

GrandMet Limited

Financial statements 30 June 2004

Registered number 1002487



GrandMet Limited
Year ended 30 June 2004

Directors' report

The directors have pleasure in submitting their annual report, together with the audited financial statements for the year ended 30 June 2004.

Activities

There were no transactions in the year under review other than the payment of interest to a fellow group undertaking (Diageo Finance plc). The directors foresee no changes in the company's activities.

Financial

The results for the year ended 30 June 2004 are shown on page 7. The directors do not recommend the payment of a dividend (2003 – £nil). The loss for the year transferred from reserves is £4,000 (2003 - £3,000 loss).

Directors

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

P S Binning	(resigned 3 October 2003)
S M Bunn	
R Rajagopal	(appointed 3 October 2003)
J A Southern	

Directors' emoluments

None of the directors received any remuneration during the year in respect of their services as directors of the company (2003 - £nil).

Directors' interests

No directors had any interest, beneficial or non-beneficial, in the share capital of the company or had a material interest during the year in any significant contract with the company or any subsidiary.

The directors who held office at the end of the financial year had the following beneficial interests in the ordinary shares of 28¹⁰¹/₁₀₈ pence each in the ultimate parent company, Diageo plc:

GrandMet Limited
Year ended 30 June 2004

Directors' report (continued)

Directors' interests (continued)

(i) Ordinary shares

	Ordinary shares	
	At beginning of year (or date of appointment)	At end of year
S M Bunn	3,351	1,088
R Rajagopal	912	3,810
J A Southern	35,384	36,395

(ii) Options

	Options over ordinary shares			
	At beginning of year (or date of appointment)	Granted in year	Exercised during year	At end of year
S M Bunn	30,743	15,959	(383)	46,319
R Rajagopal	97,459	28,011	(4,754)	120,716
J A Southern	82,332	14,037	(1,893)	94,476

The directors held the above options under Diageo plc share option schemes at prices between 402 pence and 759 pence per ordinary share exercisable between 2004 and 2013. The options are granted at market value on the date the option is granted and the option price is payable when the option is exercised.

The mid-market share price of Diageo plc shares fluctuated between 625 pence and 780 pence per share during the year. The mid-market share price on 30 June 2004 was 744 pence.

At 30 June 2004 all the directors had an interest in 21,109,889 shares and 7,710,285 shares subject to call options held by trusts to satisfy grants made under Diageo incentive plans and savings related share option schemes.

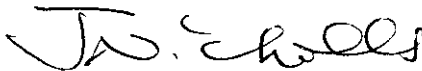
GrandMet Limited
Year ended 30 June 2004

Directors' report (continued)

Auditor

The company has taken advantage of Section 386(1) of the Companies Act 1985, as amended, to dispense with the obligation to appoint an auditor annually. 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 2004.

By order of the board



J Nicholls
Secretary
8 Henrietta Place
London
W1G 0NB

16 December 2004

Statement of directors' responsibilities in relation to the financial statements

The following statement, which should be read in conjunction with the independent auditor's report on page 6, is made with a view to distinguishing for shareholders the respective responsibilities of the directors and of the auditor in relation to the financial statements.

The directors are required by the Companies Act 1985 to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit or loss of the company for the financial year.

The directors, in preparing the financial statements, consider that the company has used appropriate accounting policies, consistently applied and supported by reasonable and prudent judgements and estimates, that all applicable accounting standards have been followed and that it is appropriate to prepare the financial statements on a going concern basis.

The directors have responsibility for ensuring that the company keeps accounting records which disclose with reasonable accuracy the financial position of the company and which enable them to ensure that the financial statements comply with the Companies Act 1985.

The directors have general responsibility for taking such steps that 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 GrandMet Limited

We have audited the financial statements on pages 7 to 10.

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 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 the directors and auditors

The directors are responsible for preparing the directors' report and, as described on page 5, the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibilities, as independent auditor, are established in the United Kingdom by statute, the Auditing Practices Board and by our profession's ethical guidance.

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.

