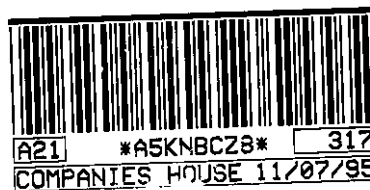


Registered number: 2694154

ROTHMANS INTERNATIONAL ENTERPRISES LIMITED

ACCOUNTS FOR THE YEAR ENDED 31 MARCH 1995



Rothmans International Enterprises Limited

DIRECTORS' REPORT

The directors submit their Report and the audited accounts for the year ended 31 March 1995.

Principal activity and results

The Company mainly acts as the principal intermediate holding company for the Rothmans International plc group of companies.

The Company's principal asset is the shares in Rothmans International Tobacco (UK) Limited, which, together with its subsidiary undertakings, manufactures cigarettes and smoking tobacco products in the United Kingdom and markets, sells and distributes those products in the geographical regions of the United Kingdom, Middle East, Africa, Indian sub-continent and in certain designated markets in Europe and North East Asia.

Dividends

A final dividend for the year ended 31 March 1994 of £30 million was paid on 4 July 1994. A first interim dividend for the year ended 31 March 1995 amounting to £20 million was paid on 12 December 1994. A second interim dividend for the year ended 31 March 1995 amounting to £45 million (1994 : £22 million) was paid on 29 March 1995.

The retained profit for the year of £775,000 (1994 : £710,000) is to be taken to reserves.

Directors

The directors of the Company during the year ended 31 March 1995, all of whom served throughout the year unless otherwise stated, were:

W P Ryan	(appointed 14 April 1994)
J P du Plessis	
E L Brooks	
L G Enoch	

Directors' interests

The interests of the directors of the Company and their family interests in the shares of the Company, its subsidiaries, 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 shown in note 13 to the accounts.

Rothmans International Enterprises Limited

DIRECTORS' REPORT

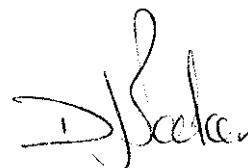
Auditors

An elective resolution has been passed that, in accordance with Section 379A and 386 of the Companies Act 1985 (as amended), the Company dispenses with the obligation under Section 384 of the Act to appoint auditors annually.

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).

On behalf of the Board



**D J Booker
Secretary**

29 June 1995

Registered Office:

15 Hill Street
London W1X 7FB
Registered in England and Wales (No. 2694154)

Rothmans International Enterprises Limited

PROFIT AND LOSS ACCOUNT for the year ended 31 March 1995

		1995	1994
	Notes	£'000	£'000
Administrative expenses		(15)	(3)
		<u> </u>	<u> </u>
Operating loss	2	(15)	(3)
Net investment income	3	70,819	59,866
		<u> </u>	<u> </u>
Profit on ordinary activities before taxation		70,804	59,863
Taxation on profit on ordinary activities	4	(4,970)	(7,153)
		<u> </u>	<u> </u>
Profit for the financial year attributable to shareholders		65,834	52,710
Dividends	5	(65,059)	(52,000)
		<u> </u>	<u> </u>
Retained profit for the year	11	775	710
		<u> </u>	<u> </u>

The results above all relate to continuing activities of the Company.

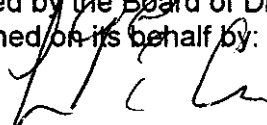
There were no recognised gains and losses other than the profit for the financial year.

Rothmans International Enterprises Limited

BALANCE SHEET As at 31 March 1995

		1995	1994
	Notes	£'000	£'000
Fixed assets			
Investments in subsidiary undertakings	6	435,891	435,891
Other investments	7	11,778	11,850
		<u>447,669</u>	<u>447,741</u>
Current assets			
Debtors	8	104,322	132,922
Cash at bank		-	30
		<u>104,322</u>	<u>132,952</u>
Creditors: amounts falling due within one year	9	(5,217)	(34,694)
Net current assets		<u>99,105</u>	<u>98,258</u>
Total assets less current liabilities		<u>546,774</u>	<u>545,999</u>
Capital and reserves			
Called up share capital	10	1,000	1,000
Reserves			
Share premium account	11	293,858	293,858
Merger reserve	11	250,431	250,431
Profit and loss account	11	1,485	710
		<u>545,774</u>	<u>544,999</u>
		<u>546,774</u>	<u>545,999</u>

Approved by the Board of Directors on 29 June 1995
and signed on its behalf by:



L G Enoch, Director

Rothmans International Enterprises Limited

NOTES TO THE ACCOUNTS

For the year ended 31 March 1995

1. Accounting policies

The financial statements have been prepared on historical cost accounting principles and in accordance with applicable Accounting Standards in the United Kingdom. Information relating to significant accounting policies is set out below.

