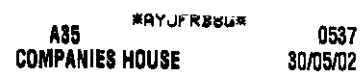
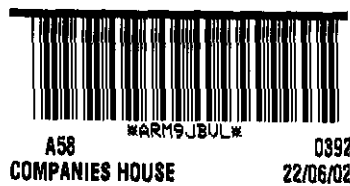


VINCI TEXTILES LIMITED
(formerly Leafgrow Limited)

ANNUAL REPORT
FOR THE PERIOD ENDED
31ST DECEMBER 2001



VINCI TEXTILES LIMITED

COMPANY INFORMATION

DIRECTORS

D W Bowler
J O M Stanion

SECRETARY

K L Fraser

REGISTERED OFFICE

Astral House
Imperial Way
Watford
Hertfordshire
WD24 4WW

REGISTERED NUMBER

4269081

AUDITORS

RSM Robson Rhodes
Colwyn Chambers
19 York Street
Manchester
M2 3BA

BANKERS

National Westminster Bank Plc

The Directors submit their report to the members, together with the audited accounts for the period ended 31st December 2001.

Principal activity and review of the business

The Company was incorporated on 13th August 2001 as Leafgrow Limited and, on 31st August 2001, changed its name to Vinci Textiles Limited. During the first period of accounts to 31 December 2001 it remained inactive, making neither a profit or a loss.

Directors and their interests

The Directors of the Company during the period were:

D W Bowler	-	appointed 13/08/01
J O M Stanion	-	appointed 13/08/01

Neither of the Directors had a beneficial interest in the shares of the Company or any other company in the UK Group.

Auditors

RSM Robson Rhodes are willing to continue in office and the Directors propose that they are reappointed in accordance with the elective resolution currently in force.

Statement of directors' responsibilities for the Annual Report

Company law in the United Kingdom requires the Directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the Directors have:

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

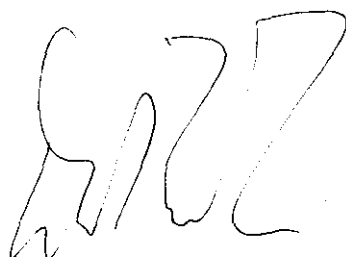
The Directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets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

The Directors are responsible for ensuring that the Directors' Report and other information included in the Annual Report is prepared in accordance with company law in the United Kingdom.

Approval

The Report of the Directors was approved by the Board on 6th March 2002 and signed on its behalf by:

D W Bowler
Director



INDEPENDENT AUDITORS' REPORT

TO THE SHAREHOLDERS OF VINCI TEXTILES LIMITED

We have audited the financial statements on pages 4 to 5.

Respective responsibilities of Directors and auditors

The Directors' responsibilities for preparing the Annual Report and the financial statements in accordance with applicable law and United Kingdom Accounting Standards are set out in the Statement of directors' responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards. We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1995. We also report to you if, in our opinion, the Directors' Report is not consistent with the financial statements, if the Company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the Company is not disclosed.

We read the information contained in the Annual Report and consider whether it is consistent with the audited financial statements. 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 information outside the Annual Report.

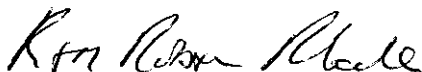
Basis of audit opinion

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. 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 by 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 accounts give a true and fair view of the state of affairs of the Company as at 31st December 2001 and of the result for the period then ended and have been properly prepared in accordance with the Companies Act 1985.



RSM Robson Rhodes
Chartered Accountants and Registered Auditors

Manchester, England
6th March 2002

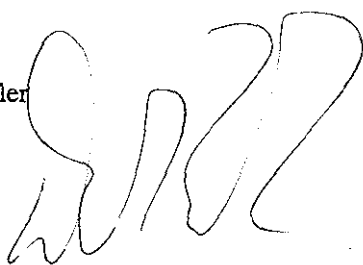
VINCI TEXTILES LIMITED

BALANCE SHEET
AT 31ST DECEMBER 2001

	Notes	2001 £
Current assets		
Debtors : due within one year	2	1
Net assets		1
Capital and reserves		
Called up share capital	3	1
Total equity shareholders' funds		1

The financial statements were approved by the Board on 6th March 2002 and signed on its behalf by :

D W Bowler
Director



VINCI TEXTILES LIMITED

NOTES TO THE ACCOUNTS
AT 31ST DECEMBER 2001

1. **Profit and loss account**

The Company has not traded, made profits or losses, nor incurred any liabilities during the period ended 31st December 2001. Therefore, no profit and loss account is attached.

2. **Debtors : due within one year**

	2001 £
Due from group undertakings	1

3. **Share capital**

	2001 No	Authorised 2001 £
Ordinary shares of £1 each	2	2
		Allotted and fully paid
	2001 No	2001 £
Ordinary shares of £1 each	1	1

During the period, the Company issued 1 £1 ordinary share at par value.

4. **Related party transactions**

The Company has taken advantage of the exemption in Financial Reporting Standard 8 from disclosing related party transactions on the grounds that the consolidated accounts of the ultimate parent undertaking are publicly available.

5. **Ultimate parent undertaking**

At 31st December 2001, the ultimate parent undertaking was VINCI (formerly Société Générale d'Entreprises), a company incorporated in France. Copies of the accounts of the above company can be obtained from the Company Secretary, VINCI, 1 cours Ferdinand-de-Lesseps, 92851 Reuil-Malmaison, Cedex, France. The parent undertaking of the smallest group of which the company is a member and for which group accounts are prepared is VINCI PLC (formerly Norwest Holst Group PLC), which is registered in England. Copies of the above accounts may be obtained from the Company Secretary, VINCI PLC, Astral House, Imperial Way, Watford, Hertfordshire, WD24 4WW.