

Guinness Overseas Limited

Annual report and financial statements

30 June 2020

Registered number: 00778398



Guinness Overseas Limited
Registered number: 00778398
Year ended 30 June 2020

CONTENTS	PAGE
STRATEGIC REPORT	2
DIRECTORS' REPORT	7
STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE FINANCIAL STATEMENTS	10
INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF GUINNESS OVERSEAS LIMITED	11
INCOME STATEMENT	13
STATEMENT OF COMPREHENSIVE INCOME	14
BALANCE SHEET	15
STATEMENT OF CHANGES IN EQUITY	16
NOTES TO THE FINANCIAL STATEMENTS	17

Guinness Overseas Limited
Registered number: 00778398
Year ended 30 June 2020

STRATEGIC REPORT

The directors present their strategic report for the year ended 30 June 2020.

Activities

The company is the holding company for companies engaged in brewing, marketing and distribution of beer, including Guinness Stout and Harp Lager, in overseas countries (mainly Africa and South East Asia) and in the production, marketing and distribution of premium spirits and soft drinks in certain territories.

The main investments of the company are set out below - the company's ownership interest is shown in brackets, additional information is disclosed in note 8 of these financial statements.

The company is incorporated and domiciled as a private company limited by shares in England, United Kingdom. The registered address is Lakeside Drive, Park Royal, London, NW10 7HQ, United Kingdom.

Guinness Nigeria plc (50.18%)

Brewing, packaging and marketing activities for Guinness Foreign Extra Stout, Guinness Smooth, Malta Guinness, Guinness Gold, Harp Lager, Smirnoff Ice, Satzenbrau Lager, Dubic Malt, Snapp, Smirnoff Ice Double Black with Guarana, Orijin RTD, Orijin Bitters, Orijin Zero and Orijin Herbal Gin, Baileys Delight, Gordons Moringa and MrDowell's as major products in Nigeria. Brewing and packaging operations are located in Benin, Ogba and Aba in Nigeria.

East African Breweries Limited (2.61%)

Manufacturing, marketing and selling for Tusker, Guinness Foreign Extra Stout, White Cap, Balozzi Lager as major products. The operations are located in Kenya. The investment was sold subsequent to year ended 30 June 2020.

Phoenix Beverages Limited (1.92%)

Brewing, packaging and marketing activities for beers and soft drinks. The operations are located in Mauritius.

Business review

Development and performance of the business of the company during the financial year and position of the company as at 30 June 2020

The profit before tax decreased by £17,951,000 from profit before tax for the year at 30 June 2019 of £6,320,000 to a loss before tax for the year at 30 June 2020 of £11,631,000.

Income from shares in group undertakings decreased by £1,238,000 from £5,851,000 at 30 June 2019 to £4,613,000 at 30 June 2020. The provision against subsidiary undertakings increased by £20,239,000 from £18,902,000 at 30 June 2019 to £39,141,000 at 30 June 2020. Having considered both value in use and fair value less cost of disposal, an impairment of £19,849,000 in respect of the investment in Guinness Nigeria plc was recognised in the year. The profit generating ability of the assets were reduced principally due to the deteriorated economic outlook as a result of the combined negative impact of the oil price crisis in Nigeria and the Covid-19 pandemic.

During the year ended 30 June 2020, the recoverable amount of Guinness Nigeria plc investment was determined by estimating the present value of the asset's future cash flows and the fair value less cost to sell. A provision for impairment was recognised in the amount of £19,849,000 based on the higher amount of fair value less cost to sell.

Guinness Overseas Limited
Registered number: 00778398
Year ended 30 June 2020

STRATEGIC REPORT (continued)

Business review (continued)

Development and performance of the business of the company during the financial year and position of the company as at 30 June 2020 (continued)

In 2014, the company acquired 100% ownership of Diageo Supply Marracuene Limitada for a cash consideration of £11,555,000. During 2018-2019 the company provided additional capital contribution in the amount of £6,931,000 to finance the operation of the subsidiary, as the plant in Mozambique was operating at a loss. The total gross cost of the investment with the capital injections increased to £18,485,722 at 30 June 2019. As a result of the economic downturn in Mozambique the recoverable amount of Diageo Supply Marracuene Limitada decreased substantially during the previous years, therefore the recoverable amount of the investment was assessed to be £nil at 30 June 2019 subsequent to mothballing of the plant. The cumulative impairment charge at 30 June 2019 was £18,485,722. On 30 September 2019 a further capital contribution was paid to Diageo Supply Marracuene Limitada in the amount of £390,000 to ensure all liabilities of Diageo Supply Marracuene Limitada could be settled. As a consequence of mothballing the plant, the recoverable amount of the investment was determined at year end to be £nil and a further provision for impairment was recognised in the amount of £390,000. Management do not anticipate a positive turnaround of the business in the next few years.

Other investments are measured at fair value with movements recognised through other comprehensive income as these investments represent equity instruments. The net loss on the revaluation at 30 June 2020 was £5,297,000 (2019 - loss of £2,137,000).

Financial and other key performance indicators

As the company is an intermediary holding company within Diageo group ("the group"), the principal key performance indicator used by management to analyse the development, performance and position of the company's business is adherence to the group dividend policy.

Principal risks and uncertainties facing the company as at 30 June 2020

The company believes the following to be the principal risks and uncertainties it faces. If any of these risks occur, the company's business, financial condition and operational results could suffer. As the company forms part of the group's financial operations, the financial risk management measures used by management to analyse the development, performance and position of the company's business are mainly similar to those facing the group as a whole and are managed by the group's treasury department.

