

# **S & B Production Limited**

## **Financial statements 30 June 2012**

Registered number: NI 042257

28 MAR 2013

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## **Directors' report and financial statements**

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## **Directors and other information**

### **Directors**

Mr. G. Crickmore  
Mr. M. Hailes  
Mr. D. Heginbottom  
Mr. S. Lorimer  
Ms. S. Moore  
Mr. P. Tunnacliffe

### **Registered office**

58 Boucher Road  
Belfast  
BT12 6HR  
Northern Ireland

### **Company secretary**

Mrs. C. McCormick

### **Auditor**

KPMG  
Chartered Accountants  
1 Stokes Place  
St. Stephen's Green  
Dublin 2

## **Directors' report**

The directors have pleasure in submitting their annual report, together with the audited financial statements for the year ended 30 June 2012.

### **Activities**

S&B Production Limited ("the company") provides production services to the drinks industry.

### **Business Review**

*Development and performance of the business of the company during the financial year and position of the company as at 30 June 2012.*

The development and performance of the business of the company (being a toll manufacturer for the production of standard cases of Baileys cream liqueur on behalf of R & A Bailey & Co trading as Diageo Baileys Global Supply) was, for the year ended 30 June 2012, entirely dependent on the respective demands of the Diageo subsidiary with whom it trades.

Turnover, which is solely made up of toll manufacturing income, decreased driven by the operating cost decrease.

Operating costs were decreased by 32% compared to last year. The change was driven by the 8% production volume decrease and lower other external charges compared to the previous financial year.

### *Financial and other key performance indicators*

The principal key performance indicators that are used to assess the performance of the Diageo group as a whole are described in the Operating and Financial Review contained within the annual report of Diageo plc.

### *Principal risks and uncertainties facing the company as at 30 June 2012*

The principal risks and uncertainties facing the company, as a member of the Diageo group, coincide with those facing the group as a whole. These are disclosed in the accounts of Diageo plc which are available as indicated in note 15 to the accounts.

In so far as the company is concerned, since all of its transactions are with fellow members of the Diageo group, the risk of non-performance by counterparties to transactions of the company is considered remote. The company's present activities are remunerated on a cost-plus basis and are therefore not considered to expose the company to significant risks and uncertainties.

## **Directors' report (continued)**

### **Business review (continued)**

#### *Financial risk management*

The company's funding, liquidity and exposure to foreign exchange rate risks, are similar to those facing the Diageo group as a whole and are managed by the group's treasury department. The treasury department uses a combination of derivative and conventional financial instruments to manage these underlying risks.

#### Liquidity risk

In order to maintain liquidity to ensure that sufficient funds are available for ongoing operation and future developments, the company has access to group funding.

### **Going concern**

The company's business activities, together with the factors likely to affect its future development and position, are set out in the business review section of the directors' report on pages 2 to 4. The company is expected to continue to generate positive cash flow for its own account in the foreseeable future. The company participates in the group's centralised treasury arrangements. The directors have no reason to believe that a material uncertainty exists that may cast significant doubt about the ability of the Diageo group to continue as a going concern. On the basis of their assessment, the company's directors have a reasonable expectation that the company will be able to continue in operational existence for the foreseeable future with the support from the group undertakings. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

### **Financial**

The results for the year ended 30 June 2012 are shown on page 7.

The directors do not recommend the payment of a dividend (2011 - £nil). The profit for the year transferred to reserves is £571,000 (2011 - £730,000).

### **Directors**

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

|                    |                             |
|--------------------|-----------------------------|
| Mr. R. Bee         | (resigned 7 December 2011)  |
| Mr. G. Crickmore   |                             |
| Mr. M. Hailes      |                             |
| Mr. D. Heginbottom | (appointed 20 July 2011)    |
| Mr. S. Lorimer     | (appointed 7 December 2011) |
| Ms. S. Moore       |                             |
| Mr. A. Smith       | (resigned 17 October 2011)  |
| Mr. P. Tunnacliffe |                             |

### **Directors' remuneration**

Details of the directors' emoluments are detailed in note 4 of these financial statements.

