

M 2003 PLC  
Form 6-K  
October 28, 2005

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 6-K**

**REPORT OF FOREIGN PRIVATE ISSUER  
PURSUANT TO RULE 13a-16 OR 15d-16 OF  
THE SECURITIES EXCHANGE ACT OF 1934**

**For the month of October, 2005**

**M (2003) PLC**

(Exact name of Registrant as specified in its Charter)

**8 Salisbury Square**

**London**

**EC4Y 8BB**

**United Kingdom**

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes  No

(If  Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-\_\_\_\_\_.)

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M (2003) plc  
Report and Financial Statements for the year ended 31 March 2005

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## Directors report

The directors present their report and the financial statements of the Company for the year ended 31 March 2005.

### **Activities and prospects**

Since 19 May 2003, neither the Company nor its remaining subsidiaries have operated or controlled any business activities.

In respect of the period from 1 April 2003 until 19 May 2003, the Company was the ultimate holding company for the Marconi Group; which designs and supplies telecommunications equipment and provides related services.

The Company ceased to be the ultimate holding company of the Marconi Group on 19 May 2003 when the schemes of arrangement of Marconi Corporation plc and the Company, pursuant to Section 425 of the Companies Act 1985, became effective. Trading in the Company's shares on the London Stock Exchange ceased on 16 May 2003 and the Company's shares were subsequently de-listed.

**Pursuant to the Company's scheme of arrangement (the Scheme), the remaining assets of the Company will be distributed over time to its creditors, following which it is intended that the Company will be liquidated or dissolved. There will be no circumstances in which any value will be returned to shareholders under the terms of the Scheme.**

This report and the financial statements are being produced and distributed to shareholders to comply with the requirements of the Companies Act 1985, which continue to apply irrespective of the Scheme.

### **Results and dividends**

The profit on ordinary activities after taxation during the year was £nil (2004: £2,555 million). Under the terms of the Scheme, no dividend is payable.

### **Political and charitable contributions**

The Group made no political contributions during the year.

### **Directors and Scheme supervisors**

The membership of the Board during the year was:

Mr R A Robinson

Mr C J Shaw

Mr J J White

On 19 May 2003, Mr R Heis and Mr P W Wallace, both of KPMG LLP, 8 Salisbury Square, London EC4Y 8BB, were appointed initial supervisors pursuant to the Scheme.

Directors' report continued

**Directors' interests**

The interests of the directors in the share capital of the Company are shown below.

*Ordinary shares:*

Director	At 1 April 2004	Acquired	Disposed	At 31 March 2005
R A Robinson	11,442			11,442
C J Shaw				
J J White				

R A Robinson had the following interests in share options as a result of his previous employment within the Marconi Group, there are no circumstances under which any value will be attributable to these share options:

	At 1 April 2004	Granted	Exercised	Lapsed	At 31 March 2005
The Marconi Launch Plan	1,000				1,000
The Marconi Long Term Incentive Plan	15,164				15,164
Total	16,164				16,164

**Payment of creditors**

In its previous role as the ultimate holding company of the Marconi Group, the Company had no revenue and no trade creditors. It is not, therefore, possible to provide statistics for the Company as required by the Companies Act 1985.

**Auditors**

In accordance with Section 384 of the Companies Act 1985, a resolution for the reappointment of Deloitte & Touche LLP as auditors of the Company is to be proposed at the forthcoming Annual General Meeting.

**Annual General Meeting**

Notice of the 2005 Annual General Meeting is given on page 24.

By order of the Board

**K D Smith**

*Secretary*

Registered office:

8 Salisbury Square

London EC4Y 8BB

30 September 2005

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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 Group and of the profit or loss 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; and

prepare the financial statements on the 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 financial statements comply with the Companies Act 1985. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Group and to prevent and detect fraud and other irregularities.

Independent auditors report to the members of M (2003) plc

We have audited the financial statements of M (2003) plc for the year ended 31 March 2005 which comprise the consolidated profit and loss account, the balance sheets, the cash flow statement, the statement of total recognised gains and losses, the reconciliation of movements in equity shareholders' interests, the reconciliation of movements in net cash flow to movements in net monetary funds/(debt), the statement of accounting policies and the related notes 1 to 21. These financial statements have been prepared under the accounting policies set out therein.

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 auditors' 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**

As described in the statement of directors' responsibilities, the Company's directors are responsible for the preparation of the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibility is to audit the financial statements in accordance with relevant United Kingdom legal and regulatory requirements and 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 1985. We also report 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 and other members of the Group is not disclosed.

We read the directors' report and the other information contained in the annual report for the above year as described in the contents section 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 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 circumstances of the Company and the Group, 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 and the Group as at 31 March 2005 and of the result of the Group for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Deloitte & Touche LLP

*Chartered Accountants and Registered Auditors*

Birmingham

30 September 2005

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Consolidated profit and loss account  
For the year ended 31 March 2005

	Note	£000	2005 £000	£000	2004 £000
<b>Turnover</b>					
Group				168,000	
Discontinued operations	2				
	3				168,000
<b>Operating loss</b>					
<i>Group operating loss</i> Discontinued operations					
Excluding goodwill amortisation and exceptional items					
Goodwill amortisation				(37,946)	
Operating exceptional items	5a			(13,210)	
Other operating expenses		(226)		(1,971)	
	4		(226)		(53,127)
<b>Group and joint venture operating loss before goodwill amortisation and exceptional items</b>					
	3		(226)		(38,205)
<b>Operating loss</b>					
	3		(226)		(53,127)
<i>Non-operating exceptional items</i>					
Gains on disposal of business	5b				2,582,000
Net interest receivable	6		411		6,000
<i>Net finance income</i>					
Group excluding exceptional items	7				21,000
<b>Profit on ordinary activities before taxation</b>					
	2 5		185		
Excluding goodwill amortisation and exceptional items					
Goodwill amortisation and exceptional items				(11,000)	
				2,566,873	
					2,555,873
<b>Tax charge on profit on ordinary activities</b>					
Excluding tax on goodwill amortisation and exceptional items					
	8a		(185)		(1,000)
<b>Profit on ordinary activities after taxation</b>					
					2,554,873



