

Company No. 1180657

**BROWNING LIMITED**  
**(formerly Sodastream International Limited)**

**ANNUAL REPORT AND ACCOUNTS**

**for the 53 weeks ended 3 January 1998**



BROWNING LIMITED

DIRECTORS

P A Cartmell  
M A C Clark

SECRETARY

J A Deeley

REGISTERED OFFICE

25 Berkeley Square  
London W1X 6HT

AUDITORS

Arthur Andersen  
Chartered Accountants and Registered Auditors  
1 Surrey Street  
London, WC2R 2PS

## BROWNING LIMITED

### Report of the Directors

The directors present their report, together with the audited accounts of the Company, for the 53 weeks ended 3 January 1998 (the "year").

#### Review of the business

The Company is a subsidiary of Cadbury Schweppes plc. The principal activities of the Company are the acquisition and sale of investments for the Cadbury Schweppes Group.

#### Change of name

On 5 June 1997, the Company changed its name to Browning Limited.

#### Results and dividends

The profit on ordinary activities for the year, after taxation, was £29,000 (1996: £23,000). The directors do not recommend the payment of a dividend (1996: £nil).

#### Future developments

The Company will continue to develop its existing activities in accordance with the requirements of the Cadbury Schweppes Group.

#### Directors and their interests

The directors at the date of this report are as stated on page 1.

All the directors held office throughout the year.

The interests of the directors holding office at the year end in the share capital of Cadbury Schweppes plc were as follows:

#### Ordinary shares of 25p each

	<u>29 December 1996</u>	<u>3 January 1998</u>
P A Cartmell	7,709	14,956
M A C Clark	32,560	56,615

## BROWNING LIMITED

### Report of the Directors (continued)

The following director has been granted options under the Cadbury Schweppes plc Savings-Related Share Option Scheme 1982 over the following Ordinary Shares of 25p each:

#### Number of Ordinary Shares over which options granted

		<u>Movement in the Year</u>		
		<u>Granted</u>	<u>Exercised</u>	
	<u>29 December 1996</u>	<u>during</u>	<u>during</u>	<u>3 January 1998</u>
		<u>year</u>	<u>year</u>	
P A Cartmell	12,861	410	-	13,271

The following directors have been granted options under the Cadbury Schweppes plc Share Option Scheme 1984 for Main Board Directors and Senior Executives or the Cadbury Schweppes plc Share Option Scheme 1986 for Senior Management Overseas:

#### Number of options over Ordinary Shares

		<u>Movement in the Year</u>		
		<u>Granted</u>	<u>Exercised</u>	
	<u>29 December 1996</u>	<u>during</u>	<u>during</u>	<u>3 January 1998</u>
		<u>year</u>	<u>year</u>	
P A Cartmell	48,291	-	-	48,291
M A C Clark	109,379	-	27,485	81,894

The following directors have been granted options under the Cadbury Schweppes plc Share Option Plan 1994:

#### Number of options over Ordinary Shares

		<u>Movement in the Year</u>		
		<u>Granted</u>	<u>Exercised</u>	
	<u>29 December 1996</u>	<u>during</u>	<u>during</u>	<u>3 January 1998</u>
		<u>year</u>	<u>year</u>	
P A Cartmell	70,989	-	-	70,989
M A C Clark	81,648	-	-	81,648

## BROWNING LIMITED

### Report of the Directors (continued)

The following director has been granted options under the Cadbury Schweppes plc United States and Canada Employee Stock Purchase Plan 1994:

#### Number of options over Ordinary Shares

		<u>Movement in the Year</u>		
		<u>Granted</u>	<u>Exercised</u>	
		<u>during</u>	<u>during</u>	
		<u>year</u>	<u>year</u>	
	<u>29 December 1996</u>			<u>3 January 1998</u>
M A C Clark	2,336	1,380	872	2,844

In respect of share options granted, for each of the above mentioned schemes, the range of exercise prices and the dates the options are exercisable, are shown in the Annual Report of Cadbury Schweppes plc.

None of the directors had any other interest in the securities of Cadbury Schweppes plc, or the Company, or any other subsidiary of Cadbury Schweppes plc at any time during the year.

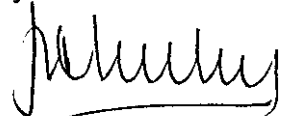
#### Auditors

In accordance with Section 386 of the Companies Act 1985 and the resolution passed by the Company in General Meeting on 20 August 1991 the Company has elected to dispense with the annual reappointment of auditors. Accordingly Arthur Andersen will continue as auditors.

21 April 1998

25 Berkeley Square  
London W1X 6HT

By order of the Board



J A Deeley  
Secretary

## BROWNING LIMITED

### STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RELATION TO ACCOUNTS

The directors are required by the Companies Act 1985 to prepare accounts for each financial year which give a true and fair view of the state of affairs of the Company as at the end of the financial year and of the profit or loss for the financial year.

The directors consider that in preparing the accounts the Company has used appropriate accounting policies, consistently applied and supported by reasonable and prudent judgements and estimates, and that all accounting standards which they consider to be applicable have been followed. The directors have responsibility for ensuring that the Company keeps accounting records which disclose with reasonable accuracy the financial position of the Company and which enable them to ensure that the accounts comply with the Companies Act 1985. The directors have general responsibilities for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

## BROWNING LIMITED

### AUDITORS' REPORT

#### To the Shareholders of Browning Limited

We have audited the accounts on pages 7 to 10 which have been prepared under the historical cost convention and follow the accounting policies set out on page 9.