Guinness Overseas Limited
Registered number: 00778398
Year ended 30 June 2020

STRATEGIC REPORT (continued)

Business review (continued)

Principal risks and uncertainties facing the company as at 30 June 2020 (continued)

Covid-19

At the beginning of calendar year 2020 a new coronavirus, referred to as 'Covid-19', emerged and has been classified as a pandemic due to its spread across the world. Given the global nature of the Covid-19 pandemic, and the uncertainty as to the severity and duration of the impact across multiple markets, it is difficult to accurately assess the impact the virus will have on the future financial performance of the group and the company. The directors have assessed that the key impacts on the company would be in respect of Covid 19 on remote working and ability to access IT systems, along with a potentially heightened cyber risk. The global economic outlook remains uncertain currently, as the pandemic has created volatility in the short term as a result of the social restrictions implemented across the world. The impact of the virus on economic conditions over the medium-term (one to three years) is highly uncertain, in sharp contrast to the stable and growing GDP performance across most markets experienced in recent years. As a result, significant volatility is likely to continue or increase as markets face challenging economic conditions and higher levels of unemployment leading to reduced consumer spending.

To mitigate these challenges the group regularly gathers data and obtains insights which enable management to assess conditions in the markets where the group operates and to amend forecasts and investment decisions appropriately. The directors believe that the risk mitigation actions taken in relation to the pandemic have been agile and effective and that the group will maintain adequate liquidity and be strongly positioned for a recovery in consumer demand. Further information on the group's risk management measures in relation to Covid-19 are disclosed on pages 38-39 of Diageo plc's 2020 Annual Report and on page 61 of Diageo plc's Interim results for the six months ended 31 December 2020.

Brexit

The European Union and the United Kingdom have now signed the EU-UK Trade and Cooperation Agreement which provisionally came into force on 1 January 2021. We remain of the view that the direct financial impact to the group or the company will not be material. A cross-functional working group is in place that meets on a regular basis to identify and assess the consequences of Brexit, with all major functions within our business represented, including the function of raising external funding. The group will monitor the implications of the Agreement very closely, as well as the broader environment risks, including a continuing focus on identifying critical decision points to ensure potential disruption is minimised, and take prudent actions to mitigate these risks wherever practical. Further information on the group's risk management measures in relation to Brexit are disclosed on page 39 of Diageo plc's Annual Report.

Guinness Overseas Limited
Registered number: 00778398
Year ended 30 June 2020

STRATEGIC REPORT (continued)

Business review (continued)

Transactional exposure hedging

The company's approach, based on the group policy and facilitated through group treasury via back to back derivatives, is to hedge its foreign currency exposure in respect of the dividend income received from its subsidiary undertakings, associates and other investments.

Statement on Section 172 of the Companies Act 2006

Section 172 of the Companies Act 2006 requires the directors to promote the success of the company for the benefit of the members as a whole, having regard to the interests of stakeholders in their decision-making. In making decisions, the directors consider what is most likely to promote the success of the company for its shareholders in the long term, as well as the interests of the group's stakeholders. The directors understand the importance of taking into account the views of stakeholders and the impact of the company's activities on local communities, the environment, including climate change, and the group's reputation.

The company is a member of the group of companies whose ultimate holding company is Diageo plc („Diageo”). In accordance with the requirements of UK company law, Diageo has included in its Annual Report on page 5 a statement as to how the directors of Diageo have had regard to the matters set out in Section 172 of the Companies Act 2006.

In order to ensure consistency in how the group operates with regard to its wider stakeholders, the group has adopted an internal Code of Business Conduct alongside a comprehensive framework of global policies and standards that are designed to ensure, amongst other things, that all companies throughout the group, including the company, have regard to its wider stakeholders in a consistent manner.

The company has therefore had regard to the matters set out in Section 172 of the Act in a manner that is consistent with the approach adopted by Diageo, while at the same time ensuring the directors of the company are fulfilling their duties.

Main activities of the Board

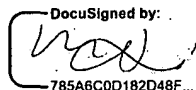
The main activities of the Board during the year include:

- Approval of the financial statements for the financial year ended 30 June 2019.

Guinness Overseas Limited
Registered number: 00778398
Year ended 30 June 2020

STRATEGIC REPORT (continued)

On behalf of the board

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D Keresztesi
Director

Lakeside Drive
Park Royal
London
NW10 7HQ

18 June 2021

Guinness Overseas Limited
Registered number: 00778398
Year ended 30 June 2020

DIRECTORS' REPORT

The directors are pleased to submit their annual report, together with the audited financial statements for the year ended 30 June 2020.

Going concern

The company's business activities, together with the factors likely to affect its future development and position, are set out in the business review section of the strategic report. The company is expected to remain in positive net asset position for the foreseeable future. The directors have no reason to believe that a material uncertainty exists that may cast significant doubt about the ability of the company to continue as a going concern. On the basis of their assessment, the company's directors have a reasonable expectation that the company will be able to continue in operational existence for a period of at least 12 months from the date the financial statements are approved for this period. In arriving at this conclusion, the directors have also considered the potential impact that the Covid-19 pandemic may have on the company and believe that it would not have an impact on the company's ability to continue as a going concern. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

Financial

The result for the year ended 30 June 2020 is shown on page 13.

The loss for the year transferred to reserves was £12,155,000 (2019 - profit of £5,732,000 transferred to reserves) and the other comprehensive expense for the year was £5,297,000 (2019 - £2,137,000).

No dividend was paid during the current year (2019 - £nil) and there is no dividend proposed to be distributed to the shareholders in regards to the financial year (2019 - £nil).

Directors

The directors of the company who were in office during the year and up to the date of signing the financial statements were:

J M C Edmunds
Cs Hajos
D Keresztesi (appointed 11 September 2020)
G Kovacs (resigned 1 September 2020)
K E Major

Directors' remuneration

None of the directors received any remuneration during the year in respect of their services as directors of the company (2019 - £nil).

Directors' indemnity

The Articles of Association permit qualifying third-party indemnities for the directors as defined by Section 234 of the Companies Act 2006. No such indemnity was in force during the last financial year, nor is any currently in force.