Consolidated balance sheet  
As at 31 March 2005

	Note	2005 £000	2004 £000
<b>Current assets</b>			
Debtors: amounts falling due within one year	12	136	90
Cash at bank and in hand	13	8,130	8,882
		<b>8,266</b>	8,972
<b>Creditors: amounts falling due within one year</b>	14	<b>(414)</b>	(1)
<b>Net current assets</b>		<b>7,852</b>	8,971
<b>Total assets less current liabilities</b>		<b>7,852</b>	8,971
<b>Provisions for liabilities and charges</b>		<b>(7,852)</b>	(8,971)
<b>Net assets before retirement benefit surpluses and deficits</b>	20		
<b>Net assets after retirement benefits surpluses and deficits</b>			
<b>Capital and reserves</b>			
Called up equity share capital	16	139,651	139,651
Share premium account	16	506,349	506,349
Profit and loss account	16	(646,000)	(646,000)
<b>Equity shareholders interests</b>			

These financial statements were approved by the Board of directors on 30 September and were signed on its behalf by:

**R A Robinson**

*Director*

Company balance sheet

As at 31 March 2005

	Note	2005 £000	2004 £000
<b>Fixed assets</b>			
Investments	11		
<b>Current assets</b>			
Debtors: amounts falling due within one year	12	136	90
Cash at bank and in hand	13	8,130	8,871
		<b>8,266</b>	8,961
<b>Creditors: amounts falling due within one year</b>	14	<b>(425)</b>	(1)
<b>Net current assets</b>		<b>7,841</b>	8,960

<b>Total assets less current liabilities</b>		<b>7,841</b>	8,960
<b>Provisions for liabilities and charges</b>		<b>(7,841)</b>	(8,960)

**Net assets before retirement benefit surpluses and deficits** 20

**Net assets after retirement benefits surpluses and deficits**

**Capital and reserves**

Called up equity share capital	16	<b>139,651</b>	139,651
Share premium account	16	<b>506,349</b>	506,349
Profit and loss account	16	<b>(646,000)</b>	(646,000)

**Equity shareholders interests**

These financial statements were approved by the Board of directors on 30 September and were signed on its behalf by:

**R A Robinson**

*Director*

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Consolidated cash flow statement  
For the year ended 31 March 2005

	Note	2005 £000	2004 £000
<b>Net cash (outflow)/inflow from operating activities before exceptional items</b>	17a	<b>(967)</b>	39,000
<b>Exceptional cash flows from operating activities</b>	5c		(55,000)
<b>Net cash outflow from operating activities after exceptional items:</b>			
<b>Discontinued operations</b>		<b>(967)</b>	(16,000)
<b>Returns on investments and servicing of finance</b>	17b	<b>411</b>	3,000
<b>Tax paid</b>	17c	<b>(185)</b>	(1,000)
<b>Capital expenditure and financial investment</b>	17d		(5,000)
<b>Acquisitions and disposals</b>	17e		(568,000)
<b>Cash outflow before management of liquid resources and financing</b>		<b>(741)</b>	(587)
Net cash inflow from management of liquid resources	17f		14,000
Net cash outflow from financing			(333,000)
Net cash outflow from changes in debt and lease financing	17g		(1,000)
<b>Decrease in cash and net bank balances repayable on demand</b>		<b>(741)</b>	(907,000)

Consolidated statement of total recognised gains and losses  
For the year ended 31 March 2005

	<b>2005</b>	2004
	<b>£000</b>	£000
<b>Profit on ordinary activities attributable to the shareholders</b>		
Group		2,554,873
Exchange differences on translation: Group		(12,000)
<b>Total recognised gains and losses</b>		2,542,873

Reconciliation of movements in equity shareholders' interests  
For the year ended 31 March 2005

	<b>2005</b>	2004
	<b>£000</b>	£000
<b>Total recognised gains and losses</b>		2,542,873
<b>Total movement in the year</b>		2,542,873
Equity shareholders' interests at 1 April		(2,542,873)

**Equity shareholders' interests at the end of year**

Reconciliation of net cash flow to movements in net monetary funds/(debt)  
For the year ended 31 March 2005

	<b>2005</b>	2004
	<b>£000</b>	£000
Note		
Decrease in cash and net bank balances repayable on demand	<b>(741)</b>	(907,000)
Net cash inflow from management of liquid resources		(14,000)
Net cash outflow from changes in debt and lease financing		1,000
	<b>(741)</b>	(920,000)
Net debt acquired with subsidiaries		(173,000)
Other non-cash changes		3,918,000
Effect of foreign exchange rate changes		10,000
<b>Movement in net monetary debt in the year</b>	<b>(741)</b>	2,835,000
Net monetary funds/(debt) at 1 April	18 <b>8,871</b>	(2,826,129)
<b>Net monetary funds at the end of the year</b>	18 <b>8,130</b>	8,871

## Notes

### Forming part of the financial statements

#### 1 Restructuring

Until 19 May 2003, the Company was the ultimate holding company for the Marconi Group. Under the schemes of arrangement of Marconi Corporation plc and the Company, pursuant to Section 425 of the Companies Act 1985 which became effective on 19 May 2003, Marconi Corporation plc issued new share capital and cancelled the old shares held by the Company. Therefore the Company ceased to be the ultimate holding company of the Marconi Group on 19 May 2003 and all activities have therefore been disclosed as discontinued. Trading in the Company's shares on the London Stock Exchange ceased on 16 May 2003 and the Company's shares were subsequently delisted.

