

Rebyl Limited

Registered Number 4043701

Directors' Report and Financial Statements

**For the period from 31st March 2002 to
31st December 2002**



REBYL LIMITED

DIRECTORS' REPORT

The Directors present their report and financial statements for the year ended 31st December 2002.

1. PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The company did not trade during the period and was classified as dormant. On 27 May 2002 the RWE Group's offer to purchase Innogy Holdings plc, the ultimate parent undertaking at that time, was accepted by its shareholders. With effect from 17 July 2002, the ordinary shares of Innogy Holdings plc were no longer listed on the official list in the UK.

2. DIRECTORS AND DIRECTORS' INTERESTS

The Directors who held office during the financial period were as follows:-

Mr Alan Smith

None of the directors held any interest in any shares in or debentures of the Company at the end of the financial period.

The beneficial interests of the Directors and their families in the ordinary shares RWE AG, the Company's ultimate parent undertaking at 31st December 2002 were as follows:-

	Ordinary Shares		Options to subscribe for shares	
	31.12.2002	31.03.2002*	31.12.2002	31.03.2002*
Alan Smith	Nil		233	

*Holdings shown in respect of Innogy Holdings plc, the ultimate holding company at that time. All other figures shown in respect of holdings in RWE AG.

3. SHARE CAPITAL

The Company was incorporated on 31st July 2000 with an authorised share capital of 100 Ordinary shares of £1 each, of which 1 Ordinary share of £1 has been issued and fully paid up.

4. AUDITORS

For the year ended 31st December 2002, the company was entitled to exemption under section 249AA(1) of the Companies Act 1985.

By Order of The Board



J KEENE

Company Secretary

13 March 2003

Windmill Hill Business Park
Whitehill Way
Swindon
Wiltshire
SN5 6PB

DIRECTORS' RESPONSIBILITIES

In respect of the preparation of the accounts

Company law requires the Directors to prepare accounts 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 for that period. In preparing those accounts, 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 accounts;
- prepare the accounts 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 accounts comply with the Companies Act 1985. They have a general responsibility for taking such steps as are reasonably open to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

Rebyl Limited

Balance Sheet as at 31st December 2002

		31st December 2002	31 st March 2002
	NOTE	£	£
Current assets			
Other debtors		1	1
Net assets employed		<u>1</u>	<u>1</u>
Capital and reserves			
Called up share capital	3	1	1
		<u>1</u>	<u>1</u>

Director's Statement

For the year ended 31st December 2002, the company was entitled to exemption under section 249AA(1) of the Companies Act 1985.

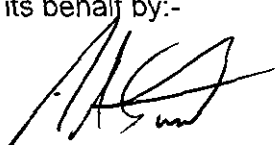
No members have required the company to obtain an audit of its accounts for the year in question in accordance with section 249B(2).

The directors acknowledge their responsibility for:

- Ensuring the company keeps accounting records which comply with section 221.
- Preparing accounts which give a true and fair view of the state of affairs of the company as at the end of its financial year, and of its profit and loss for the financial year in accordance with section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the company.

The financial statements were approved by the Board of Directors on 13th March 2003 and were signed on its behalf by:-

MR A. SMITH
Director



The accounting policies and notes on page 5 form an integral part of these financial statements.

Rebyl Limited

Notes To The Financial Statements

1. Accounting Policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the Company's financial statements.

Basis of preparation

The financial statements have been prepared in accordance with applicable accounting standards and under the historical cost accounting rules.

2. Directors' and Employees' Remuneration

The Directors received no remuneration during the period in respect of services to the company.

The average number of persons employed by the Company during the period was nil.

3. Share Capital

	31st December 2002	31 st March 2002
Authorised:		
Ordinary shares of £1 each	<u>100</u>	<u>100</u>
Allotted and called up:		
Ordinary shares of £1 each	<u><u>1</u></u>	<u><u>1</u></u>

4. Ultimate Parent Company

RWE AG a company incorporated in Germany, was the Company's ultimate parent company as at 31 December 2002.

RWE AG, Opernplatz 1, D-45128, Essen, Germany.