

Containers Packaging (Europe) Limited

**Directors' report and financial
statements**

Registered number 3051255

30 June 2002



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Directors' report

The directors present their annual report and the audited financial statements for the year ended 30 June 2002.

Principal activities

The company has not traded since incorporation and acts as a holding company for investments in subsidiary undertakings.

Directors and directors' interests

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

G S James
L Hawkins
A Mawby
A Seath

According to the register of directors' interests, no rights to subscribe for shares in or debentures of the company were granted to any of the directors or their immediate families, or exercised by them, during the financial year.


Political and charitable donations

The company made no political or charitable contributions during the year (2001: € nil).

Auditors

Pursuant to a shareholders' resolution, the company is not obliged to reappoint the auditors annually and KPMG LLP will therefore continue in office.

By order of the board


A Mawby
Director

5 February 2004

Statement of directors' responsibilities

Company law requires the directors to prepare financial statements 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 for that period. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements.

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 financial statements comply with the Companies Act 1985. They have general responsibility 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.



100 Temple Street
Bristol
BS1 6AG
United Kingdom

Independent auditors' report to the members of Containers Packaging (Europe) Limited

We have audited the financial statements on pages 4 to 10.

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 auditor's 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

The directors are responsible for preparing the directors' report and, as described on page 2, the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and by our profession's ethical guidance.

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.

Basis of audit 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 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 the company's affairs as at 30 June 2002 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.


KPMG LLP
*Chartered Accountants
Registered Auditor*

5 February 2004

Profit and loss account
for the year ended 30 June 2002

	<i>Note</i>	2002 €000	2001 €000
Administrative expenses		(1)	(15)
Operating loss	2	(1)	(15)
Profit / (loss) on disposal of fixed asset investments	4	78,639	(7,620)
Profit / (loss) on ordinary activities before interest		78,638	(7,635)
Interest receivable and similar income	5	8,645	55
Interest payable and similar charges	6	(61)	(153)
Profit / (loss) on ordinary activities before taxation		87,222	(7,733)
Tax on profit / (loss) on ordinary activities	7	(2,286)	-
Profit / (loss) on ordinary activities after taxation		<u>84,936</u>	<u>(7,733)</u>

There are no recognised gains and losses other than those disclosed in the profit and loss account.

The accounts are prepared on an unmodified historical cost basis and the loss reported is based upon historical cost.

Balance Sheet
at 30 June 2002

	<i>Note</i>	2002 €000	2002 €000	2001 €000	2001 €000
Fixed assets					
Investments	8		-		183,346
Current Assets					
Debtors falling due within one year	9	1,958		3,047	
Debtors falling due in more than one year	9	260,818			
Cash at bank		33		-	
		<u>262,809</u>		<u>3,047</u>	
Creditors: amounts falling due within one year	10	<u>(3,983)</u>		<u>(3,138)</u>	
Net current assets / (liabilities)			<u>258,826</u>		<u>(91)</u>
Total assets less current liabilities			<u>258,826</u>		<u>183,255</u>
Creditors: amounts falling due after more than one year	11		<u>(102,805)</u>		<u>(112,170)</u>
Net assets			<u><u>156,021</u></u>		<u><u>71,085</u></u>
Capital and reserves					
Called up share capital	12		107,296		107,296
Profit and loss reserve			48,725		(36,211)
Equity shareholders' funds	13		<u><u>156,021</u></u>		<u><u>71,085</u></u>

These financial statements were approved by the board of directors on 5 February 2004 and were signed on its behalf by:


A Mawby
Director

Notes

(forming part of the financial statements)

1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements.

Change in accounting policies

During the year the company adopted FRS 19 Deferred Tax. No prior year adjustment has been required on adoption.

Basis of preparation

The financial statements have been prepared in accordance with applicable accounting standards and under the historical cost accounting rules.

The company is exempt by virtue of s.248 of the Companies Act 1985 from the requirement to prepare group accounts. These financial statements present information about the company as an individual undertaking and not about its group.

Under FRS 1 the company is exempt from the requirement to prepare a cash flow statement on the grounds that a parent undertaking included the company in its own published consolidated financial statements.

As the company is a wholly owed subsidiary, the company had taken advantage of the exemption in FRS 8 and has therefore not disclosed transactions or balances with entities which form part of the group. The consolidated financial statements of Amcor Limited, within which this company is included, can be obtained from the address set out in note 14.

Foreign currencies

Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of the transaction or at the contracted rate if the transaction is covered by a forward exchange contract. Monetary assets and liabilities denominated in foreign currencies are translated using the rate of exchange ruling at the balance sheet date and the gains or losses on translation are included in the profit and loss account.

Taxation

The charge for taxation is based on the profit for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes. Deferred tax is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date, except as otherwise required by FRS 19.

Functional currency

As at 1 July 2001 the company's functional currency changed to euros following a transaction which resulted in the majority of the company's assets being denominated in euros. The opening balances have been translated using the net investment method.

