(3,016)** | (3,218) | (2,132) | (1,976) | (3,118) |
| Closing net debt | **(1,556)** | (3,016) | (3,218) | (2,132) | (1,976) |

*Operating profit includes cash dividends received from associated undertakings of £nil (2002 £1 million, 2001 £nil, 2000 £nil, 1999 £3 million).

The table above summarises the Group's free cash flow and movement in net debt and is based on the consolidated cash flow statement included in the financial statements.

| | 2003 | 2002 | 2001 | 2000 | 1999 |
|---|---|---|---|---|---|
| **Other key data** | | | | | |
| (Loss)/earnings per share (basic) (pence) | **(41.2)** | (24.8) | 2.0 | (7.8) | (3.1) |
| Earnings per share (continuing operations, before exceptional items, goodwill amortisation and goodwill impairment) (pence) | **2.2** | 2.8 | 6.9 | 9.1 | 7.6 |
| Diluted (loss)/earnings per share (pence) | **(41.2)** | (24.8) | 2.0 | (7.8) | (3.1) |
| Dividends per share (pence) | **1.0** | 2.0 | 7.7 | 7.7 | 7.0** |
| Interest cover (times)*** | **4.3** | 4.8 | 5.3 | 9.3 | 8.7 |
| Gearing (based on net assets with previously written off goodwill, added back) (%) | **64** | 73 | 63 | 42 | 30 |
| Free cash flow/sales (%) | **1.7** | 3.8 | (3.1) | 4.7 | 2.4 |
| Gross capital expenditure/sales (continuing operations) (%) | **2.8** | 3.0 | 3.0 | 3.5 | 5.6 |
| Trade working capital/sales (continuing operations) (%) | **14** | 16 | 22 | 20 | 20 |
| Number of employees at year end (number) | **48,867** | 73,005 | 89,922 | 96,260 | 129,504 |
| Share price – high (pence) | **122** | 153 | 311 | 356 | 384 |
| Share price – low (pence) | **10** | 33 | 116 | 240 | 180 |
| Share price – at year end (pence) | **11** | 124 | 134 | 279 | 273 |
| Number of shares in issue at year end (million) | **3,500** | 3,500 | 3,500 | 3,498 | 3,825 |

**Proforma dividend per share.
***Based on EBITDA (pre-exceptionals), comparatives restated to reflect change in covenants.

The analysis of consolidated turnover and operating profit before exceptional items, goodwill amortisation and goodwill impairment by historic business division in note 1 to the accounts is the most appropriate presentation for the annual accounts of the Group. However, as announced in our recent trading update in April 2003, the Group will be narrowing its focus from two main divisions to one, Production Management. It will also continue to develop its Rail System business. The rest of the businesses will be managed as an expanded Development division.

For information, an analysis of sales and operating profit before exceptional items, goodwill amortisation and goodwill impairment by new business segment for each of the last two financial years is shown below. For the sake of clarity, the Group will present the costs of corporate centres and also pension costs as separate segments within the segmental analysis by business division.

| | **Turnover 2003 £m** | Turnover 2002 £m | **Operating profit* 2003 £m** | Operating profit* 2002 £m |
|---|---|---|---|---|
| **Business division** | | | | |
| Production Management | **1,276** | 1,367 | **87** | 61 |
| Rail Systems | **404** | 350 | **60** | 47 |
| Development | **2,578** | 2,906 | **200** | 269 |
| Corporate costs | **–** | – | **(101)** | (69) |
| Pension costs | **–** | – | **4** | 4 |
| Continuing operations | **4,258** | 4,623 | **250** | 312 |
| Discontinued operations | **760** | 2,349 | **84** | 244 |
| Pension costs | **–** | – | **(4)** | (7) |
| Total discontinued operations | **760** | 2,349 | **80** | 237 |
| | **5,018** | 6,972 | **330** | 549 |
| Operating exceptional items | | | **(119)** | (299) |
| Goodwill amortisation | | | **(122)** | (124) |
| Goodwill impairment | | | **(585)** | – |
| Share of operating profits of associated undertakings | | | **–** | 2 |
| Corporate exceptional items | | | **(782)** | (816) |
| Loss on ordinary activities before interest and taxation | | | **(1,278)** | (688) |

*Before exceptional items, goodwill amortisation and goodwill impairment.

