

**S&N UK SHARES NOMINEE LIMITED**  
**Registered Number : SC198103**

**DIRECTORS' REPORT AND FINANCIAL STATEMENTS**

**For the year ended 30 April 2006**



• **S&N UK SHARES NOMINEE LIMITED**

**DIRECTOR'S REPORT FOR THE YEAR ENDED  
30 APRIL 2006**

The directors present their report and the financial statements for the year ended 30 April 2006

**BUSINESS REVIEW**

The Company has been dormant within the meaning of section 249AA of the Companies Act 1985 throughout the year. It is anticipated that the company will remain dormant for the foreseeable future.

**PROFIT & LOSS ACCOUNT**

No profit and loss account is presented with these financial statements because the company has not received income, incurred expenditure or recognised any gains or losses during either the year under review or the preceding accounting year. There have been no movements in shareholders' funds during the year under review or the preceding year.

**DIRECTORS AND THEIR INTERESTS**

The directors of the company during the year ended 30 April 2006 were

J Ireland (resigned 17 July 2006)  
PD Kennerley  
LAE Mackenzie  
RJ Martin

No director had an interest in the issued shares of the company during the year.

LAE Mackenzie retired on 31 December 2005.

The Company's ultimate parent company is Scottish & Newcastle plc and the directors had the following interests in the issued shares of Scottish & Newcastle plc at the dates shown.

		<b>30 April 2006</b>	<b>30 April 2005</b>
J Ireland	ordinary	983	624
	ordinary options	454	
P D Kennerley	ordinary	14,533	13,765
	ordinary options	246,863	345,798
L A E Mackenzie	ordinary	6,564	1,302
	ordinary options		96,205
R J Martin	ordinary	2,711	5,345
	ordinary options	96,205	3,865

**S&N UK SHARES NOMINEE LIMITED**

**DIRECTOR'S REPORT FOR THE YEAR ENDED  
30 APRIL 2006 (continued)**

The above shareholdings include interests, if any, held by a director as trustee or by a director's wife or infant children

Save as disclosed above, none of the directors held shares in the Company's ultimate parent company or in subsidiaries of the Company's ultimate parent company

**By Order of the Board**



**M Stevens  
Secretary**

01 May 2007

28 St Andrew Square  
Edinburgh  
EH2 1AF

**S&N UK SHARES NOMINEE LIMITED**  
**STATEMENT OF DIRECTORS' RESPONSIBILITIES**

United Kingdom company law requires the directors to prepare financial statements for each financial period which give a true and fair view of the state of affairs of the company as at the end of the financial period and of the profit or loss of the company 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, and
- state whether applicable accounting standards have been followed

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

**S&N UK SHARES NOMINEE LIMITED**  
**BALANCE SHEET – 30 APRIL 2006**

	<u>Notes</u>	<u>30 April</u> <u>2006</u> £	<u>30 April</u> <u>2005</u> £
<b>CURRENT ASSETS</b>			
Debtors	4	2	2
<b>CAPITAL AND RESERVES</b>			
Called up share capital	5	2	2

**Directors' Statements**

The annual accounts have not been audited because the company is entitled to the exemption under section 249AA(1) of the Companies Act 1985

Members have not required the company to obtain an audit in accordance with section 249B(2) of the Companies Act 1985

The directors acknowledge their responsibility for

- Ensuring the company keeps accounting records which comply with section 221 of the Companies Act 1985, and
- Preparing accounts which give a true and fair view of the state of affairs of the company as at the end of the financial period, and of its profit or loss for the financial period, in accordance with the requirements of section 226 of the Companies Act 1985, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the company

The unaudited balance sheet and notes on pages 4 and 5 were approved by the board of directors on 01 May 2007 and signed on its behalf by



Director

The accompanying notes are an integral part of this balance sheet

## **S&N UK SHARES NOMINEE LIMITED**

### **NOTES TO THE ACCOUNTS – 30 APRIL 2006**

#### **1. PRINCIPAL ACCOUNTING POLICIES**

##### **BASIS OF ACCOUNTING**

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

#### **2. Profit and Loss**

No profit and loss account is presented with these financial statements because the company has not received income, incurred expenditure or recognised any gains or losses during either the period under review or the preceding accounting period  
There have been no movements in shareholders' funds during the period under review or the preceding accounting period

#### **3. Information Regarding Directors**

No emoluments were payable to the directors, who were the only employees, of the company during the current and preceding financial year

#### **4. Debtors**

	<b>30 April</b> <b>2006</b> £	<b>30 April</b> <b>2005</b> £
Amount due by Scottish & Newcastle plc	2	2

#### **5. Called Up Share Capital**

	<b>30 April</b> <b>2006</b> £	<b>30 April</b> <b>2006</b> £
<b>Authorised</b> 100 ordinary shares of £1 each	100	100
<b>Allotted, called up and fully paid</b> 2 ordinary shares of £1 each	2	2