

R emuneration Policy and Practice

DIRECTORS' REMUNERATION

	Basic Salary/ Fees	Benefits (1)	Annual performance related bonus	Other (2)	Total emoluments excluding pension	
	£	£	£	£	2000 Total £	1999 Total £
T. B. Fortune (3)	63,600	347	-	-	63,947	60,316
M. J. D. Steel	231,000	10,129	14,484	6,667	262,280	240,113
C. J. Ball	139,000	14,656	8,715	4,267	166,638	156,105
A. D. H. Black	135,000	13,259	8,465	4,015	160,739	146,025
G. P. Marchand	142,000	9,499	8,903	4,363	164,765	154,980
D. J. Meredith	157,000	11,233	9,844	4,668	182,745	168,287
P. A. Smith	108,000	6,811	6,772	3,248	124,831	115,225
P. M. Smith	135,000	12,305	8,465	3,933	159,703	142,725
R. L. Dodsworth (3) (4)	-	-	-	-	-	23,525
E. Lindh (3) (5)	18,200	-	-	-	18,200	-
C. G. Sneath (3)	18,200	-	-	-	18,200	17,600
M. Townsend (3)	24,300	-	-	-	24,300	17,600
	1,171,300	78,239	65,648	31,161	1,346,348	1,242,501

1. Benefits arising from employment by the Company, which relate in the main to the provision of a company car.
2. The executive directors participated in the Spirax-Sarco Engineering 1992 Share Ownership Scheme, which is available to all UK employees. The Company contributed shares which broadly matched those deposited by the participant, the cost to the Company of which is shown above.
3. Non-executive director.
4. Mr. R. L. Dodsworth retired from the Board on 31st December 1999.
5. Mr. E. Lindh was appointed to the Board on 1st January 2000.

T. B. Fortune *Chairman*

S tatement of Directors' Responsibilities

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 the Group and of the profit or loss for that period. In preparing those accounts, the directors are required to:

- (i) Select suitable accounting policies and then apply them consistently.
- (ii) Make judgements and estimates that are reasonable and prudent.
- (iii) State whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the accounts.
- (iv) Prepare the accounts on a going concern basis unless it is inappropriate to presume that the Group 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 accounts comply with the requirements of 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 to prevent and detect fraud and other irregularities.