Guinness Overseas Limited
Registered number: 00778398
Year ended 30 June 2020

DIRECTORS' REPORT (continued)

Business relationship statement

The business of the company is that of an intermediate holding company and as such it has a more limited number of third-party business relationships than other companies within the group. However, in order to ensure consistency in how the group operates, the company has adopted an internal Code of Business Conduct alongside a comprehensive framework of global policies and standards that are designed to ensure, amongst other things, that all companies throughout the group, including the company, have regard to its wider stakeholders, including those in a business relationship with the company, in a consistent manner. Decisions taken by directors are informed by the interests of its wider stakeholders, including those in a business relationship with the company, as guided by, amongst other things, the Code of Business Conduct and framework of policies and standards.

Post balance sheet events

Sale of shares in East African Breweries Limited shared to Diageo Kenya Limited

On 31 July 2020, 20,628,804 ordinary shares of Kshs 2 each held by the company in East African Breweries Limited were sold for a consideration of £24,428,548 to Diageo Kenya Limited. The consideration received was lower than the market value of the shares at 30 June 2020 by £2,090,000 as the fair value of the shares decreased subsequent to year-end.

Additional Capital injection into Diageo Supply Marracuene Lda.

On 1 December 2020 the board approved an additional equity injection to Diageo Supply Marracuene Lda of £1,200,000 to be paid in proportion to the existing shareholding of the company and Diageo Overseas Holdings Limited. The capital contribution was required to settle intercompany liabilities and fund the working capital needs of Diageo Supply Marracuene Lda.

Sale of land

On 22 April 2021, the Company sold one of its property in Seychelles to a third party for a consideration of £143,000 resulting in a gain.

Internal control and risk management over financial reporting

The company operates under the financial reporting processes and controls of the group. Diageo plc's internal control and risk management systems including its financial reporting process of Diageo plc, which include those of the company, are discussed in the group's Annual Report 2020 on page 79 at www.diageo.com, which does not form part of this report.

Independent Auditors

Pursuant to Section 487 of the Companies Act 2006, the independent auditors, PricewaterhouseCoopers LLP, have been reappointed and will continue in office as independent auditors of the company.

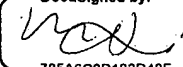
Disclosure of information to auditors

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the company's auditors are unaware; and each director has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Guinness Overseas Limited
Registered number: 00778398
Year ended 30 June 2020

DIRECTORS' REPORT (continued)

On behalf of the board

DocuSigned by:

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D Keresztesi
Director

Lakeside Drive
Park Royal
London
NW10 7HQ

18 June 2021

Guinness Overseas Limited
Registered number: 00778398
Year ended 30 June 2020

Statement of directors' responsibilities in respect of the financial statements

The directors are responsible for preparing the annual report and the financial statements in accordance with applicable law and regulation.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", 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 the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 101, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- 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 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.

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.

Independent auditors' report to the members of Guinness Overseas Limited

Report on the audit of the financial statements

Opinion

In our opinion, Guinness Overseas Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 30 June 2020 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual report and financial statements (the "Annual Report"), which comprise: the balance sheet as at 30 June 2020; the income statement, the statement of comprehensive income, the statement of changes in equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern.

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

With respect to the Strategic Report and Directors' report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require us also to report certain opinions and matters as described below.

Strategic Report and Directors' report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic Report and Directors' report for the year ended 30 June 2020 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic Report and Directors' report.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Statement of directors' responsibilities in respect of the financial statements set out on page 10, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditors' responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.

Use of this report

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

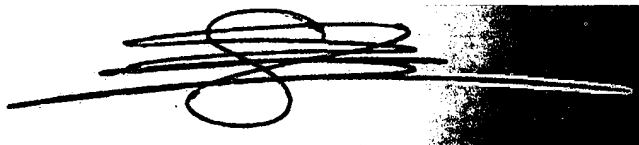
Other required reporting

Companies Act 2006 exception reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the company, or returns adequate for our audit have not been received from branches not visited by us; or
- certain disclosures of directors' remuneration specified by law are not made; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.



Steve Reid (Senior Statutory Auditor)

for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London

18 June 2021

Guinness Overseas Limited
Registered number: 00778398
Year ended 30 June 2020

INCOME STATEMENT

		Year ended 30 June 2020	Year ended 30 June 2019
	Notes	£ 000	£ 000
Operating costs	2	(39)	(553)
Income from shares in group undertakings	3	4,613	5,851
Income from shares in associate undertakings	3	468	527
Income from other investments	4	1,568	1,439
Provision against subsidiary undertakings	8	(20,239)	(3,031)
Operating (loss) / profit		(13,629)	4,233
Net finance income	5	1,998	2,087
(Loss) / profit before taxation on ordinary activities		(11,631)	6,320
Taxation on (loss) / profit on ordinary activities	6	(524)	(588)
(Loss) / profit for the financial year		(12,155)	5,732

The accompanying notes are an integral part of these financial statements.

Guinness Overseas Limited
Registered number: 00778398
Year ended 30 June 2020

STATEMENT OF COMPREHENSIVE INCOME

		Year ended 30 June 2020	Year ended 30 June 2019
	Notes	£ 000	£ 000
(Loss) / profit for the year		<u>(12,155)</u>	<u>5,732</u>
Other comprehensive expense			
Items that will not be recycled subsequently to the income statement			
Net fair value losses on other investments	8	<u>(5,297)</u>	<u>(2,137)</u>
Other comprehensive expense for the year, net of tax		<u>(5,297)</u>	<u>(2,137)</u>
Total comprehensive (expense) / income for the year		<u><u>(17,452)</u></u>	<u><u>3,595</u></u>

The accompanying notes are an integral part of these financial statements.

