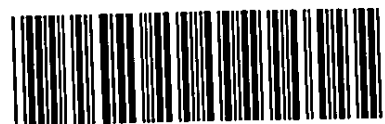


REGISTERED NUMBER 5202036

WH Smith PLC

ANNUAL REPORT AND ACCOUNTS 2010

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COMPANIES HOUSE

2010 HIGHLIGHTS

TRAVEL

- Travel sells a tailored range of Newspapers, Magazines Books and Impulse products for people on the move and a broader convenience range in hospitals and workplaces
- Our objective is to grow the business by improving our customer offer, renewing existing contracts and winning new ones, and by developing new formats and channels
- During the year, Travel achieved a record profit¹ performance and is well positioned for future growth
- The business operates from 516 units (2009 490 units) in airports, railway stations, motorway service areas, hospitals, workplaces and bus stations, 17 units are in non-UK locations
- Units range from 90 square feet to more than 6,000 square feet with a total of 0.4m square feet of selling space, excluding motorway service areas, as of 31 August 2010 (2009 0.4m square feet)

£452m

Sales (2009 £448m)

£53m

Profit¹ (2009 £48m)

HIGH STREET

- High Street sells a wide range of Stationery, Books, Newspapers, Magazines and Impulse products, as well as a convenience offer of Entertainment products
- Our objective is to be Britain's most popular stationer, bookseller and newsagent
- During the year, High Street delivered further profit¹ growth through continuing to implement its strategy to build authority in its core categories, optimising margins and tightly controlling costs
- We have a total of 573 High Street stores (2009 565 stores), located in almost all of the UK's major high streets
- Stores range in size from 777 square feet to more than 23,000 square feet, with a total of 3.0m square feet of selling space as of 31 August 2010 (2009 3.0m square feet)

£860m

Sales (2009 £892m)

£51m

Profit¹ (2009 £49m)

¹ Profit from trading operations is stated after directly attributable share based payment and pension service charges and before allocation of central costs exceptional items interest and taxation

GROUP AT A GLANCE

ABOUT US

WH Smith PLC, one of the UK's leading retailers, is made up of two core businesses – Travel and High Street.

We have a presence in a wide range of locations including high streets, shopping centres, airports, train stations, motorway service areas, hospitals, workplaces and bus stations, primarily in the UK.

Our website, www.whsmith.co.uk, serves customers online 24 hours a day.

Overall WHSmith employs approximately 17,000 staff, primarily in the UK.

WH Smith PLC is listed on the London Stock Exchange (SMWH) and is included in the FTSE 250 Index.

A commitment to the principles of corporate responsibility is at the heart of WHSmith. We continue to be ranked highly in the Business in the Community's Corporate Responsibility Index in recognition of our performance.

PROFIT BEFORE EXCEPTIONAL ITEMS AND TAXATION (£m)

UNDERLYING DILUTED EARNINGS PER SHARE¹ (p)

¹ Profit after tax and before exceptional items – diluted

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This year both businesses have made further progress with the delivery of their distinct strategies

As your new Chairman, I am pleased to report another year of good performance, with both businesses making further progress with the delivery of their distinct strategies. This performance demonstrates our ability to deliver in a tough trading climate as we continue to grow our Travel business, strengthen our core categories in the High Street and create shareholder value.

The Group continues to be highly cash generative with a strong balance sheet as we focus on profitability and cash generation in both the Travel and High Street businesses. Group profit before tax and exceptional items was nine per cent ahead of last year at £89m. This is a notable achievement, in light of the uncertain trading environment. Total revenue for the Group was down two per cent at £1.31 billion, with like-for-like (LFL) sales down four per cent, and strong free cash flow¹ of £82m. This performance led the Board to recommend a final dividend of 13.3p and to announce on 14 October 2010 our intention to return up to £50m of cash to shareholders via a rolling share buyback programme.

The Travel business has delivered another strong performance with further profit² growth. This demonstrates the strength of the division's business model, with the business continuing to grow despite soft air passenger numbers and the disruption caused by the volcanic ash cloud during the spring. We have made further good progress with the development of our new channels, opening nine new units in hospitals and six in workplace locations, with opportunities for growth identified in both channels over the next five years. Our international outlets are also performing well and we now have units open in Calais and Shannon (run by WHSmith directly), Copenhagen (part of a joint venture) and on a franchise basis in Stockholm, Muscat and Delhi. Travel achieved total sales growth of one per cent and profit² growth of ten per cent.

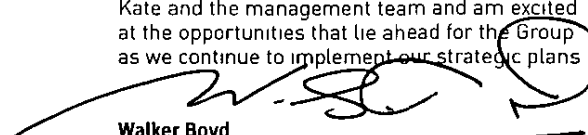
In High Street, we have made further progress with our strategy to build our authority in our core categories and rebalance the mix of the business away from Entertainment. Successful cost control continues to be of high importance and in addition to this we have seen a further strong gross margin performance during the year. The division continues its record of strong cash generation, as a result of efficient stock management and effective capital investment, together with a record of consistent profit growth. This year, High Street delivered profits² up by four per cent.

When trading conditions are challenging, we rely more than ever on the commitment of our management teams, staff and suppliers. These results would not have been achieved without their ongoing loyalty and support. My thanks go to all our staff across the Group, whose hard work has delivered this set of results.

Corporate Responsibility (CR) remains a focus for the business and, as the business develops, we work to adapt our CR strategy to ensure that it remains relevant and continues to add value. During the year, we have extended our community engagement programme to work in our new hospital channel. I am proud to say that we have presented library resources to hospitals around the country, consistent with our commitment to promote literacy, while also providing a welcome diversion for patients young and old. Our efforts in all areas of CR continue to be recognised in the Business in the Community CR Index where we are delighted to have been awarded the highest ranking, Platinum, for the third year running.

There have been a number of changes to the Board. Robert Walker, Non-Executive Chairman, retired from the Board on 31 August 2010. Robert had served as Chairman since 2005 and on behalf of the Board I would like to thank him for his valued contribution to the Group. Luke Mayhew also stepped down as a Non-Executive Director on 31 August 2010 after five years valuable service on the Board. Henry Staunton who joined the Board on 1 September 2010 brings extensive finance and retail expertise and I know that I and my colleagues on the Board very much look forward to working with him.

Whilst we are well positioned, we remain cautious about consumer spending in the year ahead. From a personal perspective, I am delighted to be joining Kate and the management team and am excited at the opportunities that lie ahead for the Group as we continue to implement our strategic plans.



Walker Boyd
Chairman, WH Smith PLC
14 October 2010

The Group continues to be highly cash generative with a strong balance sheet as we focus on profitability and cash generation in both the Travel and High Street businesses

¹ Net cash flow from operating activities adjusted for capital expenditure, pension deficit funding, tax refunds and net interest received.

² Profit from trading operations is stated after directly attributable share-based payment and pension service charges and before central costs, exceptional items, interest and taxation.

This Annual Report has been prepared for and only for the members of the Company, as a body and no other persons. The Company, its directors, employees, agents or advisers do not accept or assume responsibility to any other person to whom this document is shown or into whose hands it may come and any such responsibility or liability is expressly disclaimed. By their nature, the statements concerning the risks and uncertainties facing the Group in this Annual Report involve uncertainty since future events and circumstances can cause results and developments to differ materially from those anticipated. The forward-looking statements reflect knowledge and information available at the date of preparation of this Annual Report and the Company undertakes no obligation to update these forward-looking statements. Nothing in this Annual Report should be construed as a profit forecast.

WHSmith intends to build on its position as the UK's most popular stationer, bookseller and newsagent by continuing to grow its strongly performing Travel business and delivering its High Street plan.

PRINCIPAL ACTIVITIES

The Company, one of the UK's leading retail groups, is made up of two core businesses – Travel and High Street. Travel sells a tailored selection of Newspapers, Magazines, Books and Impulse products in airports, train stations, motorway service areas, hospitals, workplaces and bus stations, and High Street sells a wide range of Stationery, Books, Newspapers, Magazines and Impulse products and a convenience offer of Entertainment products.

WHSmith's outlets are frequently the first choice for people buying our products on the high street and we are a trusted convenience retailer for customers at travel locations. We have an extensive store portfolio operating from 516 Travel units (including franchise units) and 573 High Street stores, with leading positions in Stationery, Books and Magazines. Overall, WHSmith employs approximately 17,000 staff, primarily in the UK.

WHSmith also reaches customers via www.whsmith.co.uk – serving customers online 24 hours a day.

The Company is listed on the London Stock Exchange (SMWH) and is included in the FTSE 250 Index. More information about the business is available at www.whsmithplc.co.uk.

BUSINESS OBJECTIVES AND STRATEGIES

WHSmith intends to build on its position as the UK's most popular stationer, bookseller and newsagent by continuing to grow its strongly performing Travel business and delivering its High Street plan.

We aim to improve the Company's profitability and cash flow generation, delivering sustainable returns to shareholders. We believe that a concentration on these factors will be reflected in a total shareholder return that compares well with our peer group of equivalent listed companies.

We invest where we believe we will achieve a return on investment above our cost of capital. While external economic and other factors might affect us in the short term, we believe that most of the markets we are focused on will deliver sustainable returns.

Travel is focused on delivering value to shareholders through organic growth in its existing outlets, securing new contracts, trialling new formats, increasing average transaction value and making improvements to trading efficiency.

The High Street plan remains unchanged and concentrates on building on our authority in core categories, optimising margins, controlling costs and ensuring we deliver the retail basics. High Street has made significant progress in the delivery of its plan.

We aim to act responsibly towards all our stakeholders including customers, suppliers, business partners, employees and the communities in which we operate. Our annual Corporate Responsibility Report is available at www.whsmithplc.co.uk/corporate_responsibility with a summary of our approach on pages 15 to 17 of this report.

CHIEF EXECUTIVE'S REVIEW

This year, the Group has delivered another good profit¹ performance. Both businesses continued to create value through their distinct strategies, with Travel delivering record profit¹ in the year and further profit¹ growth and strong cash generation from the High Street.

Going forward, the cash generative nature of the Group will be a key driver of shareholder value.

The Group remains highly cash generative and has a strong balance sheet. At the year end, the Group had net funds of £56m. This strong position has enabled us to announce a further return of cash to shareholders by way of an on market share buyback and an 18 per cent increase in the proposed final dividend. Going forward the cash generative nature of the Group will be a key driver of shareholder value.

Both the Travel and the High Street businesses have continued to deliver operating performance ahead of expectations, achieved through strong cost control, increased gross margins and taking sales opportunities when they arose.

The Group has a strong and consistent record of both profit growth and cash generation. Our profit performance demonstrates the Group's relative resilience in the current climate. In High Street our average transaction value is relatively low, which means the business is less impacted than higher ticket retailers in times of economic uncertainty. In Travel our turnover-related rental contracts give us a partial profit shield. As a Group we are well positioned for the recovery and for future growth.

Group summary

The Group generated profit before tax and exceptional items of £89m (2009: £82m), an increase of nine per cent on the prior year. Total Group profit before tax was £89m (2009: £81m).

Underlying earnings per share² increased by 11 per cent to 45.7p (2009: 41.3p), with earnings per share (including exceptional items)³ of 45.7p (2009: 40.6p).

The Group remains highly cash generative and continues to have a strong balance sheet. Net funds were £56m versus net funds of £45m as at 31 August 2009. Group free cash flow⁴ was £82m (2009: £89m).

The Board has proposed a final dividend of 13.3p per share, an increase of 18 per cent on the prior year, giving a total ordinary dividend per share of 19.4p, a 16 per cent increase on the prior year. In addition, the Board has announced the return of up to £50m of cash to shareholders through a rolling share buyback programme. The proposed increase in final dividend together with the return of cash to shareholders, reflects the cash generative nature of the Group and the Board's confidence in its future prospects.

Travel delivered a record performance, with operating profit¹ increasing by ten per cent to £53m. During the year, Travel made further progress in its established channels: Air, Rail and Motorways, as well as in its newer channels: Workplaces, Hospitals and International.

High Street profit¹ was £51m, up four per cent on the prior year with the business continuing to deliver consistent profit growth and cash generation. We continue with our strategy to rebalance the mix of our business towards our core categories and reduce our presence in Entertainment, to optimise margins and maintain tight cost control.

Total Group sales were £1,312m (2009: £1,340m) with like-for-like (LFL) sales down four per cent. Travel sales grew by one per cent to £452m, down two per cent on a LFL basis. High Street sales were down four per cent at £860m and down four per cent on a LFL basis (excluding Entertainment, LFL sales were down one per cent).

¹ Profit from trading operations is stated after directly attributable share-based payment and pension service charges and before central costs, exceptional items, interest and taxation.

² Profit after tax and before exceptional items – diluted.

³ EPS as per IAS 33 – diluted.

⁴ Net cash flow from operating activities adjusted for capital expenditure, pension deficit funding, tax refunds and net interest received.

WHSmith Travel

Nature of business and markets

The Travel business trades under the same brand as the High Street business and operates 516 units, mainly in airports, railway stations, motorway service areas, hospitals, workplaces and bus stations, primarily in the UK. Of the 516 units, 128 are operated under franchise agreements. Travel stores sell a more tailored range of products than High Street stores, to cater for people on the move or in need of a convenience offer. Travel's typical customer has less time to browse than the High Street customer and is more interested in reading materials for a journey as well as purchasing food, drinks and confectionery. Consequently, there is a limited demand for stationery and entertainment products and the product range and format of each Travel store reflects this.

The Travel business offers opportunities for expansion in each of its channels and continues to win new contracts

Due to their location and convenience-orientated nature, Travel stores are, on average, significantly smaller than those in the High Street portfolio. At 31 August 2010, Travel operated from a total of 0.4m square feet of selling space, with units ranging in size from 90 square feet to more than 6,000 square feet. Of the 516 Travel units, 136 are in airports, 117 in railway stations, 119 in motorway service areas (most of which are franchise units), 103 in hospitals and 24 in locations such as bus stations and workplaces. Seventeen units are in non-UK locations in France, Republic of Ireland, Denmark, Sweden, India and Oman.

Travel has a separate operating structure and management team from High Street, reflecting the distinct operational and strategic challenges of the two businesses. Travel stores are typically in higher footfall locations than High Street stores, resulting in higher average rents, with rents paid as a percentage of sales (subject to minimum guarantees). Travel is less affected by the Christmas trading period. Increased passenger traffic during the summer holiday season, particularly in airports, contributes to a summer peak in sales.

Travel's business model is made up of three elements: a compelling customer proposition, a strong track record with landlords, and the ability to translate the fundamentals of the model to other formats and channels.

Growth drivers

The Travel business offers opportunities for expansion in each of its channels and continues to win new contracts in airports, railway stations, motorway service areas, hospitals and workplaces. Despite soft airport passenger numbers, medium-term forecasts suggest that passenger numbers in Air will return to growth and Travel is well-positioned to benefit when the recovery comes. In Rail, Hospitals and Motorways, we have seen little change in customer trends.

The business continues to develop other store formats such as specialist bookstores, and a tailored workplace format, and we are testing different operating models in travel locations overseas: directly run, partnership and franchise. As at 31 August 2010 we operated from six international locations.

Competitive position and strengths

The Travel business is impacted by geopolitical events, war and acts of terrorism, which have from time to time contributed to a reduction in commuter and travelling customer traffic and a heightened apprehension around rail and air travel. Closure of routes, both planned and unplanned, such as strikes and weather-related disruption, as well as other factors affecting passenger traffic, can also affect operating results.

Travel faces competition in its product categories primarily from other convenience retailers in rail, air, motorways, hospitals and workplaces. The growth of these retailers may take market share from Travel and have a negative impact on revenue and profit.

Travel has significant competitive strengths. Its business model is made up of three elements: a compelling customer proposition with a widely recognised and respected brand, a strong track record with landlords, and the ability to translate the fundamentals of the model to other formats and channels. The business also has prime locations in each of its main channels, high levels of customer footfall, purchasing and sourcing scale, and an experienced senior management team. Considering all these factors, the Board believes that Travel is well placed to create shareholder value by delivering long-term profit growth and strong cash generation.

Performance review 2009/10

Travel achieved further profit¹ growth with the business being well placed for recovery in air passenger numbers. Profit¹ increased by ten per cent to £53m (2009: £48m), achieved as a result of increased sales combined with improved gross margin and good cost control.

£m	2010	2009	% Change	LFL % Change
Revenue	452	448	1%	(2%)
Profit from trading operations ¹	53	48	10%	

¹ Profit from trading operations is stated after directly attributable share-based payment and pension service charges and before allocation of central costs, exceptional items, interest and taxation.

Total Travel revenue grew by one per cent driven by new business and was down two per cent on a LFL basis with revenue continuing to outperform air passenger numbers. Gross margin increased by around 170 basis points (bps) during the period, due to good category mix management and further buying improvements, resulting in more sales in higher margin categories such as books, confectionery and drinks.

In our Airport stores we saw LFL sales down four per cent. Air passenger numbers remain soft, however we continue to deliver performance ahead of passenger numbers. We saw some disruption during the period due to airline strike days and the volcanic ash cloud grounding planes, however our turnover-related rental model provided us with a partial profit shield. Medium term, we expect that passenger numbers will return to pre-recession growth levels. However we expect passenger numbers to remain subdued in the short term so we are planning cautiously. We are well positioned when recovery does come. We continue to grow our space in Air and during the year we opened seven new units at locations including Belfast landside and Edinburgh arrivals and we plan to open a further eight units during the coming year.

In our Rail channel, LFL sales were up one per cent. We have identified further opportunities to open rail stores and opened four new units in regional rail locations in the year including Kingston upon Thames and Woking. We plan to open units in around six other regional railway stations in the year ahead.

In recent years, we have established a strong presence in the Hospital channel and now have 103 units open which are performing well. During the year we opened nine new units at locations including Watford and Doncaster. We continue to see growth opportunities in this channel and expect to open around 50 new units over the next five years.

We have made good progress in our new workplace channel with eight units now open either within or just outside large office buildings. We would expect to open a further 40 new units over the next five years.

Our international units are performing well, with customers reacting favourably to both the WHSmith brand and offer. We have now opened a further 16 new units in international locations: Copenhagen, Stockholm, Shannon, Calais, Muscat and Delhi. We also announced on 14 October 2010 our plans to open units in three further international locations: Mumbai, Melbourne and Sydney.

Our international units are performing well, with customers reacting favourably to both the WHSmith brand and offer.

The Travel business now operates from 516 units, including motorway service area franchise units and coffee shops. Seven units were closed, primarily due to landlord redevelopment. We renewed 23 contracts and completed seven refits during the year. Excluding motorway service area franchise units, Travel occupies 0.4m square feet (2009: 0.4m square feet).

WHSmith High Street

Nature of business, market and competitive position

The High Street business operates 573 stores with an extensive reach across the UK and a presence on nearly every significant UK high street. At 31 August 2010, High Street operated from a total of 3.0m square feet of selling space, with stores ranging in size from 777 square feet to more than 23,000 square feet.

High Street sells a wide range of products, which are divided into four categories: Stationery (including greetings cards), Books, and News and Impulse (including newspapers, magazines, confectionery and other impulse products), as well as a convenience offer of DVD products in some stores. High Street's trading is seasonal, peaking at Christmas, with other peaks at Easter and in August and September for the Back to School range.

The online retail business is operated by High Street and sells a range of Stationery, Books, Magazines and Gifts through its website at www.whsmith.co.uk and Entertainment products through www.whsmithentertainment.co.uk.

The High Street business delivered another solid performance, demonstrating the resilience of the business in uncertain economic conditions.

Growth drivers

High Street's performance is dependent upon overall growth in consumer spending, growth in the non-food, non-clothing sector and High Street's ability to take share in its product markets. The management team believes that, following the current slowdown in consumer spending in our markets, we should see a return to more normal levels of growth over the longer term.

Competitive position and strengths

High Street's competition comes primarily from other high street specialists, supermarkets and internet retailers. Online retailers offer customers access to our product categories via their computers, while supermarkets give customers access to our product categories as they carry out their regular food shopping. The growth of either retail format may take market share away from the High Street business and may have a negative effect on the sales and profit generated by our High Street stores.

High Street has significant competitive strengths. The Board believes it is well placed to deliver strong cash generation and create shareholder value through factors such as its widely respected and recognised brand, prime sites in key UK high street retail locations, high customer footfall, leading positions in its core categories, allowing it to operate with scale, purchasing and sourcing scale, driving value for the customer, and an experienced senior management team.

Performance review 2009/10

The High Street business delivered another solid performance, demonstrating the resilience of the business in uncertain economic conditions. High Street operating profit¹ increased by four per cent to £51m (2009: £49m) with the business continuing to deliver consistent profit growth. This was achieved through continuing to build our authority in our core categories, optimising margins, tightly controlling costs and delivering the retailing basics. Cash generation in the division continued to be strong.

High Street sales were down four per cent and on a LFL basis down four per cent, in line with our strategic plan to rebalance the mix of our business towards our core categories. Excluding Entertainment, LFL sales were down one per cent.

£m	2010	2009	% Change	LFL % Change
Revenue	860	892	(4%)	(4%)
Profit from trading operations ¹	51	49	4%	

¹ Profit from trading operations is stated before allocation of central costs, exceptional items, interest and taxation and after directly attributable share-based payment and pension service charges.

We continue to build on our market-leading position in Stationery. LFL sales were up one per cent and, as planned, gross margin was also up. We saw a strong market share performance in both general and seasonal stationery driven in part by additional space given to general stationery at Christmas to continue driving sales of everyday essentials through the period. This space then transferred to seasonal stationery post-Christmas to more effectively manage clearance and markdowns. Our stock position coming out of the key Christmas period was good and helped to support the margin growth in the category. We continue to develop new ranges, such as educational toys, which are performing well and enhance our strong children's offer. As part of the development of the category we have also completely re-launched our personalised greetings cards offer through the Funky Pigeon brand.

In Books, LFL sales were down but gross margin was up year on year. The books market was soft however performance varied by category, with fiction up year on year, kids flat and non-fiction down with the reduction in sales of celebrity biographies being a key driver of market decline over the period. We again saw further good share performance versus the general retail market as we continue to implement our strategy to build our authority as a popular book specialist. The strength of our position enabled us to secure the rights to launch the new Richard and Judy Book Club, exclusively to WHSmith and also saw WHSmith awarded Children's Bookseller of the Year. We are building a strong position in the developing eBooks market with our eBookstore currently offering around 30,000 eBooks at very competitive prices and accessible via PCs, tablet devices (including the iPad), eReaders and smart phones.

We again saw further good share performance versus the general retail market as we continue to implement our strategy to build our authority as a popular book specialist.

News and Impulse LFL sales were down year on year but with an improvement in gross margin. The magazine market continues to be challenging, particularly for monthly magazines and partworks where we are traditionally strong. However, we have maintained our market share. Our expanded bookazine ranges have contributed to this market share performance with popular titles including the iPad bookazine. Impulse categories continued to grow during the year with some benefit following the closure of Woolworths.

In Entertainment, we continued with our strategy to reduce steadily our presence in this category and we saw LFL sales down 42 per cent. During the year, we completed the exit from music and multimedia. Our Entertainment offer now focuses on a small range of DVDs in around 350 of our stores.

We delivered margin improvement of around 150bps over the course of the year. The biggest contributor continues to be category mix management as we reduce our presence in Entertainment and rebalance the mix of the business to focus on higher margin categories such as Stationery and Books. Additional margin improvement has come from better buying terms, improved markdown management, particularly in Stationery, and further

reductions in shrinkage by focusing on our worst performing stores.

Cost savings continue to be a core part of our strategy and we made good progress again in the year. Our target for 2010 was £12m and this was achieved with the savings coming from all areas of the business including the variable costs associated with Entertainment, further efficiencies in store through the use of more technology and supply chain efficiencies as we successfully opened our new distribution centre in Birmingham. Looking forward, we have identified a further £13m of savings to be made up to 2013 making a total of £25m over the next three years with our Birmingham distribution centre playing an important role, generating annual savings of around £2m.

The High Street business now operates from 573 stores¹, which occupy 3.0m square feet (2009: 3.0m square feet). We opened eight new stores in unserved catchments including Clitheroe, Amersham and Thirsk and plan to open around 15 this year.

¹ Including branches in Guernsey and Isle of Man.

Group profit

The Group generated a profit before tax and exceptional items of £89m (2009: £82m), an increase of nine per cent on the prior year. Profit from trading operations increased to £104m up seven per cent on the prior year.

£m	2010	2009	Profit Growth %
Travel ²	53	48	10%
High Street ²	51	49	4%
Profit from trading operations²	104	97	7%
Unallocated central costs	(15)	(14)	
Operating profit³	89	83	7%
Net finance income / (charges)	-	(1)	
Profit before taxation³	89	82	9%

² Profit from trading operations stated after directly attributable defined benefit service charge and share-based payment costs and before central costs, exceptional items, interest and taxation.

³ Stated before exceptional items.

Net finance charges and taxation

Net finance charges in the year were £nil (2009: £1m) reflecting the higher cash balances during the year.

The tax charge for the year was £20m (2009: £18m). The effective tax rate on continuing activities excluding exceptional items was 23 per cent (2009: 22 per cent). We expect the effective tax rate to remain below the UK standard rate over the medium term. The exact tax rate achieved will depend on the underlying profitability of the Group and continued progress in agreeing outstanding tax assessments with the tax authorities.

Exceptional items

There were no exceptional items recognised in the year ended 31 August 2010. In the prior period the Group recognised a £1m exceptional charge before tax in relation to discontinued operations. A £4m exceptional charge was incurred arising from the crystallisation of reversionary property leases and a £3m exceptional credit was recognised from progress made on the winding up of the USA Travel business.

