



01 Sir David Lees (Age 67) [B, E]

Chairman. Joined GKN in 1970 as an accountant becoming Group Finance Director in 1982. Appointed Group Managing Director in 1987 and Chairman and Chief Executive in 1988 before becoming Chairman only in 1997. Member of the National Defence Industries Council and the Panel on Takeovers and Mergers. Chairman of Tate & Lyle plc, non-executive joint Deputy Chairman of Brambles Industries plc and Brambles Industries Limited (Australia) and non-executive Director of Royal Opera House, Covent Garden Ltd. Former Chairman of Courtaulds plc and former Member of Court of the Bank of England. Fellow of the Institute of Chartered Accountants in England and Wales.

Sir David Lees retires from the Board following the Annual General Meeting on 20 May 2004.

02 Baroness Hogg (Age 57) [B, C, D, E]

Deputy Chairman and Senior Independent Director. Joined the Board as a non-executive Director in 1996 and appointed Deputy Chairman and Senior Independent Director on 1 December 2003. Chairman of 3i Group plc and Frontier Economics Ltd, and non-executive Director of Carnival plc and Carnival Corporation (Panama). Former Head of the Prime Minister's Policy Unit. Degree (MA) in Politics, Philosophy and Economics from Oxford University.

03 Kevin Smith, CBE (Age 49) [A, B, E]

Chief Executive. Joined GKN in 1999 as Managing Director Aerospace and appointed Chief Executive on 1 January 2003. Chairman of AgustaWestland. Prior to GKN, held various positions in BAE Systems over a 20 year period latterly as Group Managing Director – New Business. Director of The Society of Motor Manufacturers and Traders Ltd and Council member of The Society of British Aerospace Companies Ltd. Fellow of the Royal Aeronautical Society. Degree (BA) in Business Studies from the University of Central Lancashire.

04 Roy Brown (Age 57) [B, C, D, E]

Non-executive Director. Appointed in 1996. Non-executive Chairman of Thus plc, non-executive Deputy Chairman of HMV Group plc and non-executive Director of Brambles Industries plc, Brambles Industries Limited (Australia), The British United Provident Association Ltd (BUPA) and the Franchise Board of Lloyd's of London. Former executive Director of Unilever plc

and Unilever NV. Fellow of the Institution of Mechanical Engineers and Fellow of the Institution of Electrical Engineers. Degree (BSc) in Mechanical Engineering from University College London and MBA from Harvard University.

Roy Brown will succeed Sir David Lees as Chairman following the Annual General Meeting on 20 May 2004.

05 Richard Clowes (Age 53) [A]

Managing Director Powder Metallurgy, OffHighway and AutoComponents. Joined GKN in 1991 and appointed Chief Executive OffHighway Systems and AutoComponents in 1993. Appointed to the Board in 2001. Prior to GKN, held various positions with TI Group plc. Chartered Engineer and Member of the Institution of Mechanical Engineers. Degree (BSc) in Mechanical Engineering from Birmingham University.

06 Dick Etches (Age 58) [A]

Human Resources Director. Joined GKN in 1997. Formerly Senior Vice President Human Resources of Grand Metropolitan plc's food sector in the US. Degrees in Psychology (BSc) from Edinburgh University and Management Studies (MSc) from Durham University.

07 Sir Ian Gibson, CBE (Age 57) [B, C, D, E]

Non-executive Director. Appointed in 2002. Member of Court of the Bank of England, non-executive Deputy Chairman of BPB plc, and non-executive Director of Northern Rock plc and Chelys Ltd. Former President of Nissan Europe and corporate officer of Nissan Motor Co Ltd (Japan) and former Deputy Chairman of ASDA Group plc. Fellow of the Institute of Physics. Degree (BSc) in Applied Physics from Manchester University.

08 Ian Griffiths (Age 53) [A]

Managing Director GKN Driveline. Joined GKN in 1975. Appointed Chief Executive GKN Driveline in 2000 and to the Board in 2001. Responsible for the Group's worldwide operations manufacturing driveline components and systems. Has been a member of the senior driveline management team since 1990 during which time has been responsible for operations in the US and for global marketing and engineering. Non-executive Director of Ultra Electronics Holdings plc. Degree (BSc) in Mechanical, Electrical and Production Engineering from Coventry University.