Guinness Overseas Limited
Registered number: 00778398
Year ended 30 June 2020

BALANCE SHEET

	Notes	30 June 2020 £ 000	30 June 2019 £ 000
Non-current assets			
Property, plant and equipment	7	2,889	2,899
Investments in subsidiaries	8	66,018	85,867
Investments in associates and joint ventures	8	2,487	2,487
Other investments	8	30,480	35,777
		<u>101,874</u>	<u>127,030</u>
Current assets			
Trade and other receivables	9	273,882	265,377
Cash and cash equivalents		—	803
		<u>273,882</u>	<u>266,180</u>
Total assets		<u>375,756</u>	<u>393,210</u>
Current liabilities			
Other financial liabilities	10	—	(2)
		<u>—</u>	<u>(2)</u>
Net assets		<u>375,756</u>	<u>393,208</u>
Equity			
Called up share capital	12	—	—
Other reserves	12	27,943	33,240
Retained earnings		347,813	359,968
Total equity		<u>375,756</u>	<u>393,208</u>

The accounting policies and other notes on pages 17 to 31 form part of the financial statements.

These financial statements on pages 13 to 31 were approved by the Board on 18 June 2021 and were signed on its behalf by:

DocuSigned by:



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D Keresztesi
 Director

Guinness Overseas Limited
Registered number: 00778398
Year ended 30 June 2020

STATEMENT OF CHANGES IN EQUITY
ATTRIBUTABLE TO SHAREHOLDERS OF THE COMPANY

	Called up share capital £ 000	Other reserves £ 000	Retained earnings £ 000	Total £ 000
Balance at 30 June 2018	—	35,377	354,236	389,613
Profit for the financial year	—	—	5,732	5,732
Other comprehensive expense for the year	—	(2,137)	—	(2,137)
Balance at 30 June 2019	—	33,240	359,968	393,208
Loss for the financial year	—	—	(12,155)	(12,155)
Other comprehensive expense for the year	—	(5,297)	—	(5,297)
Balance at 30 June 2020	—	27,943	347,813	375,756

The accompanying notes are an integral part of these financial statements.

Guinness Overseas Limited
Registered number: 00778398
Year ended 30 June 2020

NOTES TO THE FINANCIAL STATEMENTS

1. ACCOUNTING POLICIES

Basis of preparation

The principal accounting policies applied in the preparation of these financial statements are set below. These policies have been consistently applied to all the years presented, unless otherwise stated.

These financial statements are prepared in accordance with Financial Reporting Standard 101 *Reduced Disclosure Framework* (FRS 101).

In preparing these financial statements, the company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the EU (IFRS), but makes amendments where necessary in order to comply with Companies Act 2006 and sets out below where the FRS 101 disclosure exemptions have been taken.

These financial statements are prepared on a going concern basis under the historical cost convention, except that certain financial instruments are measured at their fair value.

The company is a wholly owned subsidiary of Diageo plc and is included in the consolidated financial statements of Diageo plc which are publicly available.

The preparation of financial statements in conformity with FRS 101 requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the year. Actual results could differ from those estimates.

The following exemptions from the requirements of IFRS have been applied in the preparation of these financial statements, in accordance with FRS 101:

- The following paragraphs of IAS 1, 'Presentation of financial statements':
 - 10(d) (statement of cash flows);
 - 16 (statement of compliance with all IFRS);
 - 79(a)(iv) (comparative information requirements);
 - 111 (cash flow statement information);
 - 134-136 (capital management disclosures).
- IAS 7, 'Statement of cash flows'
- The following paragraphs of IAS 8, 'Accounting policies, changes in accounting estimates and errors':
 - 30 (requirement for the disclosure of information when an entity has not applied a new IFRS that has been issued but is not yet effective);
 - 31 (disclosures relating to the new IFRS).
- Paragraphs 130(f)(ii), 130(f)(iii), 134(d) to 134(f) and 135(c) to 135(e) of IAS 36, 'Impairment of assets' (disclosures when the recoverable amount is fair value less costs of disposal, assumptions involved in estimating recoverable amounts of cash-generating units containing goodwill or intangible assets with indefinite useful lives, and management's approach to determining these amounts).
- The following paragraphs of IAS 24 'Related party disclosures':
 - 17 (key management compensation);
 - 18A (key management services provided by a separate management entity).

Guinness Overseas Limited
Registered number: 00778398
Year ended 30 June 2020

NOTES TO THE FINANCIAL STATEMENTS (continued)

1. ACCOUNTING POLICIES (continued)

Basis of preparation (continued)

- The requirements of IFRS 7 Financial Instruments: Disclosures, provided that equivalent disclosures are included in the consolidated financial statements of the group in which the entity is consolidated.

The company has taken advantage of the exemption by virtue of section 400 under Companies Act 2006, from the requirement to prepare consolidated financial statements, as it and its subsidiaries are included in the consolidated financial statements of its ultimate parent, Diageo plc.

These financial statements are separate financial statements.

New accounting standards and interpretations

The following amendments to the accounting standards, issued by the IASB which have been endorsed by the EU, have been adopted by the group and therefore by the company from 1 July 2019 with no impact on the company's results, financial position or disclosures:

- Amendments to IAS 28 - Long-term Interests in Associates and Joint Ventures
- Amendments to IFRS 9 - Prepayment Features with Negative Compensation
- Improvements to IFRS 3 and IFRS 11 - Business combinations and Joint arrangements - Accounting for previously held interests
- Improvements to IAS 12 - Income taxes - Accounting for income tax consequences of payments on financial instruments that are classified as equity
- Improvements to IAS 23 - Borrowing costs on completed qualifying assets
- IFRS 16 - Leases

The following amendment and standard, issued by the IASB have not been adopted by the company:

- IFRS 17 - Insurance contracts
- Amendments to IFRS 9, IAS 39 and IFRS 7 - Interest rate benchmark reform (phase 1)

Functional and presentational currency

These financial statements are presented in sterling (£), which is the company's functional currency.

All financial information presented in sterling (£) has been rounded to the nearest thousand unless otherwise stated.

Finance income

Finance income is recognised in the income statement in the year in which it is earned.

