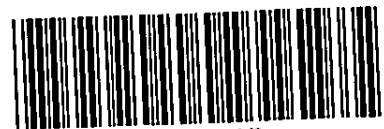


Company Registration No 3760013 (England and Wales)

ALLIED DOMECQ SPIRITS & WINE (INVESTMENTS) LIMITED
DIRECTORS' REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2011

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ALLIED DOMEQ SPIRITS & WINE (INVESTMENTS) LIMITED

COMPANY INFORMATION

Directors	H Fetter S Macnab
Company number	3760013
Registered office	Chivas House 72 Chancellors Road Hammersmith London W6 9RS
Auditors	Mazars LLP 90 St Vincent Street Glasgow G2 5UB

ALLIED DOMEQ SPIRITS & WINE (INVESTMENTS) LIMITED

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ALLIED DOMECQ SPIRITS & WINE (INVESTMENTS) LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 30 JUNE 2011

The directors present their report and financial statements for the year ended 30 June 2011

Principal activities and review of the business

The principal activity of the Company continued to be that of providing finance to other companies within the Pernod Ricard S A group

The Company made a loss in the year of £6m attributable to the full amortisation of the remaining premium on the 2019 debenture stock of Allied Domecq (Holdings) Limited, redeemed by the issuer during the year

Results and dividends

The results for the year are set out on page 5

The directors did not declare any dividends for the year ended 30 June 2011 (Year ended 30 June 2010 nil)

Directors

The following directors have held office since 1 July 2010

H Fetter
S Macnab

Auditors

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

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

ALLIED DOMECQ SPIRITS & WINE (INVESTMENTS) LIMITED

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2011


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

15 March 2012

ALLIED DOMEQ SPIRITS & WINE (INVESTMENTS) LIMITED

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF ALLIED DOMEQ SPIRITS & WINE (INVESTMENTS) LIMITED

We have audited the financial statements of Allied Domeq Spirits & Wine (Investments) Limited for the year ended 30 June 2011 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 APB's web-site at www.frc.org.uk/apb/scope/private.cfm.

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 2011 and of its loss 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 SPIRITS & WINE (INVESTMENTS) LIMITED

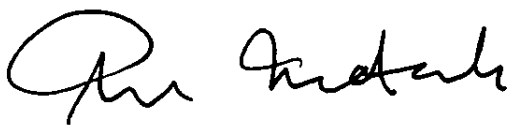
INDEPENDENT AUDITORS' REPORT (CONTINUED)

TO THE MEMBERS OF ALLIED DOMECQ SPIRITS & WINE (INVESTMENTS) LIMITED

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

15 March 2012

Chartered Accountants and Statutory Auditor

90 St Vincent Street
Glasgow
G2 5UB

ALLIED DOMECQ SPIRITS & WINE (INVESTMENTS) LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30 JUNE 2011

	Notes	2011 £'000	2010 £'000
Operating result	2	-	-
Interest receivable and similar income	3	4,119	3,541
Interest payable and similar charges	4	(10,167)	(1,161)
(Loss)/profit on ordinary activities before taxation		(6,048)	2,380
Tax on (loss)/profit on ordinary activities	5	-	-
(Loss)/profit for the year	8	(6,048)	2,380

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 SPIRITS & WINE (INVESTMENTS) LIMITED

BALANCE SHEET

AS AT 30 JUNE 2011

	Notes	2011 £'000	2011 £'000	2010 £'000	2010 £'000
Current assets					
Debtors amounts falling due within one year	6	-		234,831	
Debtors amounts falling due after more than one year	6	273,607		44,824	
Total assets less current liabilities			<u>273,607</u>		<u>279,655</u>
Capital and reserves					
Called up share capital	7		275,000		275,000
Profit and loss account	8		<u>(1,393)</u>		<u>4,655</u>
Shareholders' funds	9		<u>273,607</u>		<u>279,655</u>

Approved by the Board and authorised for issue on 15 March 2012



S Macnab
Director

Company Registration No 3760013

ALLIED DOMECQ SPIRITS & WINE (INVESTMENTS) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2011

