

Diageo Spare Company No.6 Limited

Financial statements 30 June 2012

Registered number 908005

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Directors' report

The directors have pleasure in submitting their annual report, together with the audited financial statements for the year ended 30 June 2012

Activities

The company did not trade during the financial year but had a bank account held in foreign currency and therefore incurred bank charges and an exchange gain. Bank account was closed in July 2012. The directors foresee no changes in the company's activities.

Going concern

The financial statements have been prepared on a going concern basis as a fellow group undertaking has agreed to provide financial support for the foreseeable future. The only liabilities at the balance sheet date are in respect of balances due to fellow group undertakings.

The directors have no reason to believe that a material uncertainty exists that may cast significant doubt about the ability of the Diageo group 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 the foreseeable future with the support from the group undertakings.

Financial

The results for the year ended 30 June 2012 are shown on page 5.

The directors do not recommend the payment of a dividend (2011 - £nil). The loss for the year transferred from reserves is £425 (2011 - £767 gain transferred to reserves).

Directors

The directors who held office during the year were as follows

S J Bolton	(resigned 2 February 2012)
G P Crickmore	(resigned 2 February 2012)
D Heginbottom	(resigned 2 February 2012)
N Mákos	
J J Nicholls	
A M Smith	(resigned 2 February 2012)
P D Tunnaclyffe	
J A I Franco	(appointed 16 December 2011, resigned 2 February 2012)

Directors' report (continued)

Secretary

On 2 February 2012 J J Nicholls resigned as Secretary of the company and C E Kynaston was appointed in his place

Directors' remuneration

None of the directors received any remuneration during the year in respect of their services as directors of the company (2011 - £nil)

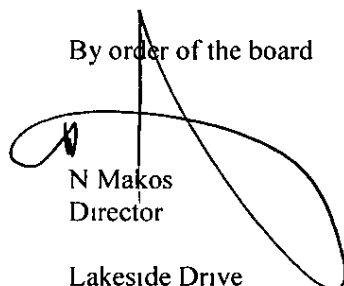
Auditor

Pursuant to Section 487 of the Companies Act 2006, the auditor, KPMG Audit Plc, is deemed to be reappointed and will continue in office

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 auditor is 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 auditor is aware of that information

By order of the board

A large, stylized handwritten signature in black ink, appearing to be 'N Makos', is written over the text 'By order of the board' and 'N Makos Director'.

N Makos
Director

Lakeside Drive
Park Royal
London
NW10 7 HQ
6 December 2012

Statement of directors' responsibilities in respect of the directors' report and the financial statements

The directors are responsible for preparing the directors' report and the 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 they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice).

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 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, 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 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 have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

Diageo Spare Company No.6 Limited
Registered number: 908005
Year ended 30 June 2012

Independent auditor's report to the members of Diageo Spare Company No.6 Limited

We have audited the financial statements of Diageo Spare Company No 6 Limited for the year ended 30 June 2012, set out on pages 5 to 9. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice).

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.

Respective responsibilities of directors and auditor

As explained more fully in the statement of directors' responsibilities set out on page 3, 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.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the APB's website at www.frc.org.uk/apb/scope/private.cfm.

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 2012 and of its loss for the year then ended,
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matters 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.

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.



P Nichols, Senior Statutory Auditor
For and on behalf of KPMG Audit Plc, Statutory Auditor
Chartered Accountants
15 Canada Square
London
E14 5GL

13 December 2012

Profit and loss account

	<i>Notes</i>	Year ended 30 June 2012 £	Year ended 30 June 2011 £
Bank charges		(209)	(191)
Foreign exchange (loss)/gain		(361)	967
Operating (loss)/profit	1	(570)	776
(Loss)/profit on ordinary activities before taxation		(570)	776
Taxation on loss/profit on ordinary activities	2	145	(9)
(Loss)/profit for the financial year		(425)	767

There are no recognised gains and losses other than the result for the year and consequently a statement of total recognised gains and losses has not been presented as part of the financial statements

There is no difference between the results for the years shown in the profit and loss account and the results for the relevant years restated on an historical cost basis

All results arise from continuing operations

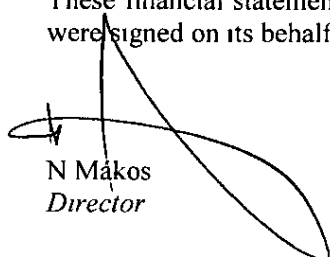
The accounting policies and other notes on pages 7 to 9 form part of these financial statements.

