REPORT OF THE DIRECTORS AND
FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2003
FOR
PORTLAND CERAMICS LIMITED

AXUOM1CP 0473
A34
COMPANIES HOUSE 24/12/04

CONTENTS OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2003

	Pag
Company Information	1
Report of the Directors	2
Report of the Independent Auditors	3
Profit and Loss Account	4
Balance Sheet	5
Notes to the Financial Statements	6
Trading and Profit and Loss Account	15

COMPANY INFORMATION FOR THE YEAR ENDED 31 MARCH 2003

DIRECTORS:

Mr M Prentice Mr N Usher Mr C Grimsdell

SECRETARY:

S Fennell

REGISTERED OFFICE:

1 Thane Road West Nottingham NG2 3AA

REGISTERED NUMBER:

3487609 (England and Wales)

AUDITORS:

Hanley & Co

Chartered Accountants Registered Auditors 18 Church Street Ashton under Lyne

OL6 6XE

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 MARCH 2003

The directors present their report with the financial statements of the company for the year ended 31 March 2003.

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of a dental laboratory.

REVIEW OF BUSINESS

The results for the year and financial position of the company are as shown in the annexed financial statements.

DIVIDENDS

No dividends will be distributed for the year ended 31 March 2003.

DIRECTORS

The directors during the year under review were:

Mr C Brooks

- resigned 13.9.2002

Mr M Prentice

- resigned 2.8.2002

Mr P Douty Mr N Usher

- appointed 2.8.2002

Mr C Grimsdell

- appointed 13.9.2002

The directors holding office at 31 March 2003 did not hold any beneficial interest in the issued share capital of the company at 1 April 2002 (or date of appointment if later) or 31 March 2003.

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 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;
- 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.

ON BEHALF OF THE BOARD:

S Fennell - Secretary

Date: 13/12/04

REPORT OF THE INDEPENDENT AUDITORS TO THE SHAREHOLDERS OF PORTLAND CERAMICS LIMITED

We have audited the financial statements of Portland Ceramics Limited for the year ended 31 March 2003 on pages four to fourteen. These financial statements have been prepared under the historical cost convention and 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. 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 on page two the company's directors are responsible for the preparation of financial statements in accordance with applicable law and United Kingdom 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 Companies Act 1985. We also report to you if, in our opinion, the Report of the Directors 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 Report of the Directors 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 the company's affairs as at 31 March 2003 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Hanley & Co Chartered Accountants Registered Auditors 18 Church Street Ashton under Lyne OL6 6XE

Harley

Date: 15 12 2004

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 MARCH 2003

•		2003	2002
	Notes	£	£
TURNOVER		2,344,775	1,325,750
Cost of sales		(1,605,776)	(827,005)
GROSS PROFIT		738,999	498,745
Administrative expenses		(939,926)	(525,126)
		(200,927)	(26,381)
Other operating income		65,803	20,215
OPERATING LOSS	3	(135,124)	(6,166)
Diminution of buildings	4		(51,250)
		(135,124)	(57,416)
Interest payable and similar charges	5	(460)	(5,679)
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		(135,584)	(63,095)
Tax on loss on ordinary activities	6	<u>76,708</u>	(13,291)
LOSS FOR THE FINANCIAL YEAR AFTER TAXATION		(58,876)	(76,386)
Retained profit brought forward		24,076	100,462
(DEFICIT)/RETAINED PROFIT CARRIED F	ORWARD	£(34,80 <u>0</u>)	£24,076

CONTINUING OPERATIONS

None of the company's activities were acquired or discontinued during the current and previous years.

TOTAL RECOGNISED GAINS AND LOSSES

The company has no recognised gains or losses other than the losses for the current and previous years.

