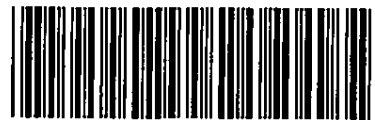


Company Registration No. 03771147 (England and Wales)

ALLIED DOMECQ LTD
DIRECTORS' REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2012

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ALLIED DOMEQ LTD

COMPANY INFORMATION

Directors	I Fitzsimons A Hamilton-Stanley H Fetter S Macnab
Company number	03771147
Registered office	Chivas House 72 Chancellors Road Hammersmith London W6 9RS
Auditors	Mazars LLP 90 St Vincent Street Glasgow G2 5UB

ALLIED DOMEQ LTD

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ALLIED DOMECQ LTD

DIRECTORS' REPORT

FOR THE YEAR ENDED 30 JUNE 2012

The directors present their report and financial statements for the year ended 30 June 2012

Principal activities and review of the business

The principal activity of the entity continued to be that of an intermediate holding company

Results and dividends

The results for the year are set out on page 5

The Company made a profit of £80m in the year Dividend income of £88m was reduced by interest payments of £8m

On 30 May 2012, the Company issued new loan notes of £1,881m and £443m to Allied Domecq Overseas (Europe) Limited and Allied Domecq (Holdings) Limited respectively These companies transferred their shareholdings in J R Phillips & Co Limited (formerly PR Goal 4 Limited) as consideration for the loan notes

On 30 May 2012, the Company made a bonus issue of 8,673,730,542,350 A ordinary shares of 25/670 pence from the share premium account, merger reserve and other reserves representing an increase to share capital of £3,236m On 27 June 2012, on the approval of the High Court, the Company reduced its share capital by cancelling and extinguishing 9,380,000,000,000 A ordinary shares of 25/670 pence representing a £3,500m reduction in capital

The Directors declared and paid a dividend of £87,766,000 for the year ended 30 June 2012 (year ended 30 June 2011 £nil)

Post balance sheet events

On 1 July 2012, the Company issued 1,688,043,139,240 A Ordinary shares of 25/670 pence each at par value to its parent Goal Acquisitions Limited On 5 July 2012, a further 56,842,497,750 A Ordinary shares of 25/670p each were issued at par value to its parent Goal Acquisitions Limited

On 28 August 2012, the Company sold its 216,219,810 A preference shares and 37,216,199 B preference shares in J R Phillips & Co Limited (formerly PR Goal 4 Limited) to Goal Acquisition (Holdings) Limited for EUR 2,923,327,000 On the same day, the Company declared and paid a dividend of EUR 2,923,327,000 to its parent Goal Acquisitions Limited

On 3 January 2013, the Company paid a dividend of EUR 46,060,000 to its parent Goal Acquisitions Limited

Directors

The following directors have held office since 1 July 2011

I Fitzsimons

A Jetha

(Resigned 27 April 2012)

A Hamilton-Stanley

H Fetter

S Macnab

Auditors

Mazars LLP continue in office in accordance with section 485 of the Companies Act 2006

ALLIED DOMEQ LTD

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2012

Statement of directors' responsibilities

The directors are responsible for preparing the Directors' Report and 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 the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). 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 accounting 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,
- 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 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.

Statement of disclosure to auditors

(a) so far as the directors are aware, there is no relevant audit information of which the company's auditors are unaware, and

(b) they have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

The report of the directors has been prepared in accordance with the special provisions relating to companies subject to the small companies regime within Part 15 of the Companies Act 2006.

On behalf of the board



S Macnab

Director

7 March 2013

ALLIED DOMEQC LTD

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF ALLIED DOMEQC LTD

We have audited the financial statements of Allied Domecq Ltd for the year ended 30 June 2012 comprising the Profit & Loss Account, Balance Sheet and related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Respective responsibilities of directors and auditors

As explained more fully in the Directors' Responsibilities Statement set out on pages 1 - 2, 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 and express an opinion on 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. 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.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 30 June 2012 and its profit for the year then ended
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

ALLIED DOMECQ LTD

INDEPENDENT AUDITORS' REPORT (CONTINUED)

TO THE MEMBERS OF ALLIED DOMECQ LTD

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



Richard Metcalfe (Senior Statutory Auditor)
for and on behalf of Mazars LLP

7 March 2013

Chartered Accountants and Statutory Auditor

90 St Vincent Street
Glasgow
G2 5UB

ALLIED DOMEQ LTD

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 30 JUNE 2012

	Notes	2012 £000	2011 £000
Operating result	2	-	-
Interest receivable and similar income	3	87,766	-
Interest payable and similar charges	4	(7,781)	-
Profit on ordinary activities before taxation		79,985	-
Tax on profit on ordinary activities	5	-	-
Profit for the year	11	79,985	-

The profit and loss account has been prepared on the basis that all operations are continuing operations

