

Subsidiaries and associates

Details of the Company's principal trading subsidiaries and associates as at 29 December 2007 are set out below. Each entity is wholly owned by the Group, and is registered in England and Wales, unless otherwise stated. A complete list of the Company's subsidiaries and associates will be filed with the Company's annual return.

Industrial & Automotive

Dexter Axle Company Inc

Manufactured housing, mobile home and trailer products
US

Dexter Chassis Group Inc

Recreational vehicle frames
US

Dongfeng-Fuji-Thomson

Thermostat Co Ltd*
(ordinary shares – 32% owned)
Automotive thermostats
China

Eifeler Maschinenbau GmbH

Hydraulic tube fittings
Germany

Epicor Industries Inc

Hose clamps
US

Formflo Limited

Powertrain components, systems and assemblies

Gates GmbH

Belts
Germany

Gates SAS

Belts, hose and couplings
France

Gates Argentina SA

Belt and hose distributor
Argentina

Gates Australia Pty Ltd

Belt and hose distributor
Australia

Gates do Brasil Industria e Comercio Ltda

Belts and hose
Brazil

Gates Canada Inc

Belts and hose
Canada

Gates Europe NV

Belts and hose
Belgium

Gates Fleximak Ltd

Flexible fluid transfer products
British Virgin Islands

Gates (India) Private Ltd

Hose
India

Gates Korea Company Ltd

(ordinary shares – 51% owned)
Belts
Korea

Gates Mectrol Inc

Belts
US

Gates Polska S.p.z.o.o.

Belts
Poland

Gates PT Spain SA

Belts and hose
Spain

The Gates Corporation

Belts and hose
US

Gates Rubber Company (NSW) Pty Ltd

Hose
Australia

Gates Rubber Company (Singapore) Pte Ltd

Hose distributor
Singapore

Gates de Mexico SA de CV

Belts and hose
Mexico

Gates Rubber (Shanghai) Co Ltd

Hose distributor
China

Gates (U.K.) Ltd

Belts and couplings
Scotland

Gates Unitta Asia

Kabushikikaishu
(ordinary shares – 51% owned)
Belts
Japan

Gates Unitta Asia Trading

Company Pte Ltd
(ordinary shares – 51% owned)
Belts
Singapore

Gates Unitta India Company

Private Ltd
(ordinary shares – 51% owned)
Belts
India

Gates Unitta Korea Company

Ltd
(ordinary shares – 51% owned)
Belts
Korea

Gates Unitta Power

Transmission (Shanghai) Ltd
(ordinary shares – 51% owned)
Belts
China

Gates Unitta Power

Transmission (Suzhou) Ltd
(ordinary shares – 51% owned)
Belts
China

Gates Unitta (Thailand)

Company Ltd
(ordinary shares – 51% owned)
Belts
Thailand

Gates Winhere Automotive

Pump Products (Yantai) Co Ltd
(ordinary shares – 60% owned)
Automotive pumps
China

Philips Products Inc

Aluminium, wood and vinyl windows, vinyl clad steel doors and ventilating devices
US