On 19 May 2003 the Company as a result of the shares it held in Marconi Corporation plc being cancelled, divested fully of its interests in the Marconi Group for nil proceeds. This resulted in a gain of £3,386 million on the transfer of ownership of Marconi Group being equivalent to its consolidated net liabilities. On the same date, the scheme of arrangement of Marconi Corporation plc came into effect resulting in an £804 million receivable from the Marconi Group being waived by the Company and its subsidiary undertakings.

Pursuant to the Scheme, the remaining assets of the Company will be distributed over time to its creditors, following which it is intended that the Company will be liquidated or dissolved. There will be no circumstances in which any value will be returned to shareholders under the terms of the Scheme.

Consequently, the Group after 19 May 2003 consists of the Company and its subsidiaries, Ancrane, M Antsy Limited, M Nominees Limited, Photonika Limited and Yeslink Unlimited.

#### 2 Accounting policies

The financial statements have been prepared in accordance with accounting standards applicable in the UK.

The more important Group accounting policies are summarised below to facilitate the interpretation of the financial statements.

##### Accounting convention

The financial statements are prepared under the historical cost accounting convention.

##### Basis of consolidation

The financial statements consolidate the accounts of the Company and all of its subsidiary undertakings (Group companies or subsidiaries). All inter-company balances and transactions have been eliminated upon consolidation. All Group companies' accounts have been prepared for the year ended 31 March 2005.

##### Turnover

Prior to the financial restructuring, turnover excludes VAT and comprises sales to outside customers. Revenue from product sales of hardware and software is recognised when persuasive evidence of an arrangement exists, delivery has occurred or service has been rendered, customer acceptance has occurred, the Group's price to the buyer is fixed or determinable, and collectability is reasonably assured. Revenue from services is recognised at the time of performance and acceptance by the customer.

Revenue from multiple element contracts is allocated based on the fair value of each individual element.

Revenue on long-term contracts is recognised under the percentage-of-completion method of accounting and is calculated based on the ratio of costs incurred to date compared with the total expected costs for that contract.

##### Currency translation

Prior to the financial restructuring, transactions denominated in foreign currencies are translated into the functional currency at the rates ruling at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are retranslated at the rates ruling at that date. These translation differences are dealt with in the profit and loss account with the exception of certain gains and losses arising under hedging transactions as described below.

Profits and losses of overseas subsidiaries, joint ventures and associates and cash flows of overseas subsidiaries are translated at the average rates of exchange during the year. Non-sterling net assets are translated at year end rates of exchange. Key rates used are as follows:

	Average rates		Year-end rates	
	2005	2004	2005	2004
US dollar	<b>1.8449</b>	1.7023	<b>1.8896</b>	1.8379
Euro	<b>1.4669</b>	1.4435	<b>1.4540</b>	1.4956

The differences arising from the restatement of profits and losses and the retranslation of the opening net liabilities to year end rates are taken to reserves.



**Notes continued**

**2 Accounting policies continued**

**Acquisitions and disposals**

The profit or loss on the disposal or closure of a previously acquired business includes the attributable amount of any purchased goodwill relating to that business not previously charged to the profit and loss account.

The results and cash flows relating to a business are included in the consolidated profit and loss account and the consolidated cash flow statement from the date of acquisition or up to the date of disposal.

**Hedges of the net investment in overseas subsidiaries**

The Group's policy has been to finance its activities in the same currencies as those used for its foreign investments in order to hedge foreign currency exposure of net investments in foreign operations. This policy is implemented by financing in the related currency.

Exchange gains or losses arising on the hedging borrowings are dealt with as movement in reserves, to the extent they offset losses or gains on the hedged investment.

**Equity forward contracts**

The Group has established three trusts for the purchase of shares and share-related instruments for the benefit of employees – the Marconi Employee Trust (MET), the GEC Employee Share Trust and the GEC Special Purpose Trust. These trusts from the 19 May 2003 are consolidated in the financial statements of the Marconi Corporation plc group. The independent trustee of the MET, Bedell Cristin Trustees Limited (BCTL), entered into contracts (the Equity Forward Contracts) to hedge the potential cost of the Group's share plans. These contracts were closed out on 19 May 2003. The agreed settlement amount of £35 million was classified as a provision within the Group's balance sheet at 31 March 2003 and utilised in the year ended 31 March 2004.

**Interest rate risk exposure**

Prior to the financial restructuring, it has in the past been Group policy to hedge its exposure to movements in interest rates associated with its borrowing primarily by means of interest rate swaps. Payments and receipts under interest rate swap agreements specifically designated for hedging purposes are recorded in the profit and loss account on an accruals basis. Gains and losses arising on termination of hedging instruments where the underlying exposure remains are recognised in the profit and loss account over the remaining life of the hedging instrument.

**Taxation**

Taxation on profit on ordinary activities is that which has been paid or becomes payable in respect of the profits for the year. Deferred taxation is provided in full on timing differences that result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income or expenditure in taxation computations in periods different from those in which they are included in the financial statements. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

**Investments**

Unlisted fixed asset investments are stated at cost less provision for impairment in value.

**Pensions and other post retirement benefits**

The operating cost of providing pensions and other post retirement benefits, as calculated periodically by independent actuaries, is charged to the Group's operating profit or loss in the period that those benefits are earned by employees. The financial return expected on the pension schemes' assets is recognised in the period in which they arise as part of finance income and the effect of the unwinding of the discounted value of the pension schemes' liabilities is treated as part of finance costs. The changes in value of the pension schemes' assets and liabilities are reported as actuarial gains or losses as they arise in the consolidated statement of total recognised gains and losses. The pension schemes' surpluses, to the extent they are considered recoverable, or deficits are recognised in full and presented in the balance sheet net of any related deferred tax.

**Share options**

The costs of awarding shares under employee share plans are generally charged to the profit and loss account over the period to which the performance criteria relate. During the year to 31 March 2004 the profit and loss account has also

been charged with interest arising on the Equity Forward Contract which hedges the share options. When share options granted lapse, any associated costs that were treated as cost of acquisition are credited to either goodwill, or to the profit and loss account if there is no remaining goodwill.