There are no recognised gains and losses other than those passing through the profit and loss account

Accordingly, no Statement of Total Recognised Gains and Losses is presented

ALLIED DOMEcq LTD

BALANCE SHEET

AS AT 30 JUNE 2012

	Notes	2012 £000	2011 £000
Fixed assets			
Investments	7	6,413,251	4,088,755
Creditors amounts falling due within one year	8	(2,329,926)	(85,360)
Net current liabilities		(2,329,926)	(85,360)
Total assets less current liabilities		4,083,325	4,003,395
Creditors: amounts falling due after more than one year	9	(87,711)	-
		<u>3,995,614</u>	<u>4,003,395</u>
Capital and reserves			
Called up share capital	10	13,110	276,643
Share premium account	11	-	164,938
Merger reserve	11	-	2,420,218
Other reserves	11	-	651,311
Profit and loss account	11	<u>3,982,504</u>	<u>490,285</u>
Shareholders' funds	12	<u>3,995,614</u>	<u>4,003,395</u>

Approved by the Board and authorised for issue on 7 March 2013



S Macnab
Director

Company Registration No. 03771147

ALLIED DOMEQ LTD

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2012

1 Accounting policies

1.1 Accounting convention

The financial statements are prepared under the historical cost convention

The accounts have been prepared on a going concern basis. Amounts due to group companies are included in creditors due within one year as they are technically payable on demand. However, request for payment of these amounts is unlikely to be received in a period of less than one year.

1.2 Compliance with accounting standards

The financial statements are prepared in accordance with applicable United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), which have been applied consistently (except as otherwise stated).

1.3 Investments

Fixed asset investments are stated at cost less provision for impairment.

1.4 Deferred taxation

Deferred taxation is provided at appropriate rates on all timing differences which result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at future dates, at rates expected to apply when they crystallise based on current tax rates and law.

Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in the financial statements.

Deferred tax is not provided on timing differences arising from the revaluation of fixed assets where there is no commitment to sell the asset, or on unremitted earnings of subsidiaries and associates where there is no commitment to remit these earnings.

Deferred tax assets are recognised to the extent that it is regarded as more likely than not they will be recovered. Deferred tax assets and liabilities are not discounted.

1.5 Group accounts

The financial statements contain information about the Company as an individual undertaking and do not contain consolidated financial information as the parent of a group. The Company is exempt under section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements as it is and its subsidiary undertakings are included in the consolidated financial statements of its ultimate parent undertaking, Pernod Ricard S A, a company incorporated in France.

1.6 Cash flow statement

In accordance with Financial Reporting Standard No1 (Revised) the Company is exempt from preparing a cash flow statement as its ultimate parent undertaking, Pernod Ricard S A, has included a cash flow statement in its financial statements which are publicly available.

1.7 Current taxation

Corporation tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted by the balance sheet date.

2 Operating result

The auditors' remuneration for the current and prior year has been borne by a fellow group company.

ALLIED DOMECQ LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 JUNE 2012

3	Investment income	2012	2011
		£000	£000
	Income from shares in subsidiary company	87,766	-
4	Interest payable and similar charges	2012	2011
		£000	£000
	On amounts payable to group companies	7,781	-
5	Taxation	2012	2011
		£000	£000
	Total current tax	-	-
	Factors affecting the tax charge for the year		
	Profit on ordinary activities before taxation	79,985	-
	Profit on ordinary activities before taxation multiplied by standard rate of UK corporation tax of 25 50% (2011 - 27 50%)	20,396	-
	Effects of		
	Income not taxable	(22,380)	-
	Group relief claimed for nil consideration	1,984	-
		(20,396)	-
	Current tax charge for the year	-	-

The tax credit for the year to 30 June 2012 has been reduced by £1,984,000 (2011 £nil) in respect of group relief surrendered to group undertakings for nil consideration

A number of changes to the UK corporation tax system were announced in the March 2012 Budget Statement. The Budget 2012 announced the reduction of the main rate of corporation tax from 26% to 24% from 1 April 2012. Further reductions to the main rate are proposed to reduce the rate to 23% by 1 April 2013 and to 21% by 1 April 2014. The reduction to 23% was substantively enacted on 3 July 2012 whereas the reduction to 21% is not expected to be substantively enacted until the Finance Bill 2013 has passed through the final reading in the House of Commons in the summer of 2013. As these further changes fall after the balance sheet date, they are not included in these financial statements. The changes are not expected to have a material cash impact on the Company.