## **Directors' report (continued)**

### **Auditor**

Pursuant to Section 487 of the Companies Act 2006, the auditor, KPMG, 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 2012.

### **Disclosure of information to auditors**

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 .

  
S Lorimer  
Director

10 December 2012

58 Boucher Road  
Belfast  
BT12 6HR  
Northern Ireland

## **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).

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 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 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 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.



**KPMG**  
**Chartered Accountants**  
1 Stokes Place  
St. Stephen's Green  
Dublin 2  
Ireland

## **Independent auditor's report to the members of S & B Production Limited**

We have audited the financial statements of S & B Production Limited for the year ended 30 June 2012 set out on pages 7 to 18. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice).

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.

### **Respective responsibilities of directors and auditor**

As explained more fully in the directors' responsibilities statement set out on page 5, 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 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.

### **Scope of the audit of the financial statements**

A description of the scope of an audit of financial statements is provided on the APB's website at [www.frc.org.uk/apb/scope/UKNP](http://www.frc.org.uk/apb/scope/UKNP).

### **Opinion on financial statements**

In our opinion the financial statements:

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

### **Opinion on other matters prescribed by the Companies Act 2006**

In our opinion the information given in the director's report for the financial year for which the financial statements are prepared is consistent with the financial statements.

### **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.

Roger Gillespie (Senior Statutory Auditor)  
For and on behalf of KPMG, Statutory Auditor  
Chartered Accountants  
1 Stokes Place  
St. Stephen's Green  
Dublin 2  
Ireland

10 December 2012



## Profit and loss account

|  | <i>Notes</i> | <b>Year ended<br/>30 June 2012<br/>£'000</b> | <b>Year ended<br/>30 June 2011<br/>£'000</b> |
|--|--------------|--|--|
| Turnover   | <i>1</i>     | 5,481  | 8,025  |
| Operating costs                                      | <i>2-3</i>   | (5,207)                                      | (7,623)                                      |
| <b>Operating profit</b>                              |              | <u>274</u>                                   | <u>402</u>                                   |
| Interest payable                                     |              | (101)  | (110)  |
| <b>Profit on ordinary activities before taxation</b> |              | <u>173</u>                                   | <u>292</u>                                   |
| Taxation on profit on ordinary activities            | <i>5</i>     | 398  | 438  |
| <b>Profit for the financial year</b>                 |              | <u><u>571</u></u>                            | <u><u>730</u></u>                            |

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.

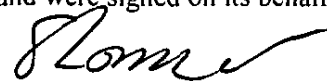
There is no difference between the results for the years shown in the profit and loss account and the results for the relevant years restated on an historical cost basis.

All results arise from continuing operations.

## Balance Sheet

|  |       | 30 June 2012 |         | 30 June 2011 |         |
|--|-------|--------------|---------|--------------|---------|
|  | Notes | £'000        | £'000   | £'000        | £'000   |
| <b>Fixed assets</b>                          |       |              |         |              |         |
| Tangible assets                              | 6     |              | 29,663  |              | 30,166  |
|  |       |              | <hr/>   |              | <hr/>   |
| <b>Current assets</b>                        |       |              |         |              |         |
| Debtors: due within one year                 | 7     | 1,041        |         | 2,446        |         |
|  |       | <hr/>        |         | <hr/>        |         |
|  |       | 1,041        |         | 2,446        |         |
| Creditors: due within one year               | 8     | (7,955)      |         | (9,960)      |         |
|  |       | <hr/>        |         | <hr/>        |         |
| <b>Net current liabilities</b>               |       |              | (6,914) |              | (7,514) |
|  |       |              | <hr/>   |              | <hr/>   |
| <b>Total assets less current liabilities</b> |       |              | 22,749  |              | 22,652  |
|  |       |              | <hr/>   |              | <hr/>   |
| Creditors: due after one year                | 8     |              | (755)   |              | (831)   |
| Provisions for liabilities and charges       | 9     |              | (170)   |              | (568)   |
|  |       |              | <hr/>   |              | <hr/>   |
| <b>Net assets</b>                            |       |              | 21,824  |              | 21,253  |
|  |       |              | <hr/>   |              | <hr/>   |
| <b>Capital and reserves</b>                  |       |              |         |              |         |
| Called up share capital                      | 10    |              | 20,032  |              | 20,032  |
| Profit and loss account                      | 11    |              | 1,792   |              | 1,221   |
|  |       |              | <hr/>   |              | <hr/>   |
| <b>Shareholders' funds</b>                   | 12    |              | 21,824  |              | 21,253  |
|  |       |              | <hr/>   |              | <hr/>   |

