



BOARD OF DIRECTORS

- 1 David Newlands**, aged 63
Non-Executive Chairman

Appointed to the Board in August 1999 and became Chairman in June 2000. He is Chairman of KESA Electricals plc and PayPoint plc, and a director of a number of other companies. He was formerly Finance Director of The General Electric Company, p.l.c., Chairman of Britax International plc and Deputy Chairman of Standard Life Assurance.

- 2 James Nicol**, aged 56
Chief Executive

Appointed to the Board in February 2002. Former President and Chief Operating Officer of Magna International Inc., the Canadian automotive parts company. He joined Magna in 1987 as Vice-President, Special Projects, following a successful career as a commercial lawyer. He left in 1992 to set up TRIAM Automotive Inc. and returned to Magna as Vice-Chairman when Magna acquired TRIAM in 1998.

- 3 John Zimmerman**, aged 46
Finance Director

Appointed to the Board in October 2007. He is a Chartered Accountant (S.A.) and practised for a number of years at Deloitte in South Africa. He joined Braxton Associates in Toronto in 1990 and then became a partner at Orenda Corporate Finance in 1994. He joined Tomkins as Vice President of Corporate Development in 1999.

- 4 Richard Gillingwater CBE**, aged 53
Senior Independent Non-Executive Director

Appointed to the Board in December 2005. He is Dean of Cass Business School and previously held senior appointments in the UK Government and the City of London, as Chairman of the Shareholder Executive, the body responsible for the Government's shareholdings in major, public-owned businesses, and at CSFB, BZW and Kleinwort Benson. He is Chairman of CDC Group plc and also a non-executive director of Scottish and Southern Energy plc.

- 5 John McDonough**, aged 58
Independent Non-Executive Director

Appointed to the Board in June 2007. He is the Group Chief Executive of Carillion plc, having been appointed in 2001. He was previously Vice President, Integrated Facilities Management, Europe, the Middle East and Africa of Johnson Controls Inc and is currently Chairman of the CBI's Construction Council and a member of the CBI's President's Committee.

- 6 David Richardson**, aged 58
Independent Non-Executive Director

Appointed to the Board in March 2006. He is Chairman of Forth Ports PLC and a non-executive director of Serco Group plc. He was formerly Chairman of De Vere Group plc and a non-executive director of Dairy Crest Group plc. Previously, he held a number of senior financial management and strategic planning positions in Whitbread PLC from 1983 to 2005, becoming Group Finance Director in 2001. Prior to his time at Whitbread, he had worked for ICL plc and Touche Ross & Co. (now Deloitte LLP).

- 7 Struan Robertson**, aged 60
Independent Non-Executive Director

Appointed to the Board in December 2005. He is currently a non-executive director of Forth Ports PLC and International Power plc and is the Senior Independent Director at Henderson TR Pacific Investment Trust plc and Salamander Energy plc. He was Group Chief Executive of Wates Group Limited between 2000 and 2004, having previously spent 25 years with BP plc in a number of senior positions. He was the Senior Independent Director at WS Atkins plc from 2000 to 2005.

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Directors' interests in the Company

The interests of the Directors in the share capital of the Company are shown below. No Director had any beneficial interest in the shares or loan stock of any other Group undertaking.

No changes took place in Directors' interests during the period from 3 January 2010 to 26 February 2010.

	As at 2 January 2010 Number of shares ⁽¹⁾		As at 3 January 2009 Number of shares ⁽²⁾	
	Beneficial	Non-beneficial	Beneficial	Non-beneficial
Executive Directors				
J Nicol	2,393,013	–	2,251,034	–
J W Zimmerman	441,415	–	303,122	–
Non-Executive Directors				
R D Gillingwater	13,000	–	11,000	–
J McDonough	11,000	–	9,000	–
D B Newlands	332,515	–	327,515	–
D H Richardson	21,729	–	19,729	–
D D S Robertson	14,500	–	12,500	–

⁽¹⁾ Includes 286,849 Deferred Award Shares for J Nicol and 102,555 Deferred Award Shares for J W Zimmerman.

⁽²⁾ Includes 338,918 Deferred Award Shares for J Nicol and 91,108 Deferred Award Shares for J W Zimmerman.

SENIOR MANAGEMENT

Denise Burton – *Company Secretary, aged 50:* was appointed to her current role in November 2007. She joined the Company in March 1989 as Assistant Company Secretary and subsequently was Deputy Company Secretary for over ten years.

David Carroll – *Executive Vice President – Corporate Development, aged 52:* was appointed to his current position in October 2007, having previously had executive responsibilities for four business units within the Group since joining in 2003. He joined the Group from Magna International Inc. where he had operated in various sales and planning roles since 1984, becoming Executive Vice President, Marketing and Corporate Planning in 2002.

Terry O'Halloran – *Chief Operating Officer – Building Products, aged 62:* was appointed to his current role in May 2007, having served as the President – Building Products since January 2007, and having been Group President – Air Systems Components Division since 1999. He has had 24 years' experience with the Group in the Building Products business group, including his roles as President of Air Systems Components Limited Partners and President of Ruskin Company.

George Pappayliou – *General Counsel, aged 55:* was appointed to his present role in April 2003. He joined the Group in August 1990 with the acquisition of Philips Industries. Thereafter he served as the General Counsel of Tomkins Industries and later as the Group's General Counsel – North America.

Alan Power – *President – Industrial and Automotive, aged 47:* joined the Group in his current role in September 2008 from Van Rob Inc. where he was President and Chief Operating Officer. Prior to Van Rob, he was President, CEO and Chairman at National Rubber Technologies, and President and CEO of Decoma International.

Mildred Woryk – *Vice President – Human Resources, aged 50:* was appointed to her current role in May 2006. She joined the Group in October 1993 and, prior to her current appointment, served as Assistant General Counsel.