BALANCE SHEET 31 MARCH 2003

`		2003	2002
	Notes	£	£
FIXED ASSETS: Intangible assets	7	15,000	18,000
Tangible assets	8	548,121	471,209
		563,121	489,209
CURRENT ASSETS:			
Stocks	9	77,002	36,574
Debtors Cash at bank and in hand	10	218,531 402	137,100 163,969
			100,70
CDEDITIONS A CHE		295,935	337,643
CREDITORS: Amounts falling due within one year	11	(155,760)	(212,360)
NET CURRENT ASSETS:		140,175	125,283
TOTAL ASSETS LESS CURRENT LIABILITIES:		703,296	614,492
CREDITORS: Amounts falling due after more than one year	12	(725,247)	(585,804)
PROVISIONS FOR LIABILITIES AND CHARGES:	15	(12,749)	(4,512)
		$\underline{\mathfrak{\underline{E}}(34,700})$	£24,1 <u>76</u>
CAPITAL AND RESERVES:			
Called up share capital Profit and loss account	16	100 (34,800)	100 24,076
SHAREHOLDERS' FUNDS:	19	£(34,700)	£24,17 <u>6</u>

ON BEHALK QF THE BOARD:

- Director

- Director

Approved by the Board on 13 DCC. OH

CR GRIMSDELL

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2003

1. ACCOUNTING POLICIES

Accounting convention

The financial statements have been prepared under the historical cost convention.

Turnover

Turnover represents net invoiced sales of goods, excluding value added tax.

Goodwill

Goodwill, being the amount paid in connection with the acquisition of a business in 1998, is being written off evenly over its estimated useful life of 10 years.

Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life.

Plant and machinery - 20% reducing balance basis.

Fixtures and fittings - 20% reducing balance basis.

Motor vehicles - 25% reducing balance basis.

Buildings - 1% straight line basis.

Stocks

Stock is valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items.

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date.

Hire purchase and leasing commitments

Rentals paid under operating leases are charged to the profit and loss account as incurred.

2. STAFF COSTS

Wages and salaries	2003 £ 1,276,396	2002 £ 750,659
The average monthly number of employees during the year was as follows:	2003	2002
	<u>82</u>	<u>40</u>

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2003

3. **OPERATING LOSS**

The operating loss is stated after charging/(crediting):

	2003	2002
	£	£
Hire of plant and machinery	33,207	21,890
Depreciation - owned assets	78 ,077	76,423
(Profit)/Loss on disposal of fixed assets	(5,032)	2,800
Goodwill written off	3,000	3,000
Auditors' remuneration	6,169	-
		
Directors' emoluments	_	_

4. EXCEPTIONAL ITEMS

A permanent diminution in the value of buildings took place in 2002. The building was sold this year at a value less than cost.

5. INTEREST PAYABLE AND SIMILAR CHARGES

	2003	2002
	£	£
Bank loan interest	-	2,514
Hire purchase	460	3,165
	<u>460</u>	<u>5,679</u>

6. TAXATION

Analysis of the tax (credit)/charge

The tax (credit)/charge on the loss on ordinary activities for the year was as follows:

The tax (credit/charge on the loss on ordinary activities for the year was as follows.	2003 £	2002 £
Current tax: UK corporation tax Prior years adjustment	(55,475) (<u>29,470</u>)	(13,417) 29,470
Total current tax	(84,945)	16,053
Deferred taxation	8,237	(2,762)
Tax on loss on ordinary activities	(76,708)	13,291

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2003

TAXATION - continued

Factors affecting the tax (credit)/charge
The tax assessed for the year is lower than the standard rate of corporation tax in the UK. The difference is explained below:

Loss on ordinary activities before tax	2003 £ (135,584)	2002 £ (63,095)
Loss on ordinary activities multiplied by the standard rate of corporation tax in the UK of 30% (2002 - 30%)	(40,675)	(18,929)
Effects of: Expenses not deductible for tax purposes Depreciation for period in excess of capital allowances Permanent adjustment Prior years adjustment	900 (15,700) - (29,470)	901 2,762 1,849 29,470
Current tax (credit)/charge	(84,945)	16,053

INTANGIBLE FIXED ASSETS 7.

