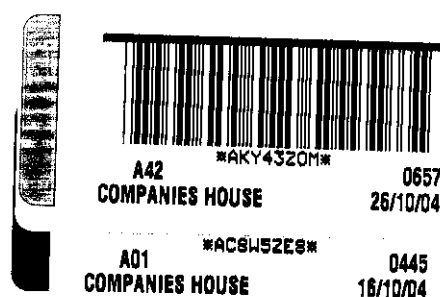


**Burberry Wholesale Limited**

**Registered Number: 4332228**

**Directors' report and Accounts**

**For the year to 31 March 2004**



# **Burberry Wholesale Limited**

## **Directors' report for the year to 31 March 2004**

The directors submit their report and the audited financial statements for the year to 31 March 2004. The company was incorporated on 30 November 2001. Therefore the comparatives cover the period from that date to 31 March 2003.

### **Principal activities**

The company's principal activity is to act as a finance company.

### **Results and dividends**

The company did not receive any income or incur any expenses in the year (2003: £nil) and accordingly no profit and loss account is presented. No dividends have been declared for the year (2003: £nil).

The company intends to continue to act as a finance company for the foreseeable future.

### **Directors and their interests**

The directors who held office during the year were as follows:

S L Cartwright	(appointed 1 March 2004)
M E Metcalf	(resigned 31 March 2004)
C A Gibbons	
R J H Kessell	

The interests of M E Metcalf and S L Cartwright, who are also directors of Burberry Group plc, are shown in the annual report of that company.

The interests of C A Gibbons and R J H Kessell, who are also directors of Burberry Limited, are shown in the annual report of that company.

# Burberry Wholesale Limited

## Directors' report for the year to 31 March 2004 (Continued)

### 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;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors confirm that they have complied with the above requirements in preparing the financial statements.

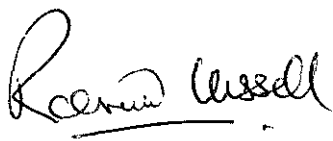
The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

### Auditors

The company has passed elective resolutions dispensing with the need to hold an Annual General Meeting and annually reappoint auditors. Accordingly, PricewaterhouseCoopers LLP are deemed to have been re-appointed as auditors for the forthcoming year.

By order of the board

1 October 2004



**R J H Kessell**  
Director

# **Burberry Wholesale Limited**

## **Independent auditors' report to the members of Burberry Wholesale Limited**

We have audited the financial statements, which comprise the balance sheet and the related notes.

### **Respective responsibility 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. This report, including the opinion, has been prepared for and only for the company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or in to whose hands it may come save where expressly agreed by our prior consent in writing.

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.

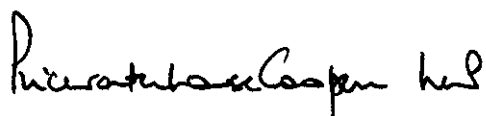
### **Basis of audit opinion**

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 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 2004 and of its result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



**PricewaterhouseCoopers LLP**  
Chartered Accountants and Registered Auditor  
London

1 October 2004

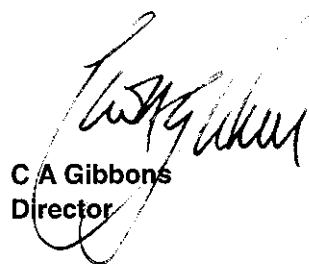
# Burberry Wholesale Limited

Balance sheet as at 31 March 2004

	Note	2004 £	2003 £
<b>Current assets</b>			
Debtors	3	3,005,721	2,088,350
Cash at bank - overdraft		-	(7)
<b>Net Assets</b>		3,005,721	2,088,343
<b>Capital and reserves</b>			
Called up share capital	4	3,005,721	2,088,343
<b>Equity Shareholders' Funds</b>	5	3,005,721	2,088,343

The notes on pages 5 to 6 form part of these financial statements.

