

Scottish & Newcastle Breweries (Services) Limited**Company Number: SC65526****Directors' Report for the Year Ended 28 April 2002**

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 or Loss Account has therefore been prepared.

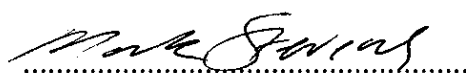
The following served as Directors during (and, unless otherwise indicated, throughout) the year:

	<i>Appointed</i>	<i>Resigned</i>
R A Gibb		
G G M Izatt		
N R Homer		26 April 2002
P D Kennerley		
J Laurie		
M Stevens	22 April 2002	

The Directors' interests in shares of Scottish & Newcastle plc (including options granted under the terms of the United Kingdom employee share schemes to subscribe for ordinary shares) at 29 April 2001 (*or appointment, if later) and 28 April 2002 were as follows:

	<i>28 April 2002</i>		<i>29 April 2001</i>	
	<i>Shares</i>	<i>Options</i>	<i>Shares</i>	<i>Options</i>
R A Gibb	13,903	92,874	3,360	72,874
G G M Izatt	28,018	84,531	27,171	65,537
M Stevens*	896	2,278	896	2,278
P D Kennerley	8,789	75,814	8,702	52,100
J Laurie	60,183	90,077	67,496	70,649

By Order of the Board


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M Stevens
Secretary
29 August 2002



Scottish & Newcastle Breweries (Services) Limited**Company Number: SC65526****Balance Sheet as at 28 April 2002**

	2002 £	2001 £
CURRENT ASSETS		
DEBTORS - Amount due by Scottish & Newcastle plc	100	100
NET ASSETS	<u>100</u>	<u>100</u>
CAPITAL AND RESERVES		
Share Capital – See note 2	<u>100</u>	<u>100</u>

For the year ended 28 April 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.

Notes to the Accounts

- The ultimate holding company is Scottish & Newcastle plc, a company incorporated in Scotland.
- The detail of the share capital is as follows:

	2002 £	2001 £
<u>Authorised</u>		
10,000 Ordinary Shares of £1 fully paid	10,000	10,000
 Allotted and Fully paid up		
100 Ordinary Shares of £1	100	100

Signed on behalf of the Board



M Stevens

Director

29 August 2002