Ruskin Company

Air, fire and smoke dampers, louvres and fibreglass products
US

Ideal International SA*

(ordinary shares – 40% owned)
Hose clamps
Mexico

Plews Inc

Lubrication tools
US

Pyung Hwa CMB Co Ltd*

(ordinary shares – 21% owned)
Belts
Korea

Schrader SAS

Valves and fittings
France

Schrader Bridgeport Brasil Ltda

Valves and fittings
Brazil

Schrader-Bridgeport

International Inc
Valves and fittings
US

Schrader Duncan Ltd*

(ordinary shares – 50% owned)
Valves and fittings
India

Schrader Electronics Ltd

Automotive electronics
Northern Ireland

Schrader Engineered Products

(Kunshan) Co Ltd
Valves and fittings
China

Stackpole Limited

Powertrain components, systems and assemblies
Canada

Standard-Thomson Corporation

Automotive thermostats
US

Stant Manufacturing Inc

Automotive closure caps
US

Ruskin Air Management Ltd

Air handling products and louvred windows

Ruskin (Thailand) Co Ltd

Commercial and industrial air, fire/smoke, and control dampers
Thailand

Selkirk Americas LP

Chimney, venting and air distribution products
US

Building Products

Air System Components Inc

Heating, ventilating and air conditioning components
US

Aquatic Industries Inc

Whirlpools
US

Hart & Cooley Inc

Heating, ventilating and air conditioning components
US

Lasco Bathware Inc

Fibreglass and acrylic baths and whirlpools
US

NRG Industries Inc

Commercial air conditioning components
US

* Associate

Five year summary

£ million, except where stated otherwise	IFRS				UK GAAP	
	Year ended 29 December 2007	Year ended* 30 December 2006	Year ended* 31 December 2005	Year ended* 1 January 2005	Year ended* 1 January 2005	Year ended* 3 January 2004
Continuing operations						
Sales	2,941.9	3,133.8	2,963.3	2,736.6	2,736.6	2,808.4
Adjusted operating profit	264.7	295.8	301.5	293.2	270.4	255.8
Restructuring initiatives	31.9	(9.9)	4.3	(10.1)	(22.0)	(38.3)
Amortisation of intangible assets arising on acquisition	(3.6)	(2.7)	(0.2)	–	(12.1)	(11.5)
Operating profit	293.0	283.2	305.6	283.1	236.3	206.0
Profit before tax	262.6	244.7	266.6	257.9	222.0	198.3
Profit for the period from continuing operations	192.7	208.9	206.6	206.6	179.9	243.4
Discontinued operations						
(Loss)/profit for the period from discontinued operations	(33.3)	(11.6)	(5.4)	3.5	1.0	(63.5)
Profit for the period	159.4	197.3	201.2	210.1	180.9	179.9
Minority interests	(12.5)	(11.2)	(9.0)	(10.1)	(8.3)	(8.1)
Dividends on preference shares	–	–	–	(15.6)	(15.6)	(28.9)
Profit for the period attributable to equity shareholders	146.9	186.1	192.2	184.4	157.0	142.9
Earnings per ordinary share						
Basic	16.88p	22.18p	24.92p	23.93p	20.37p	18.53p
Diluted	16.68p	21.67p	23.79p	22.81p	19.67p	18.01p
Dividends per ordinary share	13.89p	13.89p	13.23p	12.60p	12.60p	12.00p
Shareholders' equity	1,072.7	903.9	664.5	466.5	448.4	406.8
Minority interests	58.7	50.6	48.4	41.6	42.1	33.3
Total equity	1,131.4	954.5	712.9	508.1	490.5	440.1
Enterprise value [†]	1,886.0	2,579.5	2,962.8	2,549.3	2,549.3	2,682.0
Ordinary share price at the end of the period	179.75p	245.75p	299.75p	254.25p	254.25p	269.00p
Average number of employees	35,894	38,299	37,324	36,720	36,720	39,328

* Re-presented (see note 10 to the Group's consolidated financial statements)

† Enterprise value represents market capitalisation and net debt, including preference shares

The Group adopted IFRS with a transition date of 4 January 2004. In accordance with IFRS 1 "First-time Adoption of IFRS", the Group did not restate its results for periods ending prior to that date in accordance with IFRS.

An analysis of the adjustments that were made to restate the Group's financial position as at 1 January 2005 and its results for the year then ended in accordance with IFRS was presented in the Annual Report 2005. If the financial information presented above for the year ended 3 January 2004 was to be restated in accordance with IFRS, the adjustments that would be necessary would be similar in nature to, although may differ in magnitude from, those outlined in that document. In order to assist comparison, the financial information for that period and for the year ended 1 January 2005 prepared in accordance with UK GAAP is presented above in the format required under IFRS.

Investor services

Trading symbols

Tomkins' London Stock Exchange SEDOL number is 0896265 (ISIN code GB0008962655) and its trading symbol is TOMK. The Company's trading symbol for its American Depositary Receipts ("ADRs") is TKS.

Website

The Company's website address is www.tomkins.co.uk. All Tomkins' recent results announcements and press releases are accessible, together with the latest and previous versions of the Annual Report. The Group website also provides direct links to the websites of Tomkins' main operating companies.

Share price information

The price of Tomkins' ordinary shares and its ADRs is available, with a 20-minute delay, on the Company's website, www.tomkins.co.uk. The site also provides historic share price information, index comparators and a shareholding calculator tool.