These financial statements on pages 7 to 18 were approved by the board of directors on 10 December 2012 and were signed on its behalf by:

  
S Lorimer  
Director

## **Accounting policies**

The following accounting policies have been applied consistently, in dealing with items that are considered material in relation to the company's financial statements.

### **Basis of preparation**

The financial statements are prepared on a going concern basis 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 wholly owned by a member of the Diageo plc group ("group undertakings").

### **Going concern**

The financial statements have been prepared on a going concern basis as a fellow group undertaking has agreed to provide financial support for the foreseeable future.

### **Pensions and other post employment benefits**

The employees of the company are members of the Diageo UK pension plans, which are defined benefit schemes.

It is not possible to allocate the assets and liabilities of the pension plans between individual companies and therefore the company accounts for the plans as a defined contribution scheme. The assets and liabilities of the Diageo UK pension plans are recognised in the Diageo plc consolidated financial statements.

### **Tangible fixed assets**

Tangible fixed assets are stated at original cost less accumulated depreciation. No depreciation is provided on freehold land. The charge for depreciation is calculated to write down the cost of other tangible fixed assets to their estimated residual values by equal annual instalments on a straight line basis over their expected useful lives using the following rates:

|                       |                 |
|-----------------------|-----------------|
| Freehold land         | Not depreciated |
| Buildings             | 20-50 years     |
| Plant & equipment     | 8-20 years      |
| Fixtures and fittings | 5 years         |

### **Leases**

The company is involved in lease agreements which are treated as operating leases with payments taken to the profit and loss account on a straight-line basis over the life of the lease.

## **Accounting policies (continued)**

### **Provisions**

Provisions are liabilities of uncertain timing or amount. A provision is recognised if, as a result of a past event, the company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are calculated on a discounted basis, where the effect is material to the original undiscounted provision. The carrying amounts of provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate.

### **Government grants**

Capital based government grants are included within accruals and deferred income in the balance sheet and credited to the profit and loss account over the estimated useful economic lives of the assets to which they relate.

### **Taxation**

Current tax, including UK corporation tax and overseas tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted at the balance sheet date. Except as otherwise required by FRS 19, deferred tax is provided in full on timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more tax, or a right to pay less tax, in the future. Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date. Any interest or penalties on tax liabilities are provided in the tax charge.

## **Notes to the financial statements**

### **1. Turnover**

The turnover and profit on ordinary activities before taxation are attributable to the production of standard cases of Baileys cream liqueur on behalf of R&A Bailey & Co.

### **2. Operating costs**

|                               | <b>Year ended<br/>30 June 2012<br/>£'000</b> | <b>Year ended<br/>30 June 2011<br/>£'000</b> |
|-------------------------------|--|--|
| Raw materials and consumables | 737  | 709  |
| Other external charges (a)    | 935  | 3,406  |
| Staff costs (note 3)          | 1,768  | 1,771  |
| Depreciation of fixed assets  | 1,843  | 1,813  |
| Government grants amortised   | (76)   | (76)   |
|                               | <hr/>  | <hr/>  |
|                               | 5,207  | 7,623  |
|                               | <hr/>  | <hr/>  |

(a) Other external charges include: operating lease rentals for plant and machinery of £153,356 (2011 - £147,131), write-down of accruals of £660,000 (2011 - £nil) and foreign exchange gain of £544,057 (2011 - £327,150 foreign exchange loss).

Fees in respect of audit services provided by the auditor are £18,068 (2011 - £18,068). Amounts receivable by the auditor in respect of other (non-audit) services have not been disclosed as the information is required to be disclosed on a consolidated basis in the consolidated financial statements of Diageo plc.