1 Accounting policies

1.1 Accounting convention

The financial statements are prepared under the historical cost convention

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 Deferred taxation

Deferred tax is provided in full on 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 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 that they will be recovered. Deferred tax assets and liabilities are not discounted

1.4 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

1.5 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

1.6 Debenture stock

Debenture stock in 2010 comparatives is stated at cost plus a premium. The debenture stock premium is amortised in equal annual instalments over the life of the debenture stock which is 20 years. The debenture stock was redeemable in 2019 however the outstanding stock was redeemed by the issuer during the year

2 Operating result

The current and prior year audit fee has been borne by another group company

3 Interest receivable and similar income

	2011 £'000	2010 £'000
On amounts receivable from group companies	4,119	3,541

ALLIED DOMECQ SPIRITS & WINE (INVESTMENTS) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 JUNE 2011

4 Interest payable and similar charges

	2011 £'000	2010 £'000
Amortisation of premium on debenture stock	10,167	1,161

5 Taxation

	2011 £'000	2010 £'000
Total current tax	-	-
Factors affecting the tax charge for the year		
(Loss)/profit on ordinary activities before taxation	(6,048)	2,380
(Loss)/profit on ordinary activities before taxation multiplied by standard rate of UK corporation tax of 27.50% (2010 - 28.00%)	(1,663)	666
Effects of		
Losses surrendered to / (claimed from) group companies for nil consideration	1,663	(666)
	1,663	(666)
Current tax charge for the year	-	-

The tax credit in the year to 30 June 2011 has been reduced by £1,663,000 (30 June 2010 charge reduced by £666,000) in respect of group relief surrendered to group undertakings for nil consideration

Factors that may affect future tax charges

The Company's tax charge in future periods will be affected by the availability of group relief for any losses that are incurred by other group undertakings

A number of changes to the UK corporation tax system were announced in the March 2011 Budget Statement. The budget announced the reduction of the main rate of corporation tax from 28% to 26% from 1 April 2011. Further reductions to the main rate are proposed to reduce the rate by 1% per annum to 23% by 1 April 2014. The changes have not been substantively enacted at the balance sheet date and, therefore, are not included in these financial statements. The changes are not expected to have a material cash tax impact on the Group.

ALLIED DOMECQ SPIRITS & WINE (INVESTMENTS) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 JUNE 2011

6 Debtors	2011 £'000	2010 £'000
Amounts owed by parent and fellow subsidiary undertakings	-	121,758
9 75% debenture stock	-	111,912
9 75% debenture stock- premium	-	1,161
	<u>-</u>	<u>234,831</u>
Due over one year		
Amounts owed by parent	273,607	-
9 75% debenture stock	-	35,819
9 75% debenture stock- premium	-	9,005
	<u>273,607</u>	<u>44,824</u>
	<u>273,607</u>	<u>279,655</u>

During the year, Allied Domecq (Holdings) Limited redeemed its 2019 debenture stock. This redemption was funded using the proceeds of a new loan from the Company on standard treasury terms. The prior year debenture stock debtor includes interest receivable of £111,912,000.

7 Share capital	2011 £'000	2010 £'000
Allotted, called up and fully paid		
275,000,000 Ordinary shares of £1 each	<u>275,000</u>	<u>275,000</u>

8 Statement of movements on profit and loss account	Profit and loss account £'000
Balance at 1 July 2010	4,655
Loss for the year	(6,048)
Balance at 30 June 2011	<u>(1,393)</u>

ALLIED DOMECQ SPIRITS & WINE (INVESTMENTS) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 JUNE 2011

9	Reconciliation of movements in shareholders' funds	2011	2010
		£'000	£'000
	(Loss)/Profit for the financial year	(6,048)	2,380
	Opening shareholders' funds	279,655	277,275
		<hr/>	<hr/>
	Closing shareholders' funds	273,607	279,655
		<hr/>	<hr/>

10 Employees

Number of employees

There were no employees during the year (year ended 30 June 2010 nil)

The directors received no remuneration during the year to 30 June 2011 in respect of their services to the Company (30 June 2010 £nil)

11 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.

12 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.