Dividends

The final dividend of 8.57p per ordinary share will be paid on 15 May 2008 to shareholders on the register at the close of business on 18 April 2008. For holders of ADRs, the dividend, declared in pence, is converted to US dollars on the UK dividend payment date using the exchange rate prevailing on that day.

Payment of dividends

Shareholders who have mandated their dividends to be credited to a nominated bank or building society account should note that dividends are paid automatically to their account through the Bankers' Automated Clearing Services ("BACS") with the associated tax voucher being sent direct to shareholders at their registered address unless requested otherwise. If the nominated account is with a bank or building society which is not a member of BACS, both the payment and tax voucher are sent to the account holding branch. Shareholders who do not currently mandate their dividends and who wish to have their dividend paid direct to a bank or building society account should complete a dividend mandate instruction form obtainable from the registrar Equiniti Limited at the address in the table on the next page.

Dividend Reinvestment Plan

The Company offers a Dividend Reinvestment Plan. This allows shareholders to invest their cash dividend in purchasing shares of the Company in the market. The Company's Registrar arranges, on behalf of participants, through the agency of a suitably authorised stockbroking business, the purchase of the maximum whole number of ordinary shares possible on, or as soon as reasonably practicable after, the dividend payment date. Favourable dealing costs have been arranged. For further details or an application form please contact Equiniti Limited's Dividend Reinvestment Plan team, whose address and telephone number are given below.

Individual Savings Accounts (ISAs)

A Tomkins ISA enables UK residents to invest in the Company in a tax efficient manner. You can obtain more information on ISAs from our corporate ISA provider, Equiniti Limited, address and telephone number as detailed in the table on the next page.

Share dealing

For UK residents internet and telephone share dealing services have been arranged through Equiniti Limited which provide a simple way of buying or selling Tomkins ordinary shares. For internet dealing, existing shareholders should log on to www.shareviewdealing.co.uk. You will need your shareholder reference number shown on your share certificate or tax voucher. For new investors, the log on address is www.shareviewdealing.com. The commission rate for internet dealing is 0.5% with a minimum charge of £15. For telephone dealing please call 0845 603 7037 between 8.30 am and 4.30 pm, Monday to Friday; the commission rate for share transactions by telephone is 1% with a minimum charge of £25. A weekly postal dealing service is also available and a form together with terms and conditions can be obtained by calling 0871 384 2248; commission is 1% with a minimum charge of £10.

Global Invest Direct

A simple dealing service is available to US residents only for buying and selling Tomkins ADRs. Details can be obtained from JPMorgan Chase Bank, N.A., whose contact details are given in the table on the next page.

Registrar

Administrative enquiries concerning shareholdings in Tomkins plc, such as loss of a share certificate, dividend payment instructions, or a change of address, should be notified direct to the registrar, Equiniti Limited, whose contact details are given in the table on the next page. Your correspondence should refer to Tomkins plc, quoting the reference 0398, and state the registered name and address of the shareholder.

Every effort is made to prevent multiple mailing of documents to shareholders. If you have received more than one copy of this Report and would like to amalgamate your holdings, please contact the registrar.

Electronic communication

The registrar operates a share register internet enquiry service to provide shareholders with details of their shareholdings. To register for the service please go to www.shareview.co.uk. You will need your shareholder reference (which can be found on your share certificate or tax voucher) and you will be asked to select your own PIN. A user ID will then be posted to you. Once registered, shareholders may elect to receive future shareholder information and Company documents in electronic format. The main benefits of this system are speed and ease of use while saving money for your Company and reducing the demand on natural resources. A visit to www.shareview.co.uk will also provide you with more details of the service and practical help and information on other share registration matters.

The Company passed a resolution at its 2007 Annual General Meeting allowing it to take full advantage of the provisions of the Companies Act 2006 relating to electronic communications. The Board intends in the future to supply all shareholders with shareholder documents by making them available on the Company's website, www.tomkins.co.uk, except where a shareholder has specifically requested that we continue to provide him or her with hard copies. Shareholders will be informed by post or email whenever a shareholder document is made available on the website. Shareholders can, at any time, change their decision on how they wish to receive shareholder documents by advising our registrars, Equiniti Limited, whose contact details can be found in the table on the next page.

