

BRITSHIP LIMITED

FINANCIAL STATEMENTS

31st December 1998

Registration Number: 1662682



BRITSHIP LIMITED

DIRECTORS' REPORT

The Directors present their annual report together with the audited financial statements for the year ended 31st December 1998.

Activities

The Company continued its investment business throughout the year ended 31st December 1998.

Financial Results

The results for the year are set out in the Profit and Loss Account on Page 4. During the year no interim dividend was paid (1997: £Nil). The directors do not recommend the payment of a final dividend (1997: £Nil). The profit transferred to reserves for the year was £380 (1997: £456).

Directors

The directors in office during the year were: -

P. A. Thornton
T. T. Andersen

Mr T. T. Andersen will retire under Article 83 of the Company's Articles of Association and offer himself for re-election.

No director had any beneficial interest in the share capital of the Company or other Group Companies at any time during the year.

Year 2000

The preparation of the company's EDP systems and other business critical systems for the millennium follows an established plan and is expected to be completed on time. The majority of the work has already been completed.

Contingency plans are being prepared to mitigate the effect of unexpected Year 2000 failures, including failures caused by third parties' non-compliance.

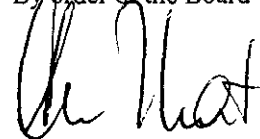
Euro

The first phase of the introduction of the Euro is not expected to have any significant implications for Britship Limited.

Auditors

In accordance with Section 385 of the Companies Act 1985, a resolution for the re-appointment of KPMG as auditors of the Company is to be proposed at the forthcoming Annual General Meeting.

By order of the Board



P.A. Thornton
Secretary

23/8/99

BRITSHIP LIMITED

STATEMENT OF DIRECTORS' RESPONSIBILITIES

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 for the 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; and 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.

REPORT OF THE AUDITORS, KPMG
TO THE MEMBERS OF BRITSHIP LIMITED

We have audited the financial statements on pages 4 to 8.

Respective Responsibilities of Directors and Auditors

As described on page 2, the Company's Directors are responsible for the preparation of financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

Basis of Opinion

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the Directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the Company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion the financial statements give a true and fair view of the state of affairs of the Company as at 31st December 1998 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



KPMG
Chartered Accountants
Registered Auditors
London

22 August 1999

BRITSHIP LIMITED

PROFIT AND LOSS ACCOUNT

For the Year Ended 31st December 1998

	<u>Note</u>	<u>1998</u> £	<u>1997</u> £
Interest Receivable	2	380	380
Profit on ordinary activities before taxation	2	<u>380</u>	<u>380</u>
Taxation	3	-	76
		<u> </u>	<u> </u>
Retained Profit for the Financial Year		<u>380</u>	<u>456</u>
Opening Shareholder's Funds		12,549	12,093
Retained Profit for the Financial Year		380	456
Closing Shareholder's Funds		<u>12,929</u>	<u>12,549</u>

The Company had no recognised gains or losses other than the profit for the financial year.
All the Company's results in the current and proceeding financial years are continuing.

The notes on pages 6 - 8 form part of these financial statements.

BRITSHIP LIMITED

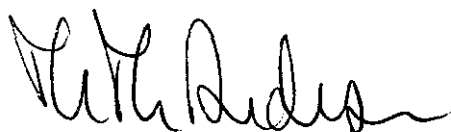
BALANCE SHEET

As at 31st December 1998

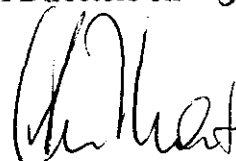
	<u>Note</u>	<u>1998</u> £	<u>1997</u> £
CURRENT ASSETS			
Debtors	4	7,954	7,574
Investments	5	4,975	4,975
		<u>12,929</u>	<u>12,549</u>
CAPITAL AND RESERVES			
Called up share capital	6	10,000	10,000
Profit and Loss Account	7	2,929	2,549
		<u>12,929</u>	<u>12,549</u>

These financial statements were approved by the Board of Directors on

23rd August 1999



T T Andersen
Director



P A Thornton
Director

The notes on pages 6 - 8 form part of these financial statements

BRITSHIP LIMITED

NOTES

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 under the historical cost convention and in accordance with applicable Accounting Standards.

Investments

Investments are stated at cost unless, in the opinion of the directors, there is a permanent diminution in the value of any investment.

Cash Flow Statement

Under Financial Reporting Standard 1 (Revised) the Company is exempt from the requirement to prepare a cash flow statement on the grounds that it is a wholly owned subsidiary undertaking of a UK company which prepares and publishes a consolidated cash flow statement.

Financial Reporting Standard (FRS 8)

As the company is a wholly owned subsidiary of The Maersk Company Limited, it has taken advantage of the exemption contained in FRS 8 and has therefore not disclosed transactions or balances with entities which form part of the group (or investees of the group qualifying as related parties). The consolidated financial statements of The Maersk Company Limited, within which this company is included, can be obtained from One Canada Square, Canary Wharf, London E14 5DP.

BRITSHIP LIMITED

NOTES (Continued)

2. PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

Interest receivable represents income from the investment in Treasury Stock.

None of the directors received any remuneration in respect of their services as directors of the Company (1997 - £ nil).

The auditors' remuneration is borne by the parent company.

3. TAXATION

No tax charge arises during the year due to the availability of group tax relief. The prior year credit relates to the release of a provision for corporation tax.

4. DEBTORS

	<u>1998</u> £	<u>1997</u> £
Amounts owed by parent undertaking	<u>7,954</u>	<u>7,574</u>

All amounts are due within one year. There were no other balances outstanding at the end of the year with related parties.

5. INVESTMENTS

These relate to investment in Treasury stock.

6. CALLED UP EQUITY SHARE CAPITAL

Authorised:		
Ordinary shares of £1 each	<u>50,000</u>	<u>50,000</u>
Allotted, called up and fully paid:		
Ordinary shares of £1 each	<u>10,000</u>	<u>10,000</u>

BRITSHIP LIMITED

NOTES (Continued)

7. PROFIT AND LOSS RESERVE

Balance 1st January 1998	2,549
Profit for the year	380
Balance 31st December 1998	<u>2,929</u>

8. ULTIMATE AND IMMEDIATE HOLDING COMPANY

Britship Limited's immediate holding company is The Maersk Company Limited, a company registered in England and Wales.

Britship Limited is a member of the A.P. Moller group, and is ultimately controlled by A/S Dampskibsselskabet Svendborg (Svendborg) and Dampskibsselskabet af 1912 A/S (1912), both of which are companies listed in Denmark.