

Company Registration No 04805917 (England and Wales)

ALLIED DOMECQ LATIN AMERICA FINANCE
DIRECTORS' REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2013

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ALLIED DOMEQ LATIN AMERICA FINANCE

COMPANY INFORMATION

| | |
|--------------------------|--|
| Directors | S Macnab H Fetter |
| Company number | 04805917 |
| Registered office | Chivas House 72 Chancellors Road Hammersmith London W6 9RS |
| Auditors | Mazars LLP 90 St Vincent Street Glasgow G2 5UB |

ALLIED DOMEQ LATIN AMERICA FINANCE

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ALLIED DOMECQ LATIN AMERICA FINANCE

DIRECTORS' REPORT

FOR THE YEAR ENDED 30 JUNE 2013

The directors present their report and financial statements for the year ended 30 June 2013

The financial statements are prepared in United States Dollars. As at 30 June 2013, £1 equalled USD1.53 (30 June 2012: USD1.56)

Principal activities and review of the business

The principal activity of the Company is an intermediate finance company within the Pernod Ricard S.A. group

The Company made a profit of \$9m in the year from interest income of \$38m, reduced by interest payable of \$29m

Results and dividends

The results for the year are set out on page 5

The Directors declared and paid ordinary dividends of USD 30,355,000 for the year ended 30 June 2013 (year ended 30 June 2012: USD 7,481,000)

The C redeemable preference shares have been disclosed as debt in accordance with FRS 25. Accordingly, the related dividends have been treated as interest payable

Interest payable of USD 28,965,000 was charged to the profit and loss account for the year ended 30 June 2013 (year ended 30 June 2012: USD 29,001,000) in respect of the dividend due to the holders of C redeemable preference shares

Directors

The following directors have held office since 1 July 2012

S Macnab

H Fetter

Auditors

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

ALLIED DOMECQ LATIN AMERICA FINANCE

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2013

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.

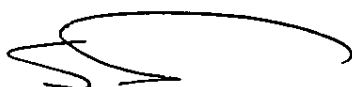
Statement of disclosure to auditors

(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

17 December 2013

ALLIED DOMEQ LATIN AMERICA FINANCE

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF ALLIED DOMEQ LATIN AMERICA FINANCE

We have audited the financial statements of Allied Domeq Latin America Finance for the year ended 30 June 2013 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 page 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 2013 and of 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 DOMEQ LATIN AMERICA FINANCE

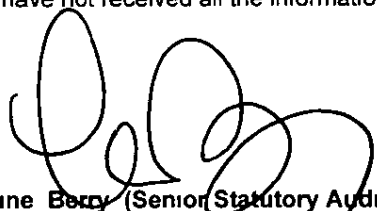
INDEPENDENT AUDITORS' REPORT (CONTINUED)

TO THE MEMBERS OF ALLIED DOMEQ LATIN AMERICA FINANCE

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



Jacqueline Berry (Senior Statutory Auditor)
for and on behalf of Mazars LLP

17 December 2013

Chartered Accountants and Statutory Auditor

90 St Vincent Street
Glasgow
G2 5UB

ALLIED DOMEQ LATIN AMERICA FINANCE

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 30 JUNE 2013

| | Notes | 2013 USD'000 | 2012 USD'000 |
|--|-------|---------------------|---------------------|
| Operating result | 2 | - | - |
| Interest receivable and similar income | 3 | 38,057 | 37,514 |
| Interest payable and similar charges | 4 | (28,965) | (29,001) |
| Profit on ordinary activities before taxation | | <u>9,092</u> | <u>8,513</u> |
| Tax on profit on ordinary activities | 5 | - | - |
| Profit for the year | 10 | <u><u>9,092</u></u> | <u><u>8,513</u></u> |

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 DOMEQ LATIN AMERICA FINANCE

BALANCE SHEET

AS AT 30 JUNE 2013

| | | 2013 | | 2012 | |
|--|-------|------------------|----------------|------------------|----------------|
| | Notes | USD'000 | USD'000 | USD'000 | USD'000 |
| Current assets | | | | | |
| Debtors amounts falling due within one year | 7 | 1,059 | | 77,696 | |
| Debtors amounts falling due after more than one year | 7 | 719,882 | | 664,566 | |
| Cash at bank and in hand | | - | | 1 | |
| | | <u>720,941</u> | | <u>742,263</u> | |
| Creditors amounts falling due within one year | 8 | <u>(510,841)</u> | | <u>(510,900)</u> | |
| Total assets less current liabilities | | | <u>210,100</u> | | <u>231,363</u> |
| Capital and reserves | | | | | |
| Called up share capital | 9 | | 2,000 | | 2,000 |
| Share premium account | 10 | | 198,002 | | 198,002 |
| Profit and loss account | 10 | | 10,098 | | 31,361 |
| Shareholders' funds | 11 | | <u>210,100</u> | | <u>231,363</u> |

Approved by the Board and authorised for issue on 17 December 2013



S Macnab
Director

Company Registration No 04805917

ALLIED DOMECQ LATIN AMERICA FINANCE

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2013

1 Accounting policies

1.1 Accounting convention

The financial statements are prepared under the historical cost convention and on a going concern basis

The year end position of creditors due within one year being greater than debtors due within one year does not give rise to a going concern issue as the liabilities, whilst technically payable on demand, are not likely to be settled within the next twelve months and the debtors, whilst technically repayable in greater than one year can be settled immediately if required

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 Foreign currency translation

Monetary assets and liabilities denominated in foreign currencies are translated into USD at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. All differences are taken to profit and loss account

1.5 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

1.6 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 Preference shares classified as a financial liability

The C redeemable preference shares have been disclosed as debt in accordance with FRS 25. Accordingly, the related dividends have been treated as interest payable

