

**Rothmans of Pall Mall (Overseas) Limited**  
**Registered Number: 781544**

**Directors' Report and Accounts**

**For the year ended 31 December 2000**



# Rothmans of Pall Mall (Overseas) Limited

## Directors' report

### Board of Directors

The names of the persons who served as Directors of the Company during the period 1 January 2000 to the date of this report are as follows:

Ridirectors Limited  
D N F Salter  
M L Hendershot  
P M Cook

Resigned 30 November 2000

### Directors' interests

The interests of those persons who were Directors at 31 December 2000 in the share capital and share option and award schemes of British American Tobacco p.l.c., according to the register maintained under section 325 of the Companies Act 1985, are shown below.

#### British American Tobacco p.l.c. Ordinary 25p shares

	1 January 2000*	31 December 2000
M L Hendershot	983	1,420
D N F Salter	904	4,819

\* Or date of appointment, if later.

In addition to the shares shown above, during the year the directors were granted the following interests in the ordinary shares of British American Tobacco p.l.c. which are held in trust pursuant to the British American Tobacco Deferred Share Bonus Scheme as at 31 December 2000:

#### Ordinary shares of 25p

M L Hendershot	26,272
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Details of the Deferred Share Bonus Scheme are included in the Report and Accounts of British American Tobacco p.l.c.

#### British American Tobacco p.l.c. Share options

	1 January 2000*	Granted	Exercised	31 December 2000
M L Hendershot	31,786	49,261	-	81,047
D N F Salter	6,333	1,374	2,402	5,305

\* Or date of appointment, if later.

# Rothmans of Pall Mall (Overseas) Limited

## Directors' report

### Directors' interests (continued)

In addition, on 31 December 2000, the British American Tobacco Group Employee Trust and the B.A.T Industries Employee Share Ownership Plan held a total of 30,647,059 ordinary shares in British American Tobacco p.l.c. (1 January 2000: 15,581,616 ordinary shares). All employees, including the directors of the Company, are deemed to have a beneficial interest in the shares that are held by the trusts for the purpose of satisfying options granted between 1994 and 1998 under the B.A.T Industries Employee Share "E" Option Scheme and from 1998 onwards for options granted under the British American Tobacco Share Option Scheme or awards of ordinary shares made under the British American Tobacco Long Term Incentive Plan and the British American Tobacco Deferred Share Bonus Plan.

Details of the trusts and the share option and award schemes are included in the Report and Accounts of British American Tobacco p.l.c.

### Dividends

The directors do not recommend the payment of a dividend.

### Review of the year ended 31 December 2000

During the period ended 31 December 2000, the Company did not trade and received no income and incurred no expenditure. Consequently, the Company made neither a profit or loss.

### Principal activities

The Company owns certain trade marks and has entered into Trade Mark Licence agreements in favour of group undertakings. Under an agency agreement the Company has entered into transactions as agent for group undertakings, the records and results thereof being incorporated in the accounting records and accounts of those undertakings. The Directors do not foresee any major change in the nature or scale of activities at present.

### General meetings

Elective resolutions have been passed in accordance with Section 379A of the Companies Act 1985 (as amended) to dispense with the laying of accounts before the Company in General Meeting (pursuant to Section 252 of the Act) and to dispense with the holding of the Annual General Meeting (pursuant to Section 366A of the Act).

**Registered Office:**  
Oxford Road  
Aylesbury  
Buckinghamshire  
HP21 8SZ



On behalf of the Board

For and on behalf of  
**Risecretaries Limited**  
Secretary

20th September 2001

# Rothmans of Pall Mall (Overseas) Limited

## Balance Sheet as at 31 December 2000

	Note	2000 £	1999 £
<b>Fixed assets</b>			
Investment in subsidiary undertakings	4	102	102
<b>Current assets</b>			
Debtors: amounts owed by group undertakings		69,244	69,244
		<b>69,346</b>	<b>69,346</b>
<b>Creditors: amounts falling due within one year</b>			
Amounts owed to subsidiary undertakings		(100)	(100)
<b>Net assets</b>		<b>69,246</b>	<b>69,246</b>
<b>Capital and reserves</b>			
Called up share capital	5	5,000	5,000
Profit and loss account		64,246	64,246
<b>Total equity shareholders' funds</b>		<b>69,246</b>	<b>69,246</b>

For the year ended 31 December 2000 the Company was entitled to the exemption under section 249AA(1) of the Companies Act 1985.

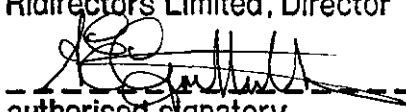
Members have not required the Company to obtain an audit in accordance with section 249(B)(2) of the Companies Act 1985.

The Directors acknowledge their responsibility for:

- (i) ensuring the Company keeps accounting records which comply with section 221; and
- (ii) preparing accounts which give a true and fair view of the state of affairs of the Company as at the end of 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 financial statements on page 4 to 6 were approved by the Directors on 20th September 2001 and signed on behalf of the Board:

FOR AND ON BEHALF OF  
Ridirectors Limited, Director

  
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Director authorised signatory

The notes on pages 5 and 6 form an integral part of these accounts.

# Rothmans of Pall Mall (Overseas) Limited

## Notes to the Accounts – 31 December 2000

### 1 Accounting policies

A summary of the principal accounting policies is set out below.

#### (1) Basis of accounting

The financial statements are prepared in accordance with Accounting Standards applicable in the United Kingdom and under the historical cost convention.

### 2 Directors' emoluments and employee information

The directors did not receive any emoluments during the year or during the preceding period. No staff were employed by the Company during the year, or during the preceding period.

### 3 Agency Agreement

Under an agency agreement the Company has entered into transactions as agent for group undertakings, the records and results thereof being incorporated in the accounting records and financial statements of those undertakings. The Company did not enter into any other transactions during the year.

### 4 Investment in subsidiary undertakings

The wholly owned subsidiary undertakings, Cigarette Exporters International Limited and Intellectual Property Services Limited, which are registered in England and Wales, have not traded during the year. As permitted by Section 228 of the Companies Act 1985, consolidated accounts have not been prepared as the results of the Company are included in the consolidated accounts of British American Tobacco p.l.c..

### 5 Share capital

The share capital of the Company is as follows:

Ordinary shares of £1 each	2000	1999
Authorised - value	£5,000	£5,000
- number	5,000	5,000
Allotted, called up and fully paid		
- value	£5,000	£5,000
- number	5,000	5,000

### 6 Parent undertakings

The Company's ultimate parent undertaking is British American Tobacco p.l.c. being incorporated in the United Kingdom and registered in England and Wales. Group accounts are prepared only at the British American Tobacco p.l.c. level.

# **Rothmans of Pall Mall (Overseas) Limited**

## **Notes to the Accounts – 31 December 2000**

### **7 Copies of the report and accounts**

Copies of the report and accounts of British American Tobacco p.l.c. may be obtained from:

The Company Secretary  
Globe House  
4 Temple Place  
London  
WC2R 2PG