Electronic proxy voting

Shareholders may register their voting instructions for the forthcoming Annual General Meeting via the internet. If you have registered for the registrar's shareview service described above, you may submit your voting instructions by logging on to your shareview portfolio and accessing the Company Meetings – Tomkins site. If you have not registered with shareview, you may still register your vote electronically by going to www.sharevote.co.uk. You will be required to key in the three security numbers printed on your form of proxy to access the voting site.

ADR holders

Tomkins ordinary shares are listed on the New York Stock Exchange in the form of ADRs. Each ADR represents four Tomkins ordinary shares. Tomkins is subject to the regulations of the Securities and Exchange Commission ("SEC") in the USA as they apply to foreign companies and files with the SEC its Annual Report on Form 20-F and other information as required. ADR holders are not members of the Company but may instruct JPMorgan Chase Bank, N.A., which administers the Tomkins ADR programme, as to the exercise of voting rights pertaining to the number of ordinary shares represented by their ADRs. JPMorgan Chase Bank's contact details are given in the table below.

Directors' Report and Accounts – Companies House

In accordance with the requirements of the Registrar of Companies in England and Wales (the "registrar") and following the passing of the resolution to be proposed at the 2008 Annual General Meeting to receive the financial statements, a copy of the Annual Report omitting photographic representations and with such further modifications as may be necessary to comply with such requirements will be lodged with the registrar in accordance with the Companies Act 1985 (as amended). After being so lodged, further copies of the Annual Report in the form sent to shareholders will be available from the Company Secretary upon request.

Summary of useful numbers

Tomkins plc	020 8871 4544	www.tomkins.co.uk
Registrars – Equiniti Limited Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA	General Enquiries 0871 384 2811 Textel 0871 384 2255	www.shareview.co.uk
Share Dealing Services – Equiniti Limited	Telephonic 0845 603 7037 Postal (to order required paperwork) 0871 384 2248	www.shareviewdealing.co.uk (existing shareholders) www.shareviewdealing.com (new shareholders)
Dividend Reinvestment Plan – Equiniti Limited	0871 384 2268	
ISA Helpline – Equiniti Limited Aspect House, Spencer Road, Lancing, West Sussex BN99 6UY	0871 384 2244	
ADR General Enquiries – JPMorgan Chase Bank, N.A., PO Box 3408, South Hackensack, NJ 07606-3408, USA	1 800 990 1135 (US residents) 1 201 680 6630 (non-US residents)	www.ADR.com email: JPMorganADR@Mellon.com

Financial calendar

2008

Interim Management Statement	1 May 2008
Annual General Meeting – 2008	1 May 2008
Final dividend payment – year ended 29 December 2007	15 May 2008
Interim results announcement – quarter to 28 June 2008	31 July 2008
Interim Management Statement	30 October 2008
Interim dividend payment – six months ending 28 June 2008	November 2008
Year end	3 January 2009

2009

Preliminary announcement – year ending 3 January 2009	February 2009
Interim Management Statement	May 2009
Annual General Meeting – 2009	May/June 2009
Final dividend payment – year ending 3 January 2009	May/June 2009

Dates may be subject to change. Please check on the Company's website www.tomkins.co.uk.

Key shareholder return indicators

Refer to the definitions of these metrics in the glossary on page 159

	2007	2006	2005
Basic earnings per share (continuing)	20.71	23.57	25.62
Diluted earnings per share (continuing)	20.45	22.98	24.41
Cash cover (total)	1.2	0.9	1.0
Dividend cover – earnings (total)	1.2	1.6	1.9
Dividend per share (total)	13.89	13.89	13.23

