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 for the record —— Company Name

LIMITED COMPANY

GRAND METROPOLITAN PUBLIC 363s Annual Return

Company Type **Public Limited Company**

- > Please check the details printed in blue on this statement
- > If any details are wrong, strike them through and write the correct details in the "Amended details" column
- > Please use black pen and write in capitals

Company Number 291848 Information extracted from Companies House records on 18th February 2006

Section 1: Company details



Ref. 291848/03/10 **Current details** Amended details 8 Henrietta Place Address > Registered Office London Address W1G ONB If any of the details are wrong, strike them through and fill in the correct details in the "Amended details" UK Postcode _ _ _ _ _ _ _ _ column Address Address where the Register is held > Register of Members If any of the details are At Registered Office wrong, strike them through and fill in the correct details in the "Amended details" column UK Postcode _ _ _ _ _ _ _ _ ; Address > Register of Debenture Holders Not Applicable If any of the details are wrong, strike them through and fill in the correct details in the "Amended details" UK Postcode ______ column > Principal Business **SIC Code** Description SIC CODE Description Activities Holding companies incl - - - -If any of the details are 7415 head offices wrong, stake them through and fill in the correct details in the "Amended details" column Please enter additional principal activity code(s) in "Amended details" column See notes for guidance for list of activity codes

Company Number - 291848	Section 2: Details of Officers of the Company			
	Current details	Amended details Name Tick this box if this address is a service address for the beneficiary of a Confidentiality Order granted under section 723E of the Companies Act 1985 Address		
> Company Secretary If any of the details for this person are wrong, strike them through and fill in the correct details in the "Amended details" column	Name Susanne Margaret BUNN Address Azalea 167 High Street Northchurch Berkhamsted Hertfordshire HP4 3QT			
Particulars of a new Company Secretary must be notified on form 288a		UK Postcode Date of change// Date Susanne Margaret BUNN ceased to be secretary (if applicable)		
> Company Secretary If any of the details for this person are wrong strike	Name John James NICHOLLS	Name		
them through and fili in the correct details in the "Amended details" column	Address Flat 13 14 Queen Anne Street London V/1G 9LG	Tick this box if this address is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 Address		
Particulars of a new Company Secretary must be notified on form 288a		UK Postcode / / Date of change / / Date John James NICHOLLS ceased to be secretary (if applicable)		

Con	rpany Number - 291848	Section 2. Details of Officers of the Comp	pany (continued)
		Current details	Amended details
i F t	Director If any of the details for this person are wrong, strike them through and fill in the correct details in the "Amended details" column	Name Charles Dawson COASE Address 21 Clare Lawn Avenue East Sheen London SW14 8BE	Name Tick this box if this address is a service address for the beneficiary of a Confidentiality Order granted under section 723E of the Companies Act 1985 Address
		Date of birth 18/09/1960 Nationality British	UK Postcode
<i>r</i> .	Particulars of a new Director must be notified on form 288a.	Occupation Chartered Accountant	Nationality Occupation Date of change / / Date Charles Dawson COASE ceased to be director (if applicable)
person are t them throug correct deta	Director If any of the details for this person are wrong, strike them through and fill in the correct details in the	Name Matthew John LESTER Address 13 Pond Road	Name Tick this box if this address is a service address for the beneficiary of a
	Anonded dottals Couring	Blackheath London SE3 0SL	Confidentiality Order granted under section 723B of the Companies Act 1985 Address
		Date of birth 22/07/1963	
		Nationality British	UK Postcode
n	Particulars of a new Director nust be notified on form 288a		Date of birth / _ / Nationality
		:	. Date of change / /
		1	Date Matthew John LESTER ceased to be director (if applicable)

Company Number - 291848	Section 2: Details of Officers of the Company (continued) Current details Amended details			
> Director If any of the details for this person are wrong, strike	Name Nicholas Charles ROSE	Name		
them through and fill in the correct details in the "Amended details" column	Address BAE SYSTEMS 6 CARLTON GARDENS LONDON SW1Y 5AD	Tick this box if this address is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 Address		
	Date of birth 05:10/1957			
Particulars of a new Director	Nationality British Occupation Finance Director	UK Postcode		
must pe nomied on tom 288a	-	Occupation		
		Date of change / / /		
		Date Nicholas Charles ROSE ceased to be director (if applicable)		
> Director If any of the details for this person are wrong, strike	Name Paul Steven WALSH	Name		
them through and fill in the correct details in the "Amended details" column	Address Ashfold Grange Horsham Road Handcross	Tick this box if this address is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985		
	West Sussex RH17 6DT	Address		
	Date of birth 01/05/1955			
	Nationality British	UK Postcode		
Particulars of a new Directo must be notified on form 288a	Occupation Company Director	Date of birth / / Nationality Occupation Date of change / /		
		Date Paul Steven WALSH ceased to be director (if applicable)		
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Section 3: Share Capital