ALLIED DOMECQ LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 JUNE 2012

6	Dividends	2012 £000	2011 £000
	Ordinary interim paid 25 June 2012	87,766	-

7 Fixed asset investments

	Shares in subsidiary undertakings £000
Cost	
At 1 July 2011	4,088,755
Additions	2,324,496
At 30 June 2012	6,413,251
Net book value	
At 30 June 2012	6,413,251
At 30 June 2011	4,088,755

Holdings of more than 20%

The company holds more than 20% of the share capital of the following companies

Company	Country of registration or incorporation	Class	Shares held %
Allied Domecq (Holdings) Limited	England & Wales	Ordinary	100 00
J R Phillips & Co Limited *	England & Wales	A Preference	100 00
J R Phillips & Co Limited *	England & Wales	B Preference	100 00
Allied Domecq International Finance Company	Ireland	Ordinary	100 00
Allied Domecq Pensions Limited	England & Wales	Ordinary	100 00

* formerly PR Goal 4 Limited

On 30 May 2012, the Company acquired the entire preference share capital of J R Phillips & Co Limited (formerly PR Goal 4 Limited) from Allied Domecq Overseas (Europe) Limited (ADOE) and Allied Domecq (Holdings) Limited (ADH) as consideration for new loan notes of £1,881m issued to ADOE and £443m issued to ADH

ALLIED DOMECQ LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 JUNE 2012

8	Creditors amounts falling due within one year	2012 £000	2011 £000
	Amounts owed to group companies	2,329,926	85,360

On 30 May 2012, the Company issued loan notes totalling £2,324m that are repayable on demand. The notes have a redemption date of 30 May 2017.

9	Creditors: amounts falling due after more than one year	2012 £000	2011 £000
	Amounts owed to group companies	87,711	-
	Loan maturity analysis		
	In more than two years but not more than five years	87,711	-

10	Share capital	2012 £000	2011 £000
	Allotted, called up and fully paid		
	35,132,652,730 A ordinary shares of 25/670 pence each	13,110	276,643

On 30 May 2012, the Company made a bonus issue of 8,673,730,542,350 A ordinary shares of 25/670 pence from the share premium account, merger reserve and other reserves resulting in an increase to share capital of £3,236,467,000.

On 27 June 2012, the Company reduced its share capital by cancelling and extinguishing 9,380,000,000,000 A ordinary shares of 25/670 pence resulting in a decrease to share capital of £3,500,000,000.

11	Statement of movements on reserves	Share premium account £000	Merger reserve £000	Other reserves £000	Profit and loss account £000
	Balance at 1 July 2011	164,938	2,420,218	651,311	490,285
	Profit for the year	-	-	-	79,985
	Bonus issue of shares	(164,938)	(2,420,218)	(651,311)	-
	Capital reduction	-	-	-	3,500,000
	Dividends paid	-	-	-	(87,766)
	Balance at 30 June 2012	-	-	-	3,982,504

ALLIED DOMEcq LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 JUNE 2012

12 Reconciliation of movements in shareholders' funds	2012 £000	2011 £000
Profit for the financial year	79,985	-
Dividends paid	(87,766)	-
Net depletion in shareholders' funds	(7,781)	-
Opening shareholders' funds	4,003,395	4,003,395
Closing shareholders' funds	3,995,614	4,003,395

13 Contingent liabilities

Allied Domecq Limited continues to provide a guarantee to the holders of the Allied Domecq Financial Services Limited bonds, whose amount was £250,362,000 at 30 June 2012 (30 June 2011 £249,991,000). Both companies are within the Pernod Ricard S A Group.

14 Employees

Number of employees

There were no employees during the year (2011 nil).

The directors received no remuneration during the year to 30 June 2012 in respect of their services to the Company (30 June 2011 £nil).

15 Control

The ultimate parent undertaking and controlling party is Pernod Ricard S A, a company incorporated in France. Copies of its annual report may be obtained from 12 Place Des Etats-Unis, 75783 Paris, Cedex 16, France. This is the largest and smallest group into whose consolidated accounts the Company's financial information is consolidated.

16 Related party transactions

The Company is included in the consolidated financial statements of Pernod Ricard S A, which are publicly available. Consequently, the Company has taken advantage of the exemption under the terms of Financial Reporting Standard No 8 from disclosing transactions with entities that are part of the Pernod Ricard S A group.

ALLIED DOMECQ LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 JUNE 2012

17 Post balance sheet events

On 1 July 2012, the Company issued 1,688,043,139,240 A Ordinary shares of 25/670 pence each at par value to its parent Goal Acquisitions Limited. On 5 July 2012, a further 56,842,497,750 A Ordinary shares of 25/670p each were issued at par value to its parent Goal Acquisitions Limited.

On 28 August 2012, the Company sold its 216,219,810 A preference shares and 37,216,199 B preference shares in J R Phillips & Co Limited (formerly PR Goal 4 Limited) to Goal Acquisition (Holdings) Limited for EUR 2,923,327,000. On the same day, the Company declared and paid a dividend of EUR 2,923,327,000 to its parent Goal Acquisitions Limited.

On 3 January 2013, the Company paid a dividend of EUR 46,060,000 to its parent Goal Acquisitions Limited.