



BLUEPRINT
Company Secretary

Please complete in typescript,
or in bold black capitals.

CHFP055

BANK OF AMERICA
£ 735 x 49
001160

363a

Annual Return

Company Number | 213393

Company Name in full | Diageo Finance plc

Date of this return

The information in this return is made up to

Day Month Year
| 0 | 2 | | 0 | 3 | | 2 | 0 | 0 | 2 |

Date of next return

If you wish to make your next return to a date earlier than the anniversary of this return please show the date here. Companies House will then send a form at the appropriate time.

Day Month Year
| | | | | | | | | |

Registered Office

Show here the address at the date of this return.

9 Henrietta Place

Any change of registered office must be notified on form 287.

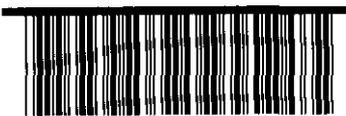
Post town | London
County / Region |
UK Postcode | W1G ONB

Principal business activities

Show trade classification code number(s) for the principal activity or activities.

| 7484 |

ined, | Acts as financing vehicle for parent company and
tivity. | fellow subs



A15 *A1T72A4R* 0251
COMPANIES HOUSE 20/04/02
COMPANIES HOUSE 11/04/02
A49
COMPANIES HOUSE 28/03/02

When you have completed and signed the form please send it to the Registrar of Companies at:
Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff for companies registered in England and Wales or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB DX 235 Edinburgh for companies registered in Scotland

Register of members

If the register of members is not kept at the registered office, state here where it is kept.

Post town
County / Region

UK Postcode

Register of Debenture holders

If there is a register of debenture holders, or a duplicate of any such register or part of it, which is not kept at the registered office, state here where it is kept.

Post town
County / Region

UK Postcode

Company type

Public limited company

Private company limited by shares

Private company limited by guarantee without share capital

Private company limited by shares exempt under section 30

Private company limited by guarantee exempt under section 30

Private unlimited company with share capital

Private unlimited company without share capital

Please tick the appropriate box

Company Secretary

Details of a new company secretary must be notified on form 288a.

(Please photocopy this area to provide details of joint secretaries).

Name

* Style / Title

Mrs

Forename(s)

Susanne Margaret

* Voluntary details.

Surname

Bunn

If a partnership give the names and addresses of the partners or the name of the partnership and office address.

Address

Azalea

167 High Street

Northchurch

Post town

BERKHAMSTED

County / Region

Herts

UK Postcode

HP4 3QT

Country

England

Usual residential address must be given. In the case of a corporation or a Scottish firm, give the registered or principal office address.

Register of members

If the register of members is not kept at the registered office, state here where it is kept.

Post town
County / Region

UK Postcode

Register of Debenture holders

If there is a register of debenture holders, or a duplicate of any such register or part of it, which is not kept at the registered office, state here where it is kept.

Post town
County / Region

UK Postcode

Company type

Public limited company

Private company limited by shares

Private company limited by guarantee without share capital

Private company limited by shares exempt under section 30

Private company limited by guarantee exempt under section 30

Private unlimited company with share capital

Private unlimited company without share capital

<input type="checkbox"/>

Please tick the appropriate box

ASSISTANT
Company Secretary

Details of a new company secretary must be notified on form 288a.

(Please photocopy this area to provide details of joint secretaries).

Name

* Style / Title

MR

Forename(s)

JOHN JAMES

* Voluntary details.

Surname

NICHOLLS

If a partnership give the names and addresses of the partners or the name of the partnership and office address.

Address

FLAT 13

14 QUEEN ANNE STREET

Usual residential address must be given. In the case of a corporation or a Scottish firm, give the registered or principal office address.

Post town

LONDON

County / Region

UK Postcode

W1G 9LG

Country

Directors

Details of new directors must be notified on form 288a.

Please list directors in alphabetical order.

Name	* Style / Title	Mr				
		Day	Month	Year		
Directors	Date of birth	2	2	05	19	60
In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.	Forename(s)	Paviter Singh				
	Surname	Binning				
Address		408 Old Bedford Road				
Usual residential address	Post town	LUTON				
must be given. In the case of a corporation or a Scottish firm, give the registered or principal office address.	County / Region	Bedfordshire	UK Postcode	LU2 7BP		
	Country	England	Nationality	British		
	Business occupation	Company Director				

* Voluntary details.