Basis of opinion

We conducted our audit in accordance with 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.

Opinion

In our opinion the financial statements give a true and fair view of the state of the company's affairs as at 30 June 2004 and of its loss for the year then ended, and have been properly prepared in accordance with the Companies Act 1985.

KPMG Audit Plc

KPMG Audit Plc
Chartered Accountants
Registered Auditor
London

16 December 2004

GrandMet Limited
Year ended 30 June 2004

Profit and loss account

		Year ended 30 June 2004 £'000	Year ended 30 June 2003 £'000
	<i>Note</i>		
Interest payable to group undertaking – Diageo Finance plc		<u>(4)</u>	<u>(3)</u>
Loss on ordinary activities before taxation		<u>(4)</u>	<u>(3)</u>
Taxation on loss on ordinary activities	3	<u>-</u>	<u>-</u>
Loss for the financial year transferred from reserves		<u><u>(4)</u></u>	<u><u>(3)</u></u>

There are no recognised gains or 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.

GrandMet Limited
Year ended 30 June 2004

Balance Sheet

		30 June 2004 £'000	30 June 2003 £'000
	<i>Notes</i>		
Current asset			
Debtor – amount owed by parent undertaking (Grand Metropolitan Public Limited Company) due within one year		13,688	13,688
Creditor: due within one year			
Amount owed to group undertaking (Diageo Finance plc)		<u>(65)</u>	<u>(61)</u>
Net current assets		<u>13,623</u>	<u>13,627</u>
Capital and reserves			
Called up share capital	4	9,910	9,910
Profit and loss account	5	<u>3,713</u>	<u>3,717</u>
Equity shareholders' funds		<u>13,623</u>	<u>13,627</u>

These financial statements on pages 7 to 10 were approved by the board of directors on 16 December 2004 and were signed on its behalf by:



R Rajagopal,
Director

Notes to the financial statements

1. Accounting policies

The following accounting policies have been applied consistently in dealing with items which 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.

2. Operating costs

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 (2003 - £nil).

Details of the directors' share interests and any share options exercised during the year are included within the directors' report on pages 2 and 3.

The auditor's remuneration was paid on behalf of the company by a fellow group undertaking. There were no fees payable to the auditor in respect of non-audit fees (2003 - £nil).

3. Taxation

	Year ended 30 June 2004 £'000	Year ended 30 June 2003 £'000
Factors affecting the current tax charge for the year:		
Loss on ordinary activities before taxation	_(4)	_(3)
UK corporation tax at 30% (2003 - 30%) on the loss for the year on ordinary activities	(1)	(1)
Group relief surrendered for nil consideration	<u>1</u>	<u>1</u>
	<u>=</u>	<u>=</u>

GrandMet Limited
Year ended 30 June 2004

Notes to the financial statements (continued)

4. Called up share capital

	30 June 2004 £'000	30 June 2003 £'000
Authorised, allotted, called up and fully paid		
Equity - 9,909,800 unclassified shares of £1 each	<u>9,910</u>	<u>9,910</u>

The shares are entitled to one vote per share.

5. Reserves

	Profit and loss account £'000
At 30 June 2003	3,717
Loss for the year	<u>(4)</u>
At 30 June 2004	<u>3,713</u>

6. Reconciliation of movement in shareholders' funds

	30 June 2004 £'000	30 June 2003 £'000
Loss on ordinary activities after taxation	<u>(4)</u>	<u>(3)</u>
Net reduction in shareholders' funds	<u>(4)</u>	<u>(3)</u>
Shareholders' funds at beginning of year	<u>13,627</u>	<u>13,630</u>
Shareholders' funds at end of year	<u>13,623</u>	<u>13,627</u>

7. Immediate and ultimate parent undertaking

The immediate parent undertaking of the company is Grand Metropolitan Public Limited Company, a company incorporated and registered in England.

The ultimate parent undertaking of the company is Diageo plc, a company incorporated and registered in England. The consolidated financial statements of Diageo plc can be obtained from the Registered Office at 8 Henrietta Place, London W1G 0NB.