#### Respective responsibilities of directors and auditors

As described on page 5 the Company's directors are responsible for the preparation of the accounts and it is our responsibility to form an independent opinion, based on our audit, on those accounts and to report our opinion to you.

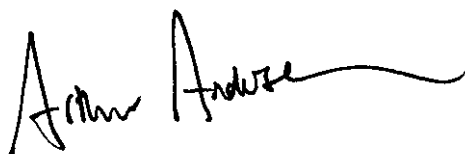
#### Basis of opinion

We conducted our audit in accordance with 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 accounts. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the accounts 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 accounts 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 accounts.

#### Opinion

In our opinion the accounts give a true and fair view of the state of the Company's affairs at 3 January 1998 and of its profit for the 53 weeks then ended and have been properly prepared in accordance with the Companies Act 1985.



ARTHUR ANDERSEN  
Chartered Accountants &  
Registered Auditors  
1 Surrey Street  
London  
WC2R 2PS

21 April 1998

BROWNING LIMITED

PROFIT AND LOSS ACCOUNT

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES

RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

For the 53 weeks ended 3 January 1998 (Note 2)

	Notes	1997 £000	1996 £000
Interest receivable and similar income	6	42	35
Profit before taxation		42	35
Taxation	7	(13)	(12)
RETAINED PROFIT FOR YEAR		29	23
Retained profit at beginning of year		168	145
Retained profit at end of year		197	168
STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES			
Total recognised gains and losses for the year		29	23
RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS			
Shareholders' funds at beginning of year		168	145
Profit for the year		29	23
Shareholders' funds at end of year		197	168

The notes on pages 9 and 10 form part of these accounts

Auditors' report on page 6

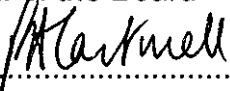



BROWNING LIMITED

BALANCE SHEET AT 3 JANUARY 1998 (NOTE 2)

	Notes	1997 £000	1996 £000
<b>CURRENT ASSETS AND LIABILITIES</b>			
Debtors	8	631	601
Creditors: amounts falling due within one year	9	(13)	(12)
NET CURRENT ASSETS		618	589
Creditors: amounts falling due after more than one year	10	(421)	(421)
NET ASSETS		197	168
<b>CAPITAL AND RESERVES</b>			
Called-up share capital	11	-	-
Profit and loss account		197	168
		197	168

On behalf of the Board

  
.....)  
P A Cartmell )  
 ) Directors  
 )  
  
.....)  
M A C Clark )

21 April 1998

The notes on pages 9 and 10 form part of these accounts

Auditors' report on page 6

## BROWNING LIMITED

### NOTES ON THE ACCOUNTS

#### 1. Accounting policies

##### (a) Accounting convention

The accounts are prepared under the historical cost convention and in accordance with applicable accounting standards.

##### (b) Financial year

The annual accounts are made up to the Saturday nearest to 31 December. This results in a financial year of 53 weeks periodically.

##### (c) Consolidation and cash flow statement

In accordance with the provisions of Financial Reporting Standard No. 1, the Company has not prepared a cash flow statement because its parent company, Cadbury Schweppes plc, which is incorporated in Great Britain, has prepared consolidated accounts which include the accounts of the Company for the year and which contain a cash flow statement.

##### (d) Taxation

Corporation tax payable is provided on taxable profit at current rate.

#### 2. Accounts

The profit and loss accounts cover the 52 weeks from 31 December 1995 to 28 December 1996 and the 53 weeks from 29 December 1996 to 3 January 1998. The balance sheets for 1996 and 1997 have been drawn up at 28 December 1996 and 3 January 1998 respectively.

#### 3. Ultimate Holding Company

The Company's ultimate holding company is Cadbury Schweppes plc. Copies of the Group Financial Statements of Cadbury Schweppes plc are available from 25 Berkeley Square, London W1X 6HT.

As a subsidiary of Cadbury Schweppes plc the Company has taken advantage of the exemption in Financial Reporting Standard No. 8: "Related Party Disclosures" not to disclose transactions with other members of the Group headed by Cadbury Schweppes plc.

#### 4. Auditors' Remuneration

Auditors' remuneration is being borne by the ultimate holding company, Cadbury Schweppes plc.

#### 5. Director's emoluments

The directors are employed by Cadbury Schweppes plc. They are remunerated for their services to the Group as a whole and receive no emoluments in respect of Browning Limited itself.

#### 6. Interest receivable and similar income

Interest receivable from other group undertakings

1997  
£000

1996  
£000

42

35

BROWNING LIMITED

NOTES ON THE ACCOUNTS (continued)

	1997 £000	1996 £000
7. <u>Taxation</u>		
Corporation tax at 31.5% (1996 - 33%)	<u>13</u>	<u>12</u>
8. <u>Debtors</u>		
Amount due from other Group undertakings	<u>631</u>	<u>601</u>
9. <u>Creditors: amounts falling due within one year</u>		
Current corporation tax	<u>13</u>	<u>12</u>
10. <u>Creditors: amounts falling due after more than one year</u>		
Amounts due to ultimate holding company	<u>421</u>	<u>421</u>
Amounts due to the ultimate holding company are interest free and have no fixed repayment date.		
11. <u>Share capital</u>		
Authorised:		
100,000 ordinary shares of £1 each	<u>100</u>	<u>100</u>
Allotted, called-up and fully paid:		
2 ordinary shares of £1 each	<u>-</u>	<u>-</u>