Earnings per share

Underlying earnings per share¹ increased by 11 per cent to 45.7p (2009: 41.3p) reflecting the increase in profit combined with a lower basic weighted average number of shares in issue, following the share buyback. The Group generated earnings per share (including exceptional items)² of 45.7p (2009: 40.6p). The prior year includes the £1m exceptional charge detailed above.

Final dividend of 13.3p per ordinary share, an increase of 18 per cent on the prior year

Dividends

The Board is proposing a final dividend of 13.3p per ordinary share, an increase of 18 per cent on the prior year, which reflects the cash generative nature of the business and the Board's confidence in its future prospects. This gives a total ordinary dividend for the year of 19.4p per ordinary share, up 16 per cent on the prior year. Subject to shareholder approval, the dividend will be paid on 3 February 2011 to shareholders registered at the close of business on 7 January 2011. The Board has a progressive dividend policy and expects that, over time, dividends would be broadly covered twice by earnings calculated on a normalised tax basis.

Balance sheet and cash flow

The Group had net assets of £186m (2009: £188m) at the end of the period, a decrease of £2m since 31 August 2009 reflecting the profit and cash generation of the Group over the period as well as the return of cash to shareholders through a rolling share buyback. The cash generative nature of the High Street and Travel businesses is one of the strengths of the Group.

Cash flow

The Group generated £82m (2009: £89m) of free cash flow during the period.

£m	2010	2009
Operating profit ³	89	83
Depreciation, amortisation and amounts written off fixed assets	39	41
Working capital	3	11
Capital expenditure	(29)	(28)
Tax	(27)	(23)
Net interest received	1	–
Net provisions	(1)	(1)
Share-based payments	7	6
Free cash flow	82	89

³ Stated before exceptional items

Cash inflows from working capital in the period were £3m due to the continued focus on working capital management.

Capital expenditure was £29m in the year, £1m higher than last year. In 2010 we opened 33 new Travel units including Kingston-upon-Thames and Woking, and eight High Street stores including Clitheroe, Amersham and Thirsk. We continue to invest in maintaining our retail properties and during the period we have undertaken refurbishments in both High Street and Travel stores. In the current year, we expect capital expenditure to be around £35m.

£m	2010	2009
New stores and store development	8	10
Refurbished stores	10	9
Systems	8	6
Other	3	3
Total capital expenditure	29	28

During the year, the Company completed a £35m return of cash to shareholders by way of an on-market share buyback programme. In addition to the £82m of free cash flow generated in the year, the Group has seen a net cash outflow of £36m in relation to non-trading operations. This includes £26m of ordinary dividend payments (2009: £23m), £13m pension funding (2009: £10m) and a tax refund including associated interest of £7m (2009: £6m).

As at 31 August 2010, the Group had net funds of £56m with net cash of £56m. The Group has committed working capital facilities of £90m through to June 2011. The Group continues to be highly cash generative, and preliminary discussions have commenced with banks regarding an appropriate new facility. As a result, the Group is confident that an appropriate committed facility will be in place by June 2011.

¹ Profit after tax and before exceptional items – diluted

² EPS as per IAS 33 – diluted

Return on Capital Employed

Total capital employed and ROCE were as follows

	Operating capital employed £m ¹	ROCE % ²	ROCE % with operating leases capitalised ³
Travel	55	96%	24%
High Street	134	38%	15%
Trading operations	189	55%	19%
Unallocated central liabilities	(58)		
Operating assets employed	131	68%	18%

¹ Net assets adjusted for net funds and retirement benefit obligations

² Return on capital employed is calculated as the operating profit before exceptional items as a percentage of operating capital employed

³ Return on capital employed after capitalised net operating leases including internal rent is calculated as the adjusted profit as a percentage of operating assets after capitalising operating leases. Adjusted profit is stated after adding back the annual net rent and charging depreciation on the value of capitalised leases. The value of capitalised operating leases is based on the net present value of future rent commitments

For the prior year, comparable ROCE was 57 per cent (17 per cent - after capitalised operating leases)

Pensions

Following the completion of the triennial valuation as at March 2009 of the main defined benefit pension scheme the WHSmith Pension Trust the Company and the Trustees agreed a revised deficit funding schedule of approximately £11m per annum (subject to indexation) for the following ten years. The scheme had an actuarial deficit of £113m as at 31 March 2009 with the increase from the previous valuation mainly due to changes in mortality assumptions. The Liability Driven Investment (LDI) structure continues to perform well. The scheme has been closed to new members since 1996 and, from 2007, has been closed to defined benefit service accrual. During the year the Company made a contribution of £13m which includes a catch-up payment relating to the period from March 2009 to the date the revised contributions started to be paid.

The Group's IAS 19 pension deficit of £1m (2009: £2m) relates to the relatively small UNS defined benefit pension scheme. The IAS 19 valuation of the WHSmith Pension Trust at 31 August 2010 was a surplus of £94m (2009: £26m), which is not recognised. There is an actuarial deficit due to the different assumptions and calculation methodologies used compared with those under IAS 19.

Operating leases

The Group's stores are held mainly under operating leases that are not capitalised and therefore are not included as debt for accounting purposes. The High Street leases are on standard institutional lease terms typically with a 15-year term, subject to five-year upwards-only rent reviews. The Travel stores operate mainly through turnover-related leases, usually with minimum rent guarantees and generally varying in length from five to ten years.

The business has an annual minimum net rental commitment of £161m (2009: £160m) (net of £7m of external rent receivable (2009: £7m)). The total future rental commitment at the balance sheet date amounted to £1 047m (2009: £1 039m) with the leases having an average life of six years. Although large, these commitments are characteristic of the retail sector and the risks associated with them are influenced mainly by the quality and location of the sites.

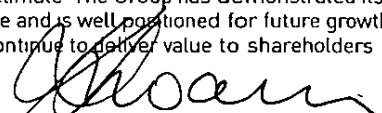
Contingent liabilities

The Group has contingent liabilities relating to reversionary property leases. Any such contingent liability which crystallises will be apportioned between the Group and Smiths News PLC in the ratio 65:35 pursuant to the terms of the demerger agreement (provided that the Smiths News PLC liability is limited to £5m in any 12-month period). We have estimated the Group's 65 per cent share of the future cumulative rental commitment at approximately £40m (2009: £50m).

Outlook

This year, we have seen another strong profit performance from the Group. Both businesses have created value through their own distinct strategies, with Travel delivering further profit growth and strong cash generation from High Street. These results could not have been achieved without the hard work and commitment of our staff and I would like to thank them for their commitment and support throughout the year.

Looking forward, we are not expecting any improvement in consumer spending or in air passenger numbers this year but our plans reflect this and we have shown that we can deliver performance improvements in a tough trading climate. The Group has demonstrated its resilience and is well positioned for future growth and to continue to deliver value to shareholders.


Kate Swann
 Group Chief Executive, WH Smith PLC
 14 October 2010

DIRECTORS' REPORT AND BUSINESS REVIEW

KEY PERFORMANCE INDICATORS

Details of key performance indicators used by management of the business are provided below

	2010 £m	2009 £m	% Change	% LFL Change
Profit				
Travel ¹	53	48	10%	
High Street ¹	51	49	4%	
Group profit before tax and exceptional items	89	82	9%	
Underlying earnings per share²	45.7p	41.3p	11%	
Revenue				
Travel	452	448	1%	(2%)
High Street	860	892	(4%)	(4%)
Group	1,312	1,340	(2%)	(4%)
Gross margin	160bps	220bps		
Free cash flow³	82	89		
Fixed charges cover	1.5x	1.5x		

Retail selling space

	Stores / Units			Selling Space (Sq ft 000s)		
	2010	2009	% Change	2010	2009	% Change
Travel units ⁴	516	490	5%	422	403	5%
High Street stores	573	565	1%	3,020	3,007	-

¹ Profit from trading operations is stated after directly attributable share-based payment and pension service charges and before central costs, exceptional items, interest and taxation

² Profit after tax and before exceptional items – diluted

³ Net cash flow from operating activities adjusted for capital expenditure, pension deficit funding, tax refunds and net interest received

⁴ Includes 115 Motorway franchise units (2009: 115 units), 13 airport franchise units (2009: 6 units) and 12 Caffè Nuovo units (2009: 12 units)

PRINCIPAL RISKS AND UNCERTAINTIES

The Corporate Governance Report on pages 17 to 24 describes the process through which the Directors assess, manage and mitigate risks. The Board regularly reviews the risks faced by the Group. WHSmith's management team has identified the following factors as major potential risks to the successful performance of the business. The Board considers the risks set out below to represent the Group's principal risks and uncertainties. WHSmith's management team recognises that the profile of risks changes constantly and additional risks not presently known, or that are currently deemed immaterial, may also impact the Group's business objectives and performance.

Economic and market risks

As a UK retailer, WHSmith is sensitive to the economic climate and can be affected by the general condition of the UK retail and travel markets. Factors such as household disposable income, weather, seasonality of sales, changing demographics and raw material costs will impact the Group's profit performance. Through development of our product ranges and pricing strategy, the Group works to ensure we deliver value for all our customers. WHSmith operates in highly competitive markets and our failure to compete effectively with convenience and category-specific retailers may affect revenues obtained through our stores. The retail industry is subject to changing customer tastes. WHSmith's performance is dependent upon effectively predicting and quickly responding to changing consumer demands. We must also translate market trends into saleable merchandise.

Reliance on the WHSmith brand

The WHSmith brand is an important asset. Failure to protect it, an event that materially damages its reputation and/or the failure to sustain its appeal to customers could have an adverse effect on revenues. The Group regularly monitors key service and compliance measures to ensure operating standards are maintained.

Key suppliers and supply chain management

WHSmith has agreements with key suppliers in the UK, Europe and the Far East. The interruption or loss of supply of core category products from these suppliers to our stores may affect our ability to trade. Quality of supply issues may also impact the Group's reputation and impact our ability to trade. The Group conducts risk assessments of all its key suppliers to identify alternatives and develop contingency plans in the event that any of these key suppliers fail. All suppliers also have to comply with the conditions laid out in our

Supplier Code of Conduct which covers areas such as production methods, employee working conditions and quality control. WHSmith has contractual and other arrangements with numerous third parties in support of its business activities. None of the arrangements is individually considered to be essential to the business of WHSmith.

Store portfolio

The quality and location of the Group's store portfolio are key contributors to the Group's strategy. Retailing from a portfolio of good quality real estate in prime retail areas and at commercially reasonable rates remains critical to the performance of the Group. All of High Street's stores are held under operating leases and consequently the Group is exposed to the extent that any store becomes unviable as a result of rental inflation. Most Travel stores are held under concession agreements on average for 5-10 years. There is no guarantee that concessions will be renewed or that Travel will be able to bid successfully for new contracts. The majority of Travel's airport and railway concession agreements contain change of control clauses, giving various rights to the grantor of the concession, such as termination of the contract, in the event of a successful takeover bid for WHSmith.

Business interruption

An outbreak of a pandemic disease, an act of terrorism or war could reduce the number of customers visiting WHSmith outlets, causing a decline in revenue and profit. In the past, our Travel business has been particularly impacted by geopolitical events such as the terrorist attacks on 11 September 2001 and 7 July 2005, which led to reductions in customer traffic. Closure of travel routes both planned and unplanned, such as the disruption caused by weather-related events, may also have a material effect on business. The Group operates from three distribution centres and the closure of any one of them may cause disruption to the business. The Group has business continuity plans in place which are regularly reviewed, updated and tested. In common with most retail businesses, WHSmith relies on a number of important IT systems. Any system performance problems could seriously affect our ability to trade. The Group expects that these systems will require ongoing investment to ensure that they are able to respond to the needs of the business and do not become obsolete. Back-up facilities and business continuity plans are in place and are tested regularly to ensure that business interruptions are minimised and data is protected from corruption or unauthorised use.

Reliance on key personnel

The performance of the Group depends on its ability to continue to attract, motivate and retain key head office and store staff. The retail sector is very competitive and the Group's personnel are frequently targeted by other companies for recruitment. The Remuneration Committee monitors the levels and structure of remuneration for senior management and seeks to ensure that they are designed to attract, retain and motivate the key personnel to run the Group successfully.

Treasury and financial risk management

The Group's Treasury function seeks to reduce exposures to interest rate, foreign exchange and other financial risks, to ensure sufficient liquidity is available to meet foreseeable needs and to invest cash assets safely and profitably. The Group does not engage in speculative trading in financial instruments and transacts only in relation to underlying business requirements. The Group's treasury policies and procedures are periodically reviewed and approved by the Audit Committee and are subject to regular Group Internal Audit review. The Group's exposure to and management of capital, liquidity, credit, interest rate and foreign currency risk are summarised below. Further detail can be found in Note 25 of the accounts.

Liquidity risk

The Group manages its exposure to liquidity risk by reviewing the cash resources required to meet its business objectives through both short and long-term cash flow forecasts. The Group has a committed facility with a number of financial institutions which is available to be drawn for general corporate purposes including working capital. This facility matures in June 2011. An appropriate committed facility is intended to be in place by June 2011.

Credit risk

The Group's credit risk is primarily attributable to its trade and other receivables. The Group has a low retail credit risk due to the transactions being principally of a high volume, low value and short maturity. The credit risk on liquid funds and derivative financial instruments is considered to be low, as the Board-approved Group Treasury Policy limits the value that can be placed with each approved counterparty to minimise the risk of loss. These limits are based on a combination of short-term credit ratings of P-1/A-1 and long-term ratings of A1/A+ or better.

Capital risk

The Group's objectives when managing capital (defined as net debt plus equity) are to safeguard the Group's ability to continue as a going concern in order to

provide returns to shareholders and benefits for other stakeholders while optimising return to shareholders through an appropriate balance of debt and equity funding. The Group manages its capital structure and makes adjustments to it in light of changes to economic conditions and the strategic objectives of the Group.

Interest rate risk

The Group is exposed to cash flow interest rate risk on floating rate bank loans and overdrafts. At 31 August 2010, the Group has £nil (2009: £nil) drawn down from its committed revolving credit facility. The Group periodically draws down on this facility, but does not see any draw down as long-term in nature and has therefore not entered into interest rate derivatives to mitigate this risk.

Foreign currency risk

The Group's foreign currency exposures are principally to the US dollar and euro. The Group uses forward foreign exchange contracts to hedge significant future transactions and cash flows denominated in currencies other than pounds sterling. The hedging instruments have been used to hedge purchases in US dollars and to minimise foreign exchange risk in movements of the USD/GBP exchange rates. The euro exposure is principally operational and arises mainly through the operation of retail stores in both France and Ireland. The Group does not use derivatives to hedge balance sheet and profit and loss translation exposure.

Pensions and investment risk management

The Group's defined benefit pension scheme, the WHSmith Pension Trust, has assets valued at £855m as at 31 August 2010. An Investment Committee of the Trustees to the scheme meets regularly to review the performance of the asset managers and the scheme as a whole, together with the underlying investments. The Company is represented on this Committee. The LDI structure has a number of inflation and interest rate hedges and equity option agreements, with collateral posted daily to or from the scheme to the relevant counterparty. The risk of failure of counterparties, and of the investment manager, is monitored regularly by the Committee, as such failure could expose the scheme to loss. The scheme is also subject to changes in longevity. The Trustees have the right to determine the level of contributions and following the 2009 revaluation (which showed an actuarial deficit of £113m), the Company has agreed with the Trustees a deficit funding schedule of £11m per annum (subject to indexation). Further details can be found in Note 5 of the accounts.

EMPLOYEES

The Group employs approximately 17,000 people, primarily in the UK, and it is proud of its long history of being regarded as a responsible and respected employer

Equal opportunities

The Board believes in creating throughout the Company a culture that is free from discrimination and harassment and will not permit or tolerate discrimination in any form. The Company gives full and fair consideration to applications for employment when these are received from disabled people and employs disabled people whenever suitable vacancies arise. Should an employee become disabled when working for the Company efforts are made to continue their employment and retraining is provided, if necessary.

Training and development

We recognise the importance of training and development to support employee satisfaction and promote a knowledgeable workforce. Our programmes enable our staff to grow with the Company and develop their careers. Succession planning is emphasised across the Group and we continue to achieve high internal succession rates. To promote this work a refreshed internal training and development programme for potential Store Managers and Supervisors was launched in stores this year.

Employee engagement

Employee engagement is supported through clear communication of the Group's performance and objectives. This information is cascaded through team briefings, large employee events, intranet sites and regular e-newsletters. This approach and the Group's open management style encourages employees to contribute to business development.

Employee share ownership

The Company operates a HM Revenue & Customs-approved Save-As-You-Earn share option scheme (Sharesave Scheme) which provides employees with the opportunity to acquire shares in the Company. Approximately 1,084 employees participate in the scheme.

SOCIAL AND ENVIRONMENTAL MATTERS

We continue to operate a robust corporate responsibility (CR) programme that is closely aligned to the Group strategy. The management of social and environmental matters is embedded into day-to-day operations across the business. This year we were delighted to retain Business in the Community's Platinum ranking in their annual CR Index.

We operate our CR programme through four key areas: Marketplace, Environment, Workplace and Community. Our CR strategy is reviewed by the Board on an annual basis, and the Board is responsible for approving our targets for the coming year. The following section provides an introduction to our CR work during the year. More detailed information, notably performance data and future targets, is available in our full CR Report available at www.whsmithplc.co.uk.

Marketplace

Customers

Good customer service is a primary focus of our business. Like any retailer, we understand that customer satisfaction is a key driver of business performance. To ensure we continue to meet our customers' expectations we regularly assess the service we offer by conducting reviews. The results of our twice-yearly Customer Satisfaction Monitor suggest that customer satisfaction has remained consistently high over the past three years, with the friendliness and helpfulness of staff ranking especially high. These surveys ensure we focus on the key elements of service that are important to our customers, including queue management and polite, efficient and accurate transactions.

We take seriously the responsibility for the products we sell, and we are committed to listening to our customers' feedback. Our Marketing Code of Practice sets out the standards we follow in our promotional activity, marketing and advertising. In practice this ensures we sell products that are safe, fit for purpose, meet legal standards and are not described in a misleading manner, particularly when marketing to children.

Suppliers

Ethical trading

We are committed to good labour standards and respecting the environment in our supply chain. Our Supplier Code of Conduct and Human Rights policy states our expectations of our suppliers. We operate an active programme whereby we engage with suppliers to encourage regular performance improvements.

We support ethical trading through an in-house audit team located in our Far East Sourcing office. They visit each new factory to assess its performance and, where necessary, agree an action plan for improvement with the factory. We provide support as suppliers make these improvements, and ensure that all direct source suppliers and Asia-based suppliers of UK agents are audited every two years.

During the year we increased our supplier engagement programme. We identified areas where factories needed support to improve and in so doing, we strengthened our Occupational Health and Safety programme and now offer engagement to promote worker representation in factories. Our buying teams have also taken on more active roles in our ethical trading programme.

WHSmith is a member of the Ethical Trading Initiative (ETI).

Forest sourcing

It is our continuing objective that all virgin (i.e. non-recycled) material used in our own-brand products is from known, legal, well-managed and credibly certified forests. This year, we increased the volume of material from recycled and certified forests to 69 per cent, up from 61 per cent in 2009. We will continue to improve our forest sourcing, but recognise that further improvements will be challenging. This year we are setting a three-year target for forest sourcing with an emphasis on encouraging our smaller suppliers to improve their performance.

Payment policy for suppliers

The Company's policy for the payment of suppliers which complies with the CBI Code of Practice for Buyers, is to agree the terms of payment in advance in line with normal trade practice and, provided a supplier performs in accordance with the agreement, to abide by such terms. Copies of the CBI code may be obtained from the CBI, Centre Point, 103 New Oxford Street, London WC1A 1DU. The Company's trade creditors figure as at the balance sheet date was equivalent to 51 days (2009: 52 days) based on average daily amounts invoiced by suppliers during the year.

Environment

We recognise that good environmental management also makes good business sense. We are committed to reducing the environmental impact of our business and measure our performance each year.

Energy efficiency remains a focus for us and this year, we continued to reduce energy consumption through a targeted programme working with our store teams, as well as reviewing store equipment and design. We reduced our energy consumption in our High Street estate by 12 per cent per square foot. We also embarked on a programme to work with our largest landlords in support of the Carbon Reduction Commitment Energy Efficiency Scheme.

As part of our carbon management programme we measure the CO₂ emissions associated with the transport of packages moved from distribution centres to our stores. In line with these efforts we increased

our collaboration with suppliers and other companies to reduce the miles driven to transport our products.

We recognise that reducing the waste produced by our operations is another important element of our environmental responsibility. Our waste reduction programme focuses on increasing the level of recycling at our stores and distribution centres as well as reducing the packaging waste from our products. Over the year we made good improvements in both of these key areas. We also continue to encourage customers to refuse or reuse carrier bags.

Health and safety

We are committed to maintaining high standards of health and safety. The management team, supported by professional safety advisers, monitors key safety performance indicators and an annual report detailing trends, performance and recommendations is presented to the Board. The business also has a Health and Safety Committee that is comprised of representatives and professional health and safety advisers. This year we completed a long-term target to reduce overall reportable accidents by ten per cent between 2004 and 2010. Maintaining this trend is an area of ongoing focus in the coming year.

Community

As a leading bookseller and stationer we focus our community investment on supporting education and life-long learning. Over the year we maintained our commitment to invest one per cent of pre-tax profits into local communities, culminating in £1.1m in donations (2009: £827,900). A significant portion of our donations consist of cash donations and gifts in kind. These donations totalled £184,600 (2009: £136,500), and were made to local schools and registered charities including the Woodland Trust and the National Literacy Trust. Over the year donations made to charities through the sale of products totalled £164,700 (2009: £254,000) including Children in Need, Everyman Cancer, Wellchild, Multiple Sclerosis Trust, Red Cross, Barnados, Scope and Shelter. Lastly, we donated significant commercial support to our biggest charity partners, including World Book Day and the Woodland Trust; these donations totalled £454,500 (2009: £106,600).

The full extent of our community investment activity, measured according to the London Benchmarking Group model, is outlined in the Group's CR Report.

The WHSmith Group Charitable Trust, an independent registered charity, actively supports employees who are involved with charitable organisations in their local communities. In addition we recognise our stores involvement in local communities. In support of this aim, we refreshed our community programme to offer two new initiatives: one that enabled stores in High

Street to make a donation to their local schools and a second initiative enabling stores in Travel to donate books to hospitals

In support of our literacy objectives the Group works with the WHSmith Group Charitable Trust and the National Literacy Trust. This year we embarked on a new three-year initiative whereby we are supporting parents who want to improve their literacy skills so that they can better support their children's education at home. We piloted the programme earlier this year and began our nationwide roll-out in September 2010.

We also continue to raise funds for charities and good causes through the promotion and sale of tailored products in our stores such as charity Christmas cards and stationery items.

Political donations

It is the Company's policy not to make political donations and no political donations or EU political expenditure were made in the year (2009: £nil).

CORPORATE GOVERNANCE, AGM AND OTHER MATTERS

Corporate governance

The Board of the Company is committed to achieving the highest standards of corporate governance. The principal governance rules applying to UK companies listed on the London Stock Exchange with accounting periods beginning before 29 June 2010 are contained in the Combined Code on Corporate Governance adopted by the Financial Reporting Council in June 2008 and available publicly from www.frc.co.uk (the Combined Code). The rules applying to accounting periods beginning on or after this date are contained in the new UK Corporate Governance Code and available publicly from the same website. The Board confirms that the Company has applied the principles of the Combined Code as described in this report and complied with its provisions throughout the financial year ended 31 August 2010. This report also includes the information that is required by DTR 7.2 to be contained in the Company's corporate governance statement.

The Board

On 14 October 2010 the Board comprised the Chairman, two executive directors and four independent non-executive directors. Short biographies of each of the directors, which illustrate their range of experience, are set out on page 26. There is a clear division of responsibility at the head of the Company, Walker Boyd (Chairman) being responsible for running the Board and Kate Swann (Group Chief Executive) being responsible for implementing strategy. John Barton has been nominated by the Board as the Senior Independent Director. The Board structure ensures that no individual or group dominates the decision-making process.

Walker Boyd was appointed as a non-executive director on 1 February 2010 and became Chairman on 1 September 2010. Walker Boyd, on appointment as Chairman, met the independence criteria set out in the Combined Code.

Robert Walker, Chairman, retired from the Board on 31 August 2010.

Luke Mayhew retired from the Board on 31 August 2010.

Henry Staunton was appointed as a non-executive director on 1 September 2010.

All of the non-executive directors who served during the year and up to the date of this report are considered by the Board to be independent. John Barton has served on the Board for 11 years. The Chairman conducted a thorough review with John Barton to assess his independence and contribution to the Board and confirmed that he continues to be an effective non-executive director who demonstrates commitment to the role and remains independent in character and judgement.

The Board met eight times during the year. The Board manages the Company through a formal schedule of matters reserved for its decision. These include overall management of the Company, approval of strategic plans including acquisitions and disposals, approval of the Company's commercial strategy and operating and capital expenditure budgets, approval of the financial statements, material agreements and non-recurring projects, treasury policy, control, audit and risk management, remuneration, and corporate responsibility. It also delegates specific responsibilities to the Board Committees detailed below, the role and responsibilities of each Committee being set out in formal terms of reference which are available on the Company's website.

