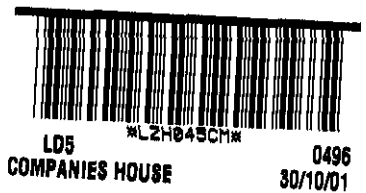


Registered in England and Wales
Number: 2235556

POWER CENTRE LIMITED

FINANCIAL STATEMENTS

YEAR ENDED 31 December 2000



POWER CENTRE LIMITED

1.

Report of the directors for the
year ended 31 December 2000

The directors present herewith the audited financial statements for the year ended 31 December 2000.

Principal activities

The principal activities of the company are the manufacture and sale of electrical installation equipment and industrial plugs and sockets.

Review of business and future developments

Both the level of business and the year end financial position were disappointing.

Results and Dividends

The profit and loss account for the year is set out on page 5.

The directors do not recommend the payment of a dividend (1999 - £Nil).

Directors

The directors of the company during the year were:

Mr. B. Decoster
Mr. J-P. Verspieren

In accordance with the Articles of Association the directors are not required to retire by rotation.

POWER CENTRE LIMITED

2.

Report of the directors for the
year ended 31 December 2000

Directors' interests in shares of the company

The company is a wholly owned subsidiary of Legrand UK Limited, which in turn is a wholly owned subsidiary of Legrand S.A., a company incorporated in France. As permitted by Statutory Instrument, the directors are not required to notify the company of details of any interests in shares, debentures, or options in any company in the group.

Research and development activities

Research and development activities are carried out at Wednesbury

The Euro

Preparation for the introduction of the Euro is on-going, the external costs of which are not expected to be significant to the company.

Auditors

A resolution to reappoint PricewaterhouseCoopers as auditors to the company will be proposed at the annual general meeting.

BY ORDER OF THE BOARD



R. J. LOWE
Secretary

Statement of Directors' Responsibilities

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

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.



B. DECOSTER
Chairman

We have audited the financial statements on pages 5 to 17, which have been prepared under the historical cost convention and the accounting policies set out on pages 7 and 8.

Respective responsibilities of directors and auditors

The directors are responsible for preparing the Annual Report. As described on page 3, this includes responsibility for preparing the financial statements, in accordance with applicable United Kingdom accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and our profession's ethical guidance.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the United Kingdom Companies Act. We also report to you if, in our opinion, the directors' report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions is not disclosed.

We read the other information contained in the Annual Report and consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements.

Basis of audit opinion

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion the financial statements give a true and fair view of the state of affairs of the company at 31 December 2000 and the loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



PricewaterhouseCoopers
Chartered Accountants and Registered Auditors
Central Business Exchange
Milton Keynes

26 SEP 2001

POWER CENTRE LIMITED

5.

**Profit and loss account for
the year ended 31 December 2000**

	<u>Notes</u>	<u>2000</u>	<u>1999</u>
		£000	£000
TURNOVER	2	10,956	9,760
Cost of Sales		<u>(10,186)</u>	<u>(8,539)</u>
Gross profit		770	1,221
Distribution costs		(960)	(1,047)
Administration expenses		<u>(951)</u>	<u>(770)</u>
Operating loss	5	(1,141)	(596)
Interest payable and similar charges	4	<u>(55)</u>	<u>(47)</u>
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		(1,196)	(643)
TAX ON LOSS ON ORDINARY ACTIVITIES	7	-	-
LOSS FOR THE YEAR	17	<u>(1,196)</u>	<u>(643)</u>

The company has no recognised gains and losses other than those detailed above and therefore no separate statement of total recognised gains and losses has been presented.

There is no difference between the loss on ordinary activities before taxation and the loss for the years stated above, and their historical cost equivalents.

The results for the year are derived from continuing operations.

POWER CENTRE LIMITED

6.

Balance Sheet - 31 December 2000

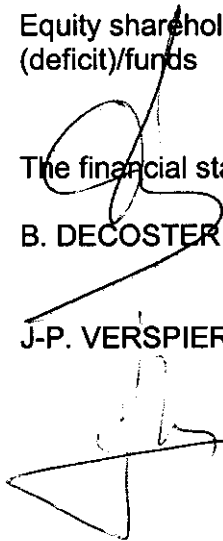
	<u>Note</u> <u>s</u>	<u>2000</u>		<u>1999</u>	
		<u>£000</u>	<u>£000</u>	<u>£000</u>	<u>£000</u>
FIXED ASSETS					
Tangible assets	8		2,655		2,772
Investments	9		-		-
CURRENT ASSETS					
Stocks	10	1,919		1,905	
Debtors	11	2,179		2,209	
Cash at bank and in hand		<u>2</u>		<u>2</u>	
		4,100		4,116	
CREDITORS - amounts falling due within one year	12	<u>(2,673)</u>		<u>(2,460)</u>	
NET CURRENT ASSETS			<u>1,427</u>		<u>1,656</u>
Total assets less current liabilities			4,082		4,428
CREDITORS – amounts falling due after one year	13		<u>(5,041)</u>		<u>(4,191)</u>
			<u>(959)</u>		<u>237</u>
CAPITAL AND RESERVES					
Called up share capital	16		2,400		2,400
Share premium account	17		1		1
Profit and loss account/(deficit)	17		<u>(3,360)</u>		<u>(2,164)</u>
Equity shareholders' (deficit)/funds	18		<u>(959)</u>		<u>237</u>