Foreign currencies

Transactions in foreign currencies are recorded at the rate of exchange at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the financial year end exchange rates and these foreign exchange differences are recognised in the income statement.

Guinness Overseas Limited
Registered number: 00778398
Year ended 30 June 2020

NOTES TO THE FINANCIAL STATEMENTS (continued)

1. ACCOUNTING POLICIES (continued)

Investments in subsidiaries, associates, joint ventures

Investments in subsidiaries, associates, joint ventures are stated at historical cost less impairment provisions for any permanent decrease in value. The carrying amounts of the company's investments are reviewed at each reporting date to determine whether there is an indication of impairment. If such an indication exists, then the asset's recoverable amount is estimated. Losses are recognised in the income statement to reflect an impairment against the carrying value. Where an event results in the asset's recoverable amount being higher than the previously impaired carrying value, the original impairment may be reversed through the income statement in subsequent periods.

Financial assets and liabilities

Financial assets and liabilities are initially recorded at fair value including, where permitted by IFRS 9, any directly attributable transaction costs. For those financial assets that are not subsequently held at fair value, the company assesses whether there is evidence of impairment at each balance sheet date. The company classifies its financial assets and liabilities into the following categories: financial assets and liabilities at amortised cost, financial assets and liabilities at fair value through profit and loss and financial assets at fair value through other comprehensive income. Where financial assets or liabilities are eligible to be carried at either amortised cost or fair value, the company does not apply the fair value option.

Trade and other receivables Amounts owed by other group companies are initially measured at fair value and are subsequently reported at amortised cost. Non-interest-bearing trade receivables are stated at their nominal value as they are due on demand. Allowances for expected credit losses are made based on the risk of non-payment taking into account ageing, previous experience, economic conditions and forward-looking data. Such allowances are measured as either 12-months expected credit losses or lifetime expected credit losses depending on changes in the credit quality of the counterparty.

Cash and cash equivalents Cash and cash equivalents include cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts.

Other investments Other investments represent equity instruments, which are non-derivative financial assets that are either designated as such upon initial recognition or not classified in any of the other financial asset categories. They are included in non-current assets. Subsequent to initial measurement, equity instruments are stated at fair value. Under IFRS 9, gains and losses arising from the changes in fair value of other investments are recognised in other comprehensive income, accumulated gains and losses included in other comprehensive income are not recycled to the income statement at the time of disposal, nor are there any impairment requirements. Dividends from other investments are recognised in the income statement when they are receivable.

Trade and other payables Trade payables are non-interest bearing and are stated at their nominal value as they are due on demand. Amounts owed to other group companies are initially measured at fair value and are subsequently reported at amortised cost.

Guinness Overseas Limited
Registered number: 00778398
Year ended 30 June 2020

NOTES TO THE FINANCIAL STATEMENTS (continued)

1. ACCOUNTING POLICIES (continued)

Taxation

Current tax is based on taxable profit for the year. Taxable profit is different from accounting profit due to temporary differences between accounting and tax treatments, and due to items that are never taxable or tax deductible. Tax benefits are not recognised unless it is probable that the tax positions are sustainable. Once considered to be probable, tax benefits are reviewed each year to assess whether a provision should be taken against full recognition of the benefit on the basis of potential settlement through negotiation and/or litigation. Tax provisions are included in current liabilities. Penalties and interest on tax liabilities are included in profit before taxation.

Full provision for deferred tax is made for temporary differences between the carrying value of assets and liabilities for financial reporting purposes and their value for tax purposes. The amount of deferred tax reflects the expected recoverable amount and is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using the basis of taxation enacted or substantively enacted by the balance sheet date. Deferred tax assets are not recognised where it is more likely than not that the asset will not be realised in the future.

Dividends

The interim dividend is included in the financial statements in the year in which it is approved by the directors, and the final dividend in the year in which it is approved by shareholders. Dividends received are included in the financial statements in the year in which they are receivable.

Judgements in applying accounting policies and key sources of estimation uncertainty

The preparation of financial statements requires the directors to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the year. Actual results could differ from those estimates.

The critical accounting policy, which the directors consider is of greater complexity and particularly subject to the exercise of judgements and estimates, is set out in detail in the accounting policy for investments in subsidiaries. A critical accounting judgement, specific to the company, is the assessment that recoverable amount of the company's investment in subsidiaries is greater than the carrying amount.

Impairment reviews are carried out to ensure that the value of the investments in subsidiaries are not carried at above their recoverable amounts. The tests are dependent on management's estimates in respect of the forecasting of future cash flows, the discount rates applicable to the future cash flows and expected growth rates. Such estimates and judgements are subject to change as a result of changing economic conditions and actual cash flows may differ from forecasts. Impairment testing for the year ended 30 June 2020 has identified some investments as being sensitive to reasonably possible changes in assumptions. Additional estimates have been applied by management regarding the potential financial impact of the Covid-19 pandemic in respect of the anticipated future cash flows of the indirect operating subsidiaries of the company. The Covid-19 assessment performed by the group is set out in note 9 to the Annual Report.

Guinness Overseas Limited
Registered number: 00778398
Year ended 30 June 2020

NOTES TO FINANCIAL STATEMENTS (continued)

2. OPERATING COSTS

	Year ended 30 June 2020 £ 000	Year ended 30 June 2019 £ 000
Operating costs		
Other external charges (a)	(2)	(90)
Depreciation	(10)	(10)
Net foreign exchange losses (b)	(43)	(639)
Other operating income (c)	16	186
	<u>(39)</u>	<u>(553)</u>

(a) **Other external charges** include a management recharge of £nil (2019 - £89,000) and bank charges of £2,000 (2019 - £1,000).

(b) **Net foreign exchange losses:** The company incurred a foreign exchange loss on the dividends received in an amount of £43,000 (2019 - £nil), and in respect of settlement of intercompany payables on behalf of subsidiary undertakings of £nil (2019 - £571,000).

