

213108

THE GUINNESS GROUP LIMITED  
DIRECTORS REPORT AND FINANCIAL STATEMENTS  
31 DECEMBER 1991



Registered No. : 213108

ACC/KP/054

# THE GUINNESS GROUP LIMITED

## DIRECTORS' REPORT

### DIRECTORS

J D G Campbell  
G W King  
G H Turvey

### SECRETARY

G H Turvey

### REGISTERED OFFICE

International House  
7 High Street  
London W5 5DB

The Directors present their report and the audited financial statements of the Company for the year ended 31 December 1991.

### REVIEW OF THE BUSINESS

The Company is a holding company of subsidiary undertakings that do not trade. During the year under review the Company liquidated a number of subsidiary undertakings.

### RESULTS AND DIVIDENDS

The loss for the financial year of £0.4 million (1990 - £0.9 million loss) has been transferred from reserves. The Directors do not recommend the payment of a final dividend.

### DIRECTORS

The Directors of the Company who held office during the year are shown above. None of the Directors received any emoluments from the Company in respect of their services as Directors.

### DIRECTORS' INTERESTS

No Director has a beneficial shareholding in the Company. The interests of the Directors in the Company's ultimate parent undertaking, Guinness PLC, are as follows:

	At 31 December 1991		At 1 January 1991 or Date of Appointment if later	
	Ordinary shares	Options over ordinary shares	Ordinary shares*	Options over ordinary shares*
JDG Campbell	1,820	13,850	1,136	10,758
GW King	3,784	43,572	2,744	61,158
GH Turvey	3,298	10,434	2,642	27,464

\* Adjusted for Capitalisation Issue

During the year the following movements in options over the ordinary shares of Guinness PLC took place:

	Options granted during 1991		Options exercised during 1991	
	Number	Price	Number	Price
JDG Campbell	3,092	456p	-	-
GW King	10,690	456p	30,100	149.5p
	1,824	411p	-	-
GH Turvey	2,970	456p	20,000	151.5p

The options outstanding at 31 December 1991 have been granted under Group employee share participation schemes (including the Executive Share Option Scheme and the Savings Related Share Option Scheme) and are exercisable at varying dates between 1992 and 2001 at varying prices between 127p and 513p.

No contract or arrangement entered into by the Company in which any Director is interested has existed during the year.

### AUDITORS

During the year an Elective Resolution was passed in accordance with s386 of the Companies Act 1985 to dispense with the annual appointment of auditors. Price Waterhouse will continue in office until this election is revoked.

By Order of the Board

G H Turvey  
Secretary

18 March 1992

AUDITORS' REPORT TO THE MEMBERS OF  
THE GUINNESS GROUP LIMITED

We have audited the financial statements on pages 3 to 6 in accordance with Auditing Standards.

In our opinion the financial statements give a true and fair view of the state of affairs of the Company at 31 December 1991 and of the loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

*Price Waterhouse*

Price Waterhouse  
Chartered Accountants and Registered Auditor  
Southwark Towers  
32 London Bridge Street  
London  
SE1 9SY

18 March 1992

**THE GUINNESS GROUP LIMITED**

**PROFIT AND LOSS ACCOUNT**

**FOR THE YEAR ENDED 31 DECEMBER 1991**

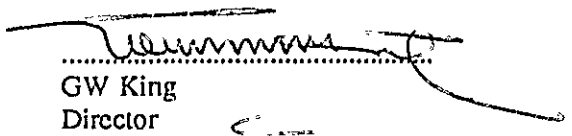
	Notes	1991 £'000	1990 £'000
Operating costs		(12)	-
Interest receivable from subsidiary undertakings		753	-
		<hr/>	<hr/>
Profit on ordinary activities before taxation		741	-
Taxation		(350)	-
		<hr/>	<hr/>
Profit on ordinary activities after taxation		391	-
Extraordinary Income/(Charges)	2	(831)	(923)
		<hr/>	<hr/>
Profit/(Loss) for the financial year transferred (from)/to reserves		(440)	(923)
Reserves at 1 January		(25,373)	(24,400)
		<hr/>	<hr/>
Reserves at 31 December		(25,763)	(25,323)
		<hr/>	<hr/>