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**2 Accounting policies continued****Finance costs**

Prior to the financial restructuring, finance costs of debt are recognised in the profit and loss account over the term of such instruments at a constant rate on the carrying amount.

**3 Segmental information****Analysis of results and net assets/(liabilities) by class of business**

	Profit/(loss) before tax		Turnover		( Net assets/(liabilities)	
	2005 £000	2004 £000	2005 £000	2004 £000	2005 £000	2004 £000
Discontinued operations		(37,946)		168,000		
Goodwill and goodwill amortisation		(13,210)				
Operating exceptional items (note 5a)		(1,971)				
Other operating expenses	<b>(226)</b>					
Operating profit/(loss)	<b>(226)</b>	(53,127)				
Non-operating exceptional items (note 5b)		2,582,000				
Net interest receivable/(payable) and interest bearing assets and liabilities	<b>411</b>	6,000				
Net finance income/(expenditure)		21,000				
<b>Group operating profit</b>	<b>185</b>	2,555,873				

The Group previously divided its business into two segments: Core and Capital.

Capital comprises the businesses the Group managed for value and ultimately for disposal.

Goodwill arising on acquisitions was amortised over a period not exceeding 20 years. Separate components of goodwill were identified and amortised over the appropriate useful economic life.

Certain assets and liabilities cannot be allocated. These principally consist of taxation, retirement benefits and central provisions.

It is not practical to disclose goodwill amortisation on a segmental basis as any allocation would be arbitrary.

**Analysis of turnover by class of business**

	To customers in the United Kingdom		To customers overseas	
	2005 £000	2004 £000	2005 £000	2004 £000
Capital and disposed business (including joint ventures)		42,000		126,000

**Analysis of turnover by territory of destination**

	2005 £000	2004 £000
United Kingdom		42,000
The Americas		55,000

Rest of Europe	58,000
Africa, Asia and Australasia	13,000
	168,000

**Analysis of segment turnover by product grouping**

	<b>2005</b>	2004
	<b>£000</b>	£000
Capital and disposed businesses		168,000

## Notes continued

## 3 Segmental information continued

## Analysis of operating loss before goodwill amortisation and exceptional items, turnover and net assets by territory of origin

	Operating loss		Turnover		Net assets/(liabilities)	
	2005 £000	2004 £000	2005 £000	2004 £000	2005 £000	2004 £000
United Kingdom	(226)	(20,103)		58,000		
The Americas		1,055		62,000		
Rest of Europe		(17,059)		34,000		
Africa, Asia and Australasia		(2,098)		14,000		
	(226)	(38,205)		168,000		

## 4 Group operating loss

	Year to 31 March 2005		
	Pre- exceptional items £000	Exceptional items £000	Discontinued £000
<b>Turnover</b>			
Cost of sales			
<b>Gross profit</b>			
Selling and distribution expenses			
Administrative expenses other	(226)		(226)
Research and development			
Goodwill amortisation			
Administrative expenses total	(226)		(226)
Other operating expenses			
<b>Operating loss</b>	(226)		(226)

Year to 31 March 2004		
Pre- exceptional items £000	Exceptional items £000	Discontinued £000

<b>Turnover</b>	168,000		168,000
Cost of sales	(137,000)	1,000	(136,000)
<b>Gross profit</b>	31,000	1,000	32,000
Selling and distribution expenses	(26,946)		(26,946)
Administrative expenses other	(12,000)	(2,971)	(14,971)
Research and development	(30,000)		(30,000)
Goodwill amortisation	(13,210)		(13,210)
Administrative expenses total	(55,210)	(2,971)	(58,181)
<b>Operating loss</b>	(51,156)	(1,971)	(53,127)

Exceptional items are shown in further detail in note 5.

The Group ceased to own Marconi Corporation plc and its subsidiaries on 19 May 2003, all activities have been treated as discontinued. Further information on disposals is provided in note 19(b).

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**5 Exceptional items**

These charges have been analysed as follows:

**a Operating exceptional items**

	<b>2005</b>	2004
	<b>£000</b>	£000
Restructuring costs included in cost of sales	(i)	1,000
Impairment of goodwill and tangible fixed assets	(ii)	2,029
Restructuring and reorganisation costs	(iii)	(5,000)
Total operating exceptional items (excluding associates)		(1,971)

(i) In the year ended 31 March 2004 £1 million was credited to restructuring costs. This related to the outsource of certain manufacturing operations.

(ii) In the year ended 31 March 2004 £2 million was released to the profit and loss account in relation to onerous contracts representing certain liabilities to which the Group was committed as a result of operational restructuring.

(iii) In the year ended 31 March 2004 as part of the Group's cost reduction actions, a charge of £5 million was recorded.

**Analysis by segment**

	<b>2005</b>	2004
	<b>£000</b>	£000
Capital and disposed businesses		(1,971)
United Kingdom		(1,971)
The Americas		
Rest of Europe		
Africa, Asia and Australasia		
		(1,971)

**b Non-operating exceptionals**

	<b>2005</b>	2004
	<b>£000</b>	£000
Gain/(loss) on disposal of businesses		2,582,000
Included in non-operating exceptional items		2,582,000

**c Exceptional cash flows**

	<b>2005</b>	2004
	<b>£000</b>	£000
Operating		
ESOP settlement		(35,000)

Restructuring	(20,000)
	(55,000)
Non-operating Scheme consideration	(333,000)

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**Notes continued****6 Net interest receivable**

	<b>2005</b>	2004
	<b>£000</b>	£000
Interest receivable		
Loans and deposits	<b>363</b>	6,000
Foreign exchange gain	<b>48</b>	
<b>Interest receivable</b>	<b>411</b>	6,000