IIIIIIIIIIIIIIIIIIIIIIIIIIIIIIIIIIIIII	Goodwill
COST:	${\mathfrak E}$
At 1 April 2002 and 31 March 2003	30,000
AMORTISATION: At 1 April 2002 Charge for year	12,000 3,000
At 31 March 2003	15,000
NET BOOK VALUE: At 31 March 2003	15,000
At 31 March 2002	18,000

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2003

8. TANGIBLE FIXED ASSETS

9.

TANGIBLE FIXED ASSETS	Freehold property	Buildings	Plant and machinery
	£	£	£
COST:			
At 1 April 2002 Additions	1,500	130,000	310,978 162,176
Disposals	(1,500)	(130,000)	-
At 31 March 2003			473,154
DEPRECIATION:		57 500	46,000
At 1 April 2002 Charge for year	-	56,500 -	46,998 40,372
Eliminated on disposals		_(56,500)	
At 31 March 2003	.		<u>87,370</u>
NET BOOK VALUE:			205 704
At 31 March 2003			385,784
At 31 March 2002	1,500	<u>73,500</u>	263,980
	E		
	Fixtures and	Motor	
	fittings	vehicles	Totals
	£	£	£
COST: At 1 April 2002	129,038	15,490	587,006
Additions	67,814	, -	229,990
Disposals			<u>(131,500</u>)
At 31 March 2003	196,852	15,490	685,496
DEPRECIATION:			
At 1 April 2002 Charge for year	11,010 34,585	1,290 3,120	115,798 78,077
Eliminated on disposals	-		(56,500)
At 31 March 2003	_45,595	4,410	137,375
NET BOOK VALUE:			
At 31 March 2003	<u>151,257</u>	$=\frac{11,080}{}$	548,121
At 31 March 2002	118,029	<u>14,200</u>	471,209
STOCKS			
		2003 £	2002 £
Stock & work in progress		<u>77,002</u>	<u>36,574</u>

Bank overdrafts

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR'ENDED 31 MARCH 2003

	•		
10.	DEBTORS: AMOUNTS FALLING		
	DUE WITHIN ONE YEAR		
		2003	2002
		£	£
	Trade debtors	146,614	121,825
	Corporation tax	48,414	´ -
	Prepayments	23,503	<u> 15,275</u>
		218,531	137,100
			157,100
11.	CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		
	DOE WITHIN ONE TEAR	2003	2002
		£	£
	Bank loans and overdrafts		
	(see note 13)	2,666	-
	Hire purchase contracts	1.010	1.010
	(see note 14) Trade creditors	1,819 72,488	1,819 140,071
	Other creditors	72,400	29,470
	Accrued expenses	78,787	41,000
			
		155,760	<u>212,360</u>
12.	CREDITORS: AMOUNTS FALLING		
	DUE AFTER MORE THAN ONE YEAR		
		2003 £	2002 £
	Other Creditors	723,883	582,621
	Hire purchase contracts		
	(see note 14)	1,364	3,183
		725,247	585,804
			<u></u>
13,	LOANS AND OVERDRAFTS		
	An analysis of the maturity of loans and avanduates is sixon halour		
	An analysis of the maturity of loans and overdrafts is given below:		
		2003	2002
	A manufa Cilling due within and an an an an an a	£	£
	Amounts falling due within one year or on demand:		
		2.44	

2,666

15.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2003

14. OBLIGATIONS UNDER HIRE PURCHASE CONTRACTS AND LEASES

	Hire purchas contrac	
	2003	2002
Gross obligations repayable:	£	£
Within one year	1,819	1,819
Between one and five years	1,364	3,183
	3,183	5,002
Net obligations repayable:		
Within one year Between one and five years	1,819 1,364	1,819 3,183
between one and five years	1,304	3,103
	3,183	5,002
The following payments are committed to be paid within one year:		
	Land ar building operatii	gs ig
	leases 2003 £	2002 £
Expiring:		
In more than five years	80,000	80,000
PROVISIONS FOR LIABILITIES AND CHARGES		
	2003 £	2002 £
Deferred taxation	12,749	4,512
	Deferred	
	tax	
Balance at 1 April 2002	£ 4,512	
Accelerated capital allowances	8,237	
Balance at 31 March 2003	12,749	