The financial statements on pages 5 to 17 were approved by the board on 24 SEP 2001

B. DECOSTER

J-P. VERSPIEREN

)
) DIRECTORS
)
)



Notes to the financial statements - 31 December 2000Principal accounting policies

1. The financial statements have been prepared in accordance with applicable Accounting Standards in the United Kingdom. A summary of the more important accounting policies, which have been applied consistently, is set out below.

(a) Basis of accounting

The financial statements have been prepared in accordance with the historical cost convention.

The company is exempt from preparing consolidated financial statements because it is included in the consolidated financial statements of its ultimate parent company, which is established in an EC member state (see note 21).

(b) Fixed assets

Fixed assets are stated at their purchase cost together with any incidental costs of acquisition.

Depreciation is calculated so as to write off the cost of fixed assets on a straight line basis over the expected useful economic lives of the assets concerned.

The principal annual rates used for this purpose are:

Freehold buildings	2.5%
Leasehold premises	Over the period of the lease
Plant and machinery:	
Tooling	20%
Computer hardware	20%
Other	10% & 12½%
Motor Vehicles	25%
Fixtures and Fittings	10% - 20%

Gains and losses on disposal are credited or charged to the profit and loss account when they occur and the relevant gross value and accumulated depreciation eliminated from the financial statements.

(c) Stocks

Stocks and work in progress are stated at the lower of cost and net realisable value. In general, cost is determined on a first in first out basis and includes transport and handling costs; in the case of manufactured products cost includes all direct expenditure and production overheads based on the normal level of activity. Net realisable value is the price at which the stock can be realised in the normal course of business after allowing for the costs of realisation and, where appropriate, the cost of conversion from its existing state to a finished condition. Provision is made for obsolete, slow moving and defective stock.

(d) Foreign currencies

Assets and liabilities expressed in foreign currencies are translated into sterling at the rate of exchange ruling at the balance sheet date, except where forward contract rates are used. Differences on exchange are included in operating profit.

Notes to the financial statements - 31 December 2000 - continued

(e) Turnover

Turnover represents sales in the ordinary course of business to customers after deducting value added tax, trade discounts and turnover rebates

(f) Taxation

The charge for taxation is based on the result for the year after adjusting for disallowable items, and after excluding timing differences to the extent that they are unlikely to result in an actual tax liability in the foreseeable future. Timing differences arise from the recognition for tax purposes of certain items of income and expenditure in a different accounting period from that in which they are recognised in the accounts. The tax effect of timing differences which are likely to result in an actual tax liability in the foreseeable future, reduced by the tax benefit of any accumulated losses, is treated as a deferred tax liability.

(g) Operating leases

Costs in respect of operating leases are charged in arriving at operating profit.

(h) Pension scheme arrangements

The company operates a defined benefit scheme which is contracted out of the state scheme.

A valuation of the scheme is undertaken by qualified actuaries at least every three years and the annual contributions to the scheme are paid in accordance with their recommendations. In the intervening years the actuary reviews the continuing appropriateness of the rates. Pension costs are accounted for on the basis of charging the expected cost of providing pensions over the period during which the company benefits from the employee's service. The effects of variations from regular cost are spread over the expected average service lives of members of the scheme.

(i) Research and development expenditure

All expenditure on pure and applied research and development is written off as incurred.

(j) Cash flow statement

The company has taken advantage of the exemption given in FRS1 (Revised) to wholly owned subsidiary undertakings and accordingly, a separate cashflow statement is not presented for the company.

(k) Related party disclosure

The company makes use of the exemption under FRS 8 for 90% owned subsidiaries not to disclose intra group transactions where these transactions have been consolidated within the group financial statements.