Glossary of terms

ABIP	The Tomkins Annual Bonus Incentive Plan
Accident incident rate	The number of reportable incidents per 100 workers over a period of one year
Adjusted operating profit	Operating profit from continuing operations before restructuring costs, gains on disposal and exit of businesses and amortisation of intangible assets arising on acquisition
ADR	American Depository Receipt
AGM	Annual General Meeting
ASC	Air Systems Components
ASIC	Application Specific Integrated Circuit
Average invested capital	Average invested capital represents average operating assets plus average taxes plus average total goodwill and intangible assets arising on the acquisition of businesses
Average net operating assets	Average net operating assets represent average tangible fixed assets, investments in associates, net working capital and provisions
Average operating working capital	Average operating working capital represents the average of total current assets less total current liabilities
Average operating working capital as a % of sales	The average operating working capital for the past 13 months expressed as a percentage of total sales
Cash conversion	The percentage of adjusted operating profit converted to operating cash flow
Cash cover	The number of times by which the free cash flow to equity shareholders exceeds the dividend paid
Cash flow after interest, tax and dividends	Operating cash flow after adjusting for interest, tax and dividends
CEO	Chief Executive Officer
CFO	Chief Financial Officer
Companies Act 1985	The Companies Act of England and Wales 1985, as amended
COO	Chief Operating Officer
Current service cost	The increase in the present value of a defined benefit obligation which arises from employee service in the current period
Dearborn Mid-West	Dearborn Mid-West Conveyor Company
Detroit Three ('D3')	General Motors, Ford and Chrysler
Dividend earnings cover	The number of times by which the profit for the period attributable to equity shareholders exceeds the dividend paid
EBITDA	Adjusted operating profit before interest, tax, depreciation and amortisation
EBITDA margin	EBITDA as a percentage of sales for the period
EMTN Programme	The Euro Medium Term Note Programme
ESOS 3	The Tomkins Executive Share Option Scheme No. 3
ESOS 4	The Tomkins Executive Share Option Scheme No. 4
Free cash flow	Operating cash flow adjusted for cash flows arising from tax paid/refunded, interest paid/received, development costs capitalised, dividends received from associates, investments by minority shareholders and dividends paid to minority shareholders
HSE	Health, safety and the environment
HVAC	Heating, Ventilation and Air Conditioning
I&A	Industrial and Automotive
IFRS	International Financial Reporting Standards
Independent Auditors	Deloitte & Touche LLC

Glossary of terms continued

Interest cost on benefit obligation	The increase during the period in the present value of a defined benefit obligation which arises because the benefits are one period closer to settlement
Interest cover	The number of times that operating profit from continuing operations exceeds the net interest payable by continuing operations on borrowings
KPI	Key performance indicator
NAHB	National Association of Homebuilders
NAPA	National Automotive Parts Association
Net capital expenditure : depreciation	The ratio of capital expenditure (net of disposals of fixed assets) to the depreciation charge for the period
Net debt	Total borrowings (including obligations under finance leases and outstanding preference shares), less cash and cash equivalents (including collateralised cash), and plus the fair value of financial instruments hedging translational exposures
New products	New products include products introduced in the past five years. The definition includes new product ranges, as well as existing products that have been subject a significant design change or refinement
NYSE	The New York Stock Exchange
OE	Original equipment
OEM	Original equipment manufacturer
Operating cash flow	Cash generated from operations as disclosed in the Cash Flow Statement adjusted for net capital expenditure
Operating margin	Adjusted operating profit expressed as a percentage of sales for the period
Ordinary Shares	The ordinary shares of 5 pence each in the capital of the Company
Preference Shares	The convertible cumulative preference shares of US\$50 each in the capital of the Company
PSP	The Tomkins 2006 Performance Share Plan
Restructuring initiatives	Major projects undertaken to rationalise and improve the cost competitiveness of the Group. They comprise expenses incurred in the course of strategic cost management and restructuring projects and gains and losses arising on the exit and disposal of businesses and assets as a result of the initiatives
Return on average net operating assets	Adjusted profit from operations divided by average net operating assets
RTPMS	Remote tyre pressure monitoring system
Severity rate	Average number of lost workdays per 100 employees over a period of one year
Shares	Tomkins ordinary shares of 5 pence each
Sharesave	The Tomkins 2005 Sharesave Scheme
SMS	The Tomkins Share Matching Scheme
Subsidiary	A subsidiary as that term is defined in section 736 of the Companies Act
Subsidiary undertaking	A subsidiary undertaking as that term is defined in section 258 of the Companies Act
The Group	The Company together with its subsidiaries and subsidiary undertakings
Tomkins or the Company	Tomkins plc, a company incorporated in England and Wales with registered number 203531, whose registered office is at East Putney House, 84 Upper Richmond Road, London SW15 2ST, United Kingdom
Trico	Trico Products Corporation and its related businesses, which constituted the Group's former Wiper Systems business segment
UK GAAP	Generally accepted accounting principles of the United Kingdom
United Kingdom or UK	The United Kingdom of Great Britain and Northern Ireland
United States or US	The United States of America, its territories and possessions, any state of the United States and the District of Columbia
US GAAP	Generally accepted accounting principles in the United States of America