Authorised:

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2003

16. CALLED UP SHARE CAPITAL

Number:	Class:	Nominal	2003	2002
1,000	Ordinary	value: £1	£ 1,000	£ 1,000
Allotted and issued:				
Number:	Class:	Nominal	2003	2002
		value:	£	£
100	Share capital 1	£1	100	<u>100</u>

The whole of the issued share capital of the Company, being 100 ordinary shares of £1 each, was purchased by Boots the Chemists Limited on 30 March 2001.

17. ULTIMATE PARENT COMPANY

The company's immediate holding company (which is also the immediate controlling party) is Boots the Chemists Limited and its ultimate holding company (which is also the ultimate controlling party) is The Boots Company plc, a company incorporated in Great Britain and registered in England and Wales. The results of the company are included in the group financial statements of The Boots Company plc. Copies of the group financial statements may be obtained from 1 Thane Road West, Nottingham, NG2 3AA. The Company is exempt from disclosing transactions with other group undertakings and investees of the group qualifying as related parties as permitted by paragraph 3 of Financial Reporting Standard 8.

18. CAPITAL COMMITMENTS

	Contracted but not provided for in the	2003 £	2002 £
	financial statements	<u>.</u> ==	<u>=</u>
19.	RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS		
		2003 £	2002 £
	Loss for the financial year	<u>(58,876</u>)	(76,386)
	Net reduction of shareholders' funds	(58,876)	(76,386)
	Opening shareholders' funds	<u>24,176</u>	100,562
	Closing shareholders' funds	(34,700)	24,176
	Equity interests	<u>(34,700)</u>	24,176

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2003

20. DIRECTORS' SHAREHOLDINGS AND SHARE OPTIONS

The beneficial interests of the directors, who are not directors of the ultimate holding company, and their families, in the share capital of the ultimate holding company at 31st March 2003 are shown below. No director holds any loan capital in the ultimate holding company. The share interests of the directors of the ultimate holding company are included in those group financial statements.

			Ordinary Shares under executive ad SAYE options						
	Ordinary Shares 2003	Ordinary Shares 2002	Ordinary Shares under options 2003	Average option price 2003	Exercised during the year	exercise price	Market price at date of exercise	Granted during the year	Ordinary Shares under options 2002
C R Grimsdell N A Usher	1,500 238*	1,500**	14,675 38,868	6,154 6,319	- -	<u>-</u>	-	6,860 18,307	7,815** 20,561

^{*} Included within the Ordinary shares held are shares purchased under the Share Investment Plan by the following: N A Usher 238

** At date of appointment

The market price of the ultimate holding company's shares at 31st March 2003 was 530.5p. The range of market prices during the year was 492p to 725p. Prices shown for options exercised during the year represent the weighted average of prices. The average option price for 2003 represents the weighted average price for options outstanding at 31st March 2003.

Under a savings related scheme options may be granted to qualifying employees to subscribe for ordinary shares at approximately 80% of market price.

Under the executive share option plan 2001 certain directors were granted options to subscribe for ordinary shares in Boots Group PLC. These options become exercisable 3 years after grant if the performance target is met. If the target is not met, the performance period is extended but if the target is still not met by the end of the sixth year of the performance period, the options lapse. Once the performance target is met, such options are exercisable up to 10 years from grant at option prices of 630p and 594p.

The table below shows the number of shares in Boots Group PLC (the ultimate holding company) over which certain directors have been granted conditional rights under the Long Term Bonus Scheme operated by The Boots Company PLC. At the end of a four year performance cycle, (three years for the schemes commenced in 2002) half the bonus earned is paid in cash and half as a share award.