**7 Net finance income/(expenditure)**

	<b>2005</b>	2004
	<b>£000</b>	£000
Finance costs		
Interest on pension scheme liabilities (see note 20)		(19,000)
Finance income		
Gain on unhedged foreign exchange borrowings		22,000
Expected return on pension scheme assets (note 20)		18,000
Finance income		40,000
<b>Net finance income/(expenditure)</b>		<b>21,000</b>

**8 Taxation****a Analysis of charge in period**

	<b>2005</b>	2004
	<b>£000</b>	£000
UK corporation tax		
Corporation tax at 30% (31 March 2004: 30%)	<b>123</b>	
UK under provision in respect of prior years	<b>62</b>	
Overseas current tax on income		1,000
	<b>185</b>	1,000
Deferred taxation		
Changes arising from:		
Timing differences origination and reversal		
Estimated recoverable amount of deferred tax assets		
Total current tax	<b>185</b>	1,000

**b Reconciliation of current taxation charge for the year**

	<b>2005</b>	2004
	<b>£000</b>	£000
Profit before tax	<b>185</b>	2,555,873
Tax charge on profit a standard rate of 30% (31 March 2004: 30%)	<b>56</b>	766,762
Non deductible goodwill impairment, amortisation and other similar items		(765,762)
Expenses not deductible for tax purposes	<b>67</b>	
Net under provision for prior years	<b>62</b>	
Current tax charge for the year	<b>185</b>	1,000

The standard rate is calculated based on the locally enacted statutory rates in the jurisdictions in which the Group operates.

**c Factors that may affect future tax charges**

There are no factors which may affect future tax charges.

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**9 Equity dividends**

The directors do not propose any dividends for the year ending 31 March 2005. No dividends were declared during the year to 31 March 2004.

**10 Employees****a Directors remuneration**

	<b>2005</b>	2004
	<b>£000</b>	£000
Directors emoluments	<b>48</b>	338
Company contributions to money purchase pension schemes		61
Amounts paid to third parties in respect of directors' services		7

The aggregate of emoluments of highest paid director were £23,834 (31 March 2004: £113,000). None of the directors received any compensation in the fiscal year 2005 in respect of any pension or defined benefit scheme.

**b Average monthly number of employees by sector**

	<b>2005</b>	2004
	<b>Number</b>	Number
Capital and disposed businesses		2
Group employees		2

**c Staff costs**

	<b>2005</b>	2004
	<b>£000</b>	£000
Wages and salaries		73,000
Social security costs		10,000
Other pension costs		1,000
		84,000
United Kingdom		27,000
The Americas		27,000
Rest of Europe		25,000
Africa, Asia and Australasia		5,000
		84,000

**d Share options**

At 31 March 2005 options were still outstanding in respect of the Company's ordinary shares of 5p under the Company's options schemes:

Number	Amount	Subscription	Date
of shares	of	price	normally
of shares	shares	price	exercised

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The Marconi Launch Share Plan	19,589,228	1.0		2002 2006
The MSI 1995 Stock Option Plan	144,164		3 274p	2002 2008
The MSI 1999 Stock Option Plan	2,386,061	0.1	212 957p	2002 2010
The Marisposa Technology, Inc 1988 Employee Incentive Plan	320,684		9 56p	2002 2010
Long Term Incentive Plan	61,963			2002 2003

The directors' interests as defined by the Companies Act 1985 (which include trustee holdings and family interests incorporating holdings of minor children) in shares in the Company and its subsidiaries are set out in the directors report.

**Notes continued****11 Fixed asset investments**

Interests in  
associated  
undertakings  
£000

**Group***Cost*

At beginning and end of the year

*Net book value***As at 31 March 2005**

As at 31 March 2004

Undertakings	Country of incorporation	Principal activity	Class and percentage of ordinary shares held
Ancrane	England and Wales	Non-trading	100%
M Ansty Limited	England and Wales	Dormant	100%
M Nominees Limited	England and Wales	Dormant	100%
Photonika Limited	England and Wales	Dormant	100%
Yeslink Unlimited*	England and Wales	Dormant	100%

\* Yeslink  
Unlimited is a  
subsidiary of  
Photonika  
Limited

GEC Reconstructions Limited was dissolved in June 2004 and is therefore no longer classed as an investment. (2004: GEC Reconstructions Limited was a 50% investment.)

**12 Debtors**

	Group		Company	
	2005 £000	2004 £000	2005 £000	2004 £000
Amounts falling due within one year:				
Other debtors	136	90	136	90

**13 Cash at bank and in hand**

	Group		Company	
	2005	2004	2005	2004

	<b>£000</b>	£000	<b>£000</b>	£000
Cash at bank and in hand	<b>8,130</b>	8,882	<b>8,130</b>	8,871

**14 Creditors**

	<b>Group</b>		<b>Company</b>	
	<b>2005</b>	2004	<b>2005</b>	2004
	<b>£000</b>	£000	<b>£000</b>	£000
Accruals	<b>229</b>	1	<b>229</b>	1
Taxation	<b>185</b>		<b>185</b>	
Amounts owed to group companies			<b>11</b>	
	<b>414</b>	1	<b>425</b>	1

**15 Provisions for liabilities and charges**

	Other £000	Total £000
At 1 April 2004	8,960	8,960
Utilised	(1,108)	(1,108)
<b>At 31 March 2005</b>	<b>7,852</b>	<b>7,852</b>

**a Maturity of provisions for liabilities and charges is as follows:**

	<b>At 31 March 2005 £000</b>
Within one year	<b>700</b>
In second to fifth years	<b>7,152</b>
	<b>7,852</b>

The provision at 31 March 2005 covers the estimated costs relating to the scheme of arrangement.

**16 Equity shareholders' interests****a Share capital**

	Number of shares	£
Fully paid ordinary shares of 5p each		
Shares allotted at 1 April 2004	2,793,011,951	139,650,598
Shares allotted at 31 March 2005	2,793,011,951	139,650,598
Unissued ordinary shares	3,206,988,049	160,349,402
Authorised	6,000,000,000	300,000,000

**b Group reserves**

	Share premium account £000	Capital reserves £000	Profit and loss account £000	<b>Total £000</b>
At 1 April 2004 and 31 March 2005	506,349		(646,000)	<b>(139,651)</b>

The amount in the profit and loss reserve relating to the defined benefit liability is £nil (31 March 2004: £nil liability).