(c) **Other operating income** includes a management recharge income of £16,000 (2019 - £5,000) and the release of accruals in the amount of £nil (2019 - £175,000).

The auditors' remuneration of £7,000 (2019 - £7,000) was paid on behalf of the company by a fellow group undertaking. There were no fees payable to the auditors in respect of non-audit services (2019 - £nil).

The company did not employ any staff during either the current or prior year.

None of the directors received any remuneration during the financial year in respect of their services as directors of the company (2019 - £nil).

3. INCOME FROM SHARES IN GROUP UNDERTAKINGS

Net dividend income from shares in group undertakings during the year ended 30 June 2020 amounted to £4,718,000 (2019 - £5,928,000) of which £4,718,000 (2019 - £5,928,000) was settled during the current financial year by receiving amounts due from other fellow group undertakings. Withholding tax suffered in respect of the dividends received amounted to £363,000 (2019 - £450,000).

Guinness Overseas Limited
Registered number: 00778398
Year ended 30 June 2020

NOTES TO THE FINANCIAL STATEMENTS (continued)

4. INCOME FROM OTHER INVESTMENTS

	Year ended 30 June 2020 £ 000	Year ended 30 June 2019 £ 000
East African Breweries Limited	1,416	1,275
Other	152	164
	<u>1,568</u>	<u>1,439</u>

Net dividend income from other investments of £1,407,000 (2019 - £1,301,000) has been settled by receiving amounts due from other fellow group undertakings. Withholding tax suffered in respect of the dividends received amounted to £161,000 (2019 - £138,000).

5. NET FINANCE INCOME

	Year ended 30 June 2020 £ 000	Year ended 30 June 2019 £ 000
Net interest income from fellow group undertakings		
Diageo Finance plc	1,998	2,087
Net finance income	<u>1,998</u>	<u>2,087</u>

Net interest income from Diageo Finance plc includes interest charges in the amount of £1,500 (2019 - £13,000).

Guinness Overseas Limited
Registered number: 00778398
Year ended 30 June 2020

NOTES TO THE FINANCIAL STATEMENTS (continued)

6. TAXATION ON PROFIT ON ORDINARY ACTIVITIES

	Year ended 30 June 2020 £ 000	Year ended 30 June 2019 £ 000
(a) Analysis of taxation charge for the year		
Current tax		
Foreign taxes suffered	(524)	(588)
Total current tax	(524)	(588)
Deferred tax	—	—
Taxation on profit on ordinary activities	(524)	(588)
	Year ended 30 June 2020 £ 000	Year ended 30 June 2019 £ 000
(b) Factors affecting total tax charge for the year		
(Loss)/profit before taxation on ordinary activities	(11,631)	6,320
Taxation on (loss)/profit on ordinary activities at UK corporation tax rate of 19% (2019 - 19%)	2,210	(1,201)
Items not chargeable for tax purposes	1,263	1,518
Items not deductible for tax purposes	(3,847)	(686)
Group relief received for nil consideration	374	369
Foreign taxes suffered	(524)	(588)
Total tax charge for the year	(524)	(588)

The UK tax rate is 19% effective from 1 April 2017 which is applied for year ended 30 June 2020. In the Spring Budget 2020, the Government announced that from 1 April 2020 the corporation tax rate would remain at 19% (rather than reducing to 17%, as previously enacted). This new law was substantively enacted on 17 March 2020. Deferred taxes at 30 June 2020 have been measured using these tax rates (19%) and reflected in these financial statements.

In the Spring Budget 2021, the Government announced that from 1 April 2023 the corporation tax rate will increase to 25%. Since the proposal to increase the rate to 25% had not been substantively enacted at the balance sheet date, its effects are not included in these financial statements.

Guinness Overseas Limited
Registered number: 00778398
Year ended 30 June 2020

NOTES TO THE FINANCIAL STATEMENTS (continued)

7. PROPERTY, PLANT AND EQUIPMENT

	Land and buildings £ 000	Fixtures and fittings £ 000	Total £ 000
Cost			
At 30 June 2019	3,448	50	3,498
Disposal	—	(50)	(50)
At 30 June 2020	3,448	—	3,498
Accumulated Depreciation			
At 30 June 2019	(549)	(50)	(599)
Depreciation charge	(10)	—	(10)
Disposal	—	50	50
At 30 June 2020	(559)	—	(559)
Carrying amount			
At 30 June 2020	2,889	—	2,889
At 30 June 2019	2,899	—	2,899

The net book value of land and buildings includes freehold properties of £2,889,000 (2019 - £2,899,000). Included in the total net book value are £2,821,000 (2019 - £2,821,000) within land and £68,000 (2019 - £78,000) within buildings in respect of freehold properties. Depreciation for the year on those assets was £10,000.

Guinness Overseas Limited
Registered number: 00778398
Year ended 30 June 2020

NOTES TO THE FINANCIAL STATEMENTS (continued)

8. INVESTMENTS IN SUBSIDIARIES, JOINT VENTURES, ASSOCIATES AND OTHER INVESTMENTS

Shares in group undertakings and other investments

	Subsidiaries	Associates	Joint ventures	Other investments	Total
	£ 000	£ 000	£ 000	£ 000	£ 000
Cost					
At 30 June 2019	104,769	630	1,857	35,777	143,033
Additions	390	—	—	—	390
Decrease in fair value	—	—	—	(5,297)	(5,297)
At 30 June 2020	105,159	630	1,857	30,480	138,126
Provisions					
At 30 June 2019	(18,902)	—	—	—	(18,902)
Provided	(20,239)	—	—	—	(20,239)
At 30 June 2020	(39,141)	—	—	—	(39,141)
Carrying amount					
At 30 June 2020	66,018	630	1,857	30,480	98,985
At 30 June 2019	85,867	630	1,857	35,777	124,131

Additions

On 30 September 2019 the additional equity injection was provided to Diageo Supply Marracuene Lda in the amount of £390,000.

