

**NAMEPACK LIMITED**

**(Registered Number 354672)**

**DIRECTORS' REPORT AND ACCOUNTS**

**for the period ended 31 December 2002**



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## **NAMEPACK LIMITED**

### **DIRECTORS' REPORT**

**for the year ended 31 December 2002**

The Directors present their Report and Accounts for the year ended 31 December 2002.

#### **Directors**

The Directors who held office during the year and subsequently were as follows:

R M Wiseman	
Shell Corporate Director Limited	appointed 12 April 2002
M J Newberry	resigned 15 April 2002

None of the Directors had any interests in the shares of the Company or the parent undertaking or its subsidiaries, nor had any interest, direct or indirect, in any contract entered into by the Company required to be disclosed by the Companies Act 1985.

#### **Principal activities**

The Company has not traded since the disposal of its business and assets on 28 August 1992 and it is not anticipated that it will trade in the future.

The Company remained dormant throughout the year under review and made neither a profit nor a loss.

#### **Statement of Directors' Responsibility for Preparation of the Financial Statements**

The Companies Act 1985 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 of the profit or loss of the Company for that period. In preparing these accounts, 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 accounts; and
- prepare the accounts on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

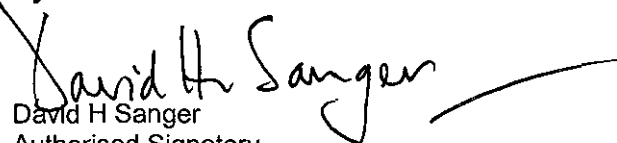
The Directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the accounts comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

#### **Auditors/Elective Regime**

A special resolution was passed on 30 July 1998, pursuant to Section 250 of that Act, exempting the Company from the obligation to appoint Auditors. The Company continued to be dormant pursuant to Section 249AA of the Companies Act 1985 throughout the year under review.

Elective Resolutions, approved on 22 October 1993, are in place exempting the Company from the obligation to hold Annual General Meetings and to lay the Report and Accounts before the members in General Meetings each year.

#### **By order of the Board**



David H Sanger  
Authorised Signatory  
for Shell Corporate Secretary Limited  
Company Secretary  
8<sup>th</sup> October 2003

**NAMEPACK LIMITED**  
**BALANCE SHEET**  
**at 31 December 2002**

	Notes	2002 £	2001 £
Assets		-	-
<b>Creditors:</b> amounts falling due within on year		-	-
Net current assets		-	-
Total assets less current liabilities		-	-
<b>Creditors:</b> amounts falling due after more than one year	1	(15,917,598)	(15,917,598)
<b>Net liabilities</b>		<u>(15,917,598)</u>	<u>(15,917,598)</u>
<b>Capital and reserves</b>			
Called-up share capital - Equity	2	36,810,000	36,810,000
Profit and loss account - Deficit		<u>(52,727,598)</u>	<u>(52,727,598)</u>
Total shareholders' deficit		<u>(15,917,598)</u>	<u>(15,917,598)</u>

The notes on the following page form part of these accounts.

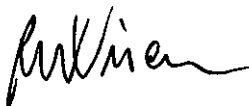
For the year ended 31 December 2002 the Company was entitled to exemption under Section 249AA(1) of the Companies Act 1985.

No members have required the Company to obtain an audit of its accounts for the year in question in accordance with Section 249B(2).

The Directors acknowledge their responsibility for:-

- (a) Ensuring the Company keeps accounting records which comply with Section 221;
- (b) Preparing accounts which give a true and fair view of the state of affairs of the Company as at the end of its financial year, and of its profit and loss for the financial year in accordance with Section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the Company.

The Report and Accounts were approved by the Board of Directors on 8<sup>th</sup> October 2003 and signed on its behalf by:-



R M Wiseman  
Director

**NAMEPACK LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
for year ended 31 December 2002

**1. CREDITORS: AMOUNTS FALLING DUE AFTER ONE YEAR**

	2002 £	2001 £
Amounts owed to a holding company	<u>15,917,598</u>	<u>15,917,598</u>

The sum is owed to the Company's holding company, Shell Holdings (U.K.) Limited, and is interest free and has no fixed date for repayment.

**2. CALLED-UP SHARE CAPITAL**

	2002 £	2001 £
<b>Authorised</b>		
Ordinary shares of £1 each	<u>37,200,000</u>	<u>37,200,000</u>
<b>Allotted, called up and fully paid</b>		
Ordinary shares of £1 each	<u>36,810,000</u>	<u>36,810,000</u>

**3. ULTIMATE AND IMMEDIATE PARENT COMPANIES**

The Company is a 100% subsidiary of Shell Holdings (U.K.) Limited.

The ultimate parent company is N V Koninklijke Nederlandsche Petroleum Maatschappij (Royal Dutch Petroleum Company) which is incorporated in the Netherlands, and has a 60% interest.

The accounts of the Company are incorporated in the financial statements of the Royal Dutch/Shell Group of Companies which form part of the Annual Reports of Royal Dutch Petroleum and The "Shell" Transport and Trading Company, p.l.c.

Copies of the financial statements of the Royal Dutch/Shell Group of Companies are available from:

Group Investor Relations  
SLBPA Division  
Royal Dutch/Shell Group  
Shell Centre  
London SE1 7NA