All directors have access to the advice and services of the Company Secretary and may take independent professional advice at the Company's expense in the furtherance of their duties. The Board receives appropriate and timely information. Board and Committee papers normally being sent out several days before meetings take place. All newly appointed directors receive induction training on joining the Board which is tailored to meet the needs of the individual, including store visits and meetings with employees across the businesses and external advisers. The need for director training is regularly assessed by the Board.

The performance of the Board and its Committees is a fundamental component of the Company's success. The Board carried out a formal evaluation in September 2010. The evaluation was co-ordinated and directed by

the Chairman with the support of the Company Secretary. A questionnaire covering the main areas of assessment was prepared by the Chairman and the Company Secretary and formed the basis of in-depth interviews with each director. The results of the assessment were considered by the Board, and confirmed the strength of the strategic and entrepreneurial leadership of the Company, a sound governance framework and practices compliant with the Combined Code. In addition, an action plan was agreed to address the themes from this year's exercise.

The Group Chief Executive reviews the performance of the Group Finance Director and other senior executives. The Chairman reviews the performance of the Group Chief Executive and each non-executive director. During the year the Chairman had regular meetings with the non-executive directors, without the executive directors present, to discuss Board issues and how to build the best possible team. The Senior Independent Director met with the non-executive directors in the absence of the Chairman to assess the Chairman's performance.

Under the Company's Articles of Association, all directors are required to retire and submit themselves for re-election every three years. However, in accordance with the new UK Corporate Governance Code, the Board has agreed that all directors will stand for election or re-election at the AGM to be held on 26 January 2011. Biographies of all the directors are set out in the Company's Annual Report and are also available for viewing on the Company's website (www.whsmithplc.co.uk).

Board Committees

Audit Committee

The Audit Committee is chaired by Mike Ellis, who has recent and relevant financial experience, and its other members are John Barton, Drummond Hall and Henry Staunton, all of whom are independent non-executive directors. At the invitation of the Committee, the Chairman of the Board, the Group Finance Director, the Internal Audit Director and representatives of the external auditors regularly attend meetings. The Committee has regular private meetings with the external and internal auditors during the year. The Committee's principal responsibilities cover internal control and risk management, internal audit, external audit (including auditor independence) and financial reporting.

The Committee met four times during the year and its activities included reviewing the preliminary and interim announcements, Annual Report and Financial Statements, considering reports from the external auditors identifying any accounting or judgemental issues requiring its attention, approval of audit plans for the external and internal auditors, considering

reports from the Internal Audit Director on the results of internal audit reviews, significant findings, management action plans and timeliness of resolution, reviewing reports on the Company's risk management process, reviewing management of fraud risk and incidents of fraud, reviewing the Company's Business Continuity Plans, and reviewing the effectiveness of the Company's whistleblowing process.

The Committee's terms of reference are available on the Company's website.

Nominations Committee

The Nominations Committee is chaired by Walker Boyd and its other members are John Barton, Mike Ellis, Drummond Hall, Henry Staunton and Kate Swann. The Committee's principal responsibility is to ensure that appropriate procedures are in place for the nomination, selection and succession of directors and senior executives.

The Committee met seven times during the year and its activities included a review of the Company's succession plans and discussion in respect of the ongoing structure and capability of the Board. In accordance with the Company's succession plan, Walker Boyd was appointed a non-executive director on 1 February 2010 and became Chairman on 1 September 2010 following the retirement of Robert Walker on 31 August 2010. In addition, Luke Mayhew retired from the Board on 31 August 2010 and was replaced by Henry Staunton on 1 September 2010.

The appointments of Walker Boyd and Henry Staunton were made following searches conducted by external consultants and recommendations were made to the Committee. The Board, prior to appointing Walker Boyd as Chairman, reviewed his other commitments.

The Committee's terms of reference are available on the Company's website.

Remuneration Committee

The Remuneration Committee is chaired by Drummond Hall and its other members are John Barton, Walker Boyd, Mike Ellis and Henry Staunton. At the invitation of the Committee, the Group Chief Executive and representatives of Hewitt New Bridge Street, its external independent adviser, attend meetings. The Committee met six times during the year. The Committee's principal responsibility is to determine and recommend to the Board the remuneration of executive directors and the Chairman. The Committee monitors the levels and structure of remuneration for senior management and seeks to ensure that they are designed to attract, retain and motivate senior management to run the Company successfully. The remuneration of the non-executive directors is determined by the Chairman and the executive directors.

The Remuneration Report is set out on pages 27 to 36 as required by Section 420 Companies Act 2006 and including the relevant information referred to in the Large and Medium-Sized Companies and Groups (Accounts and Reports) Regulations 2008. The Committee's terms of reference are available on the Company's website.

Attendance at Board/Committee meetings

The following table shows the number of Board and Committee meetings held during the year ended 31 August 2010 and the attendance record of individual directors.

	Board meetings	Committee meetings		
		Audit	Nominations	Remuneration
No of meetings	8	4	7	6
Robert Walker	8	-	7	6
Kate Swann	8	-	7	-
Robert Moorhead	8	-	-	-
John Barton	8	3	7	6
Walker Boyd	4	2	4	4
Mike Ellis	8	4	7	6
Drummond Hall	8	3	7	6
Luke Mayhew	8	3	7	6

1) John Barton, Drummond Hall and Luke Mayhew did not attend the Audit Committee meeting in April 2010 as a result of the travel disruption caused by the volcanic ash cloud.

2) Walker Boyd was appointed as a director of the Company on 1 February 2010 and became Chairman of the Company on 1 September 2010.

3) Luke Mayhew resigned as a director of the Company on 31 August 2010.

4) Robert Walker resigned as a director of the Company on 31 August 2010.

5) Henry Staunton was appointed as a director of the Company on 1 September 2010.

6) Robert Walker and Robert Moorhead were invited and attended four meetings of the Audit Committee.

7) Kate Swann was invited and attended six meetings of the Remuneration Committee.

The Board has met twice since 31 August 2010 and all the directors in office attended the meetings. In addition, the Remuneration Committee has met twice and the Audit Committee has met once since 31 August 2010. These meetings were attended by all Committee members.

Risk Management and Internal Controls

The Board has overall responsibility for the Company's system of internal control and for reviewing its effectiveness, whilst the role of management is to implement the Board's policies on risk and control and provide assurance on compliance with these policies. Steps continue to be taken to embed internal control and risk management further into the operations of the business and to deal with areas of improvement which come to the attention of management and the Board. Such a system is, however, designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

1) Risk

The Board confirms that there is an ongoing process for identifying, evaluating and managing significant risks faced by the Company including those risks relating to social, environmental and ethical matters. This process was in place throughout the year under review and up to the date of approval of the Annual Report and meets the requirements of the guidance entitled 'Internal Control – Revised Guidance for Directors on the Combined Code' produced by the Financial Reporting Council (the 'Guidance'). The Audit Committee has kept under review the effectiveness of the system of internal control and has reported regularly to the Board.

The key features of the risk management process are as follows:

- the business conducts an annual risk assessment based on identified business objectives which are reviewed and agreed by the Retail Executive Committee. Risks are categorised into strategic, operational, financial and compliance and are evaluated in respect of their potential impact and likelihood. These risk assessments are updated and reviewed quarterly by the Group and business risk committees and are reported to the Retail Executive Committee and the Audit Committee;
- a Company risk assessment is also undertaken by the Internal Audit function, which considers all areas of potential risk across all systems, functions and key business processes. This risk assessment, together with the business risk assessment, forms the basis for determining the internal audit plan. Audit reports in relation to areas reviewed are discussed and agreed with the business risk committees and the Audit Committee.

- the internal audit team meets annually with senior executives in order to complete a formal certification of the effectiveness of internal controls. These reports are submitted to the business risk committees. Certificates are also provided by the risk committees to the Audit Committee to assist the Board in conducting its annual review of internal controls in compliance with the Guidance

n) Internal controls

a) Financial controls

The Company has an established framework of internal financial control the effectiveness of which is regularly reviewed by the executive management and the Board. The key elements of this are as follows

- the Board is responsible for overall Company strategy for approving revenue and capital budgets and plans for approving major acquisitions and disposals and for determining the financial structure of the Company including treasury and dividend policy. Monthly results, variances from plan and forecasts are reported to the Board,
- the Audit Committee assists the Board in the discharge of its duties regarding the Company's financial statements, accounting policies and the maintenance of proper internal business operational and financial controls. The Committee provides a direct link between the Board and the external auditors through regular meetings
- the Internal Audit function advises and assists business management to establish and maintain adequate financial controls and reports to the Audit Committee on the effectiveness of those controls,
- the Board has established an organisational structure with clearly defined lines of responsibility and approval controls identifying transactions requiring approval by the Board or by the Approvals Committee. The Group Finance Director is responsible for the functional leadership and development of the Company's finance activities
- there is a comprehensive system for budgeting and planning and for monitoring and reporting the performance of the Company's business to the directors. Monthly results are reported against budget and prior year, and forecasts for the current financial year are regularly revised in the light of actual performance. These results and forecasts cover profits, cash flows, capital expenditure and balance sheets
- the Company has established a uniform system of investment appraisal

- executive management has defined the financial controls and procedures with which each business is required to comply. Key controls over major business risks include reviews against performance indicators and exception reporting and the business is required to prepare monthly management accounts, and
- routine reports are prepared to cover treasury activities and risks, for review by senior executives, and annual reports are prepared for the Board and Audit Committee covering treasury policies, insurance and pensions

b) Non financial controls

The Company has established a wide range of non-financial controls covering areas such as health and safety, the environment, ethical trading, employment and business continuity, the effectiveness of which are regularly reviewed by the executive management and the Board. The key elements are as follows

- a corporate responsibility strategy was approved by the Board, including objectives and targets to address the impact that our activities have on the environment, workplace, marketplace and community
- clear accountability for corporate responsibility issues has been defined at Board and operational level
- annual updates are submitted to the Board on each aspect of corporate responsibility,
- the Board is committed to maintaining high standards of health and safety in all its business activities. These standards are set out in the Company's Health and Safety Policy which is regularly reviewed by the Board. The Risk Management team works with the business to assess health and safety risks and introduce systems to mitigate them. All notified accidents are investigated and targets are set to reduce the level of incidence
- the Board has approved an Environmental Policy and sets environmental objectives and specific targets which are reviewed annually
- the Board is committed to ensuring reasonable standards among its suppliers and has approved an Ethical Trading Code of Conduct setting out the standards it expects its suppliers to adopt. This policy covers health and safety, child labour, working hours, discrimination and the environment,
- the Company is committed to ensuring that its personnel meet good standards of integrity and competence. The Company's systems cover the recruitment, training and development of personnel, an appropriate division of responsibilities and the communication of Company policies and procedures throughout the organisation, and

- Business Recovery Plans exist to enable the business to continue in the event of a disaster with minimum disruption to customers

Auditor independence

The Board is satisfied that Deloitte LLP has adequate policies and safeguards in place to ensure that auditor objectivity and independence is maintained. The external auditors report to the Audit Committee annually on their independence from the Company. Periodic rotation of key audit partners is also required. The Audit Committee considers whether the audit should go out to tender but has taken the view that partner rotation at both the Group and operating business level has been sufficient to maintain the necessary independence. There are no contractual restrictions on the Audit Committee as to the choice of external auditors.

The Board has also adopted a formal policy on the Company's relationship with its auditor in respect of non-audit work. The auditors may only provide such services if such advice does not conflict with their statutory responsibilities and ethical guidance. The Audit Committee Chairman's pre-approval is required before the Company uses non-audit services that exceed financial limits set out in the policy. The fees paid to the Auditors in respect of non-audit services are shown in Note 3 to the Accounts.

In line with its terms of reference, the Audit Committee undertakes a thorough assessment of the quality effectiveness, value and independence of the audit provided by Deloitte LLP on an annual basis, seeking the views and feedback of the Board, together with those of Group and divisional management. Following the most recent review, the Audit Committee has determined to recommend to the Board the reappointment of Deloitte LLP at the Annual General Meeting on 26 January 2011.

Relations with shareholders

The Board's primary role is to promote the success of the Company and the interests of shareholders. The Board is accountable to shareholders for the performance and activities of the Group.

The Company recognises the importance of communicating with its shareholders to ensure that its strategy and performance are understood. This is achieved principally through the annual report and accounts and the AGM. In addition, a range of corporate information, including all Company announcements and presentations, is available to investors on the Company's website, www.whsmithplc.co.uk.

Formal presentations are made to institutional shareholders following the announcement of the Company's full year and interim results. The Board

recognises that the AGM is the principal forum for dialogue with private shareholders. All directors normally attend the AGM and are available to answer any questions that shareholders may wish to raise.

The Notice of Meeting is sent to shareholders at least 20 working days before the meeting. Those shareholders who have elected to receive electronic communications receive notice of the availability of the annual report on the Company's website. The deadline for appointing a proxy is 48 hours before the time fixed for the meeting (although, in calculating this period, no account is taken of non-working days).

Shareholders vote on each resolution on a show of hands, unless a poll is validly called, and after each such vote the number of proxy votes received for, against and withheld is announced. The proxy figures are made available in writing at the end of the meeting, announced to the London Stock Exchange and published on the Company's website.

The Board as a whole is kept fully informed of the views and concerns of major shareholders. The Group Chief Executive and Group Finance Director update the Board following meetings with major shareholders and analysts; briefings are circulated to the Board. When requested to do so, the Chairman and non-executive directors attend meetings with major shareholders.

Compliance with the Combined Code

Throughout the year ended 31 August 2010 the Company has been in compliance with the provisions of the Combined Code.

Dividends

The directors recommend the payment of a final dividend for the year of 13.3p per ordinary share on 3 February 2011 to members on the Register at the close of business on 7 January 2011.

This final dividend and the interim dividend of 6.1p per ordinary share paid on 10 June 2010 makes a total dividend of 19.4p per ordinary share for the year ended 31 August 2010.

Share capital

The issued share capital of the Company, together with details of shares issued during the year, are shown in Note 26 to the Accounts.

The issued share capital of the Company as at 31 August 2010 was 150,501,750 ordinary shares of 22 ⁶/₆₇p each. These shares are listed on the London Stock Exchange and can be held in certificated or uncertificated form.

The Company is not aware of any agreements between shareholders that may result in restrictions on the transfer of securities and voting rights.

There are no restrictions on the transfer of ordinary shares in the Company other than certain restrictions imposed by laws and regulations (such as insider trading laws and market requirements relating to close periods) and requirements of the Listing Rules whereby directors and certain employees of the Company require Board approval to deal in the Company's securities

The rights and obligations attaching to the Company's ordinary shares, in addition to those conferred on their holders by law, are set out in the Company's Articles of Association, a copy of which can be obtained from the Company's website www.whsmithplc.co.uk. The holders of ordinary shares are entitled to receive the Company's report and accounts, to attend and speak at general meetings of the Company, to appoint proxies and to exercise voting rights, and to receive a dividend subject to the deduction of any sums due from the holder of ordinary shares to the Company on account of calls or otherwise. Changes to the Company's Articles of Association must be approved by special resolution of the Company.

The Trustee of the WH Smith Employee Benefit Trust holds ordinary shares in the Company on behalf of the beneficiaries of the Trust, who are the employees and former employees of the Group. If any offer is made to the holders of ordinary shares to acquire their shares, the Trustee will not be obliged to accept or reject the offer in respect of any shares which are at that time subject to subsisting options, but will have regard to the interests of the optionholders and can consult them to obtain their views on the offer, and subject to the foregoing, the Trustee will take the action with respect to the offer it thinks fair. The Trustee has agreed not to exercise its rights to accept any offer in respect of the restricted shares that it holds for participants under the WH Smith 2008 Management Investment Plan.

Purchase of own shares

At the 2010 AGM, authority was given for the Company to purchase, in the market, up to 23,365,125 ordinary shares of 22⁶/₇p each. The Company used this authority to purchase and subsequently cancel 6,866,759 of its own shares during the financial year representing 4.56 per cent of the called-up share capital, at an average price of 510p. The aggregate amount of consideration paid by the Company for the purchases was £35m. This authority is renewable annually and approval will be sought from shareholders at the AGM in 2011 to renew the authority for a further year, given that the Company proposes to return up to £50m of cash to shareholders via a rolling share buyback programme.

Issue of new ordinary shares

During the financial year ended 31 August 2010, 510,509 ordinary shares of the Company were issued under the Sharesave Scheme at prices between 295.20p and 387.00p. The Articles of Association of the Company provide that the Board may, subject to the prior approval of the members of the Company, be granted authority to exercise all the powers of the Company to allot shares or grant rights to subscribe for or convert any security into shares, including new ordinary shares.

Significant agreements – change of control

A change of control of the Company following a takeover bid may cause a number of agreements to which the Company or its trading subsidiaries, WH Smith High Street Limited and WH Smith Travel Limited, is party, such as commercial trading contracts, banking arrangements, property lease, licence and concession agreements to take effect, alter or terminate. In addition, the directors' service agreements and employee share plans would be similarly affected on a change of control, including, in the case of the directors, in relation to compensation for loss of office.

Details of the change of control clause contained in the service contracts of the executive directors can be found in the Remuneration Report on page 31.

Directors' conflicts

The Company's Articles of Association permit the Board to consider and, if it sees fit, to authorise situations where a director has an interest that conflicts or may possibly conflict, with the interests of the Company (Situational Conflicts). The Board has a formal system in place for directors to declare Situational Conflicts to be considered for authorisation by those directors who have no interest in the matter being considered. In deciding whether to authorise a Situational Conflict, the non-conflicted directors must act in the way they consider, in good faith, would be most likely to promote the success of the Company, and they may impose limits or conditions when giving the authorisation, or subsequently, if they think this is appropriate. Any Situational Conflicts considered by the Board, and any authorisations given, are recorded in the Board minutes and in a register of conflicts which is reviewed regularly by the Board.

Company's shareholders

The Company has been notified in accordance with the Disclosure and Transparency Rules of the Financial Services Authority that, as at the date of this report, the following shareholders own more than three per cent of the issued share capital of the Company:

Holder	Number	% as at date of notification	Nature of Holding
Standard Life Investments Limited	15 412 795	9.86	Direct/Indirect
Artemis Investment Management Limited	14,689,214	9.69	Direct
Lloyds Banking Group plc	12 286 656	8.17	Direct/Indirect
Legal & General Group Plc	9,099,203	6.04	Direct
Legal & General Group Plc / Legal & General Investment Management Ltd	8 694 007	5.54	Direct/Indirect
Jupiter Asset Management Limited	7,787,536	4.96	Indirect
BlackRock Inc	7,383,507	4.89	Indirect
AXA S A	7 554 312	4.82	Direct/Indirect
JP Morgan Chase & Co	7,428 306	4.74	Indirect
Barclays Global Investors	4,809,497	3.05	Indirect

Except for the above the Company is not aware of any ordinary shareholders with interests of three per cent or more in the issued share capital of the Company

Board of directors

The names of the directors as at the date of this report, together with biographical details, are set out on page 26. All the directors served throughout the period except as set out below.

Walker Boyd was appointed as a non-executive director on 1 February 2010 and became Chairman on 1 September 2010.

Robert Walker retired from the Board on 31 August 2010.

Luke Mayhew retired from the Board on 31 August 2010 and was replaced by Henry Staunton with effect from 1 September 2010.

The Company's Articles of Association give a power to the Board to appoint directors and, where notice is given and signed by all the other directors, remove a director from office. The Company's Articles of Association themselves may be amended by special resolution of the shareholders.

The Company's Articles of Association require that directors offer themselves for re-election every three years and that new directors appointed by the Board offer themselves for election at the next AGM following their appointment. However, in accordance with the new UK Corporate Governance Code, the Board has agreed that all directors will stand for election or re-election at the AGM.

John Barton, who was appointed to the Board as a non-executive director in November 1999 and has served on the Board for 11 years, will retire at the AGM and, in common with all the directors, offers himself for re-election. John Barton has been appointed for a fixed term until the Company's AGM in 2011 and does not have a contract of service. The Chairman conducted a thorough review with John Barton to assess his independence and contribution

to the Board and confirmed that he continues to be an effective independent non-executive director and continues to add value and continuity given the recent changes to the Board. The Board believes that John Barton is an effective independent non-executive director notwithstanding the fact that he will have served on the Board for 11 years since the date he was first appointed to the Board by the time of the AGM on 26 January 2011. John Barton has extensive financial and retail experience which the Board continues to benefit from in managing the Company.

The interests of the directors and their immediate families in the share capital of the Company, along with details of directors' share options and awards, are contained in the Remuneration Report on pages 27 to 36.

At no time during the year did any of the directors have a material interest in any significant contract with the Company or any of its subsidiaries.

The Company maintains directors' and officers' liability insurance which gives appropriate cover for any legal action brought against its directors. The Company has also provided an indemnity for its directors which is a qualifying third party indemnity provision for the purposes of Section 234 of the Companies Act 2006.

Financial risk management

The financial risk management and policies of the Group are disclosed in Note 25 of the Accounts.

Going concern

The Group's business activities together with the factors that are likely to affect its future developments, performance and position are set out in this Directors' Report and Business Review. This Directors' Report and Business Review also describes the Group's financial position, cash flows and borrowing facilities, further information on which is detailed in Notes 22 to 25 of the Accounts. In addition, Note 25 of the Accounts includes the Group's objectives, policies and processes for managing its capital, its financial risk management

DIRECTORS' REPORT AND BUSINESS REVIEW
CONTINUED

objectives, details of its financial instruments and hedging activities and its exposures to credit risk and liquidity risk. The Directors' Report and Business Review also highlights the principal risks and uncertainties facing the Group.

The Group has committed working capital facilities of £90m through to June 2011. The Group continues to be highly cash generative, and preliminary discussions have commenced with banks regarding an appropriate new facility. As a result, the Group is confident that an appropriate committed facility will be in place by June 2011.

The directors report that they have reviewed current performance and forecasts, combined with expenditure commitments, including capital expenditure, proposed dividends and share buyback, and borrowing facilities. After making enquiries, the directors have a reasonable expectation that the Group has adequate financial resources to continue its current operations, including contractual and commercial commitments for the foreseeable future despite the current uncertain economic outlook. For this reason, they have continued to adopt the going concern basis in preparing the financial statements.

Auditors

Deloitte LLP have expressed their willingness to continue in office as auditors of the Company. A resolution to re-appoint Deloitte LLP as auditors to the Company and a resolution to authorise the directors to determine their remuneration will be proposed at the Annual General Meeting.

Disclosure of information to auditors

Having made the requisite enquiries, as far as each of the directors is aware, there is no relevant audit information (as defined in Section 418 of the Companies Act 2006) of which the Company's auditors are unaware and each of the directors has taken all steps he should have taken as a director to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Annual general meeting

The AGM of the Company will be held at JPMorgan Cazenove, 20 Moorgate, London EC2R 6DA on 26 January 2011 at 11.30am. The Notice of Annual General Meeting is given, together with explanatory notes, in the booklet which accompanies this report.

This report was approved by the Board on 14 October 2010.

By Order of the Board
Ian Houghton
Company Secretary
14 October 2010

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors are required to prepare the group financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union and Article 4 of the IAS Regulation and have elected to prepare the parent company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the accounts unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period.

In preparing the parent company financial statements, the directors are required to

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

In preparing the group financial statements, International Accounting Standard 1 requires that directors

- properly select and apply accounting policies
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information
- provide additional disclosures when compliance with the specific requirements in IFRSs are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance, and
- make an assessment of the company's ability to continue as a going concern.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. 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.

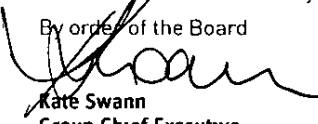
The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

DIRECTORS' RESPONSIBILITY STATEMENT

We confirm that to the best of our knowledge

- the financial statements, prepared in accordance with the relevant financial reporting framework, give a true and fair view of the assets, liabilities, financial position and profit or loss of the company and the undertakings included in the consolidation taken as a whole; and
- the management report, which is incorporated into the directors' report, includes a fair review of the development and performance of the business and the position of the company and the undertakings included in the consolidation taken as a whole, together with a description of the principal risks and uncertainties that they face.

By order of the Board


Kate Swann
Group Chief Executive


Robert Moorhead
Group Finance Director

BOARD OF DIRECTORS

BOARD COMMITTEES

Audit Committee

Mike Ellis – Chairman
John Barton
Drummond Hall
Henry Staunton

Nominations Committee

Walker Boyd – Chairman
John Barton
Mike Ellis
Drummond Hall
Henry Staunton
Kate Swann

Remuneration Committee

Drummond Hall – Chairman
John Barton
Walker Boyd
Mike Ellis
Henry Staunton

1 Walker Boyd joined the Board of WHSmith as a non-executive director in February 2010 and became Chairman on 1 September 2010. He retired as Group Finance Director at Signet Jewelers Limited in June 2010 (previously Signet Group Plc) having held this position since 1995. Prior to that he was Finance Director of Signet's UK Jewellery Division from 1992.

2 Kate Swann is Group Chief Executive and joined the Board of WHSmith in November 2003. She started her career at Tesco plc before moving to positions at Homepride Foods, Coca Cola Schweppes and Dixons Stores Group. She then worked for Homebase, ultimately as Managing Director, before becoming Managing Director of Argos in December 2000.

3 Robert Moorhead is Group Finance Director and joined the Board of WHSmith in December 2008. He joined WHSmith in 2004 as Retail Finance Director. Previously, he was Group Finance Director at Specsavers Optical Group and Finance and IT Director of World Duty Free Europe. He also held a number of roles at B&Q and Kingfisher Group. He started his career at Price Waterhouse.