Name	* Style / Title	Mr				
		Day	Month	Year		
Directors	Date of birth	2	3	10	19	61
In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.	Forename(s)	Robert, Joseph				
	Surname	Moore				
Address		11 Gayton Road				
Usual residential address	Post town	Hampstead				
must be given. In the case of a corporation or a Scottish firm, give the registered or principal office address.	County / Region		UK Postcode	NW3		
	Country		Nationality	American		
	Business occupation	Treasurer				

Issued share capital

Enter details of all the shares in issue at the date of this return.

Class
(e.g. Ordinary/Preference)

Number of shares issued

Aggregate Nominal Value

(i.e. Number of shares issued multiplied by nominal value per share, or total amount of stock)

Ordinary shares of 5p each	73,200,000,000	STG£3,660,000,000.000
Totals	73,200,000,000	STG£3,660,000,000.000

List of past and present shareholders

(Use attached schedule where appropriate)

A full list is required if one was not included with either of the last two returns.

There were no changes in the period

on paper in another format

A list of changes is enclosed

A full list of shareholders is enclosed

Certificate

I certify that the information given in this return is true to the best of my knowledge and belief.

Signed



Date

25-3-02

† Please delete as appropriate.

† a director /secretary

When you have signed the return send it with the fee to the Registrar of Companies. Cheques should be made payable to **Companies House**.

This return includes continuation sheets.
(enter number)

Please give the name, address, telephone number, and if available, a DX number and Exchange, for the person Companies House should contact if there is any query.

Pam Rodgers, Company Secretarial Administrator, Diageo plc, 8

Henrietta Place, London, W1G 0NB

Tel 020 7927 5276

DX number _____ DX exchange _____

Directors (Continued)

Details of new directors must be notified on form 288a.

Please list directors in alphabetical order.

Name	* Style / Title	Mr	
		Day	Month
		Year	
Directors	Date of birth	3	1
In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.		0	8
		1	9
		4	2
Forename(s)	Roger Hugh		
Surname	Myddelton		
Address	21 Lawford Road		
Usual residential address			
must be given. In the case of a corporation or a Scottish firm, give the registered or principal office address.	Post town	LONDON	
	County / Region	UK Postcode	NW5 2LH
	Country	Nationality	British
	Business occupation	Solicitor	

* Voluntary details.

Name	* Style / Title	Mr.	
		Day	Month
		Year	
Directors	Date of birth	1	6
In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.		0	7
		1	9
		5	8
Forename(s)	Joel		
Surname	Walters		
Address	22 REDWOOD DRIVE		
Usual residential address			
must be given. In the case of a corporation or a Scottish firm, give the registered or principal office address.	Post town	SUNNINGDALE	
	County / Region	UK Postcode	SL5 0L5
	Country	Nationality	American
	Business occupation	Director	

List of past and present shareholders Schedule to form 363a

CHFP055

Company Number 213393

Company Name in full Diageo Finance plc

- Changes to shareholders particulars or details of the amount of stock or shares transferred must be completed each year
- You must provide a "full list" of all the company shareholders on:
 - The company's first annual return following incorporation;
 - Every third annual return after a full list has been provided
- List the company shareholders in alphabetical order or provide an index
- List joint shareholders consecutively

Shareholders' details	Class and number of shares or amount of stock held	Shares or amount of stock transferred <i>(if appropriate)</i> Class and number of shares or amount of stock transferred	Date of registration of transfer
Name Diageo plc <hr/> Address 8 Henrietta Place, London. <hr/> UK Postcode <u>W1G 0NB</u>	Ordinary shares of 5p each 73,200,000,000		
Name Grand Metropolitan Holdings Limited <hr/> Address 8 Henrietta Place, London. <hr/> UK Postcode <u>W1G 0NB</u>	5% 'F' Cumulative Redeemable Preference Shares 0 Ordinary shares of 5p each 0	60,100,000,000	24-Jul-2001
Name <hr/> Address <hr/> UK Postcode <u> </u>			