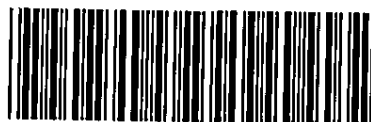


Grand Metropolitan Capital Company Limited

Financial statements 30 June 2007

Registered number 3249862

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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 2007

Activities

The company is an investment holding company. The directors foresee no material changes in the nature of the company's activities.

Financial

The results for the year ended 30 June 2007 are shown on page 5. The profit for the year transferred to reserves is £28,935,000 (2006 - £27,561,000).

A dividend of £27,259,000 was paid during the year (2006 - £73,340,000).

Directors

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

S M Bunn
C D Coase
G P Crickmore (appointed 28 June 2007)
M C Flynn (appointed 3 October 2006)
J Kyne (appointed 28 June 2007)
M J Lester (resigned 31 August 2006)
D A Mahlan (appointed 27 April 2007)
C R R Marsh (appointed 3 October 2006)
S C Moore (appointed 28 June 2007)

C R R Marsh resigned as a director of the company on 30 September 2007.

Directors' emoluments

None of the directors received any remuneration during the year in respect of their services as directors of the company (2006 - £nil).

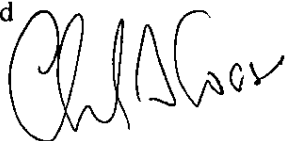
Directors' report (continued)

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 2007.

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



C D Coase
Director
8 Henrietta Place
London
W1G 0NB

20 December 2007

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)

The financial statements are required by law to 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 proper accounting records that disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that its financial statements comply with the Companies Act 1985. 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 Grand Metropolitan Capital Company Limited

We have audited the financial statements of Grand Metropolitan Capital Company Limited for the year ended 30 June 2007, which comprise the Profit and Loss account, the Balance Sheet and the related notes. These financial statements have been prepared under 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 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

The directors' responsibilities for preparing the financial statements in accordance with applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities on page 3. Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

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 whether in our opinion the information given in the Directors' Report is consistent with the financial statements. In addition, we report to you if, in our opinion, 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 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 International Standards on Auditing (UK and Ireland) 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, in accordance with UK Generally Accepted Accounting Practice, of the state of the company's affairs as at 30 June 2007 and of its profit for the year then ended,
- the financial statements have been properly prepared in accordance with the Companies Act 1985, and
- the information given in the Directors' Report is consistent with the financial statements.

KPMG Audit Plc

KPMG Audit Plc
Chartered Accountants
Registered Auditor
London
20 December 2007

Profit and loss account

	<i>Notes</i>	Year ended 30 June 2007	Year ended 30 June 2006
		£'000	£'000
Interest receivable from fellow group undertakings	3	28,935	24,563
Profit on ordinary activities before taxation	1, 2	28,935	24,563
Taxation on profit on ordinary activities	4	-	2,998
Profit for the financial year		28,935	27,561

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

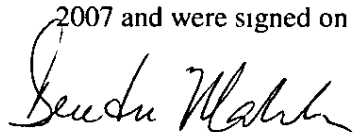
There is no difference between the results for the years shown in the profit and loss account and the results for the relevant years restated on an historical cost basis

All results arise from continuing operations

Balance sheet

	<i>Notes</i>	30 June 2007		30 June 2006	
		£'000	£'000	£'000	£'000
Fixed assets					
Investments	6		2,561,500		2,561,500
Current assets					
Debtors due within one year	7	505,903		577,566	
Creditors due within one year	8	(8,624)		(81,963)	
Net current assets			497,279		495,603
Net assets			3,058,779		3,057,103
Capital and reserves					
Called up share capital	9		3,005,000		3,005,000
Profit and loss account	10		53,779		52,103
Shareholders' funds	11		3,058,779		3,057,103

These financial statements on pages 5 to 11 were approved by the board of directors on 20 December 2007 and were signed on its behalf by



D A Mahlan
Director

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

The accounting policies of the company are consistent with those applied last year

Basis of preparation

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

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 228 of the Companies Act 1985 as its results are included in the published consolidated financial statements of Diageo plc

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 provision for impairment in value where such impairment is expected by the directors to be permanent

Notes to the financial statements

1. Operating costs

The auditor's remuneration was paid on behalf of the company by a fellow group undertaking. Fees in respect of services provided by the auditors were: Statutory audit £4,000 (2006 - £4,000), Group audit £nil (2006 - £nil) and other non-audit work £nil (2006 - £nil).