Guinness Overseas Limited
Registered number: 00778398
Year ended 30 June 2020

NOTES TO THE FINANCIAL STATEMENTS (continued)

8. INVESTMENTS IN SUBSIDIARIES, JOINT VENTURES, ASSOCIATES AND OTHER INVESTMENTS (continued)

Other investments

Other investments represent equity instruments, which are non-derivative financial assets that are either designated as such upon initial recognition or not classified in any of the other financial asset categories. They are included in non-current assets. Subsequent to initial measurement, equity instruments are stated at fair value. The company values its other investments using unadjusted quoted prices (Level 1). The fair value of other investments is £30,480,000 at 30 June 2020 (2019 - £35,777,000). Under IFRS 9, gains and losses arising from the changes in fair value of other investments are recognised in other comprehensive income, accumulated gains and losses included in other comprehensive income are not recycled to the income statement at the time of disposal, nor are there any impairment requirements.

Other investments are measured at fair value through other comprehensive income as these investments represent equity instruments. The net loss on the revaluation at 30 June 2020 was £5,297,000 (2019 - loss of £2,137,000).

Provisions for impairment

In 2014, the company acquired 100% ownership of Diageo Supply Marracuene Limitada for a cash consideration of £11,555,000. During 2018-2019 the company provided additional capital contribution in the amount of £6,931,000 to finance the operation of the subsidiary, as the plant in Mozambique was operating at a loss. The total gross cost of the investment with the capital injections increased to 18,485,722 at 30 June 2019. As a result of the economic downturn in Mozambique the recoverable amount of Diageo Supply Marracuene Limitada decreased substantially during the previous years, therefore the recoverable amount of the investment was assessed to be £nil at 30 June 2019 subsequent to mothballing of the plant. The cumulative impairment charge at 30 June 2019 was £18,485,722. On 30 September 2019 a further capital contribution was paid to Diageo Supply Marracuene Limitada in the amount of £390,000. The recoverable amount of the investment was determined at year end by estimating the present value of the asset's future cash flows and a further provision for impairment was recognised in the amount of £390,000. Management do not anticipate a positive turnaround of the business in the next few years.

During the year ended 30 June 2020, the recoverable amount of Guinness Nigeria plc investment was determined by estimating the present value of the asset's future cash flows and the fair value less cost to sell. A provision for impairment was recognised in the amount of £19,849,473 based on the higher amount of fair value less cost to sell.

Details of the investments in which the company holds 20% or more of the nominal value of any class of share capital are as follows. Unless otherwise stated the percentage of shares held are in respect of ordinary share capital.

Guinness Overseas Limited
Registered number: 00778398
Year ended 30 June 2020

NOTES TO THE FINANCIAL STATEMENTS (continued)

8. INVESTMENTS IN SUBSIDIARIES, JOINT VENTURES, ASSOCIATES AND OTHER INVESTMENTS (continued)

Name of investment	Notes	Registered office address	Proportion of ownership interest % *	Proportion of effective interest % **
Direct holdings				
<i>Subsidiary undertakings</i>				
Atalantaf Limited		Victoria Place, 5th Floor 31 Victoria Street, Hamilton, HM 10, Bermuda	100%	100%
Diageo Brands Nigeria Ltd	(iii)	Oba Akran Avenue Ikeja, 24, Lagos, PMB 21071, 100001, Nigeria	100%	100%
DIREF Industria de Bebidas,Lda-Angola JV		Rua Dom Eduardo André Muaca, S/ No, LOTE C4, Angola	50.10%	50.10%
Guinness Canada Limited		Labatt House, 207 Queen's Quay, West, Suite 299, Ontario, M5J 1A7, Toronto, Canada	51%	51%
Diageo Supply Marracuene Lda.		Estrada Nacional numero 1, Micanhine, Marracuene, Mozambique	97.50%	97.50%
Guinness Nigeria plc	(i)	The Ikeja Brewery, Oba Akran Avenue, Private Mail Bag 21071, Ikeja, Lagos, Nigeria	58.02%	58.02%
PT Gitaswara Indonesia	(ii)	Jl Jend Sudirman Kav. 76-78, Sudirman Plaza, Plaza Marein, 15th, Jakarta Selatan, 12910, Jakarta, Indonesia	100%	100%
<i>Associate undertakings</i>				
Seychelles Breweries Limited	(vi)	O'Brien House, 273 Le Rocher, Mahé, Seychelles	30%	30%
<i>Joint venture undertakings</i>				
Diageo Angola Limitada	(vii)	Rua Fernão de Sousa, Condomínio Bengo, Letter A, 11.s floor, Fraction A37, neighbourhood Vila Alice, Municipality of Luanda, Province of Luanda, Angola	50%	50%

* The percentage of shares owned by the immediate shareholder(s) of the subsidiary

** Effective percentage of shares owned by the company directly and indirectly

Guinness Overseas Limited
Registered number: 00778398
Year ended 30 June 2020

NOTES TO THE FINANCIAL STATEMENTS (continued)

8. INVESTMENTS IN SUBSIDIARIES, JOINT VENTURES, ASSOCIATES AND OTHER INVESTMENTS (continued)

Name of investment	Notes	Registered office address	Proportion of ownership interest %*	Proportion of effective interest %**
<i>Other investment undertakings</i>				
East African Breweries Limited	(v)	Tusker House, Ruaraka, PO BOX 30161, 00100 Nairobi GPO, Kenya	2.61%	2.61%
Monrovia Breweries Inc.		Duala, Bushrod Island, Monrovia, Liberia	7.50%	7.50%
Phoenix Beverages Limited		Phoenix House, Pont Fer, Phoenix Mauritius	1.92%	1.92%
Sierra Leone Brewery Limited	(iv)	P O Box 721 Wellington Industrial Estate Freetown, Sierra Leone	1.31%	1.31%

(i) 50.18% held directly, 7.84% held indirectly.

