

The Guinness Group Limited

Financial statements 30 June 2009

Registered number 213108

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Directors' report

The directors have pleasure in submitting their annual report, together with the audited financial statements for the year ended 30 June 2009

Activities

The company did not trade during the financial year or the preceding financial year. The directors foresee no change in the company's activities.

The registered office address changed from 8 Henrietta Place London W1G 0NB to Lakeside Drive, Park Royal, London, NW10 7HQ effective from 7 December 2009.

Financial

The results for the year ended 30 June 2009 are shown on page 5.

The directors do not recommend the payment of a dividend (2008 - £nil).

The profit for the year transferred to reserves is £nil (2008 - £1,261,000).

Directors

The directors who held office during the year were as follows:

A A Abigail	(appointed 7 August 2008)
C D Coase	
G P Crickmore	
J Kyne	(resigned 30 June 2009)
N Makos	
S C Moore	
A M Smith	(appointed 29 June 2009)
P D Tunnaclyffe	

A A Abigail resigned as a director of the company on 1 October 2009.

Directors' remuneration

None of the directors received any remuneration during the year in respect of their services as directors of the company (2008 - £nil).

Directors' report (continued)

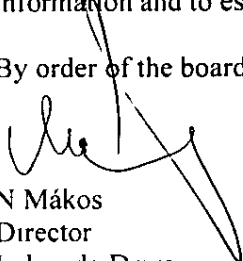
Auditor

Pursuant to Section 487 of the Companies Act 2006, the auditor, KPMG Audit Plc, is willing to continue in office and will be deemed to be reappointed on the expiry of its term in office in respect of the year ended 30 June 2009

Disclosure of information to auditors

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the company's auditor is unaware, and each director has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information

By order of the board



N Mákos
Director
Lakeside Drive
Park Royal
London
NW10 7HQ

17 March 2010

Statement of directors' responsibilities in respect of the directors' report and the financial statements

The directors are responsible for preparing the directors' 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 they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice)

Under company law the directors must not approve the financial statements 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 these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and estimates that are reasonable and prudent,
- 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

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 have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities

Independent auditor's report to the members of The Guinness Group Limited

We have audited the financial statements of The Guinness Group Limited for the year ended 30 June 2009, which comprise the profit and loss account, the balance sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK 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 auditor's 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 auditor

As explained more fully in the directors' responsibilities statement set out on page 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit the 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

A description of the scope of an audit of financial statements is provided on the APB's website at www.frc.org.uk/apb/scope/UKNP.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of company's affairs as at 30 June 2009 and of its profit for the year then ended
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006

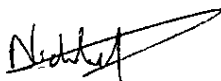
Opinion on other matters prescribed by the Companies Act 2006

In our opinion the information given in the director's report for the financial year for which the financial statements are prepared is consistent with the 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, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements 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



Nicholas Frost (Senior Statutory Auditor)

For and on behalf of KPMG Audit Plc, Statutory Auditor

Chartered Accountants
KPMG Audit Plc
8 Salisbury Square
London
EC4Y 8BB

17 March 2010

Profit and loss account

	<i>Notes</i>	Year ended 30 June 2009 £'000	Year ended 30 June 2008 £'000
Other income	2	-	1,261
Profit on ordinary activities before taxation		-	1,261
Taxation on profit on ordinary activities	3	-	-
Profit for the financial year		-	1,261

There are no recognised gains and losses other than the result for the year and consequently a statement of total recognised gains and losses has not been presented as part of the financial statements

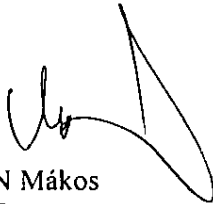
There is no difference between the results for the years shown in the profit and loss account and the results for the relevant years restated on an historical cost basis

All results arise from continuing operations

Balance sheet

		30 June 2009		30 June 2008	
	<i>Notes</i>	£'000	£'000	£'000	£'000
Fixed assets					
Investments	4		1,015		1,015
Current assets					
Debtors- due within one year					
Amount owed by Justerini & Brooks, Limited		4		4	
Creditors – due within one year	5	(29,861)		(29,861)	
		<u> </u>		<u> </u>	
Net current liabilities			(29,857)		(29,857)
			<u> </u>		<u> </u>
Net liabilities			(28,842)		(28,842)
			<u> </u>		<u> </u>
Capital and reserves					
Called up share capital	6		20		20
Profit and loss account	7		(28,862)		(28,862)
			<u> </u>		<u> </u>
Shareholders' deficit	8		(28,842)		(28,842)
			<u> </u>		<u> </u>

The financial statements on pages 5 to 11 were approved by the Board of Directors on 17 March 2010 and were signed on its behalf by



N Mákos
Director

Accounting policies

The following accounting policies have been applied consistently in dealing with items that are considered material in relation to the company's financial statements

Basis of preparation

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

The company is a wholly owned subsidiary of Diageo plc and is included in the consolidated financial statements of Diageo plc which are publicly available. Consequently the company has taken advantage of the exemption from preparing a cash flow statement under the terms of Financial Reporting Standard No 1 (Revised 1996)