Notes to the financial statements - 31 December 2000 - continued

Turnover - continuing operations

2. The analysis of turnover by geographical market is as follows:

	<u>2000</u>	<u>2000</u>	<u>1999</u>	<u>1999</u>
	£000	£000	£000	£000
United Kingdom		5,419		4,905
Export Middle East	96		208	
Africa	239		274	
Rest of World	<u>152</u>		<u>256</u>	
Group Companies		<u>487</u>		<u>738</u>
		<u>5,050</u>		<u>4,117</u>
		<u>10,956</u>		<u>9,760</u>

All turnover arises from the company's principal activities.

Notes to the financial statements - 31 December 2000 - continuedEmployee information

3.(a) The average number of persons employed by the company during the period is analysed below:

	<u>2000</u>	<u>1999</u>
Production	157	148
Selling, distribution and administration	40	42
	<u>197</u>	<u>190</u>

	<u>2000</u>	<u>1999</u>
	£000	£000
(b) Employment costs - all employees		

Wages and salaries	2,920	2,717
Social Security costs	192	182
Other pension costs	240	217
	<u>3,352</u>	<u>3,116</u>

Interest payable and similar charges

	<u>2000</u>	<u>1999</u>
	£000	£000
4. On bank loans, overdrafts and other loans:		
Repayable within 5 years not by instalments	<u>55</u>	<u>47</u>

Notes to the financial statements - 31 December 2000 - continuedOperating loss - continuing operations

	<u>2000</u>	<u>1999</u>
	£000	£000
5. Operating loss is stated after charging:		
Auditors' remuneration - audit services	12	11
Auditors' remuneration - non-audit services	7	5
Depreciation of tangible fixed assets	461	413
Loss/(Profit) on sale of fixed assets	20	(5)
Operating leases – plant and machinery	127	112
Research and development expenditure	294	244
Reorganisation costs	<u>-</u>	<u>23</u>

Directors' emoluments

6.	<u>2000</u>	<u>1999</u>
	£000	£000
Emoluments	<u>8</u>	<u>11</u>

Tax on loss on ordinary activities

7. No taxation arises on the results for the year due to the availability of losses brought forward and carried forward.

The company has unutilised tax losses of approximately £1,750,000 available for carry forward, subject to agreement with the Inland Revenue.

Notes to the financial statements - 31 December 2000 - continued

Tangible fixed assets

8.	Freehold Land and Buildings	Plant/ Machinery and Motor Vehicles	Fixtures And Fittings	Assets In The Course Of Constructio n	Total
	£000	£000	£000	£000	£000
<u>Cost</u>					
At 1 January 2000	1,299	2,539	582	265	4,685
Additions	28	237	94	13	372
Transfer from construction	-	250	15	(265)	-
Disposals	-	(121)	(6)	-	(127)
At 31 December 2000	<u>1,327</u>	<u>2,905</u>	<u>685</u>	<u>13</u>	<u>4,930</u>
<u>Depreciation</u>					
At 1 January 2000	88	1,568	257	-	1,913
Charge for year	36	328	97	-	461
Disposals	-	(96)	(3)	-	(99)
At 31 December 2000	<u>124</u>	<u>1,800</u>	<u>351</u>	<u>-</u>	<u>2,275</u>
<u>Net book value</u>					
At 31 December 2000	<u>1,203</u>	<u>1,105</u>	<u>334</u>	<u>13</u>	<u>2,655</u>
At 31 December 1999	<u>1,211</u>	<u>971</u>	<u>325</u>	<u>265</u>	<u>2,772</u>

Investments

	<u>2000</u>	<u>1999</u>
	£000	£000
9. Shares in subsidiary companies at cost		
At 1 January 2000	-	482
Provision for diminution in value	-	(482)
At 31 December 2000	<u>-</u>	<u>-</u>

The Company's wholly owned subsidiary, Rolfe King Limited, was dissolved during the year pursuant to Sections 585(5) / 595(6) of the Companies Act 1985.

Notes to the financial statements - 31 December 2000 – continuedStocks

10. The amounts attributable to the different categories are as follows:

	<u>2000</u>	<u>1999</u>
	£000	£000
Raw materials and consumables	584	640
Work in progress	777	716
Finished goods and goods for resale	558	549
	<u>1,919</u>	<u>1,905</u>

Debtors

	<u>2000</u>	<u>1999</u>
	£000	£000
Trade debtors	1,264	1,107
Amounts owed by parent and fellow subsidiary undertakings	877	1,063
Prepayments and accrued income	38	39
	<u>2,179</u>	<u>2,209</u>

All the above amounts are due within one year of the balance sheet date.

