

VITAMOL (CLYDE) LIMITED**DIRECTORS REPORT**

The Directors submit their Report together with the Accounts for the year ended 31 December 2001.

The Company is a wholly owned subsidiary of British Vita PLC.

The Company has been dormant throughout the year.

DIRECTORS

1. The Directors of the Company during the year to 31 December 2001 were:

A R Teague	(Resigned 10 October 2001)
R N Coates	
M R Stirzaker	(Appointed 10 October 2001)

2. Under the Company's Articles of Association the Directors do not retire by rotation at the Annual General Meeting.
3. The interests of the directors in the Ordinary shares of the holding company are as follows:-


	2001		2000	
	<u>Shares</u>	<u>Options</u>	<u>Shares</u>	<u>Options</u>
R N Coates	6,814	19,766	9,254	19,766
M R Stirzaker	9,930	89,692	9,930	77,500

4. No Directors were interested at any time of the year in the share capital of the company.

5 March 2002

By Order of the Board

Middleton
Manchester, M24 2DB


 M R Stirzaker
Director/Secretary

VITAMOL (CLYDE) LIMITED



BALANCE SHEET AS AT 31 DECEMBER 2001

2000

2001

(£)

(£)

CURRENT ASSETS

127,500

Amount due from parent company

127,500

CAPITAL AND RESERVES

127,500

Called up share capital (See Note 1)


127,500

For the year ended 31 December 2001 the company was entitled to exemption under section 249AA (1) of the Companies Act 1985.

Members have not required the company to obtain an audit of its accounts for the year in question in accordance with subsection (2) of 249B.

The directors acknowledge their responsibility for:-

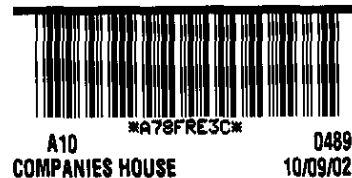
- i) ensuring the company keeps accounting records which comply with section 221; and
- ii) preparing accounts which give a true and fair view of the state of affairs of the company as at the end of its financial year, and of its profit and loss for the financial year in accordance with section 226,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

.....  Director

5 March 2002

Notes

1. The authorised capital of the company is £150,000 divided into 3,000,000 Ordinary Shares of 5p each. Issued Capital consists of 2,550,000 Ordinary Shares.
2. The ultimate holding company is British Vita PLC, a company incorporated in England.



VITAFOAM SCOTLAND LIMITED

BALANCE SHEET AS AT 31 DECEMBER 2001

<u>2000</u>		<u>2001</u>
(£)		(£)
<u>CURRENT ASSETS</u>		
330,000	Amount due from parent company	330,000
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<u>CAPITAL AND RESERVES</u>		
330,000	Called up share capital (See Note 1)	330,000
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For the year ended 31 December 2001 the company was entitled to exemption under section 249AA (1) of the Companies Act 1985.

Members have not required the company to obtain an audit of its accounts for the year in question in accordance with subsection (2) of 249B.

The directors acknowledge their responsibility for:-

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

.......... Director

5 March 2002

Notes

1. The authorised capital of the company is £330,000 divided into 1,320,000 Ordinary Shares of 25p each.
2. The ultimate holding company is British Vita PLC, a company incorporated in England.