

498135

GEO G SANDEMAN SONS & CO LIMITED

Report and Financial Statements

31 December 2004



Geo G Sandeman Sons & Co Limited

Registered no. 498135

DIRECTORS

F C Guedes
S C Guedes
F J G V Souto
G T D Sandeman

SECRETARY

J Antunes

AUDITORS

PricewaterhouseCoopers LLP
No 1 Embankment Place
London
WC2N 6RH

REGISTERED OFFICE

400 Capability Green
Luton
Beds
LU1 3LU

Geo G Sandeman Sons & Co Limited

DIRECTORS' REPORT

The directors present their report and the financial statements for year ended 31 December 2004.

PRINCIPAL ACTIVITY

The company did not trade during the period. The company is the holder of the Royal Warrant in relation to port and sherry sold under the Sandeman trade name.

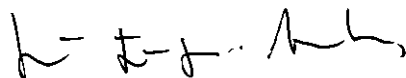
DIRECTORS

The directors who held office throughout the year are shown on page 2. F C Guedes and S C Guedes each held 11,567 shares in Sogrape Holding SGPS at 31 December 2004 and 11,976 shares at 31 December 2003. No other director had any interest in the shares of the company or any other group company which requires to be disclosed under the Companies Act 1985.

AUDITORS

A resolution to reappoint PricewaterhouseCoopers LLP will be put to the members at the forthcoming Annual General Meeting.

By order of the board



J Antunes
Secretary

Geo G Sandeman Sons & Co Limited

STATEMENT OF DIRECTOR'S RESPONSIBILITIES IN RESPECT OF THE FINANCIAL STATEMENTS

Company law requires the directors to prepare financial statements for each financial year which 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 those 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 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 proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985. 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

INDEPENDENT AUDITORS' REPORT

To the members of Geo G Sandeman Sons & Co Limited

We have audited the company's financial statements for the year ended 31 December 2004 which comprise the Balance Sheet and the related notes 1 to 4. These financial statements have been prepared on the basis of the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with Section 235 of the Companies Act 1985. 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 described in the Statement of Directors' Responsibilities the company's directors are responsible for the preparation of the financial statements in accordance with applicable United Kingdom law and accounting standards.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards issued by the Auditing Practices Board. This report, including the opinion, has been prepared for and only for the company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the Directors' Report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

BASIS OF AUDIT OPINION

We conducted our audit in accordance with United Kingdom Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

INDEPENDENT AUDITORS' REPORT

To the members of Geo G Sandeman Sons & Co Limited

OPINION

In our opinion the financial statements give a true and fair view of the state of affairs of the company as at 31 December 2004 and have been properly prepared in accordance with the Companies Act 1985.

PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
Registered Auditor
London

1 March 2005

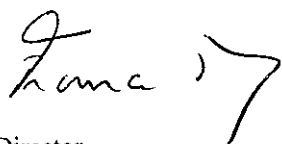
Geo G Sandeman Sons & Co Limited

BALANCE SHEET at 31 December 2004

| | <i>Notes</i> | <i>2004</i> € | <i>2003</i> € |
|-----------------------------|--------------|------------------|------------------|
| CAPITAL AND RESERVES | | | |
| Called up share capital | 3 | 156 | 156 |
| Profit and loss account | 2 | (156) | (156) |
| | | <hr/> | <hr/> |
| | | - | - |
| | | <hr/> | <hr/> |

The notes on page 8 are part of these accounts.

Approved by the board on 24th February 2005 and signed on its behalf by



Director

Geo G Sandeman Sons & Co Limited

NOTES TO THE FINANCIAL STATEMENTS

at 31 December 2004

1. ACCOUNTING POLICIES

Accounting convention

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards.

Accounting currency

The company is a subsidiary of the Sogrape Group. The operating currency of the group is Euros and the accounts of the company have been stated in that currency.

2. PROFIT AND LOSS

The company had no transactions during the year and has made neither a profit nor a loss. No profit and loss account has therefore been prepared. The company's administrative expenses are absorbed by its immediate parent undertaking, Portugal Venture Limited.

3. SHARE CAPITAL

| | <i>Authorised</i> | |
|---|-------------------|-------------------|
| | <i>2004</i> | <i>2003</i> |
| | € | € |
| Ordinary shares of £1 each | 156 | 156 |
| | <u> </u> | <u> </u> |
| <i>Allotted, called up and fully paid</i> | | |
| | <i>2004</i> | <i>2003</i> |
| | € | € |
| Ordinary shares of £1 each | 156 | 156 |
| | <u> </u> | <u> </u> |

4. ULTIMATE PARENT UNDERTAKING

The immediate parent undertaking is Portugal Venture Limited and the group company preparing group financial statements which are publicly available and which include Geo G Sandeman Sons & Co Limited, is Sogrape Investimentos SGPS, SA, a company registered in Portugal, whose accounts may be obtained from Lugar da Aldeia Nova, Apartado 3032, 4431-852 Avintes, Vila Nova de Gaia, Portugal.

The ultimate parent undertaking is Guedes, Carmo e Silva – SGPS, Lda, a company registered in Portugal.