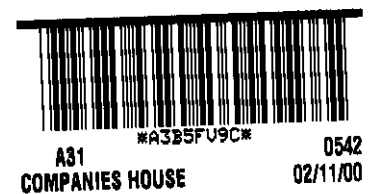


CALEDONIA BISCUITS LIMITED

Directors' report and financial statements

16 September 2000

Registered number 235275



CALEDONIA BISCUITS LIMITEDDIRECTORS' REPORT

The directors present their annual report and the financial statements for the 52 week period ended 16 September 2000.

1. DIRECTORS

The directors who held office during the period were as follows:

T. M. Agnew
W. J. Morton
A. V. S. Sharpe

Subsequent to the year end, on 24 October 2000, Mr T. M. Agnew, Mr W. J. Morton and Mr A. V. S. Sharpe resigned as Directors. On 24 October 2000, Mr P. A. Russell and Mr P. Telford were appointed as Directors of the Company.

2. INTERESTS OF DIRECTORS IN SHARES AND DEBENTURES

The directors notified the following interests in the ordinary shares of 5¹⁵/₂₂p each in Associated British Foods plc:

	<u>At the end of the period</u>	<u>At the beginning of the period</u>
T. M. Agnew -	None	None
W. J. Morton -	4,972	4,972
A. V. S. Sharpe -	177	177

The following directors had outstanding options to acquire ordinary shares of 5¹⁵/₂₂p each in Associated British Foods plc as follows:

	<u>Number of shares</u>		<u>Exercise Price</u>	<u>Date from which exercisable</u>	<u>Expiry date</u>
	<u>at 16.09.00</u>	<u>at 18.09.99</u>			
T. M. Agnew	20,000	20,000	561.5p	28 April 2003	27 April 2008
W. J. Morton	25,000	25,000	561.5p	28 April 2003	27 April 2008
A.V.S. Sharpe	40,000	40,000	561.5p	28 April 2003	27 April 2008

3. PRINCIPAL ACTIVITIES

The company did not trade in the period.



By order of the board
J. FOSTER
Secretary

26 October 2000

CALEDONIA BISCUITS LIMITED - Registered Number 235275**BALANCE SHEET****AS AT 16 SEPTEMBER 2000**

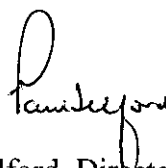
	16 September <u>2000</u> £	18 September <u>1999</u> £
CURRENT ASSET		
Debtor - Amount due by holding company within one year	<u>201,000</u>	<u>201,000</u>
CAPITAL		
Called up share capital (Note 4)	<u>201,000</u>	<u>201,000</u>

STATEMENT BY THE DIRECTORS

In preparing these financial statements, the directors have taken advantage of the exemption from audit available to dormant companies; and the directors:

- a) confirm that for the 52 week period ended 16 September 2000 the company was entitled to the exemption under subsection (1) of section 249AA of the Companies Act 1985; and
- b) confirm that members have not required the company to obtain an audit of its accounts for the year in question in accordance with subsection (2) of section 249B of the Companies Act 1985; and
- c) acknowledge their responsibilities for:
 - i. ensuring that the company keeps proper accounting records which comply with section 221 of the Companies Act 1985; and
 - ii. preparing financial statements for each financial year which give a true and fair view of the state of affairs of the company and of the surplus or deficit for that year in accordance with the requirements of section 226 of the Companies Act 1985, and which otherwise comply with the requirements of the Act relating to accounts, so far as applicable to the company.

These financial statements were approved by the board of directors on 26 October 2000.



P. Telford, Director

NOTES (forming part of the financial statements)

1. The accounting reference date of the company is the Saturday nearest to 15 September. Accordingly these financial statements have been prepared for the 52 week period ended on 16 September 2000.
2. These financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards and the Companies Act 1985.
3. The ultimate holding company and controlling party as defined by FRS 8 is Wittington Investments Limited which is incorporated in Great Britain and registered in England and Wales.

The largest group in which the results of the company are consolidated is that headed by Wittington Investments Limited. The smallest group in which they are consolidated is that headed by ABF Investments plc, which is incorporated in Great Britain and registered in England and Wales. The consolidated accounts of these groups are available to the public and may be obtained from Weston Centre, Bowater House, 68 Knightsbridge, London, SW1X 7LQ.

BALANCE SHEET *Contd.../*

4. CALLED UP SHARE CAPITAL

	<u>Authorised</u>	<u>Allotted, called up</u>	
	<u>£</u>	<u>and fully paid</u>	<u>Number.</u> <u>£</u>
1,000,000 shares of 25p each	<u>250,000</u>	<u>804,000</u>	<u>201,000</u>

There was no change in share capital during the period.

5. PROFIT AND LOSS ACCOUNT

During the period and the preceding period the company did not trade and received no income and incurred no expenditure. Consequently during those periods the company made neither a profit nor a loss. Administrative costs have been borne by a fellow subsidiary company.

6. None of the directors in the period received any emoluments in respect of their directorship of this company.