

**PILKINGTON BROTHERS
(SOUTH WALES) LIMITED**

Company Registration Number: 330122

**REPORT AND ACCOUNTS
YEAR ENDED 31 MARCH 2003**



PILKINGTON



PILKINGTON BROTHERS (SOUTH WALES) LIMITED

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 MARCH 2003

The directors present their annual report and accounts of the Company for the year ended 31 March 2003.

Activities

The Company has not traded during the year.

Directors

The following were directors of the Company during the year:

Mr J McKenna
Mr C R Bayley Resigned 27 March 2003
Miss S E Lennon
Mr I M Smith

Directors' Interests

None of the Directors had any interest in the shares of the company at 31 March 2003 and 31 March 2002.

The interest of the directors in shares or options in shares of the holding company, Pilkington plc, at 31 March 2003 and 2002, or date of appointment were as follows:

	Ordinary Shares of 50p each					
	2003	2002				
Miss S E Lennon	7,859	5,599				
Mr J McKenna	81,402	57,895				
Mr I M Smith	-	-				

	At 1.4.02	Options granted*	Options granted**	Options exercised	Options lapsed	At 31.3.03
Miss S E Lennon	11,959	-	10,439	-	11,959	10,439
Mr J McKenna	282,243	-	-	-	11,339	270,904
Mr I M Smith	42,891	14,770	4,175	-	8,958	52,878

Options granted under the Pilkington Executives' Share Option Scheme * were at 91.4p.

Options granted under the Pilkington Savings Related Share Option Scheme ** were at 91p.

PILKINGTON BROTHERS (SOUTH WALES) LIMITED
REPORT OF THE DIRECTORS (CONTINUED)

In addition to the above disclosure of shares under option, Mr J McKenna participates in Pilkington's deferred bonus plan, under which certain senior executives in the Pilkington Group are entitled to invest half or all of their performance-related bonus, after tax, in the company's shares which, if deposited with the trustees of the plan for a minimum period of three years, would be matched by Pilkington. The plan matches the shares purchased on a two-for-one basis at the net level (equivalent to 1.2-for-one at the gross level). Pilkington funds the trustees of the plan to enable them to purchase the matching shares at the same time as the participant purchases his shares.

The following directors held options to acquire, at no additional cost, the following number of matching shares under the plan.

	Options held at 01.04.02	Exercised during year	Granted during year	Options held at 31.03.03
Mr J McKenna	91,605	20,494	-	71,111

Statement of Directors' responsibilities

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;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the accounts;
- prepare the accounts on the going concern basis unless it is inappropriate to presume that the company will continue in 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 taking reasonable steps for the prevention and detection of fraud and other irregularities.

Auditors

In accordance with Section 250 of the Companies Act 1985 the Company has resolved not to appoint auditors.

By order of the Board



SE LENNON
Secretary

15th July 2003

PILKINGTON BROTHERS (SOUTH WALES) LIMITED

BALANCE SHEET AS AT 31 MARCH 2003

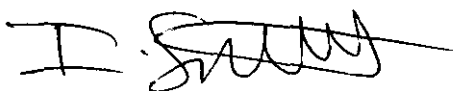
		At 31.3.2003	At 31.3.2002
	Note	£	£
Fixed Assets			
Investments in fellow subsidiaries at cost		17	17
Current Assets			
Amount due from holding company	4	761,963	761,963
		<u>761,980</u>	<u>761,980</u>
Financed by			
Capital and Reserves:			
Called up share capital	5	120,000	120,000
Capital reserves		641,980	641,980
		<u>761,980</u>	<u>761,980</u>
Equity shareholders' funds			

The directors confirm that the company is entitled to the audit exemption under section 249AA (1) of the Companies Act 1985 for 31 March 2003 and that the Members have not required the company to obtain an audit of its financial statements for the financial year in question in accordance section 249B (2) of the Companies Act 1985.

The directors acknowledge their responsibilities for:

- (a) Ensuring that the company keeps accounting records that comply with section 221;
- (b) Preparing financial statements that give a true and fair view of the state of affairs of the company as at the end of the financial year, and of its profit and loss for the financial year, in accordance with the requirements of section 226, and which otherwise comply with the requirements of the Companies Act relating to financial statements, so far as applicable to the company.

The accounts on pages 3 to 5 were approved by the board of Directors on ^{15th July} 2003, and signed on its behalf by:



Director

PILKINGTON BROTHERS (SOUTH WALES) LIMITED**NOTES TO THE ACCOUNTS FOR THE YEAR ENDED
31 MARCH 2003****1 Accounting policies**

The accounts have been prepared in accordance with the historical cost convention and in accordance with Accounting Standards applicable in the United Kingdom.

A summary of the major accounting policies, which have been consistently applied, is set out below.

Cash flow

In accordance with paragraph 5 (a) of FRS 1, the company is not required to publish a cash flow statement.

Related parties

As the company is a subsidiary undertaking, where 90% or more of its voting rights are controlled within the Pilkington Group, it has taken advantage of the exemption permitted by FRS 8 not to disclose any transactions or balances with entities that are part of the Pilkington Group.

2 Results

The company has not traded during the year and has made neither profit nor loss.

3 Directors' emoluments and employee information

The emoluments of the directors in respect of services to this company and to a number of fellow subsidiary companies are of a non-executive nature and their emoluments are deemed to be wholly attributable to their services to the parent company. Accordingly, there are no emoluments in respect of Miss S E Lennon, Mr J McKenna and Mr I M Smith.

The company did not employ anyone during the year. All administrative duties are performed by employees of the ultimate holding company.

4 Amount due from holding company

The amounts due from group undertakings are unsecured, interest free and have no fixed repayment date.

PILKINGTON BROTHERS (SOUTH WALES) LIMITED

**NOTES TO THE ACCOUNTS FOR THE YEAR ENDED
31 MARCH 2003**

	2003	2002
Authorised		
150,000 ordinary shares of £1 each	<u>£150,000</u>	<u>£150,000</u>
Issued and fully paid		
120,000 ordinary shares of £1 each	<u>£120,000</u>	<u>£120,000</u>

6 Contingent liabilities

At 31 March 2003 the Company had no contingent liabilities incurred in the ordinary course of business arising out of guarantees and other transactions.

7 Ultimate and immediate parent undertakings

The ultimate parent undertaking and controlling party is Pilkington plc, registered in England and Wales. The company has not prepared consolidated accounts. Pilkington plc has prepared consolidated accounts for the whole of the Pilkington Group, a copy of which can be obtained from the Company Secretary, Pilkington plc, Prescott Road, St Helens, WA10 3TT.