**c Company reserves**

Share	Profit and
-------	------------

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	premium account £000	and loss account £000	<b>Total £000</b>
At 1 April 2004 and 31 March 2005	506,349	(646,000)	<b>(139,651)</b>

Pursuant to Section 230 of the Companies Act 1985 the Company is not presenting its own profit and loss account in addition to the consolidated profit and loss account. The profit of the Company for the financial year amounted to £nil (2004: profit £162 million).

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**Notes continued****17 Cash flow****a Net cash inflow from operating activities**

	<b>2005</b>	2004
	<b>£000</b>	£000
<b>Discontinued operations</b>		
Group operating loss after exceptionals	<b>(226)</b>	(53,127)
Operating exceptionals		1,971
Group operating loss before exceptionals	<b>(226)</b>	(51,156)
Depreciation charge		10,000
Goodwill amortisation		13,210
Decrease in stock		1,000
(Increase)/decrease in debtors	<b>(46)</b>	100,000
Increase/(decrease) in creditors	<b>413</b>	(26,054)
Decrease in provisions	<b>(1,108)</b>	(8,000)
	<b>(967)</b>	39,000

**b Returns on investments and servicing of finance**

	<b>2005</b>	2004
	<b>£000</b>	£000
<b>Discontinued operations</b>		
Income from loans, deposits and investments		4,000
Interest received	<b>411</b>	
Interest paid		(1,000)
	<b>411</b>	3,000

**c Tax paid**

	<b>2005</b>	2004
	<b>£000</b>	£000
<b>Discontinued operations</b>		
UK corporation tax repaid	<b>(185)</b>	
Overseas tax paid		(1,000)
	<b>(185)</b>	(1,000)

**d Capital expenditure and financial investment**

<b>2005</b>	2004
<b>£000</b>	£000

**Discontinued operations**

Purchases of tangible fixed assets (5,000)

**e Acquisitions and disposals**

**2005**                      2004  
**£000**                      £000

**Discontinued operations**

Net overdraft disposed with subsidiary companies (568,000)

**f Net cash inflow from management of liquid resources**

Comprising term deposits generally of less than one year and other readily disposable current asset investments

**2005**                      2004  
**£000**                      £000

**Discontinued operations**

Deposits withdrawn from banks and similar financial institutions 14,000

**g Net cash outflow from financing**

**2005**                      2004  
**£000**                      £000

**Discontinued operations**

Decrease in bank loans (1,000)

**18 Analysis of net monetary debt**

	At 1 April 2004 £000	Acquisitions/ disposals (excluding cash and Cash flow overdrafts) £000	Non-cash changes re scheme of non-cash arrangement £000	Other Exchange changes adjustment £000	rate £000	At 31 March 2005 £000
Cash at bank and in hand	8,871	(741)				<b>8,130</b>
Overdrafts						
Liquid resources						
Amounts falling due within one year						
Bank loans						
Bonds						
Finance leases						
Amounts falling due after more than one year						
Bank loans						
Finance leases						
	8,871	(741)				<b>8,130</b>

**19 Acquisitions and disposals****a Investments in subsidiary companies**

No subsidiaries were acquired in the year ended 31 March 2005. GEC Reconstructions Limited was dissolved in March 2004.

**b Sales of interests in subsidiaries**

	2005 Marconi Corporation Group £000	2004 Marconi Corporation Group £000
Net (liabilities)/assets sold:		
Tangible fixed assets		232,000
Investments in joint ventures, associates and other investments		64,000
Inventory		237,000
Debtors		526,000
Net cash/(overdrafts)		1,117,000
Borrowings (excluding overdrafts)		(4,722,222)

Taxation	
Creditors and provisions	(1,062,000)
Finance lease creditors	(3,000)
Goodwill	580,000
Minority interests	(3,000)
Retirement benefit deficit	(352,000)
	(3,386,222)
Accounted for by:	
Amounts waived on scheme of arrangement	804,222
Profit on disposal	2,582,000

On 19 May 2003 the Company as a result of the shares it held in Marconi Corporation plc being cancelled, divested fully of its interests in the Marconi Group for nil proceeds. This resulted in a gain of £3,386 million on the transfer of ownership of Marconi Corporation plc being equivalent of its consolidated net liabilities. On the same date, the scheme of arrangement of Marconi Corporation plc came into effect resulting in £804 million receivable from the Marconi Group being waived by the Company and its subsidiary undertakings.

**Notes continued****20 Post retirement benefits**

On 19 May 2003 the Company and its then subsidiary, Marconi Corporation plc, entered into schemes of arrangement, as described in note 1. As a result of this, the pension schemes are not part of the M (2003) plc Group as at 31 March 2005. Further, the pension schemes have always been, and remain, liabilities of the Marconi Group.

The Marconi businesses previously held by the Group operated defined benefit pension plans in the UK, US and Europe, and post retirement benefit plans in the US. The most significant plan is the GEC 1972 Plan (the UK Plan) in the UK. A full actuarial valuation for the UK Plan was carried out as at 5 April 2002 and a valuation for accounting purposes was carried out as at 31 March 2003 by independent qualified actuaries.

For the US Plans, full valuations were carried out at dates between 1 January 2002 and 31 March 2003 and updated as applicable to 31 March 2003 by independent qualified actuaries.

For European unfunded plans, valuations were carried out for accounting purposes at 31 March 2003 by independent qualified actuaries.

The contributions made to the plans in the accounting period totalled £nil (31 March 2004: £2 million). For the unfunded pension plans and the post retirement medical plans, payments are made when the benefits are provided.

