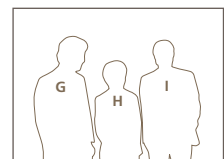
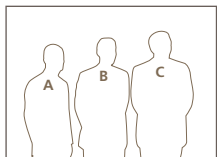


Board of directors and executives

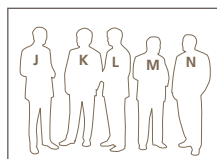


A Howard Dodd
B Richard Baker
C Paul Bateman

G Tim Parker
H Hélène Ploix
I Jan Bennink



D Dr Martin Read
E Sir Nigel Rudd
F Guy Dawson



J David Kneale
K Paul Stoneham
L Alex Gourlay
M David Lister
N Michael Oliver

Executive directors*

Richard Baker 41, Chief Executive
Appointed September 2003. Formerly the chief operating officer and marketing officer at Asda. Prior to joining Asda, Richard worked for Mars where he progressed through a series of roles including national account management, marketing and then head of sales for UK multiples.

Howard Dodd 44, Chief Financial Officer
Appointed finance director in April 2002. Additional responsibility for our property portfolio from October 2003. Howard is a chartered accountant and a fellow of the Association of Corporate Treasurers. Previously he worked for AstraZeneca and ICI, where he gained significant international experience in finance and treasury.

Paul Bateman 51, Group HR and Operations Director
Appointed April 2002. Responsible for human resources (HR), corporate communications, logistics, manufacturing and engineering. Paul joined Boots in 2001 to lead supply chain and business services development. He previously worked for Procter & Gamble, where he gained many years' experience with global supply chains.

Non-executive directors

Sir Nigel Rudd 57, Non-executive Director, chairman
Appointed December 1999, deputy chairman since December 2001, chairman from 15 September 2003. Non-executive chairman of Pilkington and Pendragon. He is also a non-executive director of Barclays and chairman of the Boardroom Issues Group of the CBI. Sir Nigel is a chartered accountant and was previously chairman of Williams PLC for nearly 20 years.

Dr Martin Read 54, Non-executive Director
Appointed 1999. Chairman of the Boots remuneration committee. Dr Read is group chief executive of LogicaCMG plc, one of the world's leading global IT solutions companies. Before taking over at Logica in 1993, he held a number of senior positions at GEC Marconi. He was appointed a non-executive director of British Airways plc in 2000 and served as a non-executive director of Asda Group from 1996 to 1999.

Guy Dawson 51, Non-executive Director
Appointed September 2003. Chairman of Boots audit committee. Guy is a founding partner of Tricorn Partners, an independent corporate finance advisory business. He has previously held senior investment banking positions at Merrill Lynch and Deutsche Bank, advising major companies on a full range of corporate finance and strategic issues. He is also a non-executive director of The BOC Group plc.

Hélène Ploix 59, Non-executive Director
Appointed September 2000. Chairman of the Boots social responsibilities committee and a member of the audit and remuneration committees. Hélène is Chairman of Pechel Industries, a private equity investment company, and is a non-executive director of BNP Paribas, Ferring, Lafarge and Publicis Groupe.

Tim Parker 48, Non-executive Director
Appointed January 2004. Tim is currently chief executive of Kwik-Fit. He is also a non-executive director of Legal & General PLC. Previously he was chief executive of C. & J. Clark Ltd. the footwear manufacturer and retailer. He also led the management buy-out and flotation of Kenwood Appliances plc.

Jan Bennink 47, Non-executive Director
Appointed 2001. President and chief executive of Numico, a leader in infant and clinical nutrition. Jan's previous experience includes seven years with Danone as president of the dairy division in France, seven years with Benckiser as president of the Detergent Division in Italy and Germany and seven years with Procter & Gamble in the Netherlands and the US.

Executive committee

David Kneale 49, Chief Commercial Officer
David joined Boots in 1976 and held senior positions in the retailing area of the business. In 1999 he left to become managing director of Waterstones book stores. He returned to Boots in 2002 as director of trading and was appointed to his current role in January 2003.

Paul Stoneham 42, Managing Director
Paul was appointed Managing Director, Boots Healthcare International in September 2001. Formerly he was President of Alberto Culver International in the USA. Prior to this, Paul held a number of senior marketing and category positions with Procter and Gamble in the UK, Switzerland, Germany and Canada.

Alex Gourlay 44, Retail Director
Alex started working for Boots in 1976 as a Saturday assistant. He is a qualified pharmacist and has had numerous positions in Boots including store manager, regional manager, head of HR for stores, and director of retail implementation.

David Lister 45, Chief Information Officer
David has worked for Boots since 2001. Prior to this he worked for Glaxo Wellcome and Diageo where he held several senior IT leadership roles. He also worked for Coopers & Lybrand, a management consultancy group.

Michael Oliver 55, Company Secretary
Michael is a solicitor, and joined Boots Legal Department in 1987 from private practice. Appointed company secretary in 2000. He is also responsible for the company's legal and intellectual property matters. Before qualifying as a solicitor, Michael was an army officer, and he is currently a member of the Take-over Panel.

*Richard Baker, Paul Bateman and Howard Dodd are all members of the executive committee.

