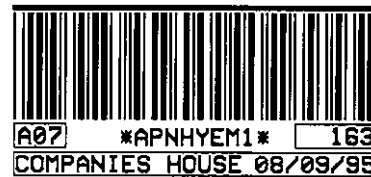


23 46565

Reg. No. 2346565

ROTHMANS (UK) LIMITED

ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 1995



ROTHMANS (UK) LIMITED

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ROTHMANS (UK) LIMITED

DIRECTORS' REPORT

The Directors submit their report and the accounts for the year ended 31st March 1995.

Activities and Results

The Company is engaged in the marketing, selling and distribution of tobacco products under Trade Mark Licences in the United Kingdom. Under an agency agreement, the Company has entered into transactions only as agent for its immediate parent undertaking. The Rothmans (UK) Partnership, the records and results thereof being incorporated in the accounting records and accounts of that undertaking.

The Directors do not foresee any major changes in the nature or scale of activity at present.

Directors

The Directors of the Company during the year ended 31st March 1995 were:

Mr P. Keijzer
Mr R.A. Dundas (resigned 21.12.94)
Mr P.H. Dudson
Mr E. Mallinder (resigned 1.11.94)
Mr T.A. Smith (appointed 1.11.94)
Mr A.F. Ross (appointed 13.2.95)

Director's Interests

The interest of the directors of the Company and their immediate family interests in the shares of the Company, its subsidiaries, its parent companies or its fellow subsidiaries as shown in the Register of Directors' Shareholdings kept pursuant to Section 325 of the Companies Act 1985, are shown in note 9 to the accounts.

Auditors

The auditors, Coopers & Lybrand, are willing to continue in office and a resolution regarding their reappointment will be submitted to the annual general meeting.

ROTHMANS (UK) LIMITED

DIRECTORS' REPORT

Registered No: 2346565

Registered Office:

Oxford Road
Aylesbury
Bucks
HP21 8SZ

By Order of the Board


A F Ross

Secretary

22 August 1995

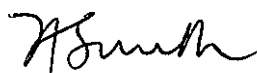
ROTHMANS (UK) LIMITED

BALANCE SHEET AS AT 31ST MARCH 1995

	Notes	1995	1994
CURRENT ASSETS			
Amounts owed by group undertakings	6	£2 —	£2 —
CAPITAL AND RESERVES			
Called up share capital	8	£2	£2
EQUITY SHAREHOLDERS' FUNDS		£2 —	£2 —

The accounts were approved by the Board on: 22 August 1995

Director



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

The Report of the Auditors is set out on page 8.

ROTHMANS (UK) LIMITED

NOTES TO THE ACCOUNTS 31ST MARCH 1995

1. The accounts have been prepared on historical cost accounting principles and in accordance with applicable Accounting Standards in the United Kingdom.
2. The Directors regard Compagnie Financière Richemont AG, a company incorporated in Switzerland, to be the ultimate parent company, and the Rothmans (UK) Partnership of Oxford Road, Aylesbury, Bucks HP21 8SZ, to be the immediate parent undertaking.

Copies of the group accounts of Compagnie Financière Richemont AG are available from its registered office at Rigistrasse 2, CH-6300 Zug, Switzerland.
3. The Company did not employ anyone during the year or in the preceding year.
4. The Directors did not receive any emoluments during the current and preceding year.
5. The remuneration of the auditor was borne by the immediate parent undertaking, The Rothmans (UK) Partnership, for the current and preceding year.
6. The amounts owed by group undertakings are receivable from the immediate parent undertaking.
7. Under an agency agreement, the Company has entered into transactions as agent for the immediate parent undertaking, The Rothmans (UK) Partnership, the records and results thereof being incorporated in the accounting records and accounts of the immediate parent undertaking. The Company did not enter into any other transactions during the year.

8. Called up share capital of the Company is as follows:

	1995	1994
Authorised - 1,000 ordinary shares of £1 each	1,000	1,000
	<hr/>	<hr/>
Allotted, called up and fully paid - 2 ordinary shares of £1 each	£2	£2
	<hr/>	<hr/>

9. Directors' Interests

The interests of the Directors of the Company and their immediate family interests in the shares of the Company, its parent company or its fellow subsidiaries as shown in the Register of Directors' Shareholdings kept pursuant to Section 325 of the Companies Act 1985, are as shown below.

- a) At 1st April 1994 and at 31st March 1995 none of the Directors of the Company had any interests in the Shares of the Company.
- b) As at 1st April 1994 and at 31st March 1995, the interests of the Directors were as follows:

ROTHMANS INTERNATIONAL		
	Units Held	
	31 March 1995	1st April 1994
P.H. Dudson	2,000	2,000

VENDOME LUXURY GROUP		
	Units Held	
	31 March 1995	1st April 1994
P.H. Dudson	1,000	1,000

Notes:

- By virtue of the constitutions of Rothmans International plc and Rothmans International N.V., each Rothmans International unit comprises one Rothmans International plc Ordinary share of 10p and one Rothmans International N.V. share of 20 Dutch Cents. By virtue of the constitutions of Vendome Luxury Group plc and Vendome Luxury Group SA, each Vendome Luxury Group unit comprises one Vendome Luxury Group plc Ordinary share of 5p and one Vendome Luxury Group SA share of no par value.
- Save as disclosed above, none of the Directors or their immediate families had any notifiable interests in the shares, or in any options to subscribe for shares in the capital of the Company, its parent company or its fellow subsidiaries.

ROTHMANS (UK) LIMITED

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The following statement, which should be read in conjunction with the auditors' statement of auditors' responsibilities set out on the next page, is made with a view to distinguishing for shareholders the respective responsibilities of the Directors and of the auditors in relation to the financial statements.

The Directors are required by the Companies Act 1985 to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Company as at the end of the financial year and of the profit or loss for the financial year.

The Directors consider that in preparing the financial statements on pages 4 to 6 the Company has used appropriate accounting policies, consistently applied and supported by reasonable and prudent judgements and estimates, and that all accounting standards which they consider to be applicable have been followed. The Directors are required to use a going concern basis in preparing the financial statements unless this is inappropriate.

The Directors have responsibility for ensuring that the Company keeps accounting records which disclose with reasonable accuracy the financial position of the Company and which enable them to ensure that the financial statements comply with the Companies Act 1985.

The Directors 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 TO THE MEMBERS OF
ROTHMANS (UK) LIMITED**

We have audited the financial statements on pages 4 to 6.

Respective responsibilities of Directors and Auditors

As described on page 7 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.

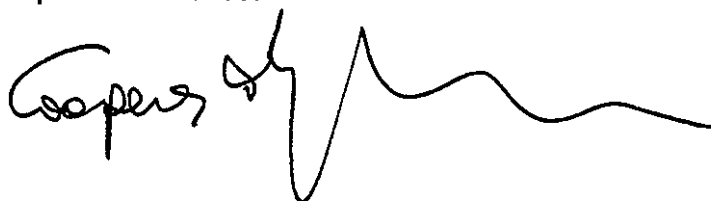
Basis of opinion

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 at 31 March 1995 and have been properly prepared in accordance with the Companies Act 1985.

A handwritten signature in black ink, appearing to read 'Coopers & Lybrand', followed by a long, wavy horizontal line.

**Coopers & Lybrand
Chartered Accountants and Registered Auditors**

London 24 August 1995