The Group assumptions used by the actuaries to determined the liabilities on a FRS 17 basis at 31 March 2003 for the significant defined benefit plans are set out below:

As at 19 May 2003 the actuarial assumptions were unchanged from 31 March 2003.

<b>Average assumptions used</b>	At 31 March 2003	
	UK (% pa)	Rest of the world (% pa)
Rate of general increase in salaries	4.50%	4.17%
Rate of increase in pensions in payment	2.50%	1.50%
Rate of increase for defined pensioners	2.50%	N/A
Rate of credited interest	4.00%	N/A
Discount rate applied to liabilities	5.25%	6.00%
Inflation assumption	2.50%	2.22%
Expected healthcare trend rates	N/A	12% pre and post 65, reducing to 6% after 2012
Expected prescription drug trend rates	N/A	15% reducing to 6% after 2012

The UK Plan provided benefits to members on the best of three bases. One of the bases was a money purchase underpin in which credited interest was applied to a percentage of members' contributions. The practice was revised further between 31 March 2002 and 31 March 2003. The discretionary level of credited interest has been treated as a constructive obligation.

The assets in the UK Plan and the expected rates of return are:

<b>Long-term expected rate of return %</b>	<b>Value at 31 March 2005 £000</b>	<b>Long-term expected rate of return %</b>	<b>Value at 31 March 2004 £000</b>	<b>Long-term expected rate of return %</b>	<b>Value at 31 March 2003 £000</b>
--	--	--	--	--	--

Equities	825	497,000
Bonds	4.84	1,702,000
Other	6.75	111,000
Cash	4.00	30,000
<b>Total market value of assets</b>	5.65	2,340,000
Present value of plan liabilities		(2,535,000)
Net pension liability before deferred tax		(195,000)
Deferred tax liability		
Net pension liability after deferred tax		(195,000)

**20 Post retirement benefits continued**

The assets in the overseas plans and the expected rates of return were:

	<b>Long-term expected rate of return %</b>	<b>Value at 31 March 2005 £000</b>	<b>Long-term expected rate of return %</b>	<b>Value at 31 March 2004 £000</b>	<b>Long-term expected rate of return %</b>	<b>Value at 31 March 2003 £000</b>
Equities					10.00	64,512
Bonds					6.00	59,303
Other					9.00	10,162
<b>Total market value of assets</b>					8.15	133,977
Present value of plan liabilities						(263,222)
Net pension liability before deferred tax						(129,245)
Deferred tax liability						
Net pension liability after deferred tax						(129,245)

	<b>Value at 31 March 2005 £000</b>	<b>Value at 31 March 2004 £000</b>	<b>Value at 31 March 2003 £000</b>
<b>Other post retirement benefits</b>			
Present value of plan liabilities and net pension liability before deferred tax			(29,083)
Deferred tax asset			
Net pension liability after deferred tax			(29,083)

**Analysis of the amount charged to operating loss**

	<b>2005</b>	<b>2004</b>	<b>2003</b>
<b>UK</b>	<b>Rest of Post retirement</b>	<b>UK</b>	<b>Rest of Post retirement</b>

	the world				the world				the world			
	pension plan	pension plans	medical plans	Total	pension plan	pension plans	medical plans	Total	pension plan	pension plans	medical plans	Total
	£000	£000	£000	£000	£000	£000	£000	£000	£000	£000	£000	£000
Current service cost					2,000	1,000		3,000	24,000	10,000		34,000
Past service cost											(1,000)	(1,000)
<b>Total service costs</b>					2,000	1,000		3,000	24,000	10,000	(1,000)	33,000

#### Analysis of other amounts charged to profit and loss account

	2005				2004				2003			
	Rest of the UK pension plan	Post retirement pension plans	medical plans	Total	Rest of the UK pension plan	Post retirement pension plans	medical plans	Total	Rest of the world pension plans	Post retirement medical plans		Total
	£000	£000	£000	£000	£000	£000	£000	£000	£000	£000	£000	£000
(Gain)/loss on settlements										(32,873)		(32,873)
Gain on curtailments								(19,100)	2,728	(4,900)		(21,272)
<b>Net (gain)/loss charged to profit and loss account</b>								(19,100)	(30,145)	(4,900)		(54,145)

Of the amounts above £nil (2004: £nil) was credited to non-operating items and £nil (2004: £nil) was debited to operating profit.



## Notes continued

**20 Post retirement benefits continued****Analysis of the amount credited to other finance income**

	2005				2004				2003			
	Rest of Post the UK world retirement pension plans medical plan plans plans Total		UK pension plan	UK pension plan	Rest of the world retirement pension plans	Post the world retirement pension plans	UK pension plan	UK pension plan	Rest of the world retirement pension plans	Post the world retirement pension plans	Total	Total
	£000	£000	£000	£000	£000	£000	£000	£000	£000	£000	£000	£000
Expected return on pension scheme assets				(17,000)	(1,000)	(18,000)	(144,100)	(13,438)				157,538
Interest on pension scheme liabilities				17,000	2,000	19,000	144,000	16,609	2,148			162,757
<b>Total finance cost/(income)</b>					1,000	1,000	(100)	3,171	2,148			5,219
<b>Net (income)/cost</b>				2,000	2,000	4,000	4,900	(15,974)	(3,752)			(14,826)

The net (income)/cost represents the operating charge plus curtailment and settlement gains and losses plus finance cost/(income).