### **3. Staff costs**

The average number of employees, including directors, during the year was:

|                | <b>Year ended<br/>30 June 2012</b> | <b>Year ended<br/>30 June 2011</b> |
|----------------|------------------------------------|------------------------------------|
| Production     | 42                                 | 42                                 |
| Administration | 4                                  | 2                                  |
|                | <hr/>                              | <hr/>                              |
|                | 46                                 | 44                                 |
|                | <hr/>                              | <hr/>                              |

## Notes to the financial statements (continued)

### 3. Staff costs (continued)

The aggregate remuneration of all employees comprised:

|                                  | Year ended<br>30 June 2012<br>£'000 | Year ended<br>30 June 2011<br>£'000 |
|----------------------------------|-------------------------------------|-------------------------------------|
| Wages and salaries               | 1,325                               | 1,393                               |
| Employer's social security costs | 141                                 | 132                                 |
| Employer's pension costs         | 302                                 | 246                                 |
|                                  | <hr/>                               | <hr/>                               |
|                                  | 1,768                               | 1,771                               |
|                                  | <hr/>                               | <hr/>                               |

The aggregate of staff costs disclosed is net of reimbursements received from other group undertakings. Staff number represents the total headcount employed by the company. As a consequence the cost per employee is not directly comparable with the staff numbers disclosed.

#### Retirement benefits

The majority of the employees of the company are members of the Diageo UK pension plans, which are defined benefit schemes.

It is not possible to allocate the assets and liabilities of the pension plans between individual companies and therefore the company accounts for it as a defined contribution scheme. The company made cash contributions of £302,069 to the schemes in respect of its employees in the year ended 30 June 2012 (2011 - £246,052).

The assets and liabilities of the Diageo UK pension plans and related disclosures are contained in Diageo plc's annual report for the year ended 30 June 2012. However, the amounts referred to are not all attributable to the company.

## Notes to the financial statements (continued)

### 4. Directors' remuneration

|  | Year ended<br>30 June 2012<br>£'000 | Year ended<br>30 June 2011<br>£'000 |
|--|-------------------------------------|-------------------------------------|
| Directors' remunerations (excluding pension contributions) | 65                                  | -                                   |
| Company contributions to money purchase pension schemes    | 13                                  | -                                   |
|  | <u>78</u>                           | <u>-</u>                            |

The aggregate remuneration of the highest paid director was £78,000 (2011 - £nil). The highest paid director is a member of a UK defined benefit scheme under which his accrued annual pension at the year-end was £13,000 (2011 - £nil).

Some of the directors were paid by fellow group undertakings.

### 5. Taxation on profit on ordinary activities

|   | Year ended<br>30 June 2012<br>£'000 | Year ended<br>30 June 2011<br>£'000 |
|---|-------------------------------------|-------------------------------------|
| (i) Analysis of credit in year              |                                     |                                     |
| <i>Current tax:</i>                         |                                     |                                     |
| Corporation tax on profits for the year     | -                                   | -                                   |
|   | <u>-</u>                            | <u>-</u>                            |
| <i>Total current tax</i>                    | -                                   | -                                   |
| <i>Deferred tax:</i>                        |                                     |                                     |
| Current year                                | 398                                 | 438                                 |
|   | <u>398</u>                          | <u>438</u>                          |
| Tax credit on profit on ordinary activities | 398                                 | 438                                 |

## Notes to the financial statements (continued)

### 5. Taxation on profit on ordinary activities (continued)

#### (ii) Factors affecting tax charge for year

The tax assessed for the year is reconciled to the standard rate of corporation tax in the United Kingdom. The differences are explained below:

|   | Year ended<br>30 June 2012<br>£'000 | Year ended<br>30 June 2011<br>£'000 |
|---|-------------------------------------|-------------------------------------|
| Profit on ordinary activities before taxation   | 173                                 | 292                                 |
| Profit on ordinary activities multiplied by standard rate of corporation tax of 25.5% (2011: 27.5%) | 44                                  | 80                                  |
| <i>Effects of:</i>  |                                     |                                     |
| Expenses not deductible   | 112                                 | 74                                  |
| Group relief received for nil consideration   | (532)                               | (558)                               |
| Accelerated capital allowances and other timing differences   | 396                                 | 404                                 |
| Movement in short term timing differences   | (20)                                | -                                   |
| Current tax charge for year   | -                                   | -                                   |