Notes (continued)

2 Profit on ordinary activities before taxation

Audit fees for the company have been borne by its fellow subsidiary, Amcor Europe.

3 Directors remuneration and staff costs

There were no employees during the year and the directors did not receive any fees or emoluments.

4 Profit on disposal of fixed asset investments

All of the Company's investments were disposed of during the year to a group company at a profit of €78.6m.

5 Interest receivable and similar income

	2002 €000	2001 €000
Interest on deposits	114	42
Receivable from group undertakings	2,301	13
Net exchange gains	6,230	-
	<u>8,645</u>	<u>55</u>

6 Interest payable and similar charges

	2002 €000	2001 €000
On bank loans and overdrafts and other loans repayable within five years	-	153
On all other loans	61	-
	<u>61</u>	<u>153</u>

Notes (continued)

7 Taxation

	2002 €000	2001 €000
<i>UK Corporation tax</i>		
Current tax on income for the period	2,286	-
Tax on profit / (loss) on ordinary activities	<u>2,286</u>	<u>-</u>
<i>Current tax reconciliation</i>		
Profit / (loss) on ordinary activities before taxation	87,222	(7,733)
Current tax at 30% (2001: 30%)	<u>26,166</u>	<u>(2,320)</u>
<i>Effects of:</i>		
Income from disposal of fixed asset investments not taxable	(23,591)	2,286
Utilisation of losses brought forward	(289)	-
Movement in losses (unprovided)	-	34
	<u>2,286</u>	<u>-</u>

8 Fixed asset investments

	Shares in group Undertakings €000	Loans to group Undertakings €000	Total €000
<i>Cost</i>			
At beginning of year	211,629	3,701	215,330
Disposal of controlled entities	(211,629)	(3,701)	(215,330)
	<u>-</u>	<u>-</u>	<u>-</u>
At the end of year	-	-	-
<i>Provisions</i>			
At beginning of year	(31,984)	-	(31,984)
Disposal of controlled entities	31,984	-	31,984
	<u>-</u>	<u>-</u>	<u>-</u>
At the end of year	-	-	-
<i>Net book value</i>			
At end of year	-	-	-
At beginning of year	<u>179,645</u>	<u>3,701</u>	<u>183,346</u>

Shares in group undertakings comprise €nil (2001: €149,747,000) in respect of shares held in subsidiaries and €nil (2001: €29,898,000) in respect of shares in fellow subsidiaries.

Notes (continued)

9 Debtors

	2002	2001
	€000	€000
Debtors due within one year		
Amounts owed by group undertakings	1,951	967
Other debtors	7	3
	<u>1,958</u>	<u>970</u>
Debtors due after one year		
Amounts owed by group undertakings	260,818	2,077
	<u>262,776</u>	<u>3,047</u>

10 Creditors: amounts falling due within one year

	2002	2001
	€000	€000
Bank loans and overdrafts	-	13
Amounts owing to group undertakings	1,656	106
Accruals and deferred income	41	82
Other creditors	2,286	2,937
	<u>3,983</u>	<u>3,138</u>

11 Creditors: amounts falling due after one year

	2002	2001
	€000	€000
Amounts owing to group undertakings	102,805	112,170
	<u>102,805</u>	<u>112,170</u>

12 Called up share capital

	2002	2001
	€000	€000
<i>Authorised</i>		
Equity: Ordinary shares of £1 each	165,071	165,071
	<u>165,071</u>	<u>165,071</u>
<i>Allotted, called up and fully paid</i>		
Equity: Ordinary shares of £1 each	107,296	107,296
	<u>107,296</u>	<u>107,296</u>

Notes (continued)

13 Movement in shareholders' funds

	Share capital	Profit and loss	Total
	€000	€000	€000
At 1 July 2001	107,296	(36,124)	71,172
Foreign exchange on conversion	-	(87)	(87)
Restated at 1 July 2001	<u>107,296</u>	<u>(36,211)</u>	<u>71,085</u>
Retained profit	-	84,936	84,936
At 30 June 2002	<u><u>107,296</u></u>	<u><u>48,725</u></u>	<u><u>156,021</u></u>

The profit and loss reserve results from a profit on sale of investments. The sale proceeds were in the form of non-qualifying consideration and the reserve is therefore not distributable.

14 Ultimate parent company and parent undertaking of larger group of which the company is a member

The company is a subsidiary undertaking of Amcor Holding No 1 Limited registered in England and Wales. During the period the parent company changed from Amcor Europe Limited to Amcor Holding No 1 Limited.

The largest group in which the results of the company are consolidated is that headed by Amcor Limited, incorporated in Australia. The consolidated accounts of this group are available to the public and may be obtained from Amcor Limited, 679 Victoria Street, Abbotsford, Victoria 3067, Australia. The smallest group in which they are consolidated is that headed by Amcor Europe Limited. The consolidated accounts of this group are available to the public and may be obtained from Amcor Europe Limited, Brighthouse Court, Barnwood, Gloucester GL4 3RT.