# Shareholder information

**Registered office**
Invensys plc
Invensys House
Carlisle Place
London SW1P 1BX
Telephone +44 (0)20 7834 3848
Facsimile +44 (0)20 7834 3879

Registered in England and Wales number 166023

**Stock Exchange listing**
The Company's ordinary shares are listed on the London Stock Exchange.

**Internet**
If you have access to the internet, you are welcome to visit Invensys' website at: www.invensys.com. The annual report and accounts 2003 can be obtained from the Invensys Investor Relations website on: www.invensys.com/investors/index.html

**American Depositary Receipts (ADRs)**
The Company has a sponsored Level 1 ADR programme for which the Deutsche Bank Trust Company Americas acts as Depositary. Each ADR represents two (2) ordinary shares of the Company. The ADRs trade on the Over-The-Counter (OTC) market under the ticker symbol IVNSY. For enquiries, beneficial ADR holders may contact the Deutsche Bank Trust Company Americas Broker Service Desk on +44 (0)20 7547 6500 or +1 212 602 3761. Registered ADR holders may contact the dedicated Invensys plc ADR shareholder services line on +1 888 778 1318 (toll free for US residents only). Further information is also available at http://www.adr.db.com

**Registrars**
For all shareholder enquiries and changes of name and address, please contact:

Lloyds TSB Registrars
The Causeway
Worthing
West Sussex BN99 6DA
Telephone +44 (0)870 600 3963
Facsimile +44 (0)870 600 3980
http://www.lloydstsb-registrars.co.uk

**Electronic communications**
Shareholders can also view up-to-date information about their shareholding and register to receive future electronic communications from the Company by visiting the shareholders' website at www.shareview.co.uk (shareholder reference number, shown on share certificates and tax vouchers, will be required).

**Invensys nominee service**
The Company has a nominee service under which shareholders can hold their shares electronically rather than in certificate form. Through the service, shareholders can also take advantage of streamlined dealing arrangements. Details of the service are contained in the Invensys Nominee Service brochure which is available from Lloyds TSB Registrars.

**Sharegift**
Sales of very small holdings of shares may suffer commission that is disproportionate to the sale price. Some sellers may wish to consider donating them to charity through Sharegift, a registered charity administered by The Orr Mackintosh Foundation. A Sharegift donation form is available from the Company's registrars. Further information about Sharegift is available at www.sharegift.org or from The Orr Mackintosh Foundation, 24 Grosvenor Gardens, London SW1W 0DH (telephone +44 (0)20 7337 0501).

**Capital gains tax**
For the purpose of capital gains tax, the market value on 31 March 1982 of an Invensys ordinary share, adjusted for capitalisation issues, was 35.15016p. Shareholders who are in any doubt as to their tax position should seek specific advice from their financial advisers. Further information in relation to capitalisation issues and other matters affecting the base cost of Invensys ordinary shares may be obtained from the Company Secretary.

**Financial calendar**

| | |
|---|---|
| Financial year end 2002/03 | 31 March 2003 |
| Results for 2002/03 announced | 29 May 2003 |
| Annual general meeting | 23 July 2003 |
| Interim results for 2003/04 announced | November 2003 |

Final dates and any changes will be announced and notified as appropriate.

**Forward-looking statements**
This report includes forward-looking statements, within the meaning of the US Private Securities Litigation Reform Act 1995, which are based on market projections, forecasts and expectations. Forward-looking statements are by their nature subject to uncertainties and external factors that may affect the actual outcomes compared with those anticipated.

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