#### (iii) Factors that may affect future tax charges

Following the 2011 Budget Statement and amendments subsequently proposed by the 2012 Budget, the main rate of UK corporation tax was reduced from 28% to 26% with effect from 1 April 2011 and to 24% with effect from 1 April 2012. Thereafter, the main rate of UK corporation tax will continue to reduce by 1% per annum to 22% by 1 April 2014. It is expected that this gradual fall in the main corporation tax rate will result in a reduction of the company's deferred tax asset and also a reduction of the company's future current tax charge.



## Notes to the financial statements (continued)

### 6. Fixed assets – tangible assets

|                          | Land and<br>buildings<br>£'000 | Plant and<br>machinery<br>£'000 | Fixtures<br>and<br>Fittings<br>£'000 | IT<br>equipment<br>£'000 | Assets in<br>course of<br>construction<br>£'000 | Total<br>£'000 |
|--------------------------|--------------------------------|---------------------------------|--------------------------------------|--------------------------|---|----------------|
| <b>Cost</b>              |                                |                                 |                                      |                          |   |                |
| At 30 June 2011          | 21,084                         | 23,401                          | 83                                   | 587                      | 521   | 45,676         |
| Additions                | -                              | 181                             | -                                    | -                        | 1,158   | 1,339          |
| Transfers                | -                              | 521                             | -                                    | -                        | (521)   | -              |
| <b>At 30 June 2012</b>   | <b>21,084</b>                  | <b>24,103</b>                   | <b>83</b>                            | <b>587</b>               | <b>1,158</b>                                    | <b>47,015</b>  |
| <b>Depreciation</b>      |                                |                                 |                                      |                          |   |                |
| At 30 June 2011          | 2,981                          | 11,871                          | 83                                   | 574                      | -   | 15,509         |
| Provided during the year | 390                            | 1,440                           | -                                    | 13                       | -   | 1,843          |
| <b>At 30 June 2012</b>   | <b>3,371</b>                   | <b>13,311</b>                   | <b>83</b>                            | <b>587</b>               | <b>-</b>  | <b>17,352</b>  |
| <b>Net book value</b>    |                                |                                 |                                      |                          |   |                |
| At 30 June 2011          | 18,102                         | 11,530                          | -                                    | 13                       | 521   | 30,166         |
| <b>At 30 June 2012</b>   | <b>17,713</b>                  | <b>10,792</b>                   | <b>-</b>                             | <b>-</b>                 | <b>1,158</b>                                    | <b>29,663</b>  |

Included within the net book value of freehold properties is £2,066,432 (2011 - £2,066,432) in respect of land on which no depreciation is charged.

### 7. Debtors

|   | 30 June 2012<br>£'000 | 30 June 2011<br>£'000 |
|---|-----------------------|-----------------------|
| Trade debtors                             | -                     | 17                    |
| Amounts owed by fellow group undertakings | 719                   | 2,390                 |
| Other debtors                             | 322                   | 39                    |
|   | <b>1,041</b>          | <b>2,446</b>          |

## Notes to the financial statements (continued)

### 8. Creditors

|   | 30 June 2012                    |                                | 30 June 2011                    |                                |
|---|---------------------------------|--------------------------------|---------------------------------|--------------------------------|
|   | Due within<br>one year<br>£'000 | Due after<br>one year<br>£'000 | Due within<br>one year<br>£'000 | Due after<br>one year<br>£'000 |
| Trade creditors                           | 358                             | -                              | 547                             | -                              |
| Amounts owed to fellow group undertakings | 6,577                           | -                              | 7,250                           | -                              |
| Other taxation including social security  | -                               | -                              | 316                             | -                              |
| Accruals and deferred income              | 928                             | -                              | 1,453                           | -                              |
| Other creditors                           | 16                              | -                              | 319                             | -                              |
| Government grants                         | 76                              | 755                            | 75                              | 831                            |
|   | <u>7,955</u>                    | <u>755</u>                     | <u>9,960</u>                    | <u>831</u>                     |

Amounts owed to fellow group undertakings are unsecured and are repayable on demand.

