

Company Number: 9446

Matthew Brown plc
Report & Accounts 2003



Directors' Report

The directors submit their report and the audited accounts for the year ended 27 April 2003.

Principal Activity and Future Developments

The Company has traded during the year only as an agent for Scottish & Newcastle plc. The Company has not traded on its own account and accordingly it has made neither a profit nor a loss, therefore no Profit or Loss Account is attached. The directors do not foresee any significant change in the nature of the Company's activities.

Directors

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

R W Crichton (Resigned 3.11.2003)

M Stevens

G G M Izatt

Scottish & Newcastle Breweries (Services) Ltd

In accordance with the articles of association M Stevens and Scottish Newcastle Breweries (Services) Ltd retire and, being eligible, offer themselves for re-election.

The Director's interests in 20p ordinary shares of Scottish and 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 at 27 April 2003 were as follows:-

	27 April 2003		28 April 2002	
	Shares	Options	Shares	Options
R W Crichton	14,268	113,545	13,636	62,091
M Stevens	1,593	2,581	896	2,278
G G M Izatt	30,738	123,896	28,018	84,531
Scottish & Newcastle Breweries Services Ltd	-	-	-	-

Statement of Directors' Responsibilities in Respect of the Accounts

Company law requires the Directors to prepare accounts 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 Accounts, the Directors are required to:-

- select suitable accounting policies and then apply them consistently.
- make judgements and estimates that are reasonable and prudent; and
- prepare the accounts on the going concern basis unless it is inappropriate to presume that the Company will continue its business.

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 accounts 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.

By Order of the Board



M Stevens
Secretary

24 November 2003

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF MATTHEW BROWN PLC

We have audited the company's financial statements for the year ended 27 April 2003 which comprise the Balance Sheet and the related notes 1 to 6. These financial statements have been prepared on the basis of the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with Section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As described in the Statement of Directors' Responsibilities the company's directors are responsible for the preparation of the financial statements in accordance with United Kingdom law and accounting standards.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

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 with the company is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of audit opinion

We conducted our audit in accordance with United Kingdom 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 affairs of the company as at 27 April 2003 and have been properly prepared in accordance with the Companies Act 1985.

Ernst & Young LLP

Ernst & Young LLP
Registered Auditor
Edinburgh

25 November 2003

Matthew Brown plc**Company Number : 9446****Balance Sheet**

		27 April 2003 £000	28 April 2002 £000
<u>Current Assets</u>			
Debtors: Amounts owed by Parent undertaking		<u>137,484</u>	<u>137,484</u>
<u>Capital and Reserves</u>			
Called up Share Capital	2	6,219	6,219
Share premium account		21,166	21,166
Profit & Loss account		<u>110,099</u>	<u>110,099</u>
Equity Shareholders' Funds		<u>137,484</u>	<u>137,484</u>



M Stevens
Director
24 November 2003

Notes to the Accounts

1. These accounts have been prepared under the historical cost convention and in accordance with applicable accounting standards.
2. The Share Capital is as follows:-

	27 April 2003	28 April 2002
	£000	£000
Ordinary Shares at 25p each		
Authorised	8,000	8,000
Allotted called up & fully paid	6,219	6,219

3. The ultimate parent undertaking is Scottish & Newcastle plc, a company registered in Scotland. Copies of the accounts of Scottish & Newcastle plc can be obtained from 33 Ellersly Road, Edinburgh, EH12 6HX.
4. The company has not traded during the year and has made neither a profit nor a loss. No profit and loss account has therefore been prepared.

5. **Audit Remuneration**

Fees in respect of services provided by the auditors for statutory audit of the company and other services were borne by the company's parent undertaking.

6. **Remuneration of Directors**

No directors received emoluments from the company during either year.