_	Ordinary shares conditional awards						
- -	31st March 2003	Exercised during the year	Lapsed during the year	Granted during the year	31st March 2002_		
Long Term Bonus	s Scheme						
N A Usher	2,591	(2,401)	-	1,264	3,728		

The table below shows the number of shares in Boots Group PLC (the ultimate holding company) that have been conditionally awarded to certain directors under The Boots Company All Employees Share Ownership Plan 2000. The employee will normally become unconditionally entitled to these shares after remaining employed for a further three years.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2003

Conditional entitlement

award under the All Employee Share Ownership Plan 2000					
	31st March 2003	Awarded during the year	31st March 2002		
G R Grimsdell	81	39	42		
J M Prentice	133	64	69		
N A Usher	81	39	42		

^{*} At date of appointment

As a potential beneficiary, each director is deemed to have an interest in a total of 16,848,633 ordinary shares of the company held by the following employee trusts, namely, Boots ESOP** Trust Limited (established to facilitate the operation of the company's executive bonus schemes), Boots (QUEST) Trustee Limited (established in connection with the company's UK all-employee SAYE Share Option Scheme) and Boots Share Plan Trustee Limited (established in connection with The Boots Company's All Employee Share Ownership Plan 2000).

21. GOING CONCERN

The management of Boots The Chemists Limited are aware of the financial position of the company and intend to provide the necessary level of financial support for the company to pay its debts as they become due.

^{**} Employee Share Ownership

TRADING AND PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 MARCH 2003

	2003		2002	
	£	£	£	£
Sales		2,344,775		1,325,750
Cost of sales:				
Opening stock	36,574		15,000	
Purchases	746,980		365,081	
Production wages & national insurance	899,224		192 100	
national insurance	699,224		483,498	
	1,682,778		863,579	
Closing stock &	(== 0.0a)		(a)	
work in progress	(77,002)		(36,574)	
		1,605,776		827,005
GROSS PROFIT		738,999		498,745
Other income:				
Rents received	20,395		20,215	
Training courses	45,408			
		65,803		20,215
		804,802		518,960
		001,002		2.0,200
Expenditure:				
Administration wages	377,172		267,161	
Telephone	12,445		3,835	
Post & stationery	172,153		58,376	
Travelling, Accommodation	11.040		11.707	
and Entertainment	11,942		11,696	
Motor expenses Courses	5,376		29,997	
	23,078 33,207		10,195 21,890	
Equipment leasing Repairs & renewals	24,422		7,639	
DLA membership	24,422		7,039	
Sundry expenses	47,946		18,967	
Auditors remuneration	6,169		-	
Professional fees	5,270		19,486	
Audit & accountancy	, <u>-</u>		5,576	
Entertainment	6,636		5,301	
Bad debts	, <u>-</u>		248	
Property expenses	5,144		18,396	
Rent	81,400		-	
Rates & water	25,194		7,061	
Insurance	10,955		2,624	
Light & heat	13,830		3,137	
		862,339		492,336
Carried forward		(57,537)		26,624

TRADING AND PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 MARCH 2003

	2003		2002	
	£	£	£	£
Brought forward		(57,537)		26,624
Finance costs: Bank loan interest			2,514	
Hire purchase	460		3,165	
Bank charges	1,542		1,817	
		2,002		7,496
		(59,539)		19,128
Depreciation:				
Buildings-	1,315		14.004	
Plant & machinery Fixtures & fittings	40,372 34,585		16,886 4,919	
Motor vehicles	3,120		2,053	
Goodwill	3,000		3,000	
		81,077	<u>_</u>	28,173
		(140,616)		(9,045)
Profit/(Loss) on disposal of fixed assets:				
Plant & machinery	2,032		-	
Fixtures & fittings Motor vehicles	3,000		(2,800)	
		5,032	(2,000)	(2,800)
		(135,584)		(11,845)
Exceptional items:				
Diminution of buildings		_		(51,250)
NET LOSS		£(135,584)		£(63,095)