

KPMG Peat Marwick

**Grand Metropolitan Pension
Trust Limited**

Directors' report and financial statements

30 September 1994

Registered number 1024205



Grand Metropolitan Pension Trust Limited

Directors' report and financial statements

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Grand Metropolitan Pension Trust Limited

Directors' report

The directors present their annual report and the audited financial statements for the year ended 30 September 1994.

Principal activities

The company is the corporate trustee of the GrandMet Group Pension Fund and of the Grand Metropolitan COMP Scheme.

Business review

No transactions resulting in a profit or loss have been entered into during the year and any expenses have been met by the holding company. Therefore no change in the company's position has arisen.

Directors and directors' interests

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

J Burrell	
Ms C Cayzer	(appointed 21 April 1994)
MG Delahooke	
JR Effingham	(appointed 17 August 1994)
DA Grace	(resigned 16 November 1993)
DM Hillier	(resigned 31 December 1993)
NJ Hunter	
RC Lowes	(resigned 21 March 1994)
SP Miller	
R Myddelton	(resigned 16 November 1993)
IDN Paterson	
CJ Pooley	
NC Rose	(appointed 21 March 1994)
RD Smart	(resigned 16 November 1993)
DE Tagg	
Mrs JF Wells	
BE Wickham	

No director has any beneficial interest in the company's shares.

Grand Metropolitan Pension Trust Limited

Directors' report *(continued)*

The directors who held office at the end of the financial year had the following interests in shares of Grand Metropolitan PLC:

	Ordinary 25p shares			Ordinary 25p options		
	As at 30 September 1993 or date of appointment	As at 30 September 1994	As at 30 September 1993 or date of appointment	Granted	Exercised	As at 30 September 1994
J Burrell	645	-	3,909	977	645	4,241
MG Delahooke	7,449	7,689	161,837	70,000	-	231,837
NJ Hunter	1,900	-	85,683	20,000	-	105,683
SP Miller	3,500	3,500	101,000	30,000	-	131,000
IDN Paterson	-	758	2,631	-	758	1,873
CJ Pooley	322	285	3,046	586	285	3,347
Mrs JF Wells	-	-	-	-	-	-
BE Wickham	34,100	32,728	86,250	24,000	-	110,250
Ms C Cayzer	-	-	1,084	-	-	1,084
JR Effingham	-	-	958	-	-	958
NC Rose	-	-	103,572	57,484	-	161,056
	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>

The directors held the above options under the Grand Metropolitan PLC share option schemes approved by the shareholders on 4 March 1982, 5 March 1985 and 23 February 1993, at prices between £2.23 and £4.74 per share exercisable by 20 July 2004.

Mr DE Tagg is a director of the ultimate holding company, Grand Metropolitan PLC, and details of his interests are disclosed in the annual report of that company.

Ms C Cayzer, Mr JR Effingham and Mr NC Rose have been appointed as directors since the last Annual General Meeting and in accordance with the Articles of Association retire and offer themselves for election.

The directors retiring by rotation are set out below and, being eligible, they offer themselves for re-election.

IDN Paterson
CJ Pooley
Mrs JF Wells

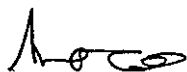
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Directors' report *(continued)*

Auditors

In accordance with Section 385 of the Companies Act 1985, a resolution for the re-appointment of KPMG Peat Marwick as auditors of the company and their remuneration, is to be proposed at the forthcoming Annual General Meeting.

By order of the board



MA Coombe
Secretary

20 St James's Square
London SW1Y 4RR

15 December 1994

Grand Metropolitan Pension Trust Limited

Statement of directors' responsibilities

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;
- 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 maintaining 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.

Report of the auditors to the members of
Grand Metropolitan Pension Trust Limited

We have audited the financial statements on pages 6 to 7.

Respective responsibilities of directors and auditors

As described on page 4 the company's directors are responsible for the preparation of financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

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 September 1994 and of its result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

KIMB Peat Marwick

KPMG Peat Marwick
Chartered Accountants
Registered Auditors

15 December 1994

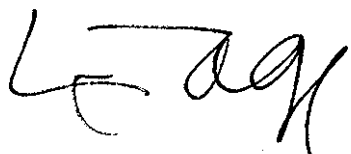
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Balance sheet
at 30 September 1994

	Note	1994 £	1993 £
Assets			
Called up share capital not paid		<u>100</u>	<u>100</u>
Capital and reserves			
Called up share capital	2	<u>100</u>	<u>100</u>

These financial statements were approved by a duly authorised committee of the board of directors on 15 December 1994 and were signed on its behalf by:

DE Tagg
Director



SP Miller
Director



Grand Metropolitan Pension Trust Limited

Notes

(forming part of the financial statements)

1 Accounting policies

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

2 Called up share capital

	1994	1993
		£
<i>Authorised, allotted, and called up</i>		
100 ordinary shares of £1 each	<u>100</u>	<u>100</u>

3 Profit and loss account

During the financial year and the preceding financial year the company did not trade and received no income and incurred no expenditure. Consequently, during those years the company made neither a profit nor a loss.

4 Ultimate holding company

The company's ultimate holding company is Grand Metropolitan PLC, which is registered in England and Wales.

The largest group in which the results of the company are consolidated is that headed by Grand Metropolitan PLC. The consolidated accounts of this company are available to the public and may be obtained from Grand Metropolitan PLC, 20 St James's Square, London, SW1Y 4RR.