THE GUINNESS GROUP LIMITED

BALANCE SHEET AS AT 31 DECEMBER 1991

	Notes	1991 £'000	1990 £'000
<b>FIXED ASSETS</b>			
Investments	3	8,385	8,458
<b>TOTAL ASSETS</b>		8,385	8,458
<b>CREDITORS (amounts falling due after more than one year)</b>			
	4	(34,128)	(33,761)
		(25,743)	(25,303)
<b>CAPITAL AND RESERVES</b>			
Called up Share Capital	5	20	20
Profit and Loss account		(25,763)	(25,323)
		(25,743)	(25,303)

APPROVED BY THE BOARD OF DIRECTORS ON 18 MARCH 1992

  
 GW King  
 Director

# THE GUINNESS GROUP LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

### 1. ACCOUNTING POLICIES

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

### 2. EXTRAORDINARY INCOME/(CHARGES)

	1991 £'000	1990 £'000
Loss on subsidiaries liquidated	-	(923)
Provisions against loans to subsidiary undertakings	(831)	-
	<u>(831)</u>	<u>(923)</u>

### 3. INVESTMENTS

	Shares in Subsidiary undertakings £'000	Loans to Subsidiary undertakings £'000	Total £'000
<b>Costs</b>			
At 1 January 1991	13,310	22,940	36,250
Additions/(Disposals)	-	758	758
At 31 December 1991	<u>13,310</u>	<u>23,698</u>	<u>37,008</u>
<b>Provision</b>			
At 1 January 1991	12,753	15,039	27,792
Additions/(Disposals)	-	831	831
At 31 December 1991	<u>12,753</u>	<u>15,870</u>	<u>28,623</u>
<b>Net Book Value</b>			
At 31 December 1991	<u>557</u>	<u>7,828</u>	<u>8,385</u>
At 31 December 1990	<u>557</u>	<u>7,901</u>	<u>8,458</u>

All the Company's investments are unlisted.  
Investments are stated at cost less provision for permanent diminution in value.

### 4. CREDITORS

	1991 £'000	1990 £'000
(amounts falling due after more than one year)		
Amounts owed to ultimate parent undertaking	28,484	28,117
Amounts owed to Group undertakings	5,644	5,644
	<u>34,128</u>	<u>33,761</u>

## THE GUINNESS GROUP LIMITED

### NOTES TO THE FINANCIAL STATEMENTS

5.	CALLED UP SHARE CAPITAL	1991 £'000	1990 £'000
	Authorised. 31,024 Ordinary shares of £1 each	31	31
	Issued and Fully Paid: 20,034 Ordinary Shares of £1 each	20	20

### 6. SUBSIDIARY UNDERTAKINGS

The following companies, all of whom are incorporated in the United Kingdom, are wholly owned by the Company at 31 December 1991:-

	Class of Share
Arthur Guinness & Sons Limited	Ordinary
Ferham Products Limited	Ordinary
Harp Limited	Ordinary
Park Royal Development Limited	Ordinary
Guinness Morison International Limited	Ordinary
Albemarle Developments Limited	Ordinary
The Distillers Company (Distribution) Limited	Ordinary
Werneth Mould Engineering Limited	Ordinary

### 7. PARENT UNDERTAKING

The ultimate parent undertaking is Guinness PLC, a company incorporated in England.

### 8. GROUP ACCOUNTS

Group accounts are not required as the Company is a wholly owned subsidiary undertaking of another company incorporated in England.

The ultimate parent undertaking is the only company preparing consolidated accounts and copies can be obtained from The Company Secretary, International House, 7 High Street, London W5 5DB.

### 9. GUARANTEE

The Company's ultimate parent undertaking, Guinness PLC, has agreed to provide such funds as are required to enable the Company to meet its liabilities as they fall due.