### 9. Provision for liabilities and charges

|                         | Deferred<br>taxation<br>£'000 |
|-------------------------|-------------------------------|
| At 30 June 2011         | 568                           |
| Profit and loss account | (398)                         |
|                         | <u>170</u>                    |
| At 30 June 2012         | <u>170</u>                    |

#### Deferred taxation

|                                | 30 June 2012<br>£'000 | 30 June 2011<br>£'000 |
|--------------------------------|-----------------------|-----------------------|
| Accelerated capital allowances | 369                   | 804                   |
| Other timing differences       | (199)                 | (236)                 |
|                                | <u>170</u>            | <u>568</u>            |

## Notes to the financial statements (continued)

### 10. Share Capital

|  | 30 June 2012<br>£'000 | 30 June 2011<br>£'000 |
|--|-----------------------|-----------------------|
| <i>Allotted, called up and fully paid:</i> |                       |                       |
| 20,031,648 ordinary shares of £1 each      | 20,032                | 20,032                |
|  | <hr/>                 | <hr/>                 |

### 11. Reserves

|                               | Profit and<br>loss account<br>£'000 |
|-------------------------------|-------------------------------------|
| At 30 June 2011               | 1,221                               |
| Profit for the financial year | 571                                 |
|                               | <hr/>                               |
| <b>At 30 June 2012</b>        | <b>1,792</b>                        |
|                               | <hr/>                               |

### 12. Reconciliation of movement in shareholder's funds

|   | 30 June 2012<br>£'000 | 30 June 2011<br>£'000 |
|---|-----------------------|-----------------------|
| Profit for the financial year                     | 571                   | 730                   |
|   | <hr/>                 | <hr/>                 |
| <b>Net addition to shareholders' funds</b>        | <b>571</b>            | <b>730</b>            |
| Shareholders' funds at the beginning of the year  | 21,253                | 20,523                |
|   | <hr/>                 | <hr/>                 |
| <b>Shareholders' funds at the end of the year</b> | <b>21,824</b>         | <b>21,253</b>         |
|   | <hr/>                 | <hr/>                 |

## Notes to the financial statements (continued)

### 13. Commitments

At 30 June 2012 the company had minimum annual commitments under non-cancellable operating leases as follows:

|   | 30 June 2012           |       |       | 30 June 2011           |       |       |
|---|------------------------|-------|-------|------------------------|-------|-------|
|   | Plant and<br>Machinery | Other | Total | Plant and<br>Machinery | Other | Total |
|   | £'000                  | £'000 | £'000 | £'000                  | £'000 | £'000 |
| <b>Annual payments under<br/>leases expiring:</b> |                        |       |       |                        |       |       |
| From one to five years                            | 106                    | -     | 106   | 114                    | -     | 114   |
| Within one year                                   | 2                      | -     | 2     | 1                      | -     | 1     |
|   | <hr/>                  | <hr/> | <hr/> | <hr/>                  | <hr/> | <hr/> |
|   | 108                    | -     | 108   | 115                    | -     | 115   |
|   | <hr/>                  | <hr/> | <hr/> | <hr/>                  | <hr/> | <hr/> |

Capital expenditure commitments not provided for in these financial statements are estimated at £128,542 (2011 - £nil).

### 14. Contingent liabilities

Under a grant agreement with the Industrial Development Board for Northern Ireland, S&B Production Limited has received grants, amounting to £1,511,252 (2011 - £1,511,252), which may be revoked, cancelled or abated in certain circumstances.

### 15. Immediate and ultimate parent undertaking

The immediate parent undertaking of the company is Diageo Great Britain Limited, 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 Lakeside Drive, Park Royal, London, NW10 7HQ.