WATCHDIRECT LIMITED

Registered in England No. 2476751

FINANCIAL STATEMENTS

30 JUNE 2002

A14 0816
COMPANIES HOUSE 02/04/03

PROFIT AND LOSS ACCOUNT
For the year ended 30 June 2002

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, and there were no other recognised gains or losses.

Accordingly, neither a profit and loss account, a statement of recognised gains and losses, a note of historical cost profits and losses, nor a reconciliation of movements in shareholders' funds has been presented.

The notes on page 3 form part of these financial statements.

BALANCE SHEET as at 30 June 2002

	Note	30 June 2002 £	30 June 2001 £
Current asset			
Due from parent undertaking		2	2
Capital			
Called up share capital	3	2	2

The notes on page 3 form part of these financial statements.

The company did not trade during the financial year or the preceding financial year. The directors do not expect the company to trade in the foreseeable future.

The directors:

a) confirm that the company was entitled to exemption under subsection (1) of section 249 AA of the Companies Act 1985 from the requirement to have its accounts audited for the financial year ended 30 June 2002

b) confirm that members have not required the company to obtain an audit of its accounts for that financial year in accordance with subsection (2) of section 249B of that Act

c) acknowledge their responsibilities for:

   (i) ensuring that the company keeps accounting records which comply with section 221 of the Companies Act 1985 and

   (ii) preparing accounts which give a true and fair view of the state of the affairs of the company as at the end of the financial year and of its profit or loss for the financial year in accordance with the requirements of section 226 of that Act, and which otherwise comply with the requirements of that Act relating to accounts, so far as applicable to the company.

The financial statements were approved by the board of directors on 21 March 2003.

G P Crickmore
For and on behalf of
Diageo Corporate Officer A Limited, director

Notes:

1. Accounting policies

The financial statements have been prepared under the historical cost convention and comply with applicable UK accounting standards. The bases used are consistent with those used in the previous year.

2. Profit and loss

None of the directors received any remuneration during the financial year in respect of their services as directors of the company (2001 - £nil).

3. Share capital

	30 June 2002 £	30 June 2001 £
Authorised		
1,000 ordinary shares of £1 each	1,000	1,000
Allotted, called up and fully paid		
2 ordinary shares of £1 each	2	2

The ordinary shares are entitles to one vote each.

4. Immediate and ultimate parent undertaking

The immediate parent undertaking is Grand Metropolitan Public Limited Company, a company registered in England.

The ultimate parent undertaking of the company is Diageo plc, a company registered in England. The consolidated financial statements of Diageo plc can be obtained from the Registered Office at 8 Henrietta Place, London W1G 0NB.