4 John Barton is a non-executive director and Senior Independent Director and joined the Board of WHSmith in November 1999. He retired as Chairman of Jardine Lloyd Thompson Group plc in December 2001, having formerly been the Chief Executive of Jardine Insurance Brokers Group plc. He is Chairman of Next plc and Brit Insurance Holdings PLC and is deputy Chairman of Cable & Wireless Worldwide plc.

5 Mike Ellis is a non-executive director and joined the Board of WHSmith in March 2005. He rejoined the Board of HBOS plc in September 2007 and was Group Finance Director from January 2008 until January 2009, having previously held the position from September 2001 to October 2004. Prior to this, he worked in a number of senior executive positions at Halifax plc (and its predecessor Halifax Building Society).

6 Drummond Hall is a non-executive director and joined the Board of WHSmith in September 2008. He spent his early years with Procter & Gamble, Mars and PepsiCo Inc. and from 2002 to 2006 was Chief Executive of Dairy Crest PLC.

7 Henry Staunton is a non-executive director and joined the Board of WHSmith in September 2010. He is also a non-executive director of Legal & General Group Plc, Merchants Trust plc, Capital and Counties Properties plc and New Look Retail Group Limited.

Ian Houghton is Company Secretary and Legal Director.

REMUNERATION REPORT

This Report has been prepared on behalf of the Board by the Remuneration Committee. In all its activities, the Remuneration Committee has adopted the principles of good governance relating to directors' remuneration as set out in the Combined Code on Corporate Governance and complies with the Companies Act 2006, the Large and Medium-Sized Companies and Groups (Accounts and Reports) Regulations 2008 and the Listing Rules of the Financial Services Authority. Part A of the report, which is not subject to audit, sets out the Company's remuneration policy. Part B, which has been audited, provides details of the remuneration, pensions and share incentives of the directors for the year ended 31 August 2010.

PART A – UNAUDITED INFORMATION REMUNERATION COMMITTEE

The Remuneration Committee met six times during the year. It is chaired by Drummond Hall. The other members of the Committee are John Barton, Walker Boyd, Mike Ellis and Henry Staunton. Robert Walker and Luke Mayhew served on the Committee during the year and retired from the Board on 31 August 2010. The Committee's terms of reference, which are available on the Company's website, set out the responsibilities of the Committee which include:

- determining and agreeing with the Board the broad policy for the remuneration of the Chairman, executive directors and certain other senior executives
- approving the design of, and targets for, any performance-related pay schemes operated by the Company and approving the total annual payments made under such schemes
- reviewing the design of all share incentive plans for approval by the Board and shareholders
- ensuring that contractual terms on termination, and any payments made, are fair to the individual and the Company, and ensuring that failure is not rewarded and that the duty to mitigate loss is fully recognised, and
- determining the total individual remuneration package of each executive director and other senior executives including bonuses and share incentives

During the year the Committee received advice and services from its external independent adviser, Hewitt New Bridge Street (HNBS), a trading name of Hewitt Associates Limited, who were appointed by the Committee. During the year the Committee also received advice from an independent law firm, Allen & Overy LLP, who were appointed by the Company in respect of share schemes. A separate department at Hewitt Associates

Limited also provided the Company with actuarial advice in respect of the Company's pension schemes and Allen & Overy LLP provided the Company with other legal services. Ian Houghton, Company Secretary, also materially assisted the Committee in carrying out its duties, except in relation to his own remuneration. Kate Swann attends meetings at the invitation of the Committee. Walker Boyd absents himself from discussions about his own pay.

Remuneration policy

The Company's remuneration policy aims to encourage a performance-based culture, attract and retain high calibre executive directors and align executive directors' and shareholders' interests. In determining such policy the Remuneration Committee take into account all factors which it deems necessary including market practice, performance of the individual and of the Company, the experience and responsibility of the individuals concerned and to pay and conditions elsewhere in the Group. The Committee endeavours to ensure that any pay rises for executive directors are generally comparable with those being applied elsewhere within the Group. The objective of the policy is to ensure that executive management are provided with appropriate incentives to encourage enhanced long-term performance and are, in a fair and responsible manner, rewarded for their individual contributions to the success of the Company. Basic salary is targeted around the median of the market with an opportunity to earn above median levels of total reward where there is exceptional performance. The Committee is guided by the strategic and financial priorities of the Group as outlined in other sections of the annual report. The Committee also takes account of the changing nature of the business, the markets in which it operates and reward practices and employment conditions of employees throughout the Group.

In line with the Association of British Insurers Guidelines on Responsible Investment Disclosure the Remuneration Committee will ensure that the incentive structure for executive directors and senior management will not raise environmental, social or governance (ESG) risks by inadvertently motivating irresponsible behaviour. More generally, with regard to the overall remuneration structure, there is no restriction on the Remuneration Committee which prevents it from taking into account corporate governance on ESG matters.

REMUNERATION REPORT

CONTINUED

2010 Remuneration Review

During the year the Committee reviewed the overall remuneration, incentive and retention arrangements with a particular focus on whether it would be appropriate to make further awards to executives under the existing WH Smith 2008 Management Investment Plan (MIP) following the announcement of the Company's results on 14 October 2010. The review was conducted with the help and advice of HNBS. The Committee consulted major shareholders on the proposal. Following this consultation, the Committee concluded that it was appropriate to make further awards under the MIP and LTIP in October 2010 as it allows the Company to continue to motivate the current highly successful management team and continue the focus on generating strong and sustainable shareholder returns. The MIP also gives the current management team the opportunity to demonstrate their continued commitment to and belief in the ongoing plans for the Company by investing their own resources in acquiring ordinary shares thus further aligning themselves with shareholders.

The Committee also sought the views of shareholders on the appropriate choice of performance measures to determine the vesting of MIP awards. Following consultation, the Committee decided to adopt a combination of financial and market-based measures aimed at delivering enhanced returns to shareholders. It believes that such a combination of targets is best suited to the needs of the Company and its shareholders. Therefore, as with awards made under the MIP in 2007, the 2010 awards will only become exercisable provided that certain stretching EPS and TSR performance conditions are met. The performance targets will be as follows:

a) Eighty per cent of the award is dependent on the satisfaction of an EPS performance target. EPS will be measured over the three years ending 31 August 2013 and will measure growth in fully diluted EPS before exceptional items. Threshold performance, which results in the vesting of 30 per cent of the shares, will be achieved if there is EPS growth at a compound rate equal to seven per cent per annum. Maximum performance, which results in the vesting of 100 per cent of the shares, will be achieved if there is EPS growth at a compound rate equal to 12 per cent per annum, and

b) The remaining 20 per cent of the award is dependent on the satisfaction of a TSR performance target. The TSR target will compare the TSR on an investment in the Company's ordinary shares with the TSR on a notional investment in the FTSE All Share General Retailers Index constituents over the period between 14 October 2010 and the announcement of the Company's results in October 2013 for the year ending 31 August 2013. Threshold performance will require that the Company's TSR is at the median position relative to the comparator

group. Maximum performance will require the Company's TSR to be at the 75th percentile relative to the comparator group. In addition, the Remuneration Committee must also be satisfied that there has been an improvement in the Company's underlying financial performance in determining whether any payment should be made in respect of the satisfaction of the TSR performance condition.

For performance between these levels a matching award will vest on a pro-rata straight-line basis. The performance conditions will be tested separately.

For the purpose of calculating TSR, the base price for the Company's ordinary shares and the Index will be averaged over the one-month period following the announcement of the Company's results on 14 October 2010. At the end of the TSR Performance Period, the TSR condition will be measured using the average share price over the one-month period starting on the date of announcement of the Company's results in October 2013. HNBS independently carries out the relevant TSR calculations for the Company.

The Committee also concluded as part of this review that the Company should increase Kate Swann's bonus potential under the Annual Bonus Plan from 150 per cent to 200 per cent of salary and Robert Moorhead's bonus potential from 100 per cent to 130 per cent of salary. The extra bonus opportunity will be subject to the achievement of more stretching performance conditions.

As part of the review, the Committee considered the structure of Directors' remuneration packages from a risk perspective. It is satisfied that the packages, which include a market-competitive base salary, an annual bonus and substantial long-term incentives, do not encourage inappropriate risk-taking.

The Committee is conscious that the continued use of the MIP is not consistent with evolving best practice which is to make annual co-investment awards rather than a single award every three years although the overall quantum is similar. As the Company is now in a much more stable and successful position than when the MIP was first introduced, the Committee has decided to undertake a comprehensive review of executive remuneration structures at the Company to determine whether the current structure remains the optimal structure going forward. Together with HNBS, it will consider all possible structures over the next year taking appropriate cognisance of the need to continue to incentivise a proven management team, the new UK Corporate Governance Code and evolving best practice.

The current performance-related benefits, which consist of an annual performance bonus and long-term incentives, account for a significant proportion of total remuneration.

The table below shows the expected relative value of the executive directors' future annual remuneration package

Name	Fixed element	Performance-related elements	
	Base salary	Annual bonus	Long term incentives
Kate Swann	20%	40%	40%
Robert Moorhead	25%	32%	43%

a) Kate Swann can earn up to 200 per cent of salary for exceptional performance and Robert Moorhead can earn up to 130 per cent of salary for exceptional performance under the Annual Bonus Plan

b) The value placed on long-term incentives assumes maximum performance and comprises the value of shares awarded under the WH Smith LTIP

c) The above table does not include the value of other benefits and employer pension contributions

SALARY AND BENEFITS

The salaries of executive directors are reviewed annually in September. When conducting this review, the Committee takes into account a range of factors including the Group's performance, market conditions, the prevailing market rates for similar positions in comparable companies, the responsibilities, individual performance and experience of each executive director and the level of salary increases awarded to employees throughout the Group. Following the review in September 2010 the executive directors did not receive a salary increase. Executive directors also receive taxable benefits including a car allowance and private medical insurance. Any payments made to executive directors other than salary are not pensionable.

The fees paid to non-executive directors are determined by the Chairman and the executive members of the Board and are paid in cash. The levels are set to take into account the required time commitment and the fee payments for non-executive directors of similar organisations. Non-executive directors do not participate in any bonus or share schemes. The fees comprise:

Basic Annual Fee – £40,000

Committee Chairman – £6,000*

Senior Independent Director – £5,000

* This fee is not paid to the Chairman of the Nominations Committee

Annual Bonus Plan

For the year under review, Kate Swann had the opportunity to receive an annual bonus up to a maximum of 150 per cent of base salary and Robert Moorhead had the opportunity to receive an annual bonus up to a maximum of 100 per cent of base salary. The plan is designed so that the level of bonus paid is dependent on the achievement of a profit before tax and after interest target and personal performance. Annual performance

targets are set by the Committee based on a range of factors, including consensus analysts' profit forecasts and the Company's own internal budgets. No bonus is paid unless the minimum profit target is achieved. Actual PBT performance of £89m was in excess of the maximum target set for financial performance and, therefore, the Committee approved maximum bonus payments under this measure for the financial year ended 31 August 2010. The overall bonuses earned in the year were above on-target levels.

LONG-TERM INCENTIVES

WH Smith 2008 Management Investment Plan ("2008 MIP")

Under this plan, executive directors and key senior executives are given the opportunity to invest their own money to buy ordinary shares in the Company and are granted matching awards to acquire further ordinary shares in proportion to the amount they have invested. Executive directors and certain other key executives may invest up to 150 per cent of base salary. For awards made in November 2007 (and October 2008 to Robert Moorhead), the number of shares over which a matching award may be granted is up to five times the amount invested in the case of executive directors and up to 3.75 times the amount invested for other executives. The Committee decided that for proposed awards to be made to executive directors in October 2010 the matching award will be reduced to four times the amount invested and remain at 3.75 times the amount invested for other executives.

Following extensive consultation with shareholders, the Committee adopted a combination of financial and market-based measures aimed at delivering enhanced returns to shareholders. It believes that such a combination of targets is best suited to the needs of the Company and its shareholders.

For existing awards granted under the 2008 MIP, the extent to which matching awards vest will depend on the satisfaction of EPS and TSR performance targets.

The performance targets are as follows:

- Sixty per cent of the award is dependent on the satisfaction of an EPS performance target. EPS will be measured over the three years ended 31 August 2010 and will measure growth in fully diluted EPS before exceptional items. Threshold performance, which results in the vesting of 30 per cent of the shares, requires EPS growth at a compound rate equal to eight per cent per annum. Maximum performance, which results in the vesting of 80 per cent of the shares, requires EPS growth at a compound rate equal to 13 per cent per annum. Super-stretch performance, which results in full vesting, requires EPS growth at a compound rate equal to or exceeding 15 per cent per annum, and

REMUNERATION REPORT

CONTINUED

b) The remaining 40 per cent of the award is dependent on the satisfaction of a TSR performance target. The TSR target will compare the TSR on an investment in the Company's ordinary shares with the TSR on a notional investment in the FTSE All Share General Retailers Index constituents over the period between 11 October 2007 and the announcement of the Company's results on 14 October 2010 for the year ended 31 August 2010. Threshold performance will require that the Company's TSR is at the median position relative to the comparator group. Maximum performance will require the Company's TSR to be at the 75th percentile relative to the comparator group and super-stretch performance will require the Company's TSR to be at the 85th percentile relative to the comparator group.

For performance between these three levels a matching award will vest on a pro-rata straight-line basis. The performance conditions will be tested separately.

The end of the TSR Performance Period is one month after the date of the announcement of the Company's results on 14 October 2010. HNBS independently carries out the relevant TSR calculations for the Company and will test the extent to which the TSR condition has or has not been met after the end of the performance period.

The Remuneration Committee must also be satisfied that there has been an improvement in the Company's underlying financial performance in determining whether any payment should be made in respect of the satisfaction of the TSR performance condition.

For the proposed October 2010 awards, following extensive consultation with shareholders, the Committee decided to retain a combination of financial and market-based measures (EPS and TSR) aimed at delivering enhanced returns to shareholders. It believes that such a combination of targets is best suited to the needs of the Company and its shareholders. Details of the EPS and TSR targets are set out in the 2010 Remuneration Review on page 28.

WH Smith LTIP

Under this plan, executive directors and key senior executives may be awarded each year conditional entitlements to ordinary shares in the Company up to a value of 200 per cent of base salary. The Committee adopted a combination of financial and market-based measures to reward long-term sustained performance. It believes that such a combination of targets is best suited to the needs of the Company and its shareholders. Alongside the proposed grant of MIP awards, the

Committee intends to make LTIP awards to executive directors and senior executives in October 2010.

The Committee will conduct its annual review of the performance measures and targets prior to the grant of awards in October 2010 and in conducting this review it will consider whether other performance measures may be more appropriate to deliver the objectives of the Company and create shareholder value.

The performance conditions for awards granted in the financial year ended 31 August 2010 were as follows:

a) the performance condition applying to 60 per cent of the award shares is based on growth in the adjusted EPS of the Company over the three years ending 31 August 2012 (the Performance Period) and vesting will occur on the following basis:

Annual rate of growth in adjusted EPS of the Company (compounded annually) over the Performance Period	Proportion exercisable
Below 5%	Zero
5%	30%
10% or more	100%
Between the above points	Pro rata between 30% and 100%

For these purposes EPS will be determined by reference to fully diluted EPS before exceptional items, adjusted as considered appropriate by the Committee to ensure consistency and

b) the performance condition applying to the remaining 40 per cent of such an award is based on the TSR performance against the FTSE All Share General Retailers Index constituents over the Performance Period and vesting will occur on the following basis:

TSR performance ranking at end of the Performance Period	Proportion exercisable
Below median	Zero
Median	30%
Upper quartile	100%
Between the above points	Pro rata between 30% and 100%

The performance conditions for awards granted in the financial year ended 31 August 2009 are the same as those performance conditions for awards granted in the financial year ended 31 August 2010.

The performance conditions for awards granted in the financial year ended 31 August 2008 were as follows

- a) the performance condition applying to 60 per cent of the award shares is dependent on the satisfaction of an EPS performance target. EPS will be measured over the three years ended 31 August 2010 and will measure growth in fully diluted EPS before exceptional items. Thirty per cent vesting will occur if there is EPS growth at a compound rate equal to RPI plus three per cent per annum. Full vesting will occur if there is EPS growth at a compound rate equal to RPI plus nine per cent per annum, and
- b) the performance condition applying to the remaining 40 per cent of such an award is based on the Company's TSR performance against the FTSE All Share General Retailers Index over the period between 11 October 2007 and the announcement of the Company's results on 14 October 2010 for the year ended 31 August 2010. Thirty per cent vesting will occur if the Company's TSR is at the median position relative to the Index. Full vesting will occur if the Company's TSR is at or above the 75th percentile relative to the Index.

The performance conditions for awards granted under this plan in the financial year ended 31 August 2008 were fully met.

HNBS independently carries out the relevant TSR calculations for the Company.

WH Smith share option schemes

The Company operates two types of share option scheme:

- a) an Executive Share Option Scheme which is used to grant options to executives up to an annual limit of 200 per cent of base salary. The performance target for options granted in the financial year ended 31 August 2010 is measured over a fixed three-year period and requires adjusted EPS growth of ten per cent in order for full vesting to occur. The performance target for options granted in the financial year ended 31 August 2009 is the same as the performance target for options granted in the financial year ended 31 August 2010. The performance target for options granted in the financial years ended 31 August 2007 and 31 August 2008 is measured over a fixed three-year period and the proportion that will become exercisable increases on a straight-line basis from 40 per cent for adjusted EPS growth of RPI plus nine per cent to 100 per cent for adjusted EPS growth of RPI plus 15 per cent. The Committee believes that EPS growth provides focus on increasing the Company's share price over the medium to long-term and is the most appropriate measure of the Company's underlying financial performance. The Committee will conduct

its annual review of the performance target prior to the grant of options in October 2010. The executive directors did not participate in this scheme in the financial year ended 31 August 2010 and they do not hold outstanding awards in this scheme, and

- b) a HM Revenue & Customs Approved Save-As-You-Earn share option scheme (the Sharesave Scheme). The Sharesave Scheme is open to all UK employees who have completed one year's service and who enter an approved savings contract for a term of three or five years. The maximum amount which can be saved is £250 per month, the total savings at the end of the term being used to purchase shares at a discount of up to 20 per cent of the market value. In common with most schemes of this type, there are no performance conditions applicable to options granted under the Sharesave Scheme.

Personal shareholdings

Executive directors and senior executives are encouraged to build up and hold a significant shareholding in the Company.

Contracts of service

The contract dates and notice periods for each executive director are as follows:

	Date of contract	Notice period by Company	Notice period by director
Kate Swann	2 July 2003	1 year	9 months
Robert Moorhead	1 Dec 2008	1 year	9 months

It is the Company's policy to enter into contracts of employment with executive directors which may be terminated at any time by the Company upon 12 months' notice and upon nine months' notice by the executive director. Under the Company's policy, in the event of a change of control of the Company there is a provision in each executive director's contract which provides for a payment of liquidated damages of 95 per cent of salary and benefits if the contract is terminated in breach of the notice period. In other circumstances, the Committee believes that any question of compensation should be decided upon at the appropriate time rather than in advance so that the principle of mitigation is applied in the particular circumstances.

The Chairman, who has a letter of appointment, is appointed for an initial term of three years. His appointment may be terminated at any time by either the Company or the Chairman without notice.

REMUNERATION REPORT

CONTINUED

The non-executive directors, who have letters of appointment, are appointed for an initial term of three years. These appointments can be terminated by either the Company or the non-executive director without notice.

Under the Company's Articles of Association, all directors are required to retire and submit themselves for re-election every three years. However, in accordance with the new UK Corporate Governance Code, the Board has agreed that all directors will stand for election or re-election at the AGM to be held on 26 January 2011.

Performance graph

Total Shareholder Return performance since 31 August 2005

- a) The graph illustrates the TSR performance on a cumulative basis (with dividends reinvested) as at the end of each of the last five financial years compared with the FTSE All Share General Retailers Index over the same period.
- b) WH Smith is a member of the FTSE All Share General Retailers Index and, as such, this sector was considered to be the most appropriate comparator group upon which a broad equity market index is calculated.

WH Smith Employee Benefit Trust

The WH Smith Employee Benefit Trust is used to facilitate the acquisition of ordinary shares in the Company for the purpose of satisfying awards and options granted under the Company's executive share schemes. The Trust is a discretionary trust, the sole beneficiaries being employees (including executive directors) and former employees of the Group and their close relations. The Trustee is Computershare Trustees (CI) Limited, an independent professional trustee company based in Jersey. It is the Company's intention to use the ordinary shares in the Trust to satisfy all outstanding awards and options made under the Company's executive share schemes.

Following share purchases of 1,292,412 shares, the number of WH Smith shares held in the WH Smith Employee Benefit Trust at 31 August 2010 was 7,509,122. The Group's accounting policy is detailed within Note 1 of the Accounts and movements are detailed in the Group Statement of Changes in Equity on page 41.

Dilution limits

Awards of long-term incentives are satisfied using market purchase shares. WH Smith's share plans comply with recommended guidelines on dilution limits and the Company has always operated within these limits.

Pensions

For the year under review, the Company operated a defined contribution pension scheme, WH Smith Retirement Savings Plan. Under this scheme, an executive director may contribute up to an amount equivalent to five per cent of salary which is then matched by the Company. In addition, a pension supplement is also payable which may be taken as an additional pension contribution or as an addition to basic pay. For the financial year ended 31 August 2010, the total contribution for Kate Swann was equivalent to 35 per cent of salary and for Robert Moorhead it was 25 per cent of salary.

External appointments

Each executive director may accept up to two non-executive directorships provided they are not both appointments to companies in the FTSE 100 or are chairmanships of a FTSE 100 company. Non-executive directorships must not conflict with the interests of the Company. Neither of the executive directors currently holds any external directorships.

PART B – AUDITED INFORMATION

DIRECTORS' REMUNERATION

The remuneration of the directors for the financial year ended 31 August 2010 was as follows

	Salary / fees £ 000s	Annual performance bonus £ 000s	Benefits and other payments £ 000s	Total £ 000s	Year to 31 August 2009 £ 000s
Robert Walker	200	-	1	201	201
Kate Swann	525	787	14	1,326	1,421
Robert Moorhead	300	266	14	580	488
John Barton	45	-	-	45	50
Walker Boyd	23	-	-	23	-
Mike Ellis	46	-	-	46	46
Drummond Hall	46	-	-	46	41
Luke Mayhew	40	-	-	40	40
Former directors	-	-	-	-	139
Total £ 000s	1,225	1,053	29	2,307	2,426

- a) Walker Boyd was appointed as a non-executive director of the Company on 1 February 2010 and was paid an annual fee of £40,000 pro rata. He became Chairman on 1 September 2010 and will receive an annual salary of £165,000.
- b) Robert Moorhead was appointed as a director of the Company on 1 December 2008. Robert Moorhead's annual salary is £300,000.
- c) Robert Walker resigned as a director of the Company on 31 August 2010.
- d) Luke Mayhew resigned as a director of the Company on 31 August 2010.
- e) Henry Staunton was appointed as a director of the Company on 1 September 2010 and is paid an annual fee of £40,000.
- f) Benefits and other payments relate mainly to the provision of a company car and private medical insurance.

DIRECTORS' PENSIONS

The executive directors were members of the Company's defined contribution scheme during the year ended 31 August 2010.

	Employee contribution		Employer contribution	
	% of salary	£ 000s	% of salary	£ 000s
Kate Swann	5	26	35	183
Robert Moorhead	5	15	25	75

- a) Executive directors receive a pension supplement which may be taken as an additional pension contribution or as an addition to basic pay.
- b) The dependants of executive directors are eligible for payment of a lump sum in the event of death-in-service equivalent to four times salary.

REMUNERATION REPORT

CONTINUED

LONG-TERM INCENTIVES

Share award schemes

Details of the conditional awards (in the form of nil-cost options, except where indicated in notes (e) and (f)) to acquire ordinary shares of the Company granted to executive directors are as follows

	Date of grant	Number of shares subject to awards at 31 August 2009	Number of shares subject to awards granted during the year	Number of shares subject to awards exercised during the year	Number of shares subject to awards which lapsed during the year	Number of shares subject to awards at 31 August 2010	Share price at date of grant (pence)	Release date/Exercise period
Kate Swann								
WH Smith LTIP	19 10 06	296,450	–	296,450	–	–	350.00	19 10 09 – 19 10 16
	21 10 08	301,006	–	–	–	301,006	348.83	Oct 2011 – 21 10 18
	05 11 09	–	211,110	–	–	211,110	497.37	05 11 12 – 05 11 19
WH Smith 2008 Management Investment Plan	22 11 07	1,217,441	–	–	–	1,217,441	316.75	Nov 2010 – Nov 2012
Total		1,814,897	211,110	296,450	–	1,729,557		
Robert Moorhead								
WH Smith LTIP	19 10 06	95,450	–	95,450	–	–	350.00	19 10 09 – 19 10 16
	17 10 07	65,726	–	–	–	65,726	387.50	Oct 2010 – 17 10 17
	21 10 08	129,003	–	–	–	129,003	348.83	Oct 2011 – 21 10 18
	05 11 09	–	105,555	–	–	105,555	497.37	05 11 12 – 05 11 19
WH Smith 2008 Management Investment Plan	22 11 07	226,145	–	–	–	226,145	316.75	Nov 2010 – Nov 2012
	21 10 08	378,242	–	–	–	378,242	347.00	Nov 2010 – Nov 2012
Total		894,566	105,555	95,450	–	904,671		

- a) The number of shares subject to awards is the maximum (100 per cent) number of shares that could be received by the executive if the performance targets are fully met
- b) The Company performance targets for awards granted on 19 October 2006 under the WH Smith LTIP were fully met
- c) In respect of the award granted on 19 October 2006 under the WH Smith LTIP held by Kate Swann the value of the 296,450 Company shares on the date of exercise was £1 552 567 94 (523 72p per ordinary share)
- d) In respect of the award granted on 19 October 2006 under the WH Smith LTIP held by Robert Moorhead the value of the 95,450 Company shares on the date of exercise was £494,007 11 (517 56p per ordinary share)
- e) On 24 February 2010 Kate Swann exchanged 620,895 nil cost options over Company shares for an equivalent number of restricted shares under the WH Smith 2008 Management Investment Plan. The value of the 620 895 Company shares on the date of exchange was £2,887,161 75 (465p per ordinary share). The restricted shares are held in the WH Smith Employee Benefit Trust on behalf of Kate Swann. The performance period and other conditions that were applicable to the nil-cost options (including forfeiture provisions) remain the same. Following vesting the restricted shares would be released to Kate Swann.
- f) On 24 February 2010 Robert Moorhead exchanged 210 250 nil cost options over Company shares for an equivalent number of restricted shares under the WH Smith 2008 Management Investment Plan. The value of the 210 250 Company shares on the date of exchange was £977,662 50 (465p per ordinary share). The restricted shares are held in the WH Smith Employee Benefit Trust on behalf of Robert Moorhead. The performance period and other conditions that were applicable to the nil-cost options (including forfeiture provisions) remain the same. Following vesting the restricted shares would be released to Robert Moorhead.
- g) Matching awards granted under the WH Smith 2008 Management Investment Plan will only vest to the extent that the performance targets as set out on pages 29 and 30 are satisfied.
- h) Awards granted under the WH Smith LTIP will only vest to the extent that the performance conditions set out on pages 30 and 31 are satisfied.
- i) No option price is payable on either the grant or exercise of any award.
- j) No awards have been granted to or exercised by directors between 1 September 2010 and 14 October 2010.

