

Scottish & Newcastle Breweries (Services) Limited

Company Number: SC65526

Directors' Report for the Year Ended 27 April 2003

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		
P D Kennerley		
J Laurie		
M Stevens		

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 28 April 2002 and 27 April 2003 were as follows:

	27 April 2003		28 April 2002	
	<i>Shares</i>	<i>Options</i>	<i>Shares</i>	<i>Options</i>
R A Gibb	8,109	152,190	13,903	92,874
G G M Izatt	30,738	123,896	28,018	84,531
M Stevens	1,593	2,581	896	2,278
P D Kennerley	14,106	142,802	8,789	75,814
J Laurie	74,792	128,162	60,183	90,077

By Order of the Board



M Stevens

Secretary

2 December 2003



Scottish & Newcastle Breweries (Services) Limited**Company Number: SC65526****Balance Sheet as at 27 April 2003**

	2003	2002
	£	£
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 27 April 2003 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:

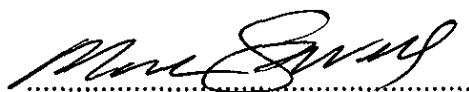
- Ensuring the company keeps accounting records which comply with section 221;
- Preparing accounts which give a true and fair view of the state of affairs of the company as at the end of its financial year; and of its profit and loss for the financial year in accordance with section 226, and which otherwise 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:

	2003	2002
	£	£
<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

2 December 2003