**Analysis of amount recognised in the consolidated statement of total recognised gains and losses (STRGL)**

	2005				2004				2003			
	Rest of Post the UK world retirement pension plans medical plan plans plans Total		UK pension plan	UK pension plan	Rest of the world retirement pension plans	Post the world retirement pension plans	UK pension plan	UK pension plan	Rest of the world retirement pension plans	Post the world retirement pension plans	Total	Total
	£000	£000	£000	£000	£000	£000	£000	£000	£000	£000	£000	£000
Expected return less actual return on pension scheme assets losses							147,300	30,533				177,833
Experience losses and (gains) arising on the scheme							(4,000)	3,446	(5,717)			(6,271)

liabilities				
Changes in assumptions underlying the present value of the scheme liabilities losses	66,000	24,041	8,172	98,213
<b>Actuarial loss recognised in STRGL</b>	<b>209,300</b>	<b>58,020</b>	<b>2,455</b>	<b>269,775</b>

The main element of the amount recognised in the STRGL in 2003 resulted from the difference between the actual rate of return and expected rate of return on the plans' assets. Actual investment returns in the UK and US plans fell well below expected investment returns resulting in substantial asset losses.

The second largest element was gains and losses resulting from changes in assumptions underlying the present value of the plans' liabilities. This resulted principally from the changes in assumptions used at each period end for the Plan. These changes in assumptions resulted in an increase in the present value of liabilities at 31 March 2003.

#### Movement in (deficit)/surplus during the year

	2005				2004			2003		
	Rest of the world pension plans	UK pension plan	Rest of the world retirement pension plans	Post medical plans	Total	Rest of the world pension plan	UK pension plan	Rest of the world retirement pension plans	Post medical plans	Total
	£000	£000	£000	£000	£000	£000	£000	£000	£000	£000
(Deficit)/surplus at the beginning of the year		(195,000)	(129,000)	(29,000)	(353,000)	(7,000)	(81,000)	(38,000)		(126,000)
Movement in year:										
Current service cost		(2,000)			(2,000)	(24,400)	(10,349)			(34,749)
Past service cost								975		975
Contributions and benefit payments		1,000	1,000		2,000	25,500	7,068	3,998		36,566
Settlement gain							32,873			32,873
Curtailed gain/(loss)						19,100	(2,728)	4,900		21,272
Other finance income/(charge)							(4,171)	(2,148)		(6,319)
Actuarial loss						(209,300)	(58,020)	(2,455)		(269,775)
Foreign exchange				1,000	1,000		(13,000)	3,000		(10,000)
Transfer on scheme of		196,000	128,000	28,000	352,000					

arrangement

**Deficit at the  
end of the year  
included in the  
Group account**

(196,100) 129,327 (29,730) (355,157)

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**20 Post retirement benefits continued**

The net (deficit) or surplus before deferred taxation is analysed by jurisdiction as follows:

	2005				2004				2003		
	Rest of the UK pension plan		Post retirement medical plans		Rest of the UK pension plan		Post retirement medical plans		Rest of the world pension plans	Post retirement medical plans	Total
	£000	£000	£000	£000	£000	£000	£000	£000	£000	£000	£000
Deficits								(195,000)	(129,326)	(28,730)	(353,056)
<b>Net deficit at the end of the year</b>								(195,000)	(129,326)	(28,730)	(353,056)

**History of experience gains and losses**

	2005				2004				2003		
	Rest of the UK pension plan		Post retirement medical plans		Rest of the UK pension plan		Post retirement medical plans		Rest of the world pension plans	Post retirement medical plans	Total
	£000	£000	£000	£000	£000	£000	£000	£000	£000	£000	£000
Difference between the expected and actual return on scheme assets losses:											
Amount (£000)								147,300	30,533		177,833
Percentage of scheme assets (%)								6.3%	23.1%		7.2%
Amount (£000)								(4,000)	3,446	(5,717)	(6,271)
Percentage of the present value of the scheme liabilities (%)								(0.2)%	1.1%	(20.7)%	(0.3)%
Total amount recognised in statement of											

total recognised gains and losses: Amount (£000)	209,300	58,019	2,455	268,775
Percentage of the present value of the scheme liabilities (%)	8.2%	22.1%	6.9%	9.5%

## 21 Other information

### a Contingent liabilities

Contingent liabilities relate mainly to the cost of legal proceedings, which in the opinion of the directors, are not expected to have a materially adverse effect on the Group.

The Group is engaged in a number of legal proceedings relating to class shareholder actions, patent and other claims under contracts and in respect of a dispute in relation to the purchase of a shareholding.

### b Operating leases

	Group		Company	
	2005 £000	2004 £000	2005 £000	2004 £000
Charges in the year				
Land and buildings		4,000		
Other items		1,000		
		5,000		

### c Fees paid to auditors

	Group		Company	
	2005 £000	2004 £000	2005 £000	2004 £000
Audit services	35	75	35	75

None of the above costs have been charged to expenditure in either 2005 or 2004.

**Notice of meeting**

Notice is hereby given that the ANNUAL GENERAL MEETING of M (2003) plc will be held at The New Connaught Rooms, 61-65 Great Queen Street, London WC2B 5DA on Monday, 5 December 2005 at 11.00am for the following purposes:

**Ordinary business**

1. To receive the accounts and the reports of the directors and the auditors thereon, for the year ended 31 March 2005. **(Resolution 1)**
2. To reappoint Mr C J Shaw as a director of the Company. **(Resolution 2)**
3. To reappoint Deloitte & Touche LLP as auditors of the Company. **(Resolution 3)**
4. To authorise the directors to determine the auditors' remuneration. **(Resolution 4)**

By Order of the Board

**M (2003) plc**

**K D Smith**

*Company Secretary*

8 Salisbury Square

London EC4Y 8BB

30 September 2005

**Notes:**

1. A Member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, to vote instead of him. A proxy need not be a Member. The enclosed form of proxy should be lodged with the Registrar not less than 48 hours before the time of the meeting. The lodging of a proxy form will not preclude a Member from attending the meeting.
2. For the purposes of regulation 41 of the Uncertificated Securities Regulations 2001, the Members entitled to attend and vote at the Annual General Meeting shall be those entered in the Company's Register of Members at 11.00am on 3 December 2005. Any subsequent changes to the Register shall be disregarded in determining the rights of any person to attend and vote at the meeting in person.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**M (2003) PLC**

By: /s/ K Smith  
Name: K Smith

Date: October 28, 2005