2 Operating result

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

ALLIED DOMECQ LATIN AMERICA FINANCE

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 JUNE 2013

| | | | |
|----------|--|-------------------------------|-------------------------------|
| 3 | Investment income | 2013 USD'000 | 2012 USD'000 |
| | Income from shares in group undertakings | <u>38,057</u> | <u>37,514</u> |
| | | | |
| 4 | Interest payable and similar charges | 2013 USD'000 | 2012 USD'000 |
| | Amounts payable to group companies in respect of cumulative preference dividends | <u>28,965</u> | <u>29,001</u> |

ALLIED DOMECQ LATIN AMERICA FINANCE

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 JUNE 2013

5 Taxation

| | 2013 USD'000 | 2012 USD'000 |
|---|-----------------|-----------------|
| Current tax charge | - | - |
| Factors affecting the tax charge for the year | | |
| Profit on ordinary activities before taxation | 9,092 | 8,513 |
| Profit on ordinary activities before taxation multiplied by standard rate of UK corporation tax of 23.75% (2012 - 25.50%) | 2,159 | 2,171 |
| Effects of | | |
| Non deductible dividends | 6,880 | 7,395 |
| Group relief claimed in return for nil consideration | (9,039) | (9,566) |
| | (2,159) | (2,171) |
| Current tax charge | - | - |

The tax charge for the year to 30 June 2013 has been reduced by \$9,039,000 (2012 \$9,566,000) in respect of group relief claimed from 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 2013 Budget Statement. The Budget 2013 announced proposals to reduce the main rate of corporation tax of 23% applicable from 1 April 2013 to 21% by 1 April 2014 and to 20% by 1 April 2015. The reduction to 21% and 20% was substantively enacted on 2 July 2013. As these 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.

6 Dividends

| | 2013 USD'000 | 2012 USD'000 |
|-----------------------|-----------------|-----------------|
| Ordinary interim paid | 30,355 | 7,481 |

ALLIED DOMECQ LATIN AMERICA FINANCE

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 JUNE 2013

| 7 Debtors | 2013 | 2012 |
|--|----------------|----------------|
| | USD'000 | USD'000 |
| Amounts due within one year | | |
| Amounts owed by parent and fellow subsidiary undertakings | 1,059 | 77,696 |
| Amounts due after one year | | |
| Amounts owed by parent and fellow subsidiary undertakings | 719,882 | 664,566 |
| | <u>720,941</u> | <u>742,262</u> |
| | | |
| 8 Creditors' amounts falling due within one year | 2013 | 2012 |
| | USD'000 | USD'000 |
| Amounts owed to parent and fellow subsidiary undertakings | 841 | 900 |
| 51,000,000 \$10 C preference shares classed as a financial liability | 510,000 | 510,000 |
| | <u>510,841</u> | <u>510,900</u> |

The C redeemable preference shares have the following rights

(a) income at the rate of 4.99% per annum above LIBOR being an amount equivalent to the interest on a promissory note from Austin Nichols & Co, Incorporated ("ANCO") for the principal amount of 510,000,000 USD (the "Original Loan Note")

(b) redeemable by the Company on a pro rata basis at the earliest of the following events

- the repayment of any or all of the capital sum due in respect of the ANCO promissory note
- the assignment of all or any part of the ANCO promissory note to any other party
- the Company giving notice of redemption in writing to the C shareholder

If none of these events transpire, the Company must redeem the shares in full on 24 July 2020

(c) the redemption price is the issue price of the shares being redeemed, together with any accrued but unpaid dividends on those shares

(d) the directors have the discretion to pay out dividends on the A and B Ordinary shares subject to retention of sufficient distributable reserves to pay out the accrued dividend rights on the C preference shares

ALLIED DOMECQ LATIN AMERICA FINANCE

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 JUNE 2013

| 9 Share capital | 2013 USD'000 | 2012 USD'000 |
|--|-----------------|-----------------|
| Allotted, called up and fully paid | | |
| 195,001 A Ordinary shares of USD 10 each | 1,950 | 1,950 |
| 5,001 B Ordinary shares of USD 10 each | 50 | 50 |
| | <u>2,000</u> | <u>2,000</u> |

The A Shares and the B Shares rank pari passu in all respects save that the directors shall have the discretion to pay, declare or recommend the payment of dividends to the holders of the A Shares but not to the holders of the B Shares or to the holders of B Shares but not to the holders of A Shares or to both the holders of the A Shares and the holders of the B Shares as the directors in their absolute discretion think fit. No dividend may be paid or declared other than in accordance with a recommendation or resolution of the directors.

10 Statement of movements on reserves

| | Share premium account USD'000 | Profit and loss account USD'000 |
|-------------------------|--|--|
| Balance at 1 July 2012 | 198,002 | 31,361 |
| Profit for the year | - | 9,092 |
| Dividends paid | - | (30,355) |
| Balance at 30 June 2013 | <u>198,002</u> | <u>10,098</u> |

11 Reconciliation of movements in shareholders' funds

| | 2013 USD'000 | 2012 USD'000 |
|--|-----------------|-----------------|
| Profit for the financial year | 9,092 | 8,513 |
| Dividends | (30,355) | (7,481) |
| Net (depletion in)/addition to shareholders' funds | (21,263) | 1,032 |
| Opening shareholders' funds | <u>231,363</u> | <u>230,331</u> |
| Closing shareholders' funds | <u>210,100</u> | <u>231,363</u> |

ALLIED DOMECQ LATIN AMERICA FINANCE

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 JUNE 2013

12 Employees

Number of employees

There were no employees during the year (30 June 2012 nil)

The directors received no remuneration during the year to 30 June 2013 in respect of their services to the Company (30 June 2012 USD nil)

13 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.

14 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.