(ii) The company controlled by the group based on management's assessment.

(iii) In liquidation.

(iv) Dormant company.

(v) On 31 July 2020 sold to Diageo Kenya Limited.

(vi) Subsidiary at group level but an associate based on the effective percentage of shares held by the company.

(vii) Subsidiary at group level but joint venture based on the effective percentage of shares held by the company.

The investments in subsidiaries, associated undertakings and joint ventures are held at cost less, where appropriate, provision for impairment in value. In the opinion of the directors, the investments in the company's subsidiary undertakings, associate companies and joint ventures are worth at least the amount at which they are stated in the financial statements.

The other investments are held at fair value.

* The percentage of shares owned by the immediate shareholder(s) of the subsidiary

** Effective percentage of shares owned by the company directly and indirectly

Guinness Overseas Limited
Registered number: 00778398
Year ended 30 June 2020

NOTES TO THE FINANCIAL STATEMENTS (continued)

9. TRADE AND OTHER RECEIVABLES

	30 June 2020	30 June 2019
	£ 000	£ 000
Amounts owed by fellow group undertakings		
Diageo Finance plc	273,828	265,369
Other receivables	54	—
Corporate tax receivable	—	8
	<u>273,882</u>	<u>265,377</u>

The amounts owed by Diageo Finance plc are interest bearing, unsecured and repayable on demand.

Other receivables of £54,000 are cash held at an overseas bank on behalf of the Company, through a nominee entity.

10. OTHER FINANCIAL LIABILITIES

	30 June 2020	30 June 2019
	£ 000	£ 000
Intra-group derivative liabilities		
Not designated in a hedge relationship	—	(2)

The company entered into forward deals to cover the foreign currency balances of the trade and other receivables at the end of the previous financial year. There are no such deals in the current year.

11. DEFERRED TAX ASSETS AND LIABILITIES

Unrecognised deferred tax assets

Deferred tax assets have been recognised to the extent that it is considered more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted. Where this is not the case, deferred tax assets have not been recognised, as set out below:

	30 June 2020	30 June 2019
	£ 000	£ 000
Capital losses - indefinite	<u>122</u>	<u>109</u>

Unrecognised deferred tax liabilities

The aggregate amount of temporary difference in respect of investments held in subsidiaries, branches, associates and joint ventures results in a deferred tax liability of £582,000 (2019 - £536,000) which has not been recognised as the company is able to control the timing of the reversal of the temporary difference and management is of the opinion that such temporary difference will not reverse in the foreseeable future.

Guinness Overseas Limited
Registered number: 00778398
Year ended 30 June 2020

NOTES TO THE FINANCIAL STATEMENTS (continued)

12. CALLED UP SHARE CAPITAL AND OTHER RESERVES

Allotted, called up and fully paid:

	30 June 2020
	£
100 (2019 - 100) ordinary shares of £1 each	<u><u>100</u></u>

Other reserves:

Other investments represent equity instruments, which are non-derivative financial assets that are either designated as such upon initial recognition or not classified in any of the other financial asset categories. Subsequent to initial measurement, equity instruments are stated at fair value. The company values its other investments using unadjusted quoted prices (Level 1), gains and losses arising from the changes in fair value of other investments are recognised in other comprehensive income and accumulated gains and losses are included in other reserves.

13. RELATED-PARTY TRANSACTIONS

Transactions between the company and its related parties are made on terms equivalent to those that prevail in arm's length transactions.

The following transactions were carried out with related parties:

Income from related-parties

	Year ended June 30 2020 £ 000	Year ended June 30 2019 £ 000
Guinness Nigeria plc	3,550	4,356
Guinness Canada Limited	563	1,495
East African Breweries Limited	1,416	1,275
Seychelles Breweries Limited	468	527
Monrovia Breweries Inc.	60	57
	<u><u>6,057</u></u>	<u><u>7,710</u></u>

Net dividend income from related-parties during the year ended 30 June 2020 amounting to £5,546,000 (2019 - £7,136,000) has been settled during the current financial year by receiving amounts due from related-parties. Withholding tax suffered in respect of the dividends received amounted to £511,000 (2019 - £574,000).

Guinness Overseas Limited
Registered number: 00778398
Year ended 30 June 2020

NOTES TO THE FINANCIAL STATEMENTS (continued)

14. POST BALANCE SHEET EVENTS

Sale of shares in East African Breweries Limited shared to Diageo Kenya Limited

On 31 July 2020, 20,628,804 ordinary shares of Kshs 2 each held by the company in East African Breweries Limited were sold for a consideration of £24,428,548 to Diageo Kenya Limited. The consideration received was lower than the market value of the shares at 30 June 2020 by £2,090,000 as the fair value of the shares decreased subsequent to year-end.

Additional Capital injection into Diageo Supply Marracuene Lda.

On 1 December 2020 the board approved an additional equity injection to Diageo Supply Marracuene Lda of £1,200,000 to be paid in proportion to the existing shareholding of the company and Diageo Overseas Holdings Limited. The capital contribution was required to settle intercompany liabilities and fund the working capital needs of Diageo Supply Marracuene Lda.

Sale of land

On 22 April 2021, the Company sold one of its property in Seychelles to a third party for a consideration of £143,000 resulting in a gain.

15. IMMEDIATE AND ULTIMATE PARENT UNDERTAKING

The immediate parent undertaking of the company is Diageo Overseas Holdings Limited, a company incorporated and registered in England, United Kingdom.

The ultimate parent undertaking of the company is Diageo plc which is the ultimate controlling party of the group. The ultimate parent undertaking and the smallest and largest group to consolidate these financial statements is Diageo plc. Diageo plc is incorporated and registered in England, United Kingdom. The consolidated financial statements of Diageo plc can be obtained from the registered office at Diageo, Lakeside Drive, Park Royal, London, NW10 7HQ, United Kingdom.