REMUNERATION REPORT

CONTINUED

Share option scheme

Details of the options to acquire ordinary shares of the Company granted to executive directors are as follows

	Date of grant	Shares subject to options at 31 August 2009	Shares subject to options granted during the year	Shares subject to options which were exercised during the year	Shares subject to options which lapsed during the year	Shares subject to options at 31 August 2010	Option price (pence)	Exercise period
Kate Swann								01 02 10
SAYE	29 11 06	3,201	–	3,201	–	–	295 20	– 31 07 10
Total		3,201	–	3,201	–	–		
Robert Moorhead								01 02 10
SAYE	29 11 06	3,201	–	3 201	–	–	295 20	– 31 07 10
	02 06 10	–	2 266	–	–	2 266	400 40	01 08 13 – 31 01 14
Total		3,201	2,266	3,201	–	2,266		

a) The middle market price of an ordinary share at the close of business on 31 August 2010 was 407 60p (31 August 2009 441 10p)

b) The high and low middle market prices of an ordinary share during the year were 537 50p and 398 20p respectively

c) In respect of the option granted on 29 November 2006 under the WH Smith Sharesave Scheme held by Kate Swann, the value of the 3 201 Company shares on the date of exercise was £16,149 05 (504 50p per ordinary share)

d) In respect of the option granted on 29 November 2006 under the WH Smith Sharesave Scheme held by Robert Moorhead, the value of the 3 201 Company shares on the date of exercise was £16 149 05 (504 50p per ordinary share)

e) No options have been granted to or exercised by directors between 1 September 2010 and 14 October 2010

Directors' interests in shares

The beneficial interests of the directors and their immediate families in the ordinary shares of the Company are set out below

	31 August 2010	31 August 2009 or date of appointment
John Barton	14,486	14,486
Walker Boyd	35,000	–
Mike Ellis	4 527	4 527
Drummond Hall	10 000	10,000
Luke Mayhew	7,243	7 243
Robert Moorhead	235 863	176,504
Kate Swann	384,790	601 589
Robert Walker	72,243	39 743

Except as set out below there has been no change in the directors' interests shown above between 1 September 2010 and 14 October 2010

Robert Walker and Luke Mayhew resigned as directors on 31 August 2010. Henry Staunton, who was appointed as a director on 1 September 2010, does not hold any ordinary shares in the Company.

Shareholder approval

A resolution to approve the Remuneration Report is being proposed at the Annual General Meeting

f.w. Drummond Hall
 By Order of the Board
 Drummond Hall
 Chairman of the Remuneration Committee
 14 October 2010

INDEPENDENT AUDITORS' REPORT
TO THE MEMBERS OF WH SMITH PLC

We have audited the Group financial statements of WH Smith PLC for the year ended 31 August 2010 which comprise the Group Income Statement the Group Statement of Comprehensive Income, the Group Balance Sheet the Group Cash Flow Statement the Group Statement of Changes in Equity and the related Notes 1 to 30. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

This report is made solely to the Company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006. 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 auditors' 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

As explained more fully in the Directors' Responsibilities Statement, the directors are responsible for the preparation of the Group financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit the Group financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the Group's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors and the overall presentation of the financial statements.

Opinion on financial statements

In our opinion the Group financial statements

- give a true and fair view of the state of the Group's affairs as at 31 August 2010 and of its profit for the year then ended
- have been properly prepared in accordance with IFRSs as adopted by the European Union and
- have been prepared in accordance with the requirements of the Companies Act 2006 and Article 4 of the IAS Regulation

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the Group financial statements.

Matters on which we are required to report by exception

We have nothing to report in respect of the following:

Under the Companies Act 2006 we are required to report to you if, in our opinion:

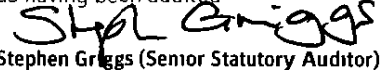
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit.

Under the Listing Rules we are required to review:

- the directors' statement contained within the Directors' Report in relation to going concern, and
- the part of the Corporate Governance Statement relating to the Company's compliance with the nine provisions of the June 2008 Combined Code specified for our review.

Other matters

We have reported separately on the parent company financial statements of WH Smith PLC for the year ended 31 August 2010 and on the information in the Directors' Remuneration Report that is described as having been audited.


Stephen Griggs (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditors
London, United Kingdom
14 October 2010

GROUP INCOME STATEMENT

FOR THE YEAR ENDED 31 AUGUST 2010

£m	Note	2010			2009		
		Before exceptional items	Exceptional items	Total	Before exceptional items	Exceptional items	Total
Continuing operations							
Revenue	2	1,312	-	1,312	1,340	-	1,340
Operating profit	2, 3	89	-	89	83	-	83
Investment income	9	1	-	1	1	-	1
Finance costs	10	(1)	-	(1)	(2)	-	(2)
Profit before tax		89	-	89	82	-	82
Income tax expense	11	(20)	-	(20)	(18)	-	(18)
Profit after tax from continuing operations		69	-	69	64	-	64
Loss for the year from discontinued operations	4	-	-	-	-	(1)	(1)
Profit for the year		69	-	69	64	(1)	63
Earnings per share¹							
Basic – continuing operations	13			47 6p			42 7p
Diluted – continuing operations	13			45 7p			41 3p
Basic	13			47 6p			42 0p
Diluted	13			45 7p			40 6p
Non GAAP measures							
Underlying earnings per share²							
Basic – continuing operations	13			47 6p			42 7p
Diluted – continuing operations	13			45 7p			41 3p
Basic	13			47 6p			42 7p
Diluted	13			45 7p			41 3p
Equity dividends per share ³				19 4p			16 7p
Fixed charges cover	8			1 5x			1 5x

¹ Earnings per share is calculated in accordance with IAS 33 Earnings per share

² Underlying earnings per share excludes exceptional items

³ Dividend per share is the final proposed dividend of 13 3p (2009: 11 3p) and the interim dividend of 6 1p (2009: 5 4p)

GROUP STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 AUGUST 2010

£m	Note	2010	2009
Profit for the period		69	63
Other comprehensive income			
Actuarial losses on defined pension schemes	5	(12)	(11)
Mark to market valuation of derivative financial asset		(1)	(1)
Other comprehensive loss for the period, net of tax		(13)	(12)
Total comprehensive income for the period		56	51

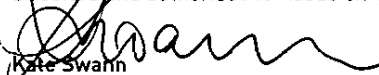
GROUP BALANCE SHEET

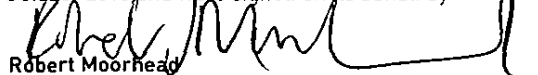
AS AT 31 AUGUST 2010

£m	Note	2010	2009	2008
Non-current assets				
Goodwill	14	32	32	32
Other intangible assets	15	24	24	23
Property, plant and equipment	16	158	163	177
Deferred tax assets	21	10	9	11
Trade and other receivables	17	4	4	4
		228	232	247
Current assets				
Inventories		151	151	147
Trade and other receivables	17	57	56	66
Current tax asset		21	7	4
Derivative financial assets	25	-	1	2
Cash and cash equivalents	22	56	47	22
		285	262	241
Total assets		513	494	488
Current liabilities				
Trade and other payables	18	(246)	(242)	(239)
Current tax liabilities		(51)	(34)	(31)
Obligations under finance leases	19 22	-	(2)	(4)
Bank overdrafts and other borrowings	22	-	-	(25)
Short-term provisions	20	(3)	(3)	(4)
		(300)	(281)	(303)
Non-current liabilities				
Retirement benefit obligation	5	(1)	(2)	-
Deferred tax liabilities	21	(6)	(8)	(10)
Long-term provisions	20	(5)	(5)	(4)
Obligations under finance leases	19 22	-	-	(2)
Other non-current liabilities		(15)	(10)	(8)
		(27)	(25)	(24)
Total liabilities		(327)	(306)	(327)
Total net assets		186	188	161
Total equity		186	188	161

£m	Note	2010	2009	2008
Shareholders equity				
Called up share capital	26	33	35	35
Share premium		1	-	-
Capital redemption reserve		4	2	2
Revaluation reserve		2	2	2
ESOP reserve		(29)	(28)	(28)
Hedging reserve		-	1	2
Translation reserve		(2)	(2)	(2)
Other reserve		(191)	(187)	(179)
Retained earnings		368	365	329
Total equity		186	188	161

The consolidated financial statements of WH Smith PLC, registered number 5202036, were approved by the Board of Directors and authorised for issue on 14 October 2010 and were signed on its behalf by


Kate Swann
 Group Chief Executive


Robert Moorhead
 Group Finance Director

GROUP CASH FLOW STATEMENT
FOR THE YEAR ENDED 31 AUGUST 2010

£m	Note	2010	2009
Net cash inflow from operating activities	24	104	113
Investing activities			
Interest received		1	1
Purchase of property, plant and equipment		(24)	(23)
Purchase of intangible assets		(5)	(5)
Net cash outflow from investing activities		(28)	(27)
Financing activities			
Interest paid		-	(1)
Dividend paid		(26)	(23)
Purchase of own shares for cancellation		(35)	-
Purchase of own shares for employee share schemes		(4)	(8)
Repayments of borrowings		-	(25)
Repayments of obligations under finance leases		(2)	(4)
Net cash used in financing activities		(67)	(61)
Net increase in cash and cash equivalents in year		9	25
Opening net cash and cash equivalents		47	22
Closing net cash and cash equivalents		56	47

RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET FUNDS / (DEBT)

£m	Note	2010	2009
Net funds / (debt) at beginning of the year		45	(9)
Increase in cash and cash equivalents		9	25
Decrease in debt		-	25
Net movement in finance leases		2	4
Net funds at end of the year	22	56	45

GROUP STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 AUGUST 2010

£m	Share capital and share premium	Capital redemption reserve	Revaluation reserve	ESOP reserve	Hedging and translation reserves	Other reserve ¹	Retained earnings	Total
Balance at 1 September 2009	35	2	2	(28)	(1)	(187)	365	188
Total comprehensive (loss) / income or the period	-	-	-	-	(1)	-	57	56
Recognition of share-based payments	-	-	-	-	-	-	7	7
Deferred tax on share-based payments	-	-	-	-	-	-	-	-
Premium on issue of shares	1	-	-	-	-	-	-	1
Dividends paid	-	-	-	-	-	-	(26)	(26)
Employee share schemes	-	-	-	(1)	-	(4)	-	(5)
Purchase of own shares for cancellation	(2)	2	-	-	-	-	(35)	(35)
Balance at 31 August 2010	34	4	2	(29)	(2)	(191)	368	186
Balance at 1 September 2008	35	2	2	(28)	-	(179)	329	161
Total comprehensive (loss) / income or the period	-	-	-	-	(1)	-	52	51
Recognition of share-based payments	-	-	-	-	-	-	6	6
Current tax on share-based payments	-	-	-	-	-	-	1	1
Dividends paid	-	-	-	-	-	-	(23)	(23)
Employee share schemes	-	-	-	-	-	(8)	-	(8)
Balance at 31 August 2009	35	2	2	(28)	(1)	(187)	365	188

¹ The Other reserve includes reserves created in relation to the historical capital reorganisation, proforma restatement and the demerger from Smith News PLC in 2006, as well as movements relating to employee share schemes of £4m (2009: £8m)

NOTES TO ACCOUNTS

1 ACCOUNTING POLICIES

a) Basis of preparation

The consolidated Group financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union and with those parts of the Companies Act 2006 applicable to companies reporting under IFRS. These are the standards, subsequent amendments and related interpretations issued and adopted by the International Accounting Standards Board (IASB) that have been endorsed by the European Union at the year end.

The consolidated Group financial statements have also been prepared in accordance with IFRS adopted for use in the European Union and therefore comply with Article 4 of the EU IAS Regulation. The consolidated financial statements have been prepared on a going concern basis as explained on pages 23 and 24 of the Directors' Report and Business Review.

New Standards

The Group has adopted the following standards which became mandatory during the current financial year:

IAS 1 (revised 2007) Presentation of financial statements, has introduced a number of changes in the format and content of the financial statements, including the renaming of the Statement of Recognised Income and Expenditure to the Group Statement of Comprehensive Income. The revised standard requires the presentation of a third balance sheet whenever previously reported information is restated or an accounting policy is applied retrospectively. IFRS 2 (amended) and IFRS 8 were adopted in the period, and applied retrospectively. While the adoption of both of these standards resulted in no change to the 2008 balance sheet as previously presented, a balance sheet as at 31 August 2008 has been included in accordance with IAS 1. A full explanation of the impact of IFRS 8 is provided in Note 2.

During the period the Group adopted IFRS 2 (amended). This amendment clarifies the treatment of vesting conditions and cancellations of share-based payments. The amendment has been applied retrospectively and has not resulted in any change to previously reported profits or total equity.

Other new accounting standards from the IASB and interpretations from IFRIC which become mandatory for the first time during the current financial year but which have no material impact on the Group's financial statements are:

IFRS 3 (Revised)	Business combinations
Amendments to IFRS 7	Improving disclosures about financial instruments
Amendments to IAS 23	Borrowing costs
Amendments to IAS 27	Consolidated and separate financial statements
Amendments to IAS 38	Intangible assets
Amendments to IAS 39	Eligible hedged items

At the date of authorisation of these consolidated Group financial statements, the following Standards and Interpretations, which have not been applied in these financial statements, were in issue but not yet effective:

Amendments to IFRS 2	Group cash-settled share-based payment transactions
IAS 24 (Revised)	Related party disclosures
Amendments to IAS 32	Classification of rights issues
Amendment to IFRIC 14	Prepayments of a minimum funding requirement
IFRIC 17	Distributions of non-cash assets to owners
IFRIC 18	Transfers of assets from customers
IFRIC 19	Extinguishing financial liabilities with equity instruments
IFRS 9	Financial instruments

The directors anticipate that the adoption of these Standards and Interpretations in future years will have no material impact on the Group's financial statements.

Accounting convention

The financial statements are drawn up on the historical cost basis of accounting. The financial information is rounded to the nearest million, except where otherwise indicated. The principal accounting policies, which have been applied consistently throughout both years, are set out below.

Basis of consolidation

The consolidated Group financial statements incorporate the financial statements of WH Smith PLC and all its subsidiaries up to the year end date.

Subsidiary undertakings are all entities over which the Group has the power to govern the financial and operating policies generally accompanying a shareholding of more than one half of the voting rights so to obtain benefits from its activities.

Goodwill arising on acquisition is recognised as an asset and initially measured at cost, being the excess of the cost of the business combination over the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities recognised. If, after reassessment, the Group's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities exceeds the cost of the business combination, after taking into account recognised goodwill, the excess is immediately recognised in the income statement.

The separable net assets, both tangible and intangible of the newly acquired subsidiary undertakings are incorporated into the financial statements on the basis of the fair value as at the effective date of control, if appropriate.

Results of subsidiary undertakings disposed of during the financial year are included in the financial statements up to the effective date of disposal. Where a business component representing a separate major line of business is disposed of, or classified as held for sale, it is classified as a discontinued operation. The post-tax profit or loss of the discontinued operations is shown as a single amount on the face of the income statement, separate from the other results of the Group.

All intercompany transactions, balances and unrealised gains on transactions between Group companies are eliminated.

b) Revenue

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods and services to customers, together with commission and fee income on concession and franchise arrangements. Revenue excludes discounts, estimated returns, VAT and other sales-related taxes.

Revenue on store sales of goods and concession sales is recognised when goods are sold to the customer. Internet sales are recognised when the goods are delivered to the customer and title has passed. Revenue from gift vouchers and gift cards sold by the Group is recognised on the redemption of the gift voucher or gift card. Franchise and concession fees are recognised in revenue based on the terms of the contracts.

c) Retirement benefit costs

Payments to the WH Smith Group defined contribution pension schemes are recognised as an expense in the income statement as they fall due.

The cost of providing benefits for the main defined benefit scheme, WHSmith Pension Trust, and the acquired United News Shops Retirement Benefits Scheme are determined by the Projected Unit Credit Method, with actuarial calculations being carried out at the balance sheet date. Actuarial gains and losses are recognised in full in the period in which they occur. They are recognised outside the income statement in the Group Statement of Comprehensive Income.

The retirement benefit obligation recognised in the balance sheet represents the present value of the defined benefit obligation, as adjusted for unrecognised past service cost, and as reduced by the fair value of scheme assets. Any asset resulting from the calculation is limited to past service cost, plus the present value of available refunds and reductions in future contributions to the plan.

d) Leasing

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Assets held under finance leases are recognised as assets of the Group at their fair value determined at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the balance sheet as a finance lease obligation. Lease payments are apportioned between finance charges and a reduction of the lease obligations so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised directly in the income statement.

Rentals payable and receivable under operating leases are charged to the income statement on a straight-line basis over the term of the relevant lease. Benefits received and receivable as an incentive to enter into an operating lease are also spread on a straight-line basis over the lease term. The Group has a number of lease arrangements in which the rent payable is contingent on revenue. Contingent rentals payable, based on store revenues, are accrued in line with revenues generated.

e) Intangible assets

Business combinations

The acquisition of subsidiaries is accounted for using the purchase method. The cost of acquisition is measured at the aggregate of the fair values, at the date of exchange of assets given, liabilities incurred or assumed, and equity instruments issued by the Group in exchange for control, of the acquiree. Costs directly attributable to the business combination are recognised in the income statement in the period they are incurred. The cost of a business combination is allocated at the acquisition date by recognising the acquiree's identifiable assets, liabilities and contingent liabilities that satisfy the recognition criteria at their fair values at that date. The acquisition date is the date on which the acquirer effectively obtains control of the acquiree. Intangible assets are recognised if they meet the definition of an intangible asset contained in IAS 38 and its fair value can be measured reliably. The excess of the cost of acquisition over the fair value of the Group's share of identifiable net assets acquired is recognised as goodwill.

Goodwill

Goodwill represents the excess of the fair value of purchase consideration over the net fair value of identifiable assets and liabilities acquired.

Goodwill is recognised as an asset at cost and subsequently measured at cost less accumulated impairment. For the purposes of impairment testing, goodwill is allocated to those cash generating units that have benefited from the acquisition. The carrying value of goodwill is reviewed for impairment at least annually or where there is an indication that goodwill may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, then the impairment loss is allocated first to reduce the carrying amount of the goodwill allocated to the unit and then to the other assets of the unit on a pro rata basis. Any impairment is recognised immediately in the income statement and is not subsequently reversed.

NOTES TO ACCOUNTS

CONTINUED

1 ACCOUNTING POLICIES (CONTINUED)

e) Intangible assets (continued)

Goodwill (continued)

On disposal of a subsidiary, the attributable amount of goodwill is included in the determination of the profit and loss on disposal

Other intangible assets

The costs of acquiring and developing software that is not integral to the related hardware is capitalised separately as an intangible asset. These intangibles are stated at cost less accumulated amortisation and impairment losses

Amortisation is charged so as to write off the costs of assets over their estimated useful lives, using the straight-line method. The estimated lives are usually a period of up to five years. Software assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets or where shorter, over the term of the relevant lease

Other intangible assets are valued at cost and amortised over their useful life unless the asset can be demonstrated to have an indefinite life

All intangible assets are reviewed for impairment in accordance with IAS 36 Impairment of Assets, when there are indications that the carrying value may not be recoverable

f) Property, plant and equipment

Property, plant and equipment assets are carried at cost less accumulated depreciation and any recognised impairment in value. The carrying values of tangible fixed assets previously revalued have been retained at their book amount. Depreciation is charged so as to write off the costs of assets other than land, over their estimated useful lives using the straight-line method, with the annual rates applicable to the principal categories being

Freehold properties	- over 20 years
Short-leasehold properties	- shorter of the lease period and the estimated remaining economic life
In-store fixtures and fittings	- up to ten years
Equipment and vehicles	- eight to ten years
Computer equipment	- up to five years

The residual values of property, plant and equipment are re-assessed on an annual basis

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets or, where shorter, over the term of the relevant lease

At each balance sheet date, property, plant and equipment is reviewed for impairment if events or changes in circumstances indicate that the carrying amount may not be recoverable. When a review for impairment is conducted, the recoverable amount is assessed by

reference to the net present value of expected future pre-tax cash flows of the relevant cash-generating unit or fair value less costs to sell, if higher. Any impairment in value is charged to the income statement in the period in which it occurs

g) Inventories

Inventories comprise goods held for resale and are stated at the lower of cost or net realisable value. Concession stocks are not included within stocks held by the Group. Inventories are valued using a weighted average cost method

Cost is calculated to include, where applicable, duties, handling, transport and directly attributable costs in bringing the inventories to their present location and condition. Net realisable value is based on estimated normal selling prices less further costs expected to be incurred in selling and distribution. Cost of inventories includes the transfer from equity of any gains or losses on qualifying cash flow hedges relating to purchases

Provisions are made for obsolescence, markdown and shrinkage

h) Provisions

Provisions are recognised in the balance sheet when the Group has a present legal or constructive obligation as a result of a past event and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are measured at the directors' best estimate of the expenditure required to settle the obligation at the balance sheet date. Where the effect is material, the provision is determined by discounting the expected future cash flows at the Group's weighted average cost of capital

Onerous contracts – property provisions

The Group's property provisions represent the present value of future net lease obligations and related costs of leasehold property (net of estimated sublease income and adjusted for certain risk factors) where the space is vacant or currently not planned to be used for ongoing operations. The periodic unwinding of the discount is treated as an imputed interest charge and is disclosed in the income statement as unwinding of discount on provisions

i) Foreign currencies

Transactions denominated in foreign currencies are recorded at the rates of exchange prevailing on the dates of the transactions. At each balance sheet date, monetary items denominated in foreign currencies are retranslated at the rates prevailing on the balance sheet date. Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are included in the income statement for the period

In order to hedge its exposure to certain foreign exchange risks, the Group enters into forward contracts and options (see opposite for details of the Group's accounting policies in respect of such derivative financial instruments)

On consolidation the assets and liabilities of the Group's overseas operations are translated into sterling at exchange rates prevailing on the balance sheet date. Income and expense items are translated into sterling at the average exchange rates for the period. Exchange differences arising, if any, are classified as equity and transferred to the Group's translation reserve.

j) Taxation

The tax expense included in the income statement comprises current and deferred tax.

Current tax is the expected tax payable based on the taxable profit for the period, using tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the accounts and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in business combination) of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised.

Current and deferred tax is charged or credited in the income statement, except when it relates to items charged or credited directly to equity in which case the current or deferred tax is also recognised directly in equity.

k) Financial instruments

Trade receivables

Trade receivables are measured at initial recognition, do not carry any interest and are stated at their fair value and are subsequently measured at amortised cost using the effective interest rate method. Appropriate allowances for estimated irrecoverable amounts are recognised in the income statement when there is evidence that the asset is impaired.

Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at bank and in hand and short-term deposits with an original maturity of three months or less.

Financial liabilities and equity

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities.

Bank borrowings

Interest-bearing bank loans and overdrafts are initially measured at fair value (being proceeds received, net of direct issue costs), and are subsequently measured at amortised cost using the effective interest rate method, recorded as the proceeds received, net of direct issue costs. Finance charges, including premiums payable on settlement or redemptions and direct issue costs are accounted for on an accruals basis and taken to the income statement using the effective interest rate method and are added to the carrying value of the instrument to the extent that they are not settled in the period in which they arise.

Trade payables

Trade payables are initially measured at fair value, and are subsequently measured at amortised cost, using the effective interest rate method.

Equity instruments

Equity instruments issued are recorded at the proceeds received, net of direct issue costs.

Derivative financial instruments and hedge accounting

The Group uses certain derivative financial instruments to reduce its exposure to foreign exchange and interest rate movements. The Group does not hold or use derivative financial instruments for speculative purposes.

