

Reg. No. 2346565

**ROTHMANS (UK) LIMITED**

**ANNUAL REPORT AND FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 31<sup>st</sup> DECEMBER 2001**



# 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 December 2001.

### 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 the Rothmans (UK) Partnership, the records and results thereof being incorporated in the accounting records and accounts of that undertaking. The Company did not enter into any other transactions during the period.

It is intended to transfer the business of the Rothmans (UK) Partnership to the Company. The Company will then undertake activities in the United Kingdom under its own right.

### Directors

The Directors of the Company during the period ended 1st January 2001 to the date of this report are as follows:

Mr P C Davison	
Mr N H Ellison	(resigned 5 <sup>th</sup> April 2002)
Mr D Kelly	
Mr I A Muir	
Mr T A Smith	(resigned 31 <sup>st</sup> October 2001)
Mr R Wittenberg	
Mr S C Webb	(appointed 1 <sup>st</sup> May 2002)

### Directors' Interests

The interests of those persons who were Directors at 31 December 2001 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	
	1st January 2001*	31st December 2001
P C Davison	3,949	5,174
I A Muir	434	1,590
R Wittenburg	226	287
D Kelly	Nil	21

\*Or date of appointment, if later

In addition to the shares shown above, during the year the Directors held 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:

British American Tobacco p.l.c. Deferred Share Bonus Scheme		
	1 <sup>st</sup> January 2001*	31 <sup>st</sup> December 2001
N H Ellison	14,980	19,409
D Kelly	12,930	17,137
I A Muir	15,768	20,906
R Wittenberg	8,127	10,680

\*Or date of appointment, if later

Details of the Deferred Share Bonus Scheme are included in the Report and Accounts of British American Tobacco p.l.c.

British American Tobacco plc Share Options				
	1 <sup>st</sup> January 2001	Granted	Exercised	31st December 2001
P C Davison	3,060	-	-	3,060
D Kelly	24,362	11,862	-	36,224
I A Muir	47,072	15,412	-	62,484
R Wittenburg	20,938	5,129	5,816	20,249

\*Or date of appointment, if later

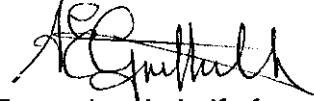
In addition, on 31 December 2001, the British American Tobacco Group Employee Trust and the B.A.T Industries Employee Share Ownership Plan held a total of 32,171,834 ordinary shares in British American Tobacco p.l.c. (1 January 2001: 30,647,059 ordinary shares). All employees, including the Directors 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 Scheme.

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.

## **Auditors**

The Company's auditors, PricewaterhouseCoopers, are willing to continue in office and a resolution regarding their reappointment will be submitted to the annual general meeting.

**On Behalf of the Board**



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

*25th September 2002*

**Registered Office:**

**Oxford House  
Oxford Road  
Aylesbury  
Bucks  
HP21 8SZ**

**Registered No: 2346565**

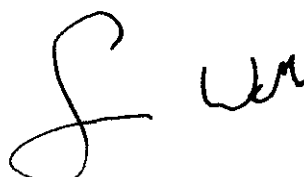
# ROTHMANS (UK) LIMITED

## BALANCE SHEET AS AT 31st December 2001

	Notes	<u>31 Dec</u> <u>2001</u>	<u>31 Dec</u> <u>2000</u>
<b>CURRENT ASSETS</b>			
Amounts owed by group undertakings	6	<u>£2</u>	<u>£2</u>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	8	<u>£2</u>	<u>£2</u>
<b>EQUITY SHAREHOLDERS' FUNDS</b>		<u>£2</u>	<u>£2</u>

The accounts were approved by the Board of Directors on *25th September* 2002,  
and signed on its behalf by:

Director

  
SC WEBB

The notes on page 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 DECEMBER 2001

1. The accounts have been prepared on historical cost accounting principles and in accordance with applicable Accounting Standards in the United Kingdom.
2. The Company's immediate parent company is Rothmans Trading Limited, which in turn is owned by Rothmans International Enterprises Limited. The owner of Rothmans International Enterprises Limited's ordinary share capital is Rothmans International Limited, whose ultimate parent undertaking and ultimate controlling party is British American Tobacco plc being incorporated in the United Kingdom and registered in England and Wales. The ultimate owner of the special share issued by Rothmans International Enterprises Limited is Compagnie Financiere Richemont AG.

Group accounts are prepared at the British American Tobacco plc level.

3. The Company did not employ anyone during the year or in the preceding period.
4. The Directors did not receive any emoluments during the current year or preceding period.
5. The remuneration of the auditors of £1,200 (31<sup>st</sup> December 2000 - £1,200) was borne by the Rothmans (UK) Partnership, for the current year and preceding period.
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:

	<u>31 Dec</u> <u>2001</u>	<u>31 Dec</u> <u>2000</u>
Authorised:		
1,000 ordinary shares of £1 each	<u>£1,000</u>	<u>£1,000</u>
Alotted, called up and fully paid:		
2 ordinary shares of £1 each	<u>£2</u>	<u>£2</u>

## **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 page 5 the Company has used appropriate accounting policies, consistently applied and supported by reasonable and prudent judgements and estimates, and that all accounting standards that 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.



## **Independent auditors' report to the members of Rothmans (UK) Limited**

We have audited the financial statements on pages 2 to 6 which comprise the balance sheet and related notes.

### **Respective responsibilities of directors and auditors**

The directors' responsibilities for preparing the annual report and the financial statements in accordance with applicable United Kingdom law and accounting standards are set out in the statement of directors' responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom auditing standards issued by the Auditing Practices Board.

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 Companies Act 1985. 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 is not disclosed.

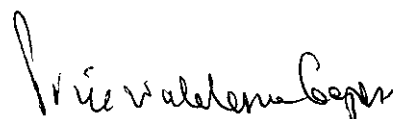
### **Basis of audit opinion**

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 the information in the financial statements.

### **Opinion**

In our opinion the financial statements give a true and fair view of the state of the company's affairs at 31 December 2001 and have been properly prepared in accordance with the Companies Act 1985.



**PricewaterhouseCoopers**  
**Chartered Accountants and Registered Auditors**  
**West London**

30 September 2002