	,	Current details	Amended details
>	Issued Share Capital This table shows the total	Class of share Ordinary	Class of share
number of shares that have been issued by your company and their Nominal Value If any of the details are wrong, please fill in the correct details.	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	Nominal value of each share £0.25	Nominal value of each share
	Number of shares issued 2.759,144.946	Number of shares issued	
		Aggregate Nominal Value of issued shares £689,786 236.50	Aggregate Nominal Value of issued shares
>	Total shares issued and value	Total number of shares issued 2 759.144,946	Total number of shares issued
	If any of the details are wrong, strike them through and fill in the correct details in the "Amended details" column	Total Nominal value of shares issued £689.786.236.50	Total Nominal value of shares issued

> At the date of this Annual Return, if the company has altered or changed its share capital in any way or allotted new shares, please refer to the guidance notes for details of the appropriate form that should be sent with this Annual Return. Annual return guidance notes are available on the Companies House web site at www.companieshouse.gov.uk or by ringing 0870 3333636.

Section 4: Details of Shareholders

- > The details we hold on your company's shareholders and their shareholdings are printed below. These are based on your last Annual Return
- > If any details have changed, or if any shares have been transferred, please fill in the details in the "Amended details" or "Shares transferred" column
- > Please give details of any other shareholders in Section 5

Cı	irrent details		Amended details		Shares	ransferr	ed
> Shareholder Name Susanne Margaret BUNN		int.	Name				
			Address				
	Address Azalea 167 High Street North Berkhamsted	church			Shares tra Susanne	ansferred Margaret	
	Herts HP4 3QT		UK Postcode Shares held				
	Number 1	Class				Date of transfer	
>	Shareholder Name DIAGEO HOLDINGS LIMITED		Name				
			Address				
	Address 8 Henrietta Place London W1G ONB					ansferred HOLDING	
			UK Postcode				
	Shares held Class Ordinary 275	<i>Number</i> 59144945	Shares held Class	Number			Date of transfer
							!!

Section 5: Details of Other Shareholders

- Please fill in details of any persons or corporate bodies who are shareholders of the company at the date of this return, but whose details are not printed in Section 4
- Also, provide the details of any persons who became but have ceased to be shareholders of the company since the date of the last annual return
- > For jointly held shares please list those joint shareholders consecutively on the form. If a joint shareholder also holds shares in their own right, list that holding separately.
- Please copy this page if there is not enough space to enter all the company's other shareholders

Shareholders details	Class and number of shares or amount of stock held	Class and number of shares or amount of stock transferred (If appropriate)	registration
Name			
Address		•	
UK Postcode			
Name			
Address			
<u></u>			
UK Postcode			
Name			
Address			
UK Postcode			
Name			
Address			
UK Postcode			



363s Annual Return Declaration

- > When you have checked all the sections of this form, please complete this page and sign the declaration below
- > If you want to change the made up date of this annual return, please complete 2 below

1. Declaration			
I confirm that the	details in this annually) I enclose the fili	al return are correct as at the made-up-date ng fee of £30	
Signature	Juden	Date	
	Director / Secretary)	This date must not be earlier than the return date at 2 below	
	nge then send the wi e address shown at	hole of the Annual Return and the 4 below	
2. Date of this	return		
This AR is made up to 2/3/2006 If you are making this return up to an earlier day please give the date here			
	-	_1 1	
	Note The	form must be delivered to CH within 28 days of this date	
3. Date of next	return		
		rn to a date earlier than 2nd March 2007	
please give the r	ew date here		
	-	_/	
4. Where to se	nd this form		
Please return thi	s form to		
Registrar of Com	ipanies	For members of the Hays Document	
Companies Hous	•	Exchange service	
Crown Way Cardff CF14 3U	Z	DX 33050 Cardiff	
Have year engle	and the filing for y	vith the company number written on the	
reverse of the C		nai tile company named uniter on the	
Contact Addres			
Companies House to	contact you if there	rmation below, but if you do, it will help e is a query on the form. The contact o searchers of the public record.	
Contact Name	,	Telephone number inc code	
Address		DX number if applicable	
		DX exchange	

Postcode

Grand Metropolitan Public Limited Company – Registered No 291848 List of worldwide subsidiaries as at 2 March 2006

Name

AGS Insurance Company Limited

Bullard & Sons, Limited

Diageo (France) S A S

Diageo Corporate Officer A Limited

Diageo Corporate Officer B Limited

Diageo Funding Company No 1 Limited

Diageo Funding Company No 2 Limited

Diageo Great Britain Limited

Diageo Healthcare Limited

Diageo Sub 3 Limited

Grand Hotels (Mayfair) Limited

Grand Metropolitan (Leasing) Limited

Grand Metropolitan Capital Company Limited

Grand Metropolitan Cardholders Limited

Grand Metropolitan Estates Limited

Grand Metropolitan Holdings Limited

Grand Metropolitan Innovation Limited

Grand Metropolitan International Holdings Limited

Grand Metropolitan Investments Limited

Grand Metropolitan Irish Pension Trust Limited

Grand Metropolitan Training Limited

Grandmet Foods (UK) Limited

GrandMet Limited

Montrue Limited

Pet (UK) Limited

Precis (175) Limited

Trafalgar Metropolitan Homes Limited

Troubleshooters Limited

United Distillers & Vintners (HP) Limited