09 Neal Keating (Age 48) [A]

Managing Director Aerospace Services. Joined GKN in 2002 on appointment to the Board and became Managing Director Aerospace Services on 1 January 2003. Prior to GKN, was Executive Vice President and Chief Operating Officer, Commercial Aerospace Systems of Rockwell Collins in the US. Spent 24 years with Rockwell International, latterly as Vice President and General Manager, Air Transport Systems and Vice President and General Manager, Passenger Systems. Degree (BS) in Electrical Engineering from University of Illinois and MBA from University of Chicago.

10 Helmut Mamsch (Age 59) [B, C, D, E]

Non-executive Director. Appointed 1 December 2003. Non-executive Deputy Chairman of LogicaCMG plc and non-executive Director of RMC Group plc and Sappi Limited (South Africa). Member of Supervisory Board of K&S Aktiengesellschaft and Readymix AG. Formerly Management Board member of VEBA AG (now E.ON AG). Degree in Economics.

11 Sir Christopher Meyer, KCMG (Age 60) [B, C, D, E]

Non-executive Director. Appointed 1 August 2003. Chairman of the Press Complaints Commission and non-executive Director of The Sanctuary Group plc and Riggs Bank Europe Ltd. Former British Ambassador to the United States and Germany, and also served in the British Diplomatic Service in Russia, Spain and the UK representative office to the European Community, Brussels. Former Prime Minister's Chief Press Secretary. Degree (MA) in History from Cambridge University.

12 Dr Klaus Murmann (Age 72) [B, D, E]

Non-executive Director. Appointed in 1995. Chairman of Sauer-Danfoss Inc, formed following the merger of Sauer-Sundstrand Group with Danfoss Fluid Power. Founded Sauer Getriebe AG in 1969 and, following a merger with Sundstrand in 1987, developed it into the leading global supplier of hydrostatic transmissions. Chairman of Gothaer Versicherungsbank and non-executive Director of Bankgesellschaft Berlin AG. Degree (BA) in Political Science and Dr. Juris.

Dr Murmann retires from the Board following the Annual General Meeting on 20 May 2004.

13 Nigel Stein (Age 48) [A]

Finance Director. Joined GKN in 1994 and appointed to the Board as Finance Director in 2001. Has held a range of commercial, general management and finance roles within the Group, most recently Senior Vice President, Finance and Chief Financial Officer of GKN Sinter Metals. Prior to GKN, had extensive experience in the commercial vehicle and manufacturing sector. Non-executive Director of Wolseley plc. Member of the Institute of Chartered Accountants of Scotland. Degree (BSc) in Engineering Science from Edinburgh University.

14 Sir Peter Williams (Age 58) [B, C, D, E]

Non-executive Director. Appointed in 2001. Chairman of the Engineering and Technology Board and the Japan Business Network of Trade Partners UK. Formerly Master of St Catherine's College Oxford, prior to which Chairman and previously Chief Executive of Oxford Instruments plc. Non-executive Chairman of NPL Management Ltd and non-executive Director of Advent VCT plc and Advent 2 VCT plc. Fellow of the Royal Society and of the Royal Academy of Engineering, and Past President of the British Association for the Advancement of Science. Degree (MA) in Natural Sciences and PhD from Cambridge University.

15 Grey Denham (Age 55)

Company Secretary. Joined GKN in 1980 and was head of the Group Legal function for nine years before being appointed Company Secretary in 1996. Holds various positions on Industry and City bodies and currently Chairman of the Primary Markets Group of the London Stock Exchange. Member of the Business Leadership Council of Young Enterprise. Law Degree (LLB) from London University and a barrister.

- A Member of Executive Committee
- B Member of Chairman's Committee
- C Member of Audit Committee
- D Member of Remuneration Committee
- E Member of Nominations Committee

The Company Secretary is secretary to these Board Committees.

The responsibilities of the Committees are described on pages 76 and 77.