

BARCHESTER BOTTLING CO. LIMITED

Directors' Report and Financial Statements

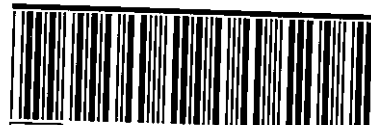
30th April 1995

Registered Number 596344

COMPANIES HOUSE
CARDIFF

28 FEB 1996

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Barchester Bottling Co. Limited

Directors' Report and Financial Statements

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Barchester Bottling Co. Limited

Directors' Report

The directors submit their annual report and the audited financial statements for the year ended 30th April 1995.

Principal activities

The Company has not traded during the year and accordingly made neither a profit nor a loss.

The directors do not recommend the payment of a dividend (1994: Nil).

Directors and directors' interests

The directors who held office during the period were as follows:

H.C. Etheridge
A.B. Grayson
T.R.B. Hazell

The interests of H.C. Etheridge in the ordinary shares of Matthew Clark plc are disclosed in that company's annual report and accounts.

On the 16th January 1995 A.B. Grayson was granted options over 2,000 ordinary shares in Matthew Clark plc (1994: 44,771). The options are exercisable between 16th January 1998 and 15th January 2005 at the exercise price of 555p. At the end of the financial year A.B. Grayson held 46,771 options over ordinary shares in Matthew Clark plc.

On 11th July 1994 T.R.B. Hazell was granted options over 7,364 ordinary shares in Matthew Clark plc (1994: 28,990). The options are exercisable between 11th July 1997 and 10th July 2004 at the exercise price of 331p. On 16th January 1995 T.R.B. Hazell was granted options over 2,000 ordinary shares in Matthew Clark plc. The options are exercisable between 16th January 1998 and 15th January 2005 at the exercise price of 555p. At the end of the financial year T.R.B. Hazell held 38,354 options over ordinary shares in Matthew Clark plc.

None of the directors who held office at the end of the financial year had any interests in the shares of the company, except A.B. Grayson who holds one share as nominee for Matthew Clark plc.

Auditors

In accordance with Section 250 of the Companies Act 1985, a special resolution was passed to exempt the Company from the obligation to appoint auditors as otherwise required by Companies Act 1985, section 384.

By order of the board


A.T. Colquhoun
Secretary

Whitchurch Lane,
Bristol,
BS14 0JZ

28 February 1996

Barchester Bottling Co. Limited

Statement of Directors' Responsibilities in respect of the Financial Statements

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 of the profit or loss of the company 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;
- ◆ prepare the financial statements 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 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 company and to prevent and detect fraud and other irregularities.

Barchester Bottling Co. Limited

Profit and Loss Account *for the year ended 30th April 1995*

	<i>Note</i>	1995 £	1994 £
Interest receivable and similar income	3	-	-
Profit on ordinary activities before and after tax		-	-
Dividends paid		-	-
Loss for the financial year		-	-
Profit brought forward		-	-
Profit carried forward		-	-

A statement of total recognised gains and losses has not been included as part of these financial statements as there is no difference between the results as disclosed in the profit and loss account and the total recognised gains and losses relating to the year.

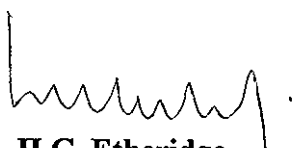
Barchester Bottling Co. Limited

Balance Sheet at 30th April 1995

	<i>Note</i>	1995	1994
		£	£
Current assets			
Debtors - amounts owed by parent and fellow subsidiary undertakings		3	3
		<hr/>	<hr/>
Net assets		3	3
		<hr/>	<hr/>
Capital and reserves	4	3	3
Called up share capital		<hr/>	<hr/>
		3	3
		<hr/>	<hr/>

The company was dormant throughout the financial year ended 30th April 1995.

These financial statements were approved by the board of directors on 28th February 1996 and were signed on its behalf by:



H.C. Etheridge
Director

Barchester Bottling Co. Limited

Notes (forming part of the financial statements)

1. Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements.

Basis of preparation

The financial statements have been prepared in accordance with applicable accounting standards and under the historical cost accounting rules.

Cash flow statement

Under the provisions of FRS1, the company is exempt from the requirement to produce a cash flow statement on the grounds that its parent undertaking prepares a consolidated cash flow statement for the Group.

2. Staff number and costs

The average number of persons employed by the company (including directors) during this year, analysed by category, was as follows:

	Number of employees	
	1995	1994
Directors	3	3

No director received any emoluments from the company or other group undertakings in respect of duties performed on behalf of the company.

3. Interest receivable and similar income

	1995	1994
	£	£
Interest receivable	-	-
Write back of other creditors	-	-
	-	-

4. **Called up share capital**

	1995 £	1993 £
<i>Authorised</i>		
100 ordinary shares of £1 each	<u>100</u>	<u>100</u>
<i>Allotted, called up and fully paid</i>		
3 ordinary shares of £1 each	<u>3</u>	<u>3</u>

5. **Reconciliation of movement in shareholders' funds**

	1995 £	1994 £
Profit on ordinary activities before and after tax	-	-
Dividends paid	<u>-</u>	<u>-</u>
Reduction in shareholders' funds	-	-
Opening shareholders' funds	<u>3</u>	<u>3</u>
Closing shareholders' funds	<u>3</u>	<u>3</u>

6. **Ultimate parent undertaking**

The company's ultimate parent undertaking is Matthew Clark plc which is registered in England and Wales.

The only group in which the results of the company are consolidated is that headed by Matthew Clark plc. The consolidated financial statements of the Group are available to the public and may be obtained from the Company Secretary of Matthew Clark plc at Whitchurch Lane, Bristol BS14 0JZ.