Changes in the fair value of derivative financial instruments that are designated and effective as hedges of future cash flows are recognised directly in equity and any ineffective portion is recognised immediately in the income statement. If the cash flow hedge of a firm commitment or forecasted transaction results in the recognition of an asset or liability, then, at the time the asset or liability is recognised, the associated gains or losses on the derivative that had previously been recognised in equity are included in the initial measurement of the asset or liability. For hedges that do not result in the recognition of an asset or a liability, amounts deferred in equity are recognised in the income statement in the same period in which the hedged item affects net income.

For an effective hedge of an exposure to changes in the fair value of a recognised asset or liability, changes in fair value of the hedging instrument are recognised in profit or loss at the same time that the recognised asset or liability that is being hedged is adjusted for movements in the hedged risk and that adjustment is also recognised in profit or loss in the same period.

NOTES TO ACCOUNTS

CONTINUED

1 ACCOUNTING POLICIES (CONTINUED)

k) Financial instruments (continued)

Derivative financial instruments and hedge accounting (continued)

Changes in the fair value of derivative financial instruments that do not qualify for hedge accounting are recognised in the income statement as they arise

Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated or exercised or no longer qualifies for hedge accounting. At that time, any cumulative gain or loss on the hedging instrument recognised in equity is retained in equity until the forecasted transaction occurs. If a hedged transaction is no longer expected to occur, the net cumulative gain or loss recognised in equity is transferred to the net profit or loss for the period.

Derivatives embedded in other financial instruments or other host contracts are treated as separate derivatives when their risks and characteristics are not closely related to those of host contracts and the host contracts are not carried at fair value with unrealised gains or losses reported in the income statement.

l) Share schemes

WH Smith Employee Benefit Trust

The shares held by the WH Smith Employee Benefit Trust are valued at the historical cost of the shares acquired. They are deducted in arriving at shareholders' funds and are presented as an other reserve.

Share-based payments

Employees of the Group receive part of their remuneration in the form of share-based payment transactions, whereby employees render services in exchange for shares or rights over shares (equity settled transactions).

Equity settled share-based payments are measured at fair value at the date of grant. The fair value is calculated using an appropriate option pricing model. The fair value is expensed to the income statement on a straight-line basis over the vesting period, based on the Group's estimate of shares that will eventually vest.

m) Dividends

Final dividends are recorded in the financial statements in the period in which they are approved by the Company's shareholders. Interim dividends are recorded in the period in which they are approved and paid.

n) Critical accounting judgements and key sources of estimation uncertainty

The preparation of financial statements in conformity with general accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities. Significant items subject to such assumption and estimate include the useful economic life of assets, the measurement and

recognition of provisions, the recognition of deferred tax assets and the liabilities for potential corporation tax. Actual results could differ from these estimates and any subsequent changes are accounted for with an effect on income at the time such updated information becomes available. The most critical accounting policies in determining the financial condition and results of the Group are those requiring the greatest degree of subjective or complex judgement. These relate to retirement benefit obligations, valuation of goodwill and acquired intangible assets, onerous lease costs, inventory valuation and taxation.

Retirement benefit obligation

The Group recognises and discloses its retirement benefit obligation in accordance with the measurement and presentational requirement of IAS 19, Retirement Benefit Obligations. The calculations include a number of judgements and estimations in respect of the expected rate of return on assets, the discount rate, inflation assumptions, the rate of increase in salaries and life expectancy amongst others. Changes in these assumptions can have a significant effect on the value of the retirement benefit obligation.

In order to reduce the volatility in the underlying investment performance substantially and reduce the risk of a significant increase in the obligation, a new investment policy in respect of the assets of the WHSmith Pension Trust was adopted in September 2005. This is discussed in more detail in Note 5.

Goodwill, intangible assets and property plant and equipment impairment reviews

The Group is required to review goodwill annually to determine if any impairment has occurred. Value-in-use calculations require the use of estimates in relation to future cash flows and suitable discount rates.

Property, plant and equipment and intangible assets are reviewed for impairment if events or changes in circumstances indicate that the carrying amount may not be recoverable. When a review for impairment is conducted, the recoverable amount of an asset or a cash generating unit is determined based on value-in-use calculations prepared on the basis of management's assumptions and estimates.

Inventory valuation

Inventory is carried at the lower of cost and net realisable value which requires the estimation of the eventual sales price of goods to customers in the future. Any difference between the expected and the actual sales price achieved will be accounted for in the period in which the sale is made.

Provisions

Provisions have been estimated for onerous leases and discontinued operation exit costs. These provisions represent the best estimate of the liability at the time of the balance sheet date, the actual liability being dependent on future events such as economic environment and market-place demand. Expectations will be revised each period until the actual liability arises, with any difference accounted for in the period in which the revision is made.

2 SEGMENTAL ANALYSIS OF RESULTS

IFRS 8, Operating Segments, was issued in November 2006. It replaces IAS 14, Segmental Reporting, and requires operating segments to be disclosed on the same basis as that used for internal reporting. The Group has adopted IFRS 8 during the year; however this has not resulted in a change to the Group's reportable segments and there have been no changes to those amounts previously reported for the year ended 31 August 2008 and 31 August 2009. Comparatives for 2008 have also been presented below in accordance with IAS 1. For management purposes, the Group is currently organised into two operating divisions – High Street and Travel. These divisions are the basis on which the Group currently reports its operating segment information.

a) Group revenue

£m	2010	2009
Continuing operations		
Travel	452	448
High Street	860	892
Group revenue	1,312	1,340

b) Group results

£m	2010	2009
Continuing operations		
Travel	53	48
High Street	51	49
Trading profit	104	97
Unallocated costs	(15)	(14)
Group operating profit	89	83
Investment income	1	1
Finance costs	(1)	(2)
Income tax expense	(20)	(18)
Profit for the year	69	64

NOTES TO ACCOUNTS

CONTINUED

2 SEGMENTAL ANALYSIS OF RESULTS (CONTINUED)

c) Balance sheet

£m	2010				
	Travel	High Street	Continuing operations	Discontinued operations	Group
Assets					
Segment assets	119	312	431	-	431
Unallocated assets	-	-	82	-	82
Consolidated total assets	119	312	513	-	513
Liabilities					
Segment liabilities	(64)	(178)	(242)	(5)	(247)
Unallocated liabilities	-	-	(80)	-	(80)
Consolidated total liabilities	(64)	(178)	(322)	(5)	(327)
Net assets / (liabilities)	55	134	191	(5)	186

£m	2009				
	Travel	High Street	Continuing operations	Discontinued operations	Group
Assets					
Segment assets	119	317	436	-	436
Unallocated assets	-	-	58	-	58
Consolidated total assets	119	317	494	-	494
Liabilities					
Segment liabilities	(64)	(173)	(237)	(6)	(243)
Unallocated liabilities	-	-	(63)	-	(63)
Consolidated total liabilities	(64)	(173)	(300)	(6)	(306)
Net assets / (liabilities)	55	144	194	(6)	188

£m	2008				
	Travel	High Street	Continuing operations	Discontinued operations	Group
Assets					
Segment assets	110	346	456	-	456
Unallocated assets	-	-	32	-	32
Consolidated total assets	110	346	488	-	488
Liabilities					
Segment liabilities	(57)	(183)	(240)	(5)	(245)
Unallocated liabilities	-	-	(82)	-	(82)
Consolidated total liabilities	(57)	(183)	(322)	(5)	(327)
Net assets / (liabilities)	53	163	166	(5)	161

Discontinued operations include property provisions relating to reversionary leases and provisions for discontinued operations (USA Travel)

d) Other segmental items

£m	2010				Group
	Travel	High Street	Continuing operations	Discontinued operations	
Capital additions	11	23	34	-	34
Depreciation and amortisation of non-current assets	(8)	(28)	(36)	-	(36)
Impairment losses	(2)	(1)	(3)	-	(3)

£m	2009				Group
	Travel	High Street	Continuing operations	Discontinued operations	
Capital additions	12	16	28	-	28
Depreciation and amortisation of non-current assets	(9)	(29)	(38)	-	(38)
Impairment losses	(1)	(2)	(3)	-	(3)

£m	2008				Group
	Travel	High Street	Continuing operations	Discontinued operations	
Capital additions	11	28	39	-	39
Depreciation and amortisation of non-current assets	(7)	(32)	(39)	-	(39)
Impairment losses	(1)	(2)	(3)	-	(3)

Segment assets include intangible assets, property plant and equipment inventories and receivables. Segment liabilities comprise operating liabilities.

3 GROUP OPERATING PROFIT

£m	2010	2009
Turnover	1,312	1,340
Cost of sales	(650)	(685)
Gross profit	662	655
Distribution costs ¹	(495)	(496)
Administrative expenses	(80)	(81)
Other income ¹	2	5
Group operating profit	89	83

¹ Other income is profit attributable to property and the sale of plant and equipment. During the period there was a £3m impairment charge for property plant and equipment and other intangible assets included in distribution costs (2009: £3m).

NOTES TO ACCOUNTS

CONTINUED

3 GROUP OPERATING PROFIT (CONTINUED)

£m	2010	2009
Cost of inventories recognised as an expense	650	685
Write-down of inventories in the period	6	8
Depreciation and amounts written off property plant and equipment	34	37
Amortisation and amounts written off intangible assets	5	4
Net operating lease charges		
– land and buildings	181	180
– equipment and vehicles	1	–
Other occupancy costs	62	58
Staff costs (Note 6)	203	202
Auditors' remuneration (see below)	–	–
Fees payable to Deloitte LLP, the Group's auditors, included in the income statement relate to		
Fees payable to the Group's auditors for the audit of the Group's annual accounts	0.1	0.1
Fees payable to the Group's auditors for other services to the Group including the audit of the Company's subsidiaries	0.1	0.1
Total audit fees	0.2	0.2
Non-audit fees including taxation and other services	0.1	0.1
	0.3	0.3

A description of the work performed by the Audit Committee is set out in the Corporate Governance section of the Directors' Report and Business Review and includes an explanation of how auditor objectivity and independence are safeguarded when non-audit services are provided by auditors. Non-audit fees relate to taxation and turnover rent certification.

4 DISCONTINUED OPERATIONS – EXCEPTIONAL ITEMS

Exceptional items are material items of income or expense that are disclosed separately due to their nature or amount. They are disclosed and described separately in the financial statements where it is necessary to do so to provide further understanding of the financial performance of the Group.

£m	2010	2009
Property provision – reversionary leases	–	(4)
Provision for discontinued operations	–	3
Exceptional items before tax	–	(1)
Attributable tax expense	–	–
Net exceptional loss attributable to discontinued operations	–	(1)

In the prior year the Group incurred a £1m exceptional charge relating to discontinued operations. A £4m exceptional charge was incurred arising from the crystallisation of contingent liabilities relating to reversionary property leases and a £3m exceptional credit was recognised from progress made on the winding up and disposal of the USA Travel business.

5 RETIREMENT BENEFIT OBLIGATION

WH Smith PLC has operated a number of defined benefit and defined contribution pension plans. The main pension arrangements for employees are operated through a defined benefit scheme, WHSmith Pension Trust, and a defined contribution scheme, WH Smith Retirement Savings Plan. The most significant scheme is WHSmith Pension Trust, which is described in Note 5 a) i).

The retirement benefit obligations recognised in the balance sheet within non-current liabilities for the respective schemes at the relevant reporting dates were:

£m	2010	2009
WHSmith Pension Trust	-	-
United News Shops Retirement Benefits Scheme	(1)	(2)
Retirement benefit obligation recognised in the balance sheet	(1)	(2)

a) Defined benefit pension scheme

i) The WHSmith Pension Trust

The WHSmith Pension Trust was closed to defined benefit service accrual on 2 April 2007 and has been closed to new members since 1996. The WHSmith Pension Trust is independent of the Group and is administered by a Trustee.

In September 2005, the Pension Trust Trustee adopted a new investment policy. The assets in the investment fund were restructured and substantially invested such that they are expected to alter in value in line with changes in the pension liability caused by changes in interest and inflation (a Liability Driven Investment (LDI) policy). A full actuarial valuation of the Scheme is carried out every three years with interim reviews in the intervening years. The latest full actuarial valuation of the Pension Trust was carried out as at 31 March 2009 by independent actuaries using the projected unit credit method. Following this valuation, the deficit was £113m, and a revised deficit funding schedule of £11m per annum (subject to indexation) over the following ten years was agreed with the Trustee. During the year, the Group made a contribution of £13m to the WHSmith Pension Trust (2009: £10m) in accordance with the agreed pension deficit funding schedule, which includes a catch-up payment relating to the period from 31 March 2009 to the date that the revised contributions started to be paid.

The amounts recognised in the balance sheet in relation to this plan are as follows:

£m	2010	2009
Present value of the obligations	(761)	(717)
Fair value of plan assets	855	743
Surplus in the scheme	94	26
Amounts not recognised	(94)	(26)
Retirement benefit obligation recognised in the balance sheet	-	-

The pension scheme is closed to further accrual and given the LDI policy adopted by the Pension Trustee, the present value of the economic benefits of the IAS 19 surplus in the pension scheme of £94m (2009: £26m) available on a reduction of future contributions is £nil (2009: £nil). As a result, the Group has not recognised this IAS 19 surplus on the balance sheet.

The valuation of the defined benefit pension scheme used for the IAS 19 disclosures is based upon the most recent valuation. Scheme assets are stated at their market value at the relevant reporting date.

The principal long-term assumptions used in the actuarial valuation were:

%	2010	2009
Rate of increase in pension payments and deferred pensions	3.26	3.48
Discount rate	4.87	5.29
Inflation assumptions	3.26	3.48

The amounts recognised in the income statement were as follows:

£m	2010	2009
Current service cost	-	-
Interest cost	(37)	(41)
Expected return on scheme assets	37	40
	-	(1)

NOTES TO ACCOUNTS**CONTINUED****5 RETIREMENT BENEFIT OBLIGATION (CONTINUED)****a) Defined benefit pension scheme (continued)****i) The WHSmith Pension Trust (continued)**

The charge for the current service cost has been included in administrative costs. The interest cost net of the expected return on scheme assets has been included in finance costs (Note 10). Actuarial gains and losses have been reported in the statement of comprehensive income.

Total income / (expense) recognised in the Statement of Comprehensive Income (SOC1)

£m	2010	2009
Actuarial gains / (losses)	55	(114)
Amounts not recognised	(68)	105
	(13)	(9)

In addition, a £1m credit (2009: £2m charge) has been recognised in the statement of comprehensive income in relation to actuarial gains in the year on the United News Shops Retirement Benefits Scheme.

The total cumulative actuarial loss recognised in the statement of comprehensive income since the sectionalisation of the scheme on demerger from Smith News PLC on 31 August 2006 is £9m (2009: gain of £4m).

Movements in the present value of the defined benefit scheme obligations in the current year were as follows:

£m	2010	2009
At 1 September	(717)	(662)
Current service cost	-	-
Interest cost	(37)	(41)
Actuarial losses	(28)	(35)
Benefits paid	21	21
At 31 August	(761)	(717)

Movements in the fair value of defined benefit scheme assets in the year were as follows:

£m	2010	2009
At 1 September	743	793
Expected return on scheme assets ¹	37	40
Actuarial gains / (losses)	83	(79)
Contributions from the sponsoring companies	13	10
Benefits paid	(21)	(21)
At 31 August	855	743

¹ The actual return on scheme assets was a gain of £120m (2009: loss of £39m).

An analysis of the defined benefit scheme assets at the balance sheet date is detailed below:

£m	2010	2009
Liquid cash funds	739	732
Inflation swaps	81	(32)
Equity call options	35	43
	855	743

The expected rate of return on the defined benefit scheme assets is calculated as a weighted average of the expected return on the LDI fund and the equity call options. At 31 August 2010 this was 4.48 per cent (2009: 5.12 per cent).

The mortality assumptions (in years) underlying the value of the accrued liabilities for both 2009 and 2010 are

	2010		2009	
	Male	Female	Male	Female
Life expectancy at age 65				
Member currently aged 65	21.4	23.3	21.3	23.2
Member currently aged 45	23.3	25.1	23.2	25.0
Life expectancy at age 60				
Member currently aged 60	26.1	28.0	26.0	27.9
Member currently aged 45	27.6	29.5	27.5	29.4

The five-year history of experience adjustments is as follows

£m	2010	2009	2008	2007	2006
Present value of defined benefit obligations	(761)	(717)	(662)	(657)	(674)
Fair value of scheme assets	855	743	793	657	608
Surplus / (deficit) in the scheme	94	26	131	-	(66)
Experience adjustments on scheme liabilities					
Amount (£m)	(2)	26	14	22	(7)
Percentage of scheme liabilities (%)	-	(4)	(2)	(3)	1
Experience adjustments on scheme assets					
Amounts (£m)	83	(80)	110	1	(17)
Percentage of scheme assets (%)	10	(11)	14	-	(3)

n) United News Shops Retirement Benefits Scheme

United News Shops Retirement Benefits Scheme is closed to new entrants. The scheme provides pension benefits for pensioners and deferred members. A full actuarial valuation of the Scheme is carried out every three years with interim reviews in the intervening years. The latest full actuarial valuation of the Pension Trust was carried out at 5 April 2009 by independent actuaries. Following this valuation, the deficit was £1m.

The valuation of the defined benefit pension scheme used for the IAS 19 disclosures is based on consistent assumptions to those used for valuing the WHSmith Pension Trust. Scheme assets are stated at their market value at the relevant reporting date. The deficit funding contributions are immaterial in the context of these financial statements.

The present value of obligations and fair value of assets are consistent with their acquisition valuations and are stated below

£m	2010	2009
Present value of the obligations	(5)	(5)
Fair value of plan assets	4	3
Retirement benefit obligation recognised in the balance sheet	(1)	(2)

During the year a £1m credit (2009: £2m charge) has been recognised in the statement of comprehensive income in relation to actuarial losses in the year on the United News Shops Retirement Benefits Scheme.

b) Defined contribution pension scheme

The pension cost charged to income for the Group's defined contribution schemes amounted to £3m for the year ended 31 August 2010 (2009: £3m).

NOTES TO ACCOUNTS**CONTINUED****6 STAFF COSTS AND EMPLOYEES****a) Staff costs**

The aggregate remuneration of employees was

£m	2010	2009
Wages and salaries	181	180
Social security	12	13
Net pension cost	3	3
Employee share schemes	7	6
Total Group	203	202

b) Employee numbers

The average total number of employees (including executive directors) was

Number	2010	2009
Total retailing	16,822	17,425
Support functions	36	34
Total Group	16,858	17,459

7 OPERATING LEASE COMMITMENTS

Amounts recognised in operating profit

£m	2010	2009
Minimum lease payments	177	177
Contingent rent payments	12	12
Total rent paid	189	189
Sublease rentals received on operating leases	(7)	(9)
Net operating lease charges	182	180

Minimum lease payments under non-cancellable operating leases for land and buildings are payable as follows

£m	2010	2009
Within one year	161	160
Within two to five years	524	553
In more than five years	362	326
	1,047	1,039

The Group leases various properties under non-cancellable operating lease agreements. The leases have varying terms, escalation clauses and renewal rights. Contingent rents are payable on certain store leases based on store revenue. For those leases that are turnover-related leases, the annual net lease commitment is calculated using the minimum lease liability. The total future external sublease receipts are £16m (2009: £19m).

The average lease length across the Group is six years split between High Street and Travel at seven and six years respectively.

In addition the Group leases various equipment and vehicles which have a total lease commitment of less than £1m (2009: less than £1m).

Potential liabilities (not included above) that could crystallise under previous assignments of leases where the liability would revert to the Group if the lessee defaulted are discussed in Note 23.

8 FIXED CHARGES COVER

£m	2010	2009
Net finance charges	-	1
Net operating lease rentals	182	180
Total fixed charges	182	181
Profit before tax and exceptional items	89	82
Profit before tax, exceptional items and fixed charges	271	263
Fixed charges cover – times	1.5x	1.5x

9 INVESTMENT INCOME

£m	2010	2009
Interest on bank deposits	1	1
	1	1

10 FINANCE COSTS

£m	2010	2009
Interest payable on bank loans and overdrafts	-	1
Net charge on pension schemes (Note 5)	-	1
Unwinding of discount on provisions	1	-
	1	2

11 INCOME TAX EXPENSE

£m	2010	2009
Tax on profit from continuing operations	27	22
<i>Standard rate of UK corporation tax 28% (2009 28%)</i>		
Adjustment in respect of prior year UK corporation tax	(4)	(4)
Total current tax charge – continuing operations	23	18
Deferred tax – current year	(1)	-
Deferred tax – prior year	(2)	-
Tax on profit – continuing operations	20	18
Tax on exceptional items	-	-
Tax on profit – continuing operations	20	18
<i>Effective tax rate on continuing activities</i>	<i>23%</i>	<i>22%</i>

Reconciliation of the taxation charge

£m	2010	2009
Tax on profit from continuing operations at standard rate of UK corporation tax 28% (2009 28%)	25	23
Tax effect of items that are not deductible or not taxable in determining taxable profit	1	(1)
Adjustment in respect of prior years	(6)	(4)
Tax charge – continuing operations	20	18

The rate of corporation tax will change from 28 per cent to 27 per cent from 1 April 2011. The government has also indicated that it intends to enact future reductions in the corporation tax rate of one per cent each year down to 24 per cent by 1 April 2014.

NOTES TO ACCOUNTS

CONTINUED

12 DIVIDENDS

Amounts paid and recognised as distributions to shareholders in the period are as follows

£m	2010	2009
Dividends		
Interim of 6 1p per ordinary share (2009 5 4p per ordinary share)	9	8
Final of 11 3p per ordinary share (2009 9 7p per ordinary share)	17	15
	26	23

The proposed dividend of 13 3p per share, amounting to a final dividend of £19m, is not included as a liability in these financial statements and, subject to shareholder approval will be paid on 3 February 2011 to shareholders on the register at the close of business on 7 January 2011

13 EARNINGS PER SHARE

a) Earnings

£m	2010			2009		
	Continuing	Discontinued	Total	Continuing	Discontinued	Total
Underlying earnings attributable to shareholders	69	-	69	64	-	64
Exceptional items net of related taxation	-	-	-	-	(1)	(1)
Earnings attributable to shareholders	69	-	69	64	(1)	63

b) Basic earnings per share

Pence	2010			2009		
	Continuing	Discontinued	Total	Continuing	Discontinued	Total
Underlying earnings per share (note i)	47 6	-	47 6	42 7	-	42 7
Exceptional items net of taxation	-	-	-	-	(0 7)	(0 7)
Earnings per share (note ii)	47 6	-	47 6	42 7	(0 7)	42 0

c) Diluted earnings per share

Pence	2010			2009		
	Continuing	Discontinued	Total	Continuing	Discontinued	Total
Underlying earnings per share (note i)	45 7	-	45 7	41 3	-	41 3
Exceptional items net of taxation	-	-	-	-	(0 7)	(0 7)
Earnings per share (note ii)	45 7	-	45 7	41 3	(0 7)	40 6

Diluted earnings per share takes into account various share awards and share options including SAYE schemes which are expected to vest, and for which a sum below fair value will be paid

- i) Underlying earnings per share have been calculated using profit after tax but before exceptional items
- ii) Earnings per share has been calculated using profit after tax and exceptional items

d) Weighted average share capital

Millions	2010	2009
Weighted average shares in issue for earnings per share	145	150
Add weighted average number of ordinary shares under option	6	5
Weighted average ordinary shares for diluted earnings per share	151	155

14 GOODWILL

	£m
Cost	
At 1 September 2009	32
Additions	-
At 31 August 2010	32
Accumulated impairment	
At 1 September 2009	-
Impairment charge	-
At 31 August 2010	-
Net book value at 31 August 2010	32
Cost	
At 1 September 2008	32
Additions	-
At 31 August 2009	32
Accumulated impairment	
At 1 September 2008	-
Impairment charge	-
At 31 August 2009	-
Net book value at 31 August 2009	32

The carrying value of goodwill is allocated to the segmental businesses as follows

£m	2010	2009
High Street	11	11
Travel	21	21
	32	32

Goodwill has been tested for impairment by comparing the carrying amount of each cash generating unit (CGU) including goodwill with the recoverable amount determined from value-in-use calculations. Management has determined that no impairment was necessary for the current financial year (2009: £nil).

All goodwill relates to the acquisitions of groups of retail stores and each CGU is sensitive to movements in the same key assumptions. The key assumptions on which forecast three-year cash flows of the CGUs are based include sales growth, product mix and operating costs. The values assigned to each of these assumptions were determined based on the extrapolation of historical trends within the Group and external information on expected future trends in the UK retail industry.

These cash flows are extrapolated for an additional nine years (representing the average length of the lease for the relevant group of stores) based on long-term growth rates. The long-term growth rates used are between 2.25 per cent and 2.5 per cent, reflecting expected retail price index growth. The rate used to discount the forecast cash flows is ten per cent pre-tax (2009: ten per cent).

A sensitivity analysis has been performed in assessing recoverable amounts of goodwill. This has been based on changes in key assumptions considered to be possible by management. This included an increase in the discount rate of up to one per cent and a decrease in the long-term growth rate of up to one per cent. The sensitivity analysis shows that no impairment would arise under each scenario.

NOTES TO ACCOUNTS

CONTINUED

15 OTHER INTANGIBLE ASSETS

Other intangible assets comprise capitalised software costs that are not deemed to be an integral part of the related hardware (which is classified within property, plant and equipment) and certain tenancy rights

The amortisation period for capitalised software costs is over a maximum period of five years. Other intangible assets are either considered to have an indefinite life, therefore no amortisation has been charged, or are amortised over their useful economic life. These assets are reviewed annually for impairment.