Approved by the Board on 1 October 2004

  
C A Gibbons  
Director

# Burberry Wholesale Limited

## Notes to the financial statements for the year to 31 March 2004

### 1 Accounting policies

The principal accounting policies of the company are:

#### (a) Basis of accounting

These financial statements have been prepared on the going concern basis under the historical cost convention, and in accordance with applicable accounting standards in the United Kingdom, which have been applied on a consistent basis.

#### (b) Foreign currency

Transactions denominated in foreign currencies are translated into sterling at the exchange rate ruling at the date of the transaction.

#### (c) Cash flow statement and related party disclosures

The company is a wholly owned subsidiary of Burberry Group plc and is included in the consolidated financial statements of Burberry Group plc, which are publicly available. Consequently, the company has taken advantage of the exemption from preparing a cash flow statement under the terms of Financial Reporting Standard 1 ("FRS 1") (revised 1996).

The company is also exempt under the terms of Financial Reporting Standard 8 ("FRS 8") from disclosing related party transactions with entities that are part of the Burberry Group.

### 2 Result for the period

The company did not receive any income or incur any expenses in the year (2003: £nil) and accordingly no profit and loss account is presented.

No directors received any remuneration from the company during the year to 31 March 2004 (2003: £nil).

No employee costs are included in these financial statements. The auditors received remuneration of £700 (2003: £650), which was paid by Burberry Limited, a fellow subsidiary.

### 3 Debtors

	2004 £	2003 £
<b>Amounts falling due within one year</b>		
Amounts due from group undertakings	-	7
	-	7
<b>Amounts falling due after one year</b>		
Amounts due from Thomas Burberry Limited	3,005,721	2,088,343
<b>Total</b>	<b>3,005,721</b>	<b>2,088,350</b>

Amounts due from Thomas Burberry Limited are unsecured, interest free and are repayable after more than five years.

# Burberry Wholesale Limited

## Notes to the financial statements for the year to 31 March 2004 (continued)

### 4 Called up share capital

	2004 Number	2003 Number	2003 \$	2003 \$
<b>Authorised</b>				
Ordinary shares of US\$1 each – A shares	999,999,999	999,999,999	999,999,999	999,999,999
Ordinary shares of US\$1 each – B shares	1	1	1	1

	Allotted and issued	Paid up to US\$	Exchange Rate	£
<u>A shares</u> Ordinary shares of US\$1				
As at 1 April 2003	35,340,200	3,126,649		2,088,342
Shares called up on 1 September 2003	-	787,650	0.6235	491,115
Shares called up on 1 March 2004	-	787,650	0.5412	426,263
As at 31 March 2004	35,340,200	4,701,949		3,005,720
<u>B shares</u> Ordinary share of US\$1				
As at 1 April 2003 and 31 March 2004	1	1	0.7059	1
<b>Total share capital</b>	35,340,201	4,701,950		3,005,721

Calls can only be made on A shares. In all other respects A and B shares rank equally.

### 5 Reconciliation of movement in Shareholders' Funds

	2004 £	2003 £
Net proceeds of issue of ordinary share capital	917,378	2,088,343
Net addition to Shareholders' Funds	917,378	2,088,343
Opening Shareholders' Funds	2,088,343	-
<b>Closing Shareholders' Funds</b>	<b>3,005,721</b>	<b>2,088,343</b>

### 6 Immediate and ultimate parent company

The immediate parent undertaking is Thomas Burberry Limited, which is registered in England and Wales.

The parent undertaking of the smallest group to consolidate these financial statements is Burberry Group plc, which is registered in England and Wales. Copies of the consolidated accounts can be obtained from the Company Secretary at Burberry Group plc, 18-22 Haymarket, London SW1Y 4DQ.

The ultimate parent undertaking and controlling party is GUS plc, which is the parent company of the largest group to consolidate these financial statements. Copies of GUS plc consolidated financial statements can be obtained from the Company Secretary at GUS plc, One Stanhope Gate, London, W1K 1AF.