

Directors' Report for the Year to 31 December 2008

The accounts for the year are attached.

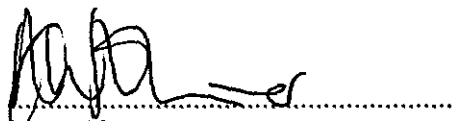
The company has not traded during the year and accordingly it has made neither a profit nor a loss. No Profit and Loss Account has therefore been prepared.

The following served as Directors during (and, unless otherwise indicated, throughout) the year or were appointed subsequent to the year end:

| | <i>Appointed</i> | <i>Resigned</i> |
|-----------------------------------------------|-------------------------|------------------------|
| Mark Stevens | | 31/07/2008 |
| Scottish & Newcastle Breweries (Services) Ltd | | 20/02/2009 |
| Gordon Izatt | | 28/08/2008 |
| Simon Aves | 28/07/2008 | 30/01/2009 |
| Anne Oliver | 28/08/2008 | |
| William Payne | 26/01/2009 | |
| Craig Tedford | 26/01/2009 | |

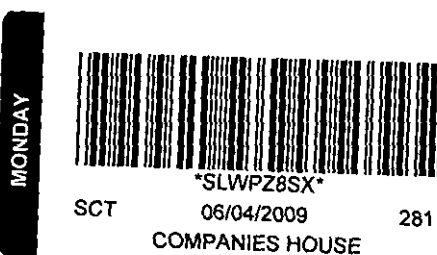
The director signing off the accounts on behalf of the board was appointed subsequent to the financial year end.

By Order of the Board



Anne Oliver
Secretary

30 March 2009



William Younger and Company Limited**Company Number: SC1658****Balance Sheet as at 31 December 2008**

| | 31 December 2008 £ | 31 December 2007 £ |
|-----------------------------------------------------|-----------------------------------|-----------------------------------|
| CURRENT ASSETS | | |
| DEBTORS: Amounts due by Scottish & Newcastle Ltd | 950,000 | 950,000 |
| NET ASSETS | <u>950,000</u> | <u>950,000</u> |
| CAPITAL AND RESERVES | | |
| SHARE CAPITAL – See note 2 | <u>950,000</u> | <u>950,000</u> |
| | <u>950,000</u> | <u>950,000</u> |

For the year ended 31 December 2008 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:

- a) Ensuring the company keeps accounting records which comply with section 221;
- b) 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.

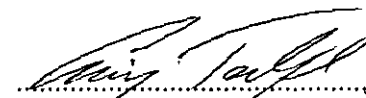
Notes to the Accounts

1. The ultimate parent company at the balance sheet date was Heineken N.V. which is registered in The Netherlands. These accounts are included in the consolidated accounts of Heineken N.V. and its subsidiaries which are available from the registered office of Heineken N.V., Tweede Weteringplantsoen 21, 1017 ZD Amsterdam.

2. The detail of the Share Capital is as follows:

| | 31 December 2008 £ | 31 December 2007 £ |
|-----------------------------------------------|-----------------------------------|-----------------------------------|
| <u>Authorised</u> | | |
| 1,000,000 Ordinary Shares of £1 fully paid | 1,000,000 | 1,000,000 |
| <u>Allotted</u> | | |
| - Fully Paid Up | | |
| 900,000 Ordinary Shares of £1 fully paid | 900,000 | 900,000 |
| - Partly Paid | | |
| 100,000 Ordinary Shares of £1 each – 50p paid | <u>50,000</u> | <u>50,000</u> |
| | <u>950,000</u> | <u>950,000</u> |

Signed on behalf of the Board


 Director
 Edinburgh, March 2009