	£m
Cost	
At 1 September 2009	53
Additions	5
At 31 August 2010	58
Accumulated amortisation	
At 1 September 2009	29
Amortisation charge	5
At 31 August 2010	34
Net book value at 31 August 2010	24
Cost	
At 1 September 2008	48
Additions	5
At 31 August 2009	53
Accumulated amortisation	
At 1 September 2008	25
Amortisation charge	4
At 31 August 2009	29
Net book value at 31 August 2009	24

Included in the net book value of other intangible assets are software costs of £15m (2009: £14m), and tenancy agreements of £9m (2009: £9m). Included in other intangible assets are certain assets considered to have an indefinite life, representing certain rights under tenancy agreements which include the right to renew leases. Management has determined that the useful economic life of these assets is indefinite because the Company can continue to occupy and trade from certain premises for an indefinite period.

During the period the Group acquired 50 per cent of the issued share capital of Spilt Ink Studio Limited, a company involved in online retailing. The consideration for the acquisition comprised cash and contingent consideration payable in two years based on certain performance criteria. The contingent consideration is considered immaterial in the context of these financial statements. Details of revenues and profits generated have not been disclosed as they are not material in the context of these financial statements. The fair value of net assets acquired was £1m, being intangible assets relating to software.

16 PROPERTY, PLANT AND EQUIPMENT

£m	Land & Buildings		Fixtures & fittings	Equipment & vehicles	Total
	Freehold properties	Short-term leasehold			
Cost or valuation					
At 1 September 2009	19	145	130	73	367
Additions	–	11	9	9	29
Reclassification	2	(2)	–	–	–
Disposals	–	(2)	(2)	(2)	(6)
At 31 August 2010	21	152	137	80	390
Accumulated depreciation					
At 1 September 2009	7	76	78	43	204
Depreciation charge	1	10	10	10	31
Impairment charge	–	1	1	1	3
Reclassification	1	(1)	–	–	–
Disposals	–	(2)	(2)	(2)	(6)
At 31 August 2010	9	84	87	52	232
Net book value at 31 August 2010	12	68	50	28	158
Cost or valuation					
At 1 September 2008	19	141	136	72	368
Additions	–	9	9	5	23
Disposals	–	(5)	(15)	(4)	(24)
At 31 August 2009	19	145	130	73	367
Accumulated depreciation					
At 1 September 2008	6	70	79	36	191
Depreciation charge	1	10	12	11	34
Impairment charge	–	1	2	–	3
Disposals	–	(5)	(15)	(4)	(24)
At 31 August 2009	7	76	78	43	204
Net book value at 31 August 2009	12	69	52	30	163

The net book value of finance leases contained within these balances is £3m at 31 August 2010 (31 August 2009 £5m)

17 TRADE AND OTHER RECEIVABLES

£m	2010	2009
Current debtors		
Trade debtors	21	22
Other debtors	12	12
Prepayments and accrued income	24	22
	57	56
Non-current debtors		
Prepayments and accrued income	4	4
Total trade and other receivables	61	60

NOTES TO ACCOUNTS**CONTINUED****17 TRADE AND OTHER RECEIVABLES (CONTINUED)**

The ageing of the Group's current trade and other receivables is as follows

£m	2010	2009
Trade and other receivables gross	35	36
Allowance for doubtful debts	(2)	(2)
Trade and other receivables net	33	34
Of which		
Amounts neither impaired nor past due on the reporting date	29	30
Amounts past due but not impaired		
Less than one month old	3	3
Between one and three months old	1	1
Between three and six months old	-	-
Between six months and one year old	-	-
Trade and other receivables net carrying amount	33	34

An allowance has been made for estimated irrecoverable amounts from the sale of goods at 31 August 2010 of £2m (31 August 2009 £2m). This allowance reflects the application of the Group's provisioning policy in respect of bad and doubtful debts and is based upon the difference between the receivable value and the estimated net collectible amount. The Group establishes its provision for bad and doubtful debts by reference to past default experience. No collateral is held for amounts past due but not impaired.

No trade and other receivables that would have been past due or impaired were renegotiated during the year. No interest is charged on the receivables balance. The other classes within trade and other receivables do not include impaired assets. The Group does not hold collateral over these balances. The directors consider that the carrying amount of trade and other receivables approximates to their fair value.

At 31 August 2010, trade and other receivables of £2m (2009 £2m) were either partially or fully impaired. The ageing analysis of these receivables is as follows:

£m	2010	2009
Less than one month old	-	-
Between one and three months old	-	-
Between three and six months old	1	1
Between six months and one year old	1	1
	2	2

18 TRADE AND OTHER PAYABLES – CURRENT

£m	2010	2009
Trade payables	91	97
Other tax and social security	20	22
Other creditors	70	60
Accruals and deferred income	65	63
	246	242

Trade and other payables principally comprise amounts outstanding for trade purchases and ongoing costs. The average credit period taken for trade purchases is 51 days (2009 52 days). The directors consider that the carrying amount of trade and other payables approximates to their fair value.

19 OBLIGATIONS UNDER FINANCE LEASES

£m	2010		2009	
	Minimum lease payments	Present value of minimum lease payments	Minimum lease payments	Present value of minimum lease payments
Amount payable under finance leases				
Within one year	-	-	2	2
Within two to five years	-	-	-	-
After five years	-	-	-	-
Total	-	-	2	2
Less: future finance charges	-	-	-	-
Present value of lease obligations	-	-	2	2
Less: Amount due for settlement within 12 months [shown under current liabilities]	-	-	(2)	(2)
Amount due for settlement after 12 months	-	-	-	-

It is the Group's policy to lease certain fixtures and equipment under finance leases. All lease obligations are denominated in sterling. The average lease term is three to four years. Interest rates are fixed at the contract date. All leases are on a fixed repayment basis and no arrangements have been entered into for contingent rental payments.

The fair value of the Group's lease obligations approximates their carrying amount.

20 PROVISIONS

£m	Property provision	Disposal provision	Total
At 1 September 2009	7	1	8
Charge in the year	1	-	1
Utilised in year	(2)	-	(2)
Unwinding of discount	1	-	1
At 31 August 2010	7	1	8

£m	Property provision	Disposal provision	Total
At 1 September 2008	4	4	8
Charge / (credit) in the year	4	(3)	1
Utilised in year	(1)	-	(1)
At 31 August 2009	7	1	8

Total provisions are split between current and non-current liabilities as follows:

£m	2010	2009
Included in current liabilities	3	3
Included in non-current liabilities	5	5
	8	8

The non-trading property provision is the estimated future cost of the Group's onerous leases based on known and estimated rental subleases. The costs include provision for required dilapidation costs and any anticipated future rental shortfalls. This provision has been discounted at ten per cent, and this discount will be unwound over the life of the leases.

The disposal provision arose from commitments in respect of the disposal of the USA Travel business. The remaining provision will predominantly be utilised over the next few years.

NOTES TO ACCOUNTS

CONTINUED

21 DEFERRED TAX

The following are the major deferred tax liabilities and assets recognised by the Group and movements thereon during the current and prior reporting periods

£m	Accelerated tax depreciation	Property provision	Lease incentives	Share-based payments	Retirement benefit obligations	Short-term timing differences	Total
At 1 September 2009	(8)	-	2	5	1	1	1
Charged to income	2	-	-	-	(1)	2	3
At 31 August 2010	(6)	-	2	5	-	3	4
At 1 September 2008	(10)	1	2	5	3	-	1
Charged to income	2	(1)	-	-	(2)	1	-
At 31 August 2009	(8)	-	2	5	1	1	1

The rate of corporation tax will change from 28 per cent to 27 per cent from 1 April 2011. As deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the periods of reversal, we have restated all deferred tax closing balances using a rate of 27 per cent. The change of rate in the year decreased the net deferred tax asset by £nil (2009: £nil).

The Government has also indicated that it intends to enact future reductions in the main rate of corporation tax of one per cent each year down to 24 per cent by 1 April 2014. The future one per cent main rate of corporation tax reductions are expected to have a similar impact on our financial statements as outlined above, however the actual impact will be dependent on our deferred tax position at that time.

Certain deferred tax assets and liabilities have been offset. The following is an analysis of the deferred tax balances, after offset, for financial reporting purposes.

£m	2010	2009
Deferred tax liabilities (non-current liabilities)	(6)	(8)
Deferred tax assets	10	9
	4	1

22 ANALYSIS OF NET FUNDS / (DEBT)

Movements in net funds / (debt) can be analysed as follows:

£m	2009	Cash flow	2010
Cash and cash equivalents	47	9	56
Debt			
- Obligations under finance leases	(2)	2	-
Net funds	45	11	56

£m	2008	Cash flow	2009
Cash and cash equivalents	22	25	47
Debt			
- Revolving credit facility	(25)	25	-
- Obligations under finance leases	(6)	4	(2)
Net (debt) / funds	(9)	54	45

Cash and cash equivalents comprise cash held by the Group and short-term bank deposits with an original maturity of three months or less. The carrying amount of these assets approximates their fair value.

The Group has in place a five-year committed revolving credit facility of £90m. The revolving credit facility is due to mature on 26 June 2011. The utilisation is interest-bearing at LIBOR plus 60 basis points. Utilisation at 31 August 2010 was £nil (2009: £nil). The Group continues to be highly cash-generative and preliminary discussions have commenced with banks regarding an appropriate new facility. As a result the Group is confident that an appropriate committed facility will be in place by June 2011.

23 CONTINGENT LIABILITIES AND CAPITAL COMMITMENTS

£m	2010	2009
Bank and other loans guaranteed	4	4

Other potential liabilities that could crystallise are in respect of previous assignments of leases where the liability could revert to the Group if the lessee defaulted. Pursuant to the terms of the Demerger Agreement with Smiths News PLC, any such contingent liability which becomes an actual liability, will be apportioned between the Group and Smiths News PLC in the ratio 65:35 (provided that the actual liability of Smiths News PLC in any 12-month period does not exceed £5m). The Group's 65 per cent share of these leases has an estimated future rental commitment at 31 August 2010 of £40m (2009: £50m). The movement in the future rental commitment is due to the crystallisation of lease liabilities, lease expiries and the effluxion of time.

Contracts placed for future capital expenditure approved by the directors but not provided for in this combined financial information amount to £nil (2009: £nil).

24 NET CASH INFLOW FROM OPERATING ACTIVITIES

£m	2010	2009
Operating profit from continuing operations	89	83
Depreciation of property, plant and equipment	31	34
Impairment of property, plant and equipment	3	3
Amortisation of intangible assets	5	4
Share-based payments	7	6
Increase in inventories	-	(4)
(Increase) / decrease in receivables	(1)	10
Increase in payables	4	5
Pension funding	(13)	(10)
Income taxes paid	(20)	(17)
Charge to provisions	1	-
Cash spend against provisions	(2)	(1)
Net cash inflow from operating activities	104	113

25 FINANCIAL INSTRUMENTS

Categories of financial instruments

£m	Carrying value	
	2010	2009
Financial assets		
Derivative instruments in designated hedge accounting relationships ¹	-	1
Loans and receivables (including cash and cash equivalents) ²	138	114
Financial liabilities		
Finance lease obligations	-	(2)
Amortised cost ³	(312)	(286)

¹ All derivatives are categorised as Level 2 under the requirements of IFRS 7. The fair value measurements relating to the instruments are derived from inputs other than quoted prices that are observable for the asset or liability either directly or indirectly.

² Included within loans and receivables are trade and other receivables, current tax assets and cash and cash equivalents.

³ Included within amortised cost are trade and other payables, current tax liabilities, borrowings and other non-current liabilities.

Comparison of carrying values and fair values

There were no material differences between the carrying value of non-derivative financial assets and financial liabilities and their fair values as at the balance sheet date.

NOTES TO ACCOUNTS

CONTINUED

25. FINANCIAL INSTRUMENTS (CONTINUED)

Risk management

The Group's Treasury function seeks to reduce exposures to interest rate, foreign exchange and other financial risks, to ensure liquidity is available to meet the foreseeable needs of the Group and to invest cash assets safely and profitably. The Group does not engage in speculative trading in financial instruments and transacts only in relation to underlying business requirements. The Group's treasury policies and procedures are periodically reviewed and approved by the Audit Committee and are subject to regular Group Internal Audit review.

Capital risk

The Group's objectives with respect to managing capital (defined as net debt / funds plus equity) are to safeguard the Group's ability to continue as a going concern, in order to optimise returns to shareholders and benefits for other stakeholders, through an appropriate balance of debt and equity funding.

In managing the Group's capital levels the Board regularly monitors the level of debt in the business, the working capital requirements, forecast financing and investing cash flows. Based on this analysis the Board determines the appropriate return to investors while ensuring sufficient capital is retained in the business to meet its strategic objectives. The Board has a progressive dividend policy and expects that over time, dividends would be broadly covered twice by earnings calculated on a normalised tax basis.

As at 14 October 2010 the Group has in place a £90m committed revolving credit facility, carrying certain financial covenants which have been met throughout the period. The covenants tested half-yearly are based on fixed charges cover and net borrowings. The Group continues to be highly cash-generative, and preliminary discussions have commenced with banks regarding an appropriate new facility. As a result the Group is confident that an appropriate committed facility will be in place by June 2011.

Liquidity risk

The Group manages its exposure to liquidity risk by reviewing the cash resources required to meet its business objectives through both short and long-term cash flow forecasts. The Group has a committed facility with a number of financial institutions which are available to be drawn for general corporate purposes including working capital.

Treasury has a policy of pooling Group cash flows in order to optimise the return on surplus cash and also to utilise cash within the Group to reduce the costs of external short-term funding.

The table below shows the maturity analysis of the undiscounted remaining contractual cash flows of the Group's financial liabilities.

2010 (£m)	Due within 1 year	Due between 1 and 2 years	Due between 2 and 5 years	Due over 5 years	Total
Non-derivative financial liabilities					
Trade and other payables	291	–	1	–	292
Finance leases	–	–	–	–	–
Total cash flows	291	–	1	–	292
2009 (£m)	Due within 1 year	Due between 1 and 2 years	Due between 2 and 5 years	Due over 5 years	Total
Non-derivative financial liabilities					
Trade and other payables	273	–	1	–	274
Finance leases	2	–	–	–	2
Total cash flows	275	–	1	–	276

Credit risk

Credit risk is the risk that a counterparty may default on their obligation to the Group in relation to lending, hedging settlement and other financial activities. The Group's principal financial assets are trade and other receivables and bank balances and cash.

The Group has a credit risk attributable to its trade and other receivables. The amounts included in the balance sheet are net of allowances for doubtful receivables. An allowance for impairment is made where there is an identified loss event which, based on previous experience, is evidence of a reduction in the recoverability of cash flows.

The Group has a low retail credit risk due to the transactions being principally of a high volume, low value and short maturity. The Group has no significant concentration of credit risk, with the exposure spread over a large number of counterparties and customers.

The credit risk on liquid funds and derivative financial instruments is considered to be low, as the Board approved Group Treasury Policy limits the value that can be placed with each approved counterparty to minimise the risk of loss. These limits are based on a combination of short-term credit ratings of P-1 / A-1 and long-term ratings of A1 / A+ or better.

The carrying amount of financial assets recorded in the financial statements represents the Group's maximum exposure to credit risk. The Group does not hold collateral over any of these financial assets.

Interest rate risk

The Group is exposed to cash flow interest rate risk on floating rate bank loans and overdrafts.

At 31 August 2010, the Group had drawn down £nil (2009: £nil) from its committed revolving credit facility. The Group draws down periodically on its facility, but does not view any draw down as long term in nature and therefore does not enter into interest rate derivatives to mitigate this risk.

Foreign currency risk

Foreign exchange rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of the changes in foreign exchange rates. The Group's foreign currency exposures are principally to the US dollar and euro.

The Group uses forward foreign exchange contracts to hedge significant future transactions and cash flows denominated in currencies other than pounds sterling. The hedging instruments have been used to hedge purchases in US dollars and to minimise foreign exchange risk in movements of the USD/GBP exchange rates. These are designated as cash flow hedges. At 31 August 2010, the Group had no material un-hedged currency exposures.

The Group's euro exposure is principally operational and arises mainly through the operation of retail stores in France and Ireland. The Group does not use derivatives to hedge balance sheet and profit and loss translation exposure.

The fair value of cash flow hedges recognised on the balance sheet within derivative assets / liabilities is shown below:

£m	2010	2009
Fair value of derivative assets	-	1

At 31 August 2010, the total notional amount of outstanding forward foreign exchange contracts to which the Group has committed is US\$29m (2009: US\$38m). These instruments will be used to hedge cash flows occurring usually within one year of the balance sheet date. Gains totalling £2m (2009: £5m) have been transferred to both the income statement and inventories in respect of contracts that matured during the year ended 31 August 2010. In the year to 31 August 2010, the fair value loss on the Group's currency derivatives that are designated and effective as cash flow hedges amounted to £1m (2009: £1m loss).

Sensitivity analysis as at 31 August 2010

Financial instruments affected by market risks include borrowings, deposits and derivative financial instruments. The following analysis, required by IFRS 7, Financial Instruments: Disclosures, is intended to illustrate the sensitivity to changes in market variables, being UK interest rates and USD/GBP and EUR/GBP exchange rates.

The following assumptions were made in calculating the sensitivity analysis:

- Exchange rate fluctuations on currency derivatives that form part of an effective cash flow hedge relationship affect the hedging reserve in equity and the fair value of the hedging derivatives.
- Year end exchange rates applied in the analysis are USD/GBP 1.551/1 (2009: 1.628/1) and EUR/GBP 1.222/1 (2009: 1.138/1).
- Group debt and hedging activities remain constant, reflecting the positions at 31 August 2009 and 31 August 2010 respectively. As a consequence, the analysis relates to the position at those dates and is not necessarily representative of the years then ended.

The above assumptions are made when illustrating the effect on the Group's income statement and equity given reasonable movements in foreign exchange and interest rates before the effect of tax. The Group considers a reasonable interest rate movement in GBP LIBOR/Base Rate to be one per cent, based on interest rate history. Similarly, sensitivity to movements in USD/GBP and EUR/GBP exchange rates of ten per cent are shown, reflecting changes of reasonable proportion in the context of movement in those currency pairs over time.

NOTES TO ACCOUNTS

CONTINUED

25 FINANCIAL INSTRUMENTS (CONTINUED)

Sensitivity analysis as at 31 August 2010 (continued)

Using these assumptions the following table shows the illustrative effect on the Group Income Statement and equity

£m	2010		2009	
	Income gains / (loss)	Equity gains / (loss)	Income gains / (loss)	Equity gains / (loss)
GBP LIBOR / Base rate interest rates 1% increase	1	-	-	-
USD / GBP exchange rates 10% increase	-	(2)	-	(2)
EUR / GBP exchange rates 10% increase	-	-	-	-
GBP LIBOR / Base rate interest rates 1% decrease	(1)	-	-	-
USD / GBP exchange rates 10% decrease	-	2	-	3
EUR / GBP exchange rates 10% decrease	-	-	-	-

26 CALLED UP SHARE CAPITAL

a) Authorised

	2010		2009	
	Number of shares (millions)	Nominal value £m	Number of shares (millions)	Nominal value £m
Equity				
Ordinary shares of 22 6/67p	272	60	272	60
Total	272	60	272	60

b) Allotted and fully paid

	2010		2009	
	Number of shares (millions)	Nominal value £m	Number of shares (millions)	Nominal value £m
Equity				
Ordinary shares of 22 6/67p	151	33	157	35
Total	151	33	157	35

During the year the Company repurchased 6 866,759 of its own shares in the open market for an aggregate consideration of £35m. Also during the year 510 509 ordinary shares were allotted under the terms of the Company's Sharesave Scheme. The effect of this allotment was to increase share premium by £1m to £1m (2009: £nil).

The holders of ordinary shares are entitled to receive dividends as declared from time-to-time and are entitled to one vote per share at the meetings of the Company.

27 SHARE-BASED PAYMENTS

The Group adopted IFRS 2 (amended) during the year. An explanation of the effect of the amendments is given in Note 1.

Summary of movements in awards and options

Number of shares	ShareSave Schemes	Executive Share Option Schemes	2008 MIP	2004 MIP	LTIPs	Total	Weighted average exercise price (pence)
Outstanding at 1 September 2009	1,313,176	4,150,906	3,922,603	-	1,775,827	11,162,512	168.06
Options and awards granted	369,188	1,004,496	-	-	606,761	1,980,445	326.91
Options and awards exercised	(510,509)	(1,105,382)	-	-	(726,856)	(2,342,747)	223.04
Options and awards lapsed	(78,039)	(112,158)	-	-	-	(190,197)	350.41
Outstanding at 31 August 2010	1,093,816	3,937,862	3,922,603	-	1,655,732	10,610,013	135.54
Exercisable at 31 August 2010	1,280	386,170	-	-	-	387,450	299.46
Outstanding at 1 September 2008	1,187,234	4,785,143	4,298,179	724,897	2,059,022	13,054,475	143.47
Options and awards granted	254,189	1,415,153	378,242	-	843,635	2,891,219	203.87
Options and awards exercised	(6,766)	(2,016,149)	-	(724,897)	(888,876)	(3,636,688)	148.06
Options and awards lapsed	(121,481)	(33,241)	(753,818)	-	(237,954)	(1,146,494)	40.97
Outstanding at 31 August 2009	1,313,176	4,150,906	3,922,603	-	1,775,827	11,162,512	168.06
Exercisable at 31 August 2009	-	309,733	-	-	-	309,733	271.42

Detail of movements in options and awards

2008 Management Investment Plan (2008 MIP)

Under the terms of the 2008 Management Investment Plan, executive directors and key senior executives have invested their own money to buy ordinary shares in WH Smith PLC and have been granted matching awards (in the form of nil cost options in WH Smith PLC) to acquire further ordinary shares in proportion to the amount they had invested. These awards will only vest and become exercisable if underlying performance targets are met.

Outstanding awards granted under the 2008 Management Investment Plan are as follows:

Date of grant	2010	2009	Exercise price (pence)	Exercise period
22 November 2007	3,524,906	3,524,906	Nil	Nov 2010 – Nov 2012
29 February 2008	19,455	19,455	Nil	Nov 2010 – Nov 2012
21 October 2008	378,242	378,242	Nil	Nov 2010 – Nov 2012
	3,922,603	3,922,603		

LTIP

Under the terms of the current LTIP, approved by shareholders in 2006, executive directors and key senior executives may be granted conditional awards to acquire ordinary shares in the Company (in the form of nil cost options) which will only vest and become exercisable to the extent that the related performance targets are met.

Outstanding awards granted under the LTIPs are as follows:

Date of grant	Number of shares		Exercise price (pence)	Exercise period
	2010	2009		
19 October 2006	-	671,856	Nil	19 10 09 – 19 10 16
26 April 2007	-	55,000	Nil	Apr 2010 – 26 04 17
17 October 2007	205,336	205,336	Nil	Oct 2010 – 17 10 17
21 October 2008	843,635	843,635	Nil	Oct 2011 – 21 10 18
5 November 2009	606,761	-	Nil	Nov 2012 – 05 11 19
	1,655,732	1,775,827		

Awards will first become exercisable on the vesting date, which is the date (as soon as practicable after the announcement of WH Smith's results for the final year of the performance period) that participants receive notification of the number of award shares that have vested.

NOTES TO ACCOUNTS

CONTINUED

27 SHARE-BASED PAYMENTS (CONTINUED)

Sharesave Scheme

Under the terms of the current Sharesave Scheme, approved by shareholders in 2006, the Board grants options to purchase ordinary shares in the Company to employees with at least one year's service who enter into an HM Revenue & Customs approved Save-As-You-Earn (SAYE) savings contract for a term of three or five years. Options are granted at up to a 20 per cent discount to the market price of the shares on the day preceding the date of offer and are normally exercisable for a period of six months after completion of the SAYE contract.

Outstanding options granted under the Sharesave Scheme at 31 August 2010 are as follows:

Date of grant	Number of shares		Exercise price (pence)	Exercise period
	2010	2009		
29 November 2006 (3 year)	1,280	530,513	295.20	01/02/10 – 31/07/10
29 November 2006 (5 year)	164,128	177,993	295.20	01/02/12 – 31/07/12
4 June 2008 (3 year)	222,965	244,189	335.60	01/08/11 – 31/01/12
4 June 2008 (5 year)	109,049	110,502	335.60	01/08/13 – 31/01/14
3 June 2009 (3 year)	171,871	185,716	387.00	01/08/12 – 31/01/13
3 June 2009 (5 year)	56,745	64,263	387.00	01/08/14 – 31/01/15
2 June 2010 (3 year)	297,202	–	400.40	01/08/13 – 31/01/14
2 June 2010 (5 year)	70,576	–	400.40	01/08/15 – 31/01/16
	1,093,816	1,313,176		

Executive Share Option Schemes

Under the terms of the current Executive Share Option Scheme, approved by shareholders in 2006, the Board may grant options to executives up to an annual limit of 200 per cent of basic annual salary. The exercise of options is conditional on the achievement of a performance target, which is determined by the Board at the time of grant. Further details are set out in the Remuneration Report.

