

Recommended acquisition  
of  
Scottish & Newcastle plc  
by  
Sunrise Acquisitions Limited  
(a company jointly owned by Carlsberg A/S and Heineken N.V.)

On 25 January 2008, the boards of Scottish & Newcastle plc ("S&N") and Sunrise Acquisitions Limited announced that they had reached agreement on the terms of a recommended acquisition of S&N at a price of 800 pence in cash for each S&N Share, valuing the entire issued and to be issued share capital of S&N at approximately Â£7.8 billion. The proposed transaction is to be implemented via a scheme of arrangement pursuant to section 425 of the Companies Act 1985 (the "Scheme").

S&N announces that the Court Meeting and the Extraordinary General Meeting convened in relation to the proposed acquisition, which were held on 31 March 2008, have both concluded successfully. All resolutions proposed, as set out in the notices of each meeting included in the Scheme Document dated 22 February 2008 (the "Scheme Document"), received the necessary majorities and were accordingly approved.

The voting results in relation to the Court Meeting and the Extraordinary General Meeting are summarised below:

COURT MEETING

Resolution to approve the Scheme

Number of votes:

FOR	444,095,120 (99.67%)	AGAINST	1,468,838 (0.33%)
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EXTRAORDINARY GENERAL MEETING

Special resolution to give effect to the Scheme Number of votes:

FOR	475,568,241 (99.65%)	AGAINST	1,650,957 (0.35%)	ABSTAINED	2,509,066
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Copies of the resolutions passed at the Court Meeting and Extraordinary General Meeting and S&N's amended Articles of Association have been submitted to the Financial Services Authority ("FSA") and will shortly be available for inspection by the public during normal business hours on any weekday (except public holidays) at the FSA's Document Viewing Facility which is situated at:

Financial Services Authority, 25 The North Colonnade, Canary Wharf, London E14 5HS (Tel. +44 (0)20 7676 1000).

Completion of the Acquisition remains subject to the satisfaction or, if permitted, waiver of the conditions to the Acquisition as set out in

the Scheme Document, including, inter alia, the receipt of the relevant anti-trust clearances and the sanction of the Scheme by the Court of Session, Edinburgh, Scotland.

Following discussions with the relevant regulatory authorities and the receipt by Carlsberg of formal approval in Russia and Ukraine, Heineken and Carlsberg have confirmed that, subject to the formal approval of the Acquisition by the European Commission, receipt of which is expected on 4 April 2008 (other than in relation to the acquisition by Heineken of S&N's business in Ireland, which it is expected will be referred by the European Commission to the Irish Competition Authority), the anti-trust conditions to the Acquisition will be satisfied.

Heineken and Carlsberg have confirmed that the referral by the European Commission to the Irish Competition Authority of the acquisition by Heineken of the S&N business in Ireland will not delay completion of the Acquisition. The Court hearings to sanction the Scheme and to confirm the reduction of S&N's share capital are expected to take place on 23 April 2008 and 28 April 2008 respectively. Accordingly, S&N expects that the Scheme will be implemented in accordance with the timetable set out in the Scheme Document, with the Effective Date of the Scheme expected to be 28 April 2008.

In light of today's results in relation to the Court Meeting and the Extraordinary General Meeting, the Annual General Meeting scheduled for 24 April 2008 will not take place. Furthermore, if the effective date is 28 April 2008, the current S&N Shareholders will not receive the 2007 Annual Report & Accounts.

Unless the context otherwise requires, terms defined in the Scheme Document have the same meaning in this announcement.

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