

BPB SENIOR EXECUTIVE PENSION TRUSTEES LIMITED

REPORT AND ACCOUNTS

YEAR ENDED 31ST MARCH 2004



Registered No. 2232818

BPB SENIOR EXECUTIVE PENSION TRUSTEES LIMITED**DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH 2004****Activities**

The activities of the company have been related solely to the exercise of the office of corporate trustee in respect of the BPB Senior Executive Pension Scheme and the BPB Life Assurance Top-Up Scheme. No fees were received nor expenses paid in respect of these trusteeship activities.

Directors

The directors of the company during the year were:

Mr R M D Malone (Chairman)
 Mr J J Drown
 Mr R M Heard
 Miss J S Kingston
 Mr W Wiles (resigned 30 June 2004)

Directors' Share Interests

The interests of the directors who were directors of the company at the year end in shares of BPB plc (the company's holding company) were as shown below; figures for options relate to shares for which options were held under that company's share option schemes.

	BPB plc ordinary shares of 50p each						
	At 1 April 2003			Share options		At 31 March 2004	
	Shares	Options	Granted	Exercised	Lapsed	Options	Shares
Mr J J Drown	-	94,340	50,400	4,122	-	140,618	4,122
Miss J S Kingston	-	23,100	103,900	-	-	127,000	3,938
Mr W Wiles	-	9,400	18,400	-	-	27,800	-

The 3,938 shares held by Miss J S Kingston at the year end represent invested shares purchased under the BPB plc share matching plan. The BPB plc share matching plan invites selected senior executives to invest up to half of their actual cash bonus (net of deductions) in BPB plc shares (i.e. invested shares). In return, participants are granted a matching award over a number of shares equal in value to the amount of bonus invested (before deductions). Provided the participant remains in employment, the matching awards are normally exercisable after three years, but only if the shares purchased with the bonus (invested shares) have not been sold. Therefore, under the rules of the BPB plc share matching plan, at the year end Miss J S Kingston held a matched award over 6,723 shares under the BPB plc share matching plan.

Mr R M D Malone, who was a director of the company at the year end, did not have any interests in the ordinary shares of BPB plc. Mr R M Heard, who was a director of the company at the year end, is also a director of BPB plc and is therefore not required to disclose his interests to the company.

All the directors, excluding Mr R M D Malone, as potential beneficiaries of the BPB QUEST (used to subscribe for BPB plc ordinary shares to transfer to employees exercising options under BPB's UK SAYE share option schemes), are also deemed to have an interest in all 614,332 (2003 2,556,348) BPB plc ordinary shares that were held by the QUEST as at 31 March 2004.

Similarly, all the directors, excluding Mr R M D Malone, are potential beneficiaries of the BPB Employee Trust (in whose name matched awards granted under the BPB share matching plan are held), are also deemed to have an interest in all 467,443 (2003 391,272) BPB plc ordinary shares that were held by the Trust as at 31 March 2004.

Elective Regime

The company has passed elective resolutions dispensing with the laying of accounts and reports before the company in general meeting, the obligation to appoint auditors annually and the holding of annual general meetings.

On behalf of the Board

Registered Office:
Park House
15 Bath Road
Slough SL1 3UF



R J Welch
Secretary
23 July 2004

BPB SENIOR EXECUTIVE PENSION TRUSTEES LIMITED

DIRECTORS' RESPONSIBILITIES *for the preparation of accounts*

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; 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 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.

INDEPENDENT AUDITORS' REPORT

to the members of BPB Senior Executive Pension Trustees Limited

We have audited the company's financial statements for the year ended 31 March 2004 which comprise the Balance Sheet and the related notes 1 to 3. These financial statements have been prepared on the basis of the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with Section 235 of the Companies Act 1985 applicable to small companies. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As described in the Statement of Directors' Responsibilities the company's directors are responsible for the preparation of the financial statements in accordance with applicable United Kingdom law and accounting standards.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the provisions of the Companies Act 1985 applicable to small companies. We also report to you if, in our opinion, the Directors' Report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of audit opinion

We conducted our audit in accordance with United Kingdom 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 31 March 2004 and have been properly prepared in accordance with the provisions of the Companies Act 1985 applicable to small companies.



Ernst & Young LLP
Registered Auditor
Reading
23 July 2004

BPB SENIOR EXECUTIVE PENSION TRUSTEES LIMITED

BALANCE SHEET AS AT 31ST MARCH 2004

	<u>2004</u>	<u>2003</u>
	<u>£</u>	<u>£</u>
<u>ASSETS EMPLOYED</u>		
Amount owing by parent company	<u>2</u>	<u>2</u>
<u>FINANCED BY</u>		
Share capital issued, called up and fully paid:		
Authorised		
100 ordinary shares of £1 each		
Issued		
2 ordinary shares of £1 each	<u>2</u>	<u>2</u>

Notes:

1. The Company did not trade during the year ended 31st March 2004.
2. The directors received no emoluments from the company as they are regarded as BPB group employees (and paid either by BPB plc or by other group companies) and/or any fees are borne by the BPB Senior Executive Pension Scheme.
3. The Company is a wholly owned subsidiary of BPB plc, a company incorporated in Great Britain and registered in England under No. 147271. The accounts of BPB plc are available from the Secretary, Park House, 15 Bath Road, Slough SL1 3UF.

On behalf of the Board

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R M D Malone
Director
23 July 2004