(a) Investment income

Income from investments is included, together with the related UK tax credit where appropriate, in the profit and loss account on an accruals basis.

(b) Fixed asset investments

Fixed asset investments are stated at cost, less any amounts provided for diminution in value where applicable.

(c) Taxation

Provision is made in each accounting period for all taxation expected to be payable in respect of profits earned to the end of the period.

Deferred taxation, arising from timing differences between the recognition of certain items of income and expenditure for accounting and taxation purposes is accounted for in respect of timing differences to the extent that it is probable that a liability or asset will crystallise.

2. Operating loss

The operating loss for the year is stated after charging:

	1995 £'000	1994 £'000
Auditors' remuneration	6	3
	<hr/>	<hr/>

The Company had no employees during the year (1994 : nil). The directors did not receive any emoluments during the year in respect of their service as directors of the Company (1994 : nil).

Rothmans International Enterprises Limited

NOTES TO THE ACCOUNTS

For the year ended 31 March 1995

3. Net investment income	1995	1994
	£'000	£'000
Interest receivable from subsidiary undertakings	5,452	4,029
Amortisation of debenture premium	(72)	-
Interest payable	(1)	(50)
	<hr/>	<hr/>
Net interest receivable and similar items	5,379	3,979
Dividends receivable from subsidiary undertakings	65,000	55,807
Income from other fixed asset investments	440	80
	<hr/>	<hr/>
	70,819	59,866
	<hr/>	<hr/>
4. Taxation on profit on ordinary activities	1995	1994
	£'000	£'000
United Kingdom corporation tax at 33%	1,955	1,329
Taxation on franked investment income	3,015	5,824
	<hr/>	<hr/>
	4,970	7,153
	<hr/>	<hr/>
5. Dividends	1995	1994
	£'000	£'000
Interim dividends paid in the year	65,059	22,000
Final dividend payable	-	30,000
	<hr/>	<hr/>
	65,059	52,000
	<hr/>	<hr/>

Rothmans International Enterprises Limited

NOTES TO THE ACCOUNTS

For the year ended 31 March 1995

6. Investments in subsidiary undertakings

Investments in subsidiary undertakings are shown at their fair value on the date of acquisition. The Company's principal subsidiary undertakings are:

Name of Subsidiary <u>Undertaking</u>	Class of shares <u>held</u>	Attributable to the <u>Company %</u>
Dunhill Tobacco of London Limited	Ordinary shares of 1p	100*
Murray, Sons & Company Limited	Ordinary shares of £5	100*
Rothmans International Services Limited	Ordinary shares of £1	100*
Rothmans International Tobacco (UK) Limited	Ordinary shares of £1	100*
Rothmans (Far East) Limited	Ordinary shares of £1	100
Rothmans of Pall Mall (International) Limited	Ordinary shares of £1	100
Rothmans (UK) Limited	Ordinary shares of £1	65
The London Tobacco Company Limited	Ordinary shares of £1	100
Tobacco Exporters International Limited	Ordinary shares of £1	100

All of the above companies are incorporated in Great Britain and registered in England and Wales except for Murray, Sons & Company Limited which is incorporated in Northern Ireland. The above companies are engaged principally in tobacco operations.

As permitted by Section 228 of the Companies Act 1985 consolidated accounts have not been prepared for the Company as the results of the Company are included in the consolidated accounts of Rothmans International plc, a company registered in England and Wales. In the opinion of the directors the value of the subsidiary undertakings including amounts owing by such subsidiary undertakings is not less than the aggregate amount at which they are shown in the balance sheet.

*Shares held directly by Rothmans International Enterprises Limited.