2. Directors and employees

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 (2006 - £nil).

3. Interest receivable

	Year ended 30 June 2007 £'000	Year ended 30 June 2006 £'000
Interest receivable on loans to fellow group undertakings	28,935	24,563

4. Taxation

	Year ended 30 June 2007 £'000	Year ended 30 June 2006 £'000
Factors affecting current tax credit for the year		
Profit on ordinary activities before taxation	28,935	24,563
Taxation on profit on ordinary activities at UK corporation tax rate of 30% (2006 - 30%)	(8,681)	(7,369)
Group relief received for nil consideration	8,681	7,369
Adjustment in respect of prior years	-	2,998
Current ordinary tax credit for the year	-	2,998

5. Dividends

	Year ended 30 June 2007 £'000	Year ended 30 June 2006 £'000
Equity shares Approved Dividend	27,259	73,340

Notes to the financial statements (continued)

6. Fixed assets - investments

	Subsidiary undertakings £'000
Cost and net book value	
At 30 June 2006 and 30 June 2007	2,561,500

The subsidiary undertaking and the percentage of equity owned are as follows

	Country of incorporation	Principal activity	Class and percentage of shares held
<i>Direct holding</i>			
Subsidiary undertaking			
Grand Metropolitan (Cayman Islands) Limited	Cayman Islands	Dormant	Ordinary Shares – 100%

The investment in subsidiary undertakings is held at cost less, where appropriate, provision for impairment in value

In the opinion of the directors, the investment in the company's subsidiary undertaking is worth at least the amount at which it is stated in the financial statements

7. Debtors

	30 June 2007 £'000	30 June 2006 £'000
Corporation Tax	2,997	2,997
Amounts owed by fellow group undertakings		
Diageo Finance plc	502,906	574,569
	505,903	577,566

All amounts owed by fellow group undertakings fall due within one year and bear interest at a floating rate. The remaining balance is interest free.

Notes to the financial statements (continued)

8. Creditors: due within one year

	30 June 2007	30 June 2006
	£'000	£'000
Amounts owed to fellow group undertakings		
Diageo plc	4,307	4,307
Grand Metropolitan Public Limited Company	2,227	63,363
Diageo Great Britain Limited	2,090	2,090
Justerini & Brooks, Limited	-	12,203
	8,624	81,963

All amounts are interest free

9. Share capital

	30 June 2007	30 June 2006
	£'000	£'000
<i>Authorised</i>		
3,500,000,000 ordinary shares of £1 each	3,500,000	3,500,000
<i>Allotted, called up and fully paid:</i>		
3,005,000,000 ordinary shares of £1 each	3,005,000	3,005,000

10. Reserves

	Profit and loss account £'000
At 30 June 2006	52,103
Profit for the year	28,935
Dividend paid	(27,259)
At 30 June 2007	53,779

Notes to the financial statements (continued)

11. Reconciliation of movement in shareholders' funds

	30 June 2007 £'000	30 June 2006 £'000
Shareholders' funds at the beginning of the year (as previously reported)	3,057,103	3,029,542
Prior year adjustment	-	73,340
	<hr/>	<hr/>
Shareholders' funds at the beginning of the year	3,057,103	3,102,882
Profit for the financial year	28,935	27,561
Dividends	(27,259)	(73,340)
	<hr/>	<hr/>
Shareholders' funds at end of year	3,058,779	3,057,103
	<hr/>	<hr/>

12. Immediate and ultimate parent undertaking

The immediate parent undertaking of the company is Grand Metropolitan Public Limited Company (83.4% shareholding), 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