The company is exempt under the terms of Financial Reporting Standard No 8 from disclosing related party transactions (but not balances) with entities that are part of the Diageo plc group ("group undertakings") or investees of the Diageo plc group

The company is exempt from the requirement to prepare group accounts under section 400 of the Companies Act 2006 as its results are included in the published consolidated financial statements of Diageo plc

Going concern

The financial statements have been prepared on a going concern basis as a fellow group undertaking has agreed to provide financial support for the foreseeable future. The only liabilities at the balance sheet date are in respect of balances due to fellow group undertakings

Fixed asset investments

Income from fixed asset investments is credited to the profit and loss account when it is approved by the paying company. Investments are stated individually at cost less, where appropriate, provision for impairment in value where such impairment is expected by the directors to be permanent

Debtors due within one year

Included within intercompany receivables are amounts due from Harp Limited and Guinness Morrison International Limited for £6,648,000 and £7,128,000 respectively against which the company has made full provision

Taxation

Current tax, including UK corporation tax and overseas tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted at the balance sheet date. Except as otherwise required by FRS 19, deferred tax is provided in full on timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more tax, or a right to pay less tax, in the future. Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date. Any interest or penalties on tax liabilities are provided in the tax charge

Notes to the financial statements

1. Operating costs

The auditor's remuneration of £1,531 (2008 - £2,917) was settled on behalf of the company by a fellow group undertaking. There were no fees payable to the auditor in respect of non-audit services (2008 - £nil).

The company did not employ any staff during either the current or prior year.

None of the directors received any remuneration during the financial year in respect of their services as directors of the company (2008 - £nil).

2. Other income

	Year ended 30 June 2009 £'000	Year ended 30 June 2008 £'000
Release of prior year impairment on 'intercompany receivables'	-	1,261
	<u> </u>	<u> </u>

3. Taxation

	Year ended 30 June 2009 £'000	Year ended 30 June 2008 £'000
Factors affecting current tax charge for the year		
Profit on ordinary activities before taxation	-	1,261
	<u> </u>	<u> </u>
Taxation on profit on ordinary activities at UK corporation tax rate of 28% (2008 - 29.5%)	-	(372)
Items not chargeable for tax purposes	-	372
	<u> </u>	<u> </u>
Current ordinary tax charge for the year	-	-
	<u> </u>	<u> </u>

Notes to the financial statements (continued)

4. Fixed assets - investments

	Total £'000
Cost:	
At 30 June 2008 and 30 June 2009	3,235
Provision:	
At 30 June 2008 and 30 June 2009	(2,220)
	<hr/>
Net book value:	
At 30 June 2008 and 30 June 2009	1,015
	<hr/>

Details of the subsidiary undertakings of the company are as follows

Subsidiary undertakings	Principal activity	Class of shares held
Guinness Brewing Worldwide Limited (in liquidation)	Dormant	Ordinary
Guinness Morison International Limited (in liquidation)	Non-trading	Ordinary & Deferred
Harp Limited (in liquidation)	Dormant	Ordinary
Park Royal Development Company Limited	Dormant	Ordinary
Werneth Mould Engineering Limited (in liquidation)	Dormant	Ordinary

All of the subsidiary undertakings are incorporated in the United Kingdom and are wholly and directly owned by the company

In the opinion of the directors the investment in the subsidiary undertakings is worth at least the amount at which it is stated in the financial statements

Notes to the financial statements (continued)

5. Creditors – due within one year

	30 June 2009 £'000	30 June 2008 £'000
Amount owed to parent undertaking (Diageo plc)	29,860	28,348
Amounts owed to fellow group undertakings		
Guinness Brewing Worldwide Limited	1	1
White Child & Beney Limited	-	1,512
	<u>29,861</u>	<u>29,861</u>

6. Called up share capital

	30 June 2009 £'000	30 June 2008 £'000
Authorised		
31,024 ordinary shares of £1 each	<u>31</u>	<u>31</u>
Allotted, called up and fully paid		
20,034 ordinary shares of £1 each	<u>20</u>	<u>20</u>

7. Reserves

	Profit and loss account £'000
At 30 June 2008	(28,862)
Retained profit for the year	-
At 30 June 2009	<u>(28,862)</u>

Notes to the financial statements (continued)

8. Reconciliation of movement in shareholders' deficit

	30 June 2009 £'000	30 June 2008 £'000
Profit for the year	-	1,261
Net reduction in shareholders' deficit	-	1,261
Shareholders' deficit at beginning of year	(28,842)	(30,103)
Shareholders' deficit at end of year	(28,842)	(28,842)

9. Post balance sheet events

Guinness Brewing Worldwide Limited, a wholly owned subsidiary, was placed into voluntary liquidation on 29 September 2009, resulting in a gain

Two wholly owned subsidiaries, Guinness Morison International Limited and Harp Limited were placed into voluntary liquidation on 14 January 2010, resulting in a gain

10. Immediate and ultimate parent undertaking

The immediate and ultimate parent undertaking of the company is Diageo plc, a company registered and incorporated in England. The consolidated financial statements of Diageo plc can be obtained from the registered office at Lakeside Drive, Park Royal, London NW10 7HQ