Creditors amounts falling due within one year

	<u>2000</u>	<u>1999</u>
	£000	£000
Bank overdrafts	1,302	803
Trade Creditors	599	779
Amounts owed to parent and fellow subsidiary undertakings	341	622
Other creditors including taxation and social security	389	232
Accruals and deferred income	42	24
	<u>2,673</u>	<u>2,460</u>

Notes to the financial statements - 31 December 2000 – continuedCreditors - amounts falling due after one year

13.	<u>2000</u>	<u>1999</u>
	£000	£000
Amounts owing to Legrand UK Limited	<u>5,041</u>	<u>4,191</u>

The amount owing to Legrand UK Limited is a non-interest bearing loan with no fixed date for repayment. The Directors of Legrand UK Limited have confirmed that no repayments are due within the next twelve months.

Operating lease commitments

14. The lease payments falling due next year to which the company was committed as at 31 December 2000 are as follows:

	<u>2000</u>	<u>1999</u>
	£000	£000
Leases in respect of plant and machinery, and motor vehicles expiring:		
Within one year	3	2
Between two and five years	<u>101</u>	<u>122</u>
	<u>104</u>	<u>124</u>

Deferred taxation

- 15.

	2000 £'000		1999 £'000	
	Provided	Unprovided	Provided	Unprovided
Deferred tax (tax effect of timing differences) in respect of:				
ACA's	-	(252)	-	(118)
Short term timing differences	-	(30)	-	(7)
Losses	-	(525)	-	(326)
	<u>-</u>	<u>(807)</u>	<u>-</u>	<u>(451)</u>

Notes to the financial statements - 31 December 2000 - continuedCalled up share capital

16.	<u>2000</u>	<u>1999</u>
	£000	£000
Authorised, issued and fully paid: At 1 January 2000 and 31 December 2000 2,400,000 ordinary shares of £1 each	<u>2,400</u>	<u>2,400</u>

Reserves

17.	Share premium	Profit and loss account (deficit)
	£000	£000
Balance at beginning of period	1	(2,164)
Retained loss for the period	<u>-</u>	<u>(1,196)</u>
Balance at end of period	<u>1</u>	<u>(3,360)</u>

Reconciliation of movement in shareholders' (deficit)/funds

18.	<u>2000</u>	<u>1999</u>
	£000	£000
Opening shareholders' funds	237	(64)
Loss for the period	(1,196)	(643)
Net proceeds of issue of ordinary share capital	<u>-</u>	<u>944</u>
Closing shareholders' (deficit)/funds	<u>(959)</u>	<u>237</u>

Notes to the financial statements - 31 December 2000 - continuedCommitments and contingent liabilities

19.	<u>2000</u>	<u>1999</u>
	£000	£000
(a) Capital commitments		
Expenditure contracted but not provided for In the financial statements	<u>100</u>	<u>43</u>

(b) Guarantees

Under a group banking arrangement the company has entered into a cross guarantee with Legrand UK Limited, Legrand Electric Limited and Tenby Industries Limited.

The net aggregate bank overdraft of the companies included in the cross guarantee at 31 December 2000 amounted to £1,396,000. (1999 - £803,000).

Pension and similar obligations

20. The company operates a defined benefit pension scheme for its employees, the assets of which are held in a separate trustee administered fund.

On 1 July 1998 the Power Centre Limited Pension & Life Assurance Scheme and the Tenby Industries Limited Pension Scheme were merged into the Legrand Electric 1981 Pension Plan.

Following the merger the scheme was renamed as the Legrand UK Limited Pension Scheme.

The pension cost of £240,000 (1999 - £217,000) is assessed in accordance with the advice of a qualified actuary using the Projected Unit method. The valuation is carried out triennially. The latest actuarial valuation of the Legrand UK Limited Pension Scheme was at 6 April 2000, when the market value of the scheme assets was £24,290,000. The actuary's report complies with actuarial Guidance Note GN9 "Retirement Benefit Schemes - Actuarial Reports" published by the Institute of Actuaries and the Faculty of Actuaries. The principal assumptions were that inflation would be 3.0% per annum, future pay would increase at the rate of 4.0% per annum and that the return on investments would be 4.0% per annum. At 6 April 2000 the funding level was 93% and the actuary recommended a long term rate of 13.1%. The company's contribution rate has been 13% since 1 July 1998 and increased to 15.5% from 1 November 2000.

At the year-end there is a pension creditor of £102,000 (1999: £44,000 creditor).

Notes to the financial statements - 31 December 2000 - continued

Ultimate holding company

21. The immediate holding company is Legrand UK Limited.

The ultimate holding company and controlling party is Legrand S.A. which is incorporated in France. Copies of the ultimate holding company's consolidated financial statements are available from Legrand S.A., 128 Avenue du Lattre de Tassigny, 87045 - Limoges Cedex, France.