Rothmans International Enterprises Limited

NOTES TO THE ACCOUNTS

For the year ended 31 March 1995

7. Other fixed asset investments	£000
Cost at 1 April 1994	11,850
Amortisation of debenture premium	(72)
	<hr/>
Cost at 31 March 1995	11,778
	<hr/>

Other fixed asset investments are principally represented by shares not listed on a recognised stock exchange.

8. Debtors	1995	1994
	£'000	£'000
Amounts falling due within one year		
Amounts owed by parent company and fellow subsidiary undertakings	6,777	6,490
Amounts owed by subsidiary undertakings	96,908	126,432
Other debtors	564	-
Prepayments and accrued income	73	-
	<hr/>	<hr/>
	104,322	132,922
	<hr/>	<hr/>

9. Creditors: amounts falling due within one year	1995	1994
	£'000	£'000
Amounts owed to subsidiary undertakings	891	891
Final dividend payable	-	30,000
Corporate taxation	1,860	1,328
Other creditors	422	422
Accruals and deferred income	2,044	2,053
	<hr/>	<hr/>
	5,217	34,694
	<hr/>	<hr/>

Rothmans International Enterprises Limited

NOTES TO THE ACCOUNTS

For the year ended 31 March 1995

10. Share capital

At 31 March 1995 and 31 March 1994 the authorised, issued and fully paid up share capital of the Company was £1 million divided into 1 million shares of £1 each.

11. Reserves

	Share premium account £'000	Merger reserve £'000	Profit and loss account £'000	Total £'000
At 1 April 1994	293,858	250,431	710	544,999
Retained profit for the year	-	-	775	775
At 31 March 1995	293,858	250,431	1,485	545,774

12. Reconciliation of movements in shareholders' funds

	1995 £'000	1994 £'000
Profit for the financial year	65,834	52,710
Dividends payable	(65,059)	(52,000)
	775	710
Issue of shares during the year	-	545,289
Net addition to shareholders' funds	775	545,999
Opening shareholders' funds	545,999	-
Closing shareholders' funds	546,774	545,999

Rothmans International Enterprises Limited

NOTES TO THE ACCOUNTS

For the year ended 31 March 1995

13. Directors' interests

The interests of the directors of the Company and their family interests in the shares of the Company, its subsidiaries, its parent company, fellow subsidiaries or its ultimate holding company as shown in the Register of Directors' Shareholdings kept pursuant to Section 325 of the Companies Act 1985, are shown below. As permitted by Statutory Instrument, the register does not include any interests of either Mr W P Ryan or Mr J P du Plessis who during the year were also directors of the Company's immediate parent company, and their interests are disclosed in that company's accounts.

(a) in Rothmans International units (see note 1)

Name	31 March 1995	1 April 1994
E L Brooks	55,100	55,100
L G Enoch	2,000	2,000

(b) in Vendôme Luxury Group units (see note 1)

Name	31 March 1995	1 April 1994
E L Brooks	30,050	35,550
L G Enoch	1,000	1,000

NOTES:

1. 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 each and one Rothmans International N.V. Share of 20 Dutch cents each. By virtue of the constitutions of Vendôme Luxury Group plc and Vendôme Luxury Group SA, each Vendôme Luxury Group unit comprises one Vendôme Luxury Group plc Ordinary share of 5p each and one Vendôme Luxury Group SA share of no par value.
2. 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 subsidiaries, its parent companies or its fellow subsidiaries.

14. Parent companies

The directors regard Compagnie Financière Richemont AG, a company incorporated in Switzerland, to be the ultimate parent company. At 31 March 1995 the Company's immediate parent company for which group accounts were drawn up was Rothmans International plc, a company incorporated in Great Britain and registered in England and Wales. Copies of the group accounts of Compagnie Financière Richemont AG are available from The Secretary, Rigistrasse 2, CH-6300 Zug, Switzerland.

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 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 3 to 10 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.

Rothmans International Enterprises Limited

AUDITORS' REPORT

To the members of Rothmans International Enterprises Limited

We have audited the financial statements on pages 3 to 10.

Respective responsibilities of directors and auditors.

As described on page 11 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.

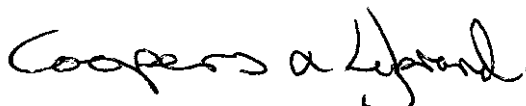
Basis of opinion

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 of the profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



Coopers & Lybrand
Chartered Accountants and
Registered Auditors

London, 29 June 1995