

Directors' Report for the Year to 31 December 2008

The accounts for the year are attached.

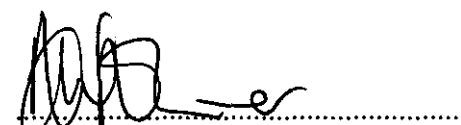
The company has not traded during the year and accordingly it has made neither a profit nor a loss. No Profit and Loss Account has therefore been prepared.

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		10/09/2008
Scottish & Newcastle Breweries (Services) Ltd		20/02/2009
Simon Aves	28/07/2008	30/01/2009
Anne Oliver	10/09/2008	
William Payne	26/01/2009	
Craig Tedford	23/01/2009	

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
30th March 2009



Balance Sheet as at 31 December 2008

	31 December 2008 £	31 December 2007 £
CURRENT ASSETS		
DEBTORS: Amount due by Scottish & Newcastle Ltd	100	100
NET ASSETS	<u>100</u>	<u>100</u>
CAPITAL AND RESERVES		
SHARE CAPITAL		
Authorised Issued and fully paid 100 Ordinary Shares of £1 each	<u>100</u> <u>100</u>	<u>100</u> <u>100</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).

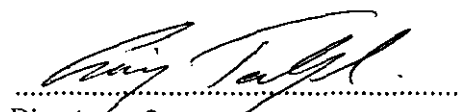
The directors acknowledge their responsibility for:

- 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.

Approved and signed on behalf of the Board by



Director ³⁰
Edinburgh, 30 March 2009