Outstanding options granted under the Executive Share Option Schemes as at 31 August 2010 are as follows:

Date of grant	Number of shares		Exercise price (pence)	Exercise period
	2010	2009		
1 May 2001	6,288	6,288	357.00	01/05/04 – 30/04/11
1 November 2001	18,106	49,459	318.00	01/11/04 – 31/10/11
5 November 2002	380	380	263.00	05/11/05 – 04/11/12
20 November 2003	19,782	19,782	250.00	20/11/06 – 19/11/13
3 November 2004	92,822	92,822	247.00	03/11/07 – 02/11/14
2 November 2005	66,610	134,703	268.00	02/11/08 – 01/11/15
20 April 2006	6,299	6,299	321.00	20/04/09 – 19/04/16
19 October 2006	175,883	1,201,428	340.00	19/10/09 – 18/10/16
26 April 2007	–	10,756	453.25	26/04/10 – 25/04/17
17 October 2007	1,166,681	1,192,984	381.00	17/10/10 – 16/10/17
22 April 2008	20,852	20,852	387.25	22/04/11 – 21/04/18
21 October 2008	1,370,065	1,415,153	347.00	21/10/11 – 20/10/18
5 November 2009	994,094	–	497.37	05/11/12 – 04/11/19
	3,937,862	4,150,906		

Fair value information

£m	2010	2009
Weighted average share price at date of exercise of share options exercised during period – pence	504.29	389.70
Weighted average remaining contractual life at end of period – years	5	6

Share options and awards granted

The aggregate of the estimated fair value of the options and awards granted each period is

£m	2010	2009
	4	6

The share options granted during each period have been valued using a Black-Scholes model. The inputs to the Black-Scholes model are as follows

	2010	2009
Share price – pence	444 – 507	347 – 449
Exercise price – pence	400 – 497	347 – 387
Expected volatility – per cent	32.72 – 35.79	35.72 – 35.8
Expected life – years	3.5 – 5.5	3.5 – 5.5
Risk free rate – per cent	1.76 – 2.92	2.21 – 4.23
Dividend yield – per cent	3.3 – 3.76	3.61 – 4.12
Weighted average fair value of options – pence	126.32	93.34

Expected volatility was determined by calculating the historical volatility of the Group's share price over the expected life of the option.

The fair values of the MIP and LTIP awards granted were measured using a Monte Carlo simulation model. The input range into the Monte Carlo models was as follows

	2010	2009
Share price – pence	506.50	387.75
Exercise price – pence	Nil	Nil
Expected volatility – per cent	34.0	31.8
Expected life – years	3.0	3.0
Risk free rate – per cent	1.90	3.78
Dividend yield – per cent	3.30	3.47
Weighted average fair value of options – pence	405.46	350.35

Expected volatility was determined by calculating the historical volatility of the Group's share price over the expected life of the option.

28 RELATED PARTY TRANSACTIONS

Transactions between businesses within this Group which are related parties have been eliminated on consolidation and are not disclosed in this note.

Remuneration of key management personnel

The remuneration of the executive and non-executive directors, who are the key management personnel of the Group, is set out below in aggregate for each of the categories specified in IAS 24, Related Party Disclosures. Further information about the remuneration of individual directors is provided in the Directors' Remuneration report.

£ 000	2010	2009
Short-term employee benefits	1,906	2,048
Post-employment benefits	258	336
Share-based payments	2,800	2,647
	4,964	5,031

There are no other transactions with directors.

29 POST BALANCE SHEET EVENT

On 14 October 2010, the Company announced its intention to return up to £50m of cash to shareholders through a rolling share buyback programme.

NOTES TO ACCOUNTS

CONTINUED

30 PRINCIPAL COMPANIES

The principal companies included within the financial statements, which are all wholly owned, are disclosed below

Name	Country of incorporation / registration
WH Smith PLC	England and Wales
WH Smith Retail Holdings Limited	England and Wales
WH Smith High Street Holdings Limited	England and Wales
WH Smith Travel Holdings Limited	England and Wales
WH Smith High Street Limited	England and Wales
WH Smith Travel Limited	England and Wales
WH Smith Hospitals Holdings Limited (formerly UNS Group Limited)	England and Wales
WH Smith Hospitals Limited (formerly UNS Hospitals Limited)	England and Wales
WH Smith France S A S	France
WH Smith Ireland Limited	Ireland
WH Smith Jersey Limited	Jersey
WH Smith Asia Limited	Hong Kong

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF WH SMITH PLC

We have audited the parent Company financial statements of WH Smith PLC for the year ended 31 August 2010 which comprise the Company Balance Sheet and the related Notes 1 to 9. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the Company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006. 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 auditors' 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

As explained more fully in the Directors' Responsibilities Statement, the directors are responsible for the preparation of the parent company financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit the parent company financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the parent company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements.

Opinion on financial statements

In our opinion the parent company financial statements:

- give a true and fair view of the state of the parent company's affairs as at 31 August 2010
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice and
- have been prepared in accordance with the requirements of the Companies Act 2006

Opinion on other matters prescribed by the Companies Act 2006

In our opinion:

- the part of the Directors' Remuneration Report to be audited has been properly prepared in accordance with the Companies Act 2006, and
- the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the parent company financial statements.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept by the parent company or returns adequate for our audit have not been received from branches not visited by us, or
- the parent company financial statements and the part of the Directors' Remuneration Report to be audited are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit.

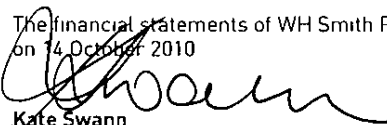
Other matters

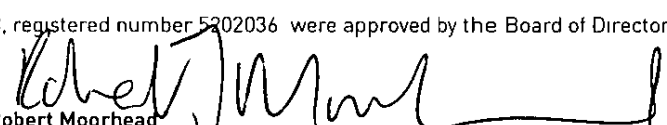
We have reported separately on the Group financial statements of WH Smith PLC for the year ended 31 August 2010.


Stephen Briggs (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditors
London, United Kingdom
14 October 2010

£m	Note	2010	2009
Fixed assets			
Investments	3	357	357
Total fixed assets		357	357
Current assets		-	-
Current liabilities			
Creditors – amounts due within one year	4	(211)	(151)
Net current liabilities		(211)	(151)
Total net assets		146	206
Capital and reserves			
Called up share capital	7	33	35
Share premium	8	1	-
Capital redemption reserve	8	4	2
Profit and loss account	8	108	169
Total equity		146	206

The financial statements of WH Smith PLC, registered number 5202036 were approved by the Board of Directors on 14 October 2010


 Kate Swann
 Group Chief Executive


 Robert Moorhead
 Group Finance Director

NOTES TO THE COMPANY BALANCE SHEET

1 ACCOUNTING POLICIES

a) Basis of preparation

The financial statements are prepared in compliance with the Companies Act 2006 and in accordance with applicable United Kingdom law and accounting standards. The financial statements are prepared under the historical cost convention. The accounting policies have been applied consistently in the current and prior year.

b) Investment in subsidiary undertakings

Investment in equity and long-term loans in subsidiary undertakings are individually valued at historical cost less provision for impairment in value.

c) Taxation

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted at the balance sheet date.

d) Cash flow statement

The Company is exempt from the requirement of FRS 1 (revised) to include a cash flow statement as part of its Company financial statements because it prepares a consolidated cash flow statement.

2 PROFIT FOR THE YEAR

The Company has not presented its own profit and loss account as permitted by section 408 of the Companies Act 2006.

The profit for the year attributable to shareholders, which is stated on an historical cost basis, was £nil (2009: £nil). There were no other recognised gains or losses.

3 INVESTMENTS IN SUBSIDIARY UNDERTAKINGS

The Company acquired the shares of WH Smith Retail Holdings Limited at a fair value of £357m on 31 August 2006.

4 CREDITORS – AMOUNTS DUE WITHIN ONE YEAR

£m	2010	2009
Amounts owed to subsidiary undertakings	211	151
	211	151

5 DIVIDENDS

Amounts paid and recognised as distributions to shareholders in the period are as follows:

£m	2010	2009
Dividends		
Interim of 6.1p per ordinary share (2009: 5.4p per ordinary share)	9	8
Final of 11.3p per ordinary share (2009: 9.7p per ordinary share)	17	15
	26	23

The proposed dividend of 13.3p per share, amounting to a final dividend of £19m, is not included as a liability in these financial statements and, subject to shareholder approval, will be paid on 3 February 2011 to shareholders on the register at the close of business on 7 January 2011.

6 CONTINGENT LIABILITIES

Contingent liabilities of £2m (2009: £2m) are in relation to insurance standby letters of credit.

7 CALLED UP SHARE CAPITAL

a) Authorised

	2010		2009	
	Number of shares (millions)	Nominal value £m	Number of shares (millions)	Nominal value £m
Equity				
Ordinary shares of 22 6/67p	272	60	272	60
Total	272	60	272	60

b) Allotted and fully paid

	2010		2009	
	Number of shares (millions)	Nominal value £m	Number of shares (millions)	Nominal value £m
Equity				
Ordinary shares of 22 6/67p	151	33	157	35
Total	151	33	157	35

During the year the Company repurchased 6 866 759 of its own shares in the open market for an aggregate consideration of £35m. Also during the year 510,509 ordinary shares were allotted under the terms of the Company's Sharesave Scheme. The effect of this allotment was to increase share premium by £1m to £1m (2009: £nil).

The holders of ordinary shares are entitled to receive dividends as declared from time-to-time and are entitled to one vote per share at the meetings of the Company.

8 RESERVES

£m	Share capital	Share premium	Capital redemption reserve	Profit and loss account	Total
Balance at 1 September 2009	35	–	2	169	206
Purchase of own shares for cancellation	(2)	–	2	(35)	(35)
Premium on issue of shares	–	1	–	–	1
Equity dividends paid during the period	–	–	–	(26)	(26)
Balance at 31 August 2010	33	1	4	108	146

9 POST BALANCE SHEET EVENT

On 14 October 2010, the Company announced its intention to return up to £50m of cash to shareholders through a rolling share buyback programme.

FIVE YEAR FINANCIAL SUMMARY – UNAUDITED

GROUP INCOME STATEMENT

£m	31 August 2010	31 August 2009	31 August 2008	31 August 2007	31 August 2006
Continuing operations					
Revenue	1,312	1,340	1,352	1,299	1,340
Group operating profit before exceptional items	89	83	74	67	60
Exceptional operating items	-	-	-	10	(7)
Group operating profit	89	83	74	77	53
Net finance (charges) / income	-	(1)	2	(1)	(9)
Profit before tax	89	82	76	76	44
Income tax expense	(20)	(18)	(17)	(16)	(12)
Profit after tax from continuing operations	69	64	59	60	32
Loss from discontinued operations	-	(1)	-	-	-
Profit for the period	69	63	59	60	32
Underlying earnings per share					
- Basic – continuing operations	47 6p	42 7p	36 4p	30 3p	23 8p
- Basic	47 6p	42 7p	36 4p	30 3p	23 8p
- Diluted	45 7p	41 3p	35 3p	29 3p	23 3p
Earnings per share					
Basic – continuing operations	47 6p	42 7p	36 4p	34 3p	18 6p
Basic	47 6p	42 0p	36 4p	34 3p	18 6p
Diluted	45 7p	40 6p	35 3p	33 1p	18 2p
Tax rate* – continuing operations	23%	22%	23%	20%	20%

* before exceptional items

SEGMENTAL ANALYSIS OF GROUP REVENUE

£m	31 August 2010	31 August 2009	31 August 2008	31 August 2007	31 August 2006
Travel	452	448	413	338	319
High Street	860	892	939	961	1,021
Group revenue	1,312	1,340	1,352	1,299	1,340

SEGMENTAL ANALYSIS OF GROUP OPERATING PROFIT

£m	31 August 2010	31 August 2009	31 August 2008	31 August 2007	31 August 2006
Continuing operations					
Travel	53	48	41	36	31
High Street	51	49	47	44	42
Trading profit	104	97	88	80	73
Unallocated costs	(15)	(14)	(14)	(13)	(13)
Group operating profit before exceptional items	89	83	74	67	60
Exceptional items	-	-	-	10	(7)
Group operating profit	89	83	74	77	53

FIVE YEAR FINANCIAL SUMMARY – UNAUDITED
CONTINUED

GROUP BALANCE SHEET

£m	31 August 2010	31 August 2009	31 August 2008	31 August 2007	31 August 2006
Non-current assets					
Goodwill and other intangible assets	56	56	55	35	35
Property, plant and equipment	158	163	177	176	184
Deferred tax assets	10	9	11	15	29
Trade and other receivables	4	4	4	5	–
Total non-current assets	228	232	247	231	248
Current assets	285	262	241	286	278
Total assets	513	494	488	517	526
Current liabilities	(300)	(281)	(303)	(261)	(255)
Non-current liabilities					
Retirement benefit obligation	(1)	(2)	–	–	(66)
Other non-current liabilities	(26)	(23)	(24)	(29)	(37)
Total liabilities	(327)	(306)	(327)	(290)	(358)
Total net assets	186	188	161	227	168

GROUP CASH FLOW STATEMENT

£m	12 months to				
	31 August 2010	31 August 2009	31 August 2008	31 August 2007	31 August 2006
Cash flow from operating activities					
Generated from operating activities	124	130	111	78	84
Taxation (paid) / received	(20)	(17)	(7)	5	(2)
Cash flow from operating activities	104	113	104	83	82
Investing activities					
Interest received	1	1	4	5	2
Acquisitions and disposals of subsidiaries	–	–	(24)	(3)	8
Disposal of property plant and equipment	–	–	3	2	9
Capital expenditure	(29)	(28)	(39)	(32)	(29)
Net cash from investing activities	(28)	(27)	(56)	(28)	(10)
Financing activities					
Interest paid	–	(1)	(1)	(2)	(7)
Dividend paid	(26)	(23)	(78)	(17)	(15)
Net purchase of own shares for employee share schemes	(4)	(8)	(9)	(12)	4
Repurchase of own shares	(35)	–	(33)	–	(3)
(Decrease) / increase in debt	(2)	(29)	13	(7)	(80)
Derivative cash movements	–	–	–	(1)	(1)
Other financing	–	–	–	–	57
Net cash used in financing activities	(67)	(61)	(108)	(39)	(45)
Net increase / (decrease) in cash and cash equivalents – continuing operations	9	25	(60)	19	19
Net (decrease) / increase in cash and cash equivalents – discontinued operations	–	–	–	(3)	8
Net increase / (decrease) in cash and cash equivalents	9	25	(60)	16	27

GROUP CASH FLOW STATEMENT (CONTINUED)

Analysis of net funds movement

£m	12 months to				
	31 August 2010	31 August 2009	31 August 2008	31 August 2007	31 August 2006
Operating profit before exceptional items	89	83	74	67	60
Share-based payments	7	6	6	6	6
Profit on disposal of property, plant and equipment	-	-	-	(2)	(5)
Depreciation, amortisation and other amounts written off fixed assets	39	41	42	41	37
Movement in working capital	3	11	2	9	9
Net interest receivable / (payable) ¹	1	-	2	2	(5)
Capital expenditure	(29)	(28)	(39)	(32)	(29)
Tax paid (before receipt of tax refund)	(27)	(23)	(21)	(8)	(2)
Provisions	(1)	(1)	(3)	(2)	(3)
Free cash flow (before dividends and investment activity)	82	89	63	81	68
Dividends	(26)	(23)	(78)	(17)	(15)
Pension funding	(13)	(10)	(10)	(35)	(12)
Premium on issue of shares	1	-	-	-	4
Sale and leaseback and disposal of fixed asset proceeds	-	-	3	2	9
Net disposals proceeds of subsidiaries	-	-	-	(3)	8
Tax refund and associated interest received	7	6	15	14	-
Acquisitions	-	-	(24)	-	-
Net purchase of own shares for employee share schemes	(5)	(8)	(9)	(12)	(10)
Repurchase of own shares	(35)	-	(33)	-	-
Cash outflow relating to exceptional operating items	-	-	-	(6)	(8)
Bank fees and derivative cash movements	-	-	-	(1)	(1)
Net finance lease movements	-	-	-	(1)	-
Intercompany settlement on demerger	-	-	-	-	57
Net funds movement	11	54	(73)	22	100
Opening net funds / (debt)	45	(9)	64	42	(58)
Closing net funds / (debt)	56	45	(9)	64	42

¹ 2008 and 2007 figures exclude £1m of interest received on prior-period tax overpayments

INFORMATION FOR SHAREHOLDERS

COMPANY SECRETARY AND REGISTERED OFFICE

Ian Houghton, WH Smith PLC Greenbridge Road Swindon Wiltshire SN3 3RX Telephone 01793 616161
WH Smith PLC is registered in England and Wales (Number 5202036)

COMPANY WEBSITE

This Annual Report and Accounts together with other information including the price of the Company's shares Stock Exchange Announcements and frequently asked questions, can be found on the WH Smith PLC website at www.whsmithplc.co.uk

ANNUAL GENERAL MEETING

The Annual General Meeting will be held at JPMorgan Cazenove, 20 Moorgate London EC2R 6DA on Wednesday 26 January 2011 at 11 30am The Notice of Annual General Meeting sets out the business to be transacted Shareholders who wish to attend the meeting should detach the Attendance Card from the Form of Proxy and present it at the registrars' desk on arrival Shareholders who previously elected to receive communications electronically can print an admission card at www.eproxypointment.com You will be asked to enter the Control Number, Shareholder Reference Number and PIN as detailed in your email notification

FORM OF PROXY

Ordinary shareholders unable to attend the Annual General Meeting should complete a Form of Proxy To be effective it must be completed and lodged with the Company's registrars, Computershare Investor Services PLC by not later than 11 30am on Monday 24 January 2011, or 48 hours before any adjourned meeting

ELECTRONIC PROXY VOTING

You may if you wish register the appointment of a proxy for the meeting electronically by logging on to the website www.eproxypointment.com Full details of the procedure are given on the website You will be asked to enter the Control Number, Shareholder Reference Number and PIN as printed on your Form of Proxy or detailed in your email notification and agree to certain terms and conditions Electronic proxy voting instructions must be received no later than 11 30am on Monday 24 January 2011, or 48 hours before any adjourned meeting

CREST ELECTRONIC PROXY VOTING

To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 48 hours before the time appointed for holding the meeting or any adjourned meeting For this purpose the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001

REGISTRARS

All enquiries relating to shareholdings should be addressed to the registrar as follows

Computershare Investor Services PLC
The Pavilions
Bridgwater Road
Bristol
BS99 6ZZ

Shareholder Helpline 0871 495 0100*

A textphone facility for shareholders with hearing difficulties is available by telephoning 0870 702 0005 In addition, Computershare provide a range of shareholder information online at www.investorcentre.co.uk

INVESTOR CENTRE

Investor Centre is a free secure share management website provided by Computershare This service allows you to view your share portfolio and see the latest market price of your shares, check your dividend payment and tax information change your address update payment instructions and receive your shareholder communications online To take advantage of this service, please login at www.investorcentre.co.uk and enter your Shareholder Reference Number and Company Code WHS This information can be found on your Form of Proxy or email notification

*Calls to this number are charged at 8p per minute from a BT landline Other telephony provider costs may vary

DIVIDEND MANDATES

If you wish dividends to be paid directly into your bank account through the BACSTEL-IP (Bankers Automated Clearing Services) system, you should contact Computershare for a Dividend Mandate Form or apply online at www.investorcentre.co.uk

FINANCIAL CALENDAR

The following dates are given for information purposes only. Please check the WH Smith PLC website at www.whsmithplc.co.uk nearer the relevant time for full details, and to ensure that no changes have been made.

Financial year end	31 August 2010	Half-year end	28 February 2011
Results announced	14 October 2010	Interim results announced	April 2011
Annual Report posted	November 2010	Interim dividend ex-dividend date	May 2011
Interim Management Statement	November 2010	Interim dividend record date	May 2011
Final dividend ex-dividend date	5 January 2011	Interim dividend payment date	June 2011
Final dividend record date	7 January 2011	Interim Management Statement	July 2011
Christmas trading statement	January 2011	Financial year end	31 August 2011
AGM	26 January 2011	Results announced	October 2011
Final dividend payment date	3 February 2011		

The dividend dates shown above are in respect of the Company's ordinary shares of 22½p.

SHAREDEALING SERVICES

The Company is offering internet and telephone share dealing services for shareholders (in certain jurisdictions) in conjunction with Computershare. For internet dealing, log on to www.computershare.com/dealing/uk and for telephone dealing call 0870 703 0084. You will need to have your Shareholder Reference Number to hand when making this call. This can be found on your Form of Proxy or email notification.

JPMorgan Cazenove provides a postal share dealing service for private investors who wish to buy or sell the Company's shares. Further details are available from JPMorgan Cazenove, telephone 020 7155 5155.

SHAREGIFT

If you only have a small number of shares which are uneconomic to sell, you may wish to consider donating them to charity under ShareGIFT, a charity share donation scheme administered by the Orr Mackintosh Foundation. A ShareGIFT transfer form may be obtained from our registrar. Further information about the scheme can be found on the ShareGIFT website at www.sharegift.org.

WARNING TO SHAREHOLDERS – BOILER ROOM SCAMS

In recent years many companies have become aware that their shareholders have received unsolicited phone calls or correspondence concerning investment matters. These are typically from overseas-based brokers who target UK shareholders, offering to sell them what often turn out to be worthless or high risk shares in US or UK investments. These operations are commonly known as boiler rooms. These brokers can be very persistent and extremely persuasive, and a 2006 survey by the Financial Services Authority (FSA) has reported that the average amount lost by investors is around £20,000.

It is not just the novice investor that has been duped in this way, many of the victims had been successfully investing for several years. Shareholders are advised to be very wary of any unsolicited advice, offers to buy shares at a discount or offers of free company reports. If you receive any unsolicited investment advice:

- Make sure you get the correct name of the person and organisation
- Check that they are properly authorised by the FSA before getting involved by visiting www.fsa.gov.uk/register
- Report the matter to the FSA either by calling 0845 606 1234 or visiting www.moneymadeclear.fsa.gov.uk
- If the calls persist, hang up

If you deal with an unauthorised firm, you will not be eligible to receive payment under the Financial Services Compensation Scheme. The FSA can be contacted by completing an online form at www.fsa.gov.uk/pages/doing/regulated/law/alerts/overseas.shtml

Details of any share dealing facilities that the company endorses will be included in company mailings. More detailed information on this or similar activity can be found on the CFEB website www.moneymadeclear.fsa.gov.uk

INFORMATION FOR SHAREHOLDERS

CONTINUED

UK CAPITAL GAINS TAX

Demerger 31 August 2006

Following the demerger of the Company on 31 August 2006, in order to calculate any chargeable gains or losses arising on the disposal of shares after 31 August 2006, the original tax base cost of your ordinary shares of $2\frac{13}{81}$ p (adjusted if you held your shares on 24 September 2004 and 22 May 1998 to take into account the capital reorganisations of 27 September 2004 and 26 May 1998 respectively (see below)) will have to be apportioned between the shareholdings of ordinary shares of 20p in the Company and ordinary shares of 5p in Smiths News.

The cost of your shareholding of ordinary shares of 20p in the Company is calculated by multiplying the original base cost of your ordinary shares of $2\frac{13}{81}$ p (adjusted where necessary to take into account the capital reorganisations of 24 September 2004 and 26 May 1998 (see below)) by 0.69585.

The cost of your shareholding of ordinary shares of 5p is calculated by multiplying the original base cost of your ordinary shares of $2\frac{13}{81}$ p (adjusted where necessary to take into account the capital reorganisations of 24 September 2004 and 26 May 1998 (see below)) by 0.30415.

As a result of the share consolidation on 22 February 2008, the nominal value of the Company's ordinary shares increased from 20p per ordinary share to $22\frac{4}{67}$ p per ordinary share.

Capital reorganisation 27 September 2004

If you acquired your shareholding on or before 24 September 2004, in order to calculate any chargeable gains or losses arising on the disposal of shares after 24 September, the original tax base cost of your ordinary shares of $55\frac{5}{9}$ p (adjusted if you held your shares on 22 May 1998 to take into account the capital reorganisation of 26 May 1998 (see below)) will have to be apportioned between the shareholdings of ordinary shares of $2\frac{13}{81}$ p and C shares resulting from the capital reorganisation.

The cost of your shareholding of ordinary shares of $2\frac{13}{81}$ p is calculated by multiplying the original base cost of your ordinary shares of $55\frac{5}{9}$ p (adjusted where necessary to take into account the capital reorganisation of 26 May 1998 (see below)) by 0.73979.

Capital reorganisation 26 May 1998

If you acquired your shareholding on or before 22 May 1998, in order to calculate any chargeable gains or losses arising on the disposal of shares after 22 May 1998, the original tax base cost of your ordinary shares of 50p will have to be apportioned between the shareholdings of ordinary shares of $55\frac{5}{9}$ p and redeemable B shares resulting from the capital reorganisation.

The cost of your shareholding of ordinary shares of $55\frac{5}{9}$ p is calculated by multiplying the original cost of your ordinary shares of 50p by 0.90714.

MARCH 1982 VALUES

If you acquired your shareholding on or before 31 March 1982, in order to calculate any chargeable gains or losses arising on disposal of shares, the tax base cost of your ordinary shares used the 31 March 1982 base values per share as follows:

	Arising from an original shareholding of	
	A ordinary shares	B ordinary shares
Ordinary shares of 20p	61.62p	50.92p
Smiths News PLC ordinary shares of 5p	26.93p	22.25p

If you have a complicated tax position, or are otherwise in doubt about your tax circumstances, or if you are subject to tax in a jurisdiction other than the United Kingdom, you should consult your professional adviser.

Company means WH Smith PLC, a public limited company incorporated in England and Wales with registered number 5202036, and Group means the Company and its subsidiaries and subsidiary undertakings.

The following definitions apply throughout this report unless the context requires otherwise

Company means WH Smith PLC a public limited company incorporated in England and Wales with registered number 5202036 and Group means the Company and its subsidiaries and subsidiary undertakings

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