Balance sheet

	Notes	30 June 2012		30 June 2011	
		£	£	£	£
Current assets					
Debtors due within one year	3			973	
Amounts owed by Justerini & Brooks, Limited		973			
Cash at bank		-		10,608	
			973		11,581
Creditors due within one year	4	(84,860)		(95,043)	
Diageo Scotland Limited					
Net liabilities		(83,887)		(83,462)	
Capital and reserves					
Called up share capital	5	20,000		20,000	
Profit and loss account	6	(103,887)		(103,462)	
Shareholders' deficit	7	(83,887)		(83,462)	

The accounting policies and notes on pages 7 to 9 form part of these financial statements

These financial statements on pages 5 to 9 were approved by the board of directors on 6 December 2012 and were signed on its behalf by


N Mákos
Director

Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements

Basis of preparation

The financial statements are prepared on a going concern basis under the historical cost convention and in accordance with applicable UK accounting standards

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. Consequently the company has taken advantage of the exemption from preparing a cash flow statement under the terms of Financial Reporting Standard No 1 (Revised 1996)

The company is exempt under the terms of Financial Reporting Standard No 8 from disclosing related party transactions (but not balances) with entities that are wholly owned by a member of the Diageo plc group ("group undertakings")

Going concern

The financial statements have been prepared on a going concern basis as a fellow group undertaking has agreed to provide financial support for the foreseeable future. The only significant liabilities at the balance sheet date are in respect of balances due to fellow group undertakings

Foreign currencies

Transactions in foreign currencies are recorded at the rate of exchange at the date of the transaction. Assets and liabilities denominated in foreign currencies are translated into sterling at the financial year end exchange rates

Exchange gains and losses are taken to the profit and loss account

Taxation

Current tax, including UK corporation tax and overseas tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted at the balance sheet date. Except as otherwise required by FRS 19, deferred tax is provided in full on timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more tax, or a right to pay less tax, in the future. Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date. Any interest or penalties on tax liabilities are provided in the tax charge

Notes to the financial statements

1. Operating costs

The auditor's remuneration of £1,721 (2011 - £1,758) was settled on behalf of the company by a fellow group undertaking. There were no fees payable to the auditor in respect of non-audit services (2011 - £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 (2011 - £nil).

2. Taxation

	Year ended 30 June 2012 £	Year ended 30 June 2011 £
Factors affecting current tax (charge)/credit for the year		
(Loss)/profit on ordinary activities before taxation	(570)	776
Taxation on (loss)/profit on ordinary activities at UK corporation tax rate of 25.5% (2011 - 27.5%)	145	213
Group relief received for nil consideration		(213)
Adjustments to tax charge in respect of prior years	-	(9)
Current ordinary tax credit/(charge) for the year	145	(9)

3. Debtors, due within one year

Amounts owed by fellow group undertakings are unsecured, interest free and are repayable on demand.

4. Creditors: due within one year

Amounts due to group undertakings are unsecured, interest free and are repayable on demand.

Notes to the financial statements (continued)

5. Share capital

	30 June 2012 £	30 June 2011 £
<i>Allotted, called up and fully paid</i>		
100 ordinary shares of £200 each	20,000	20,000

6. Reserves

	Profit and loss account £
At 30 June 2011	
	(103,462)
Loss for the year	(425)
At 30 June 2012	(103,887)

7. Reconciliation of movement in shareholders' deficit

	30 June 2012 £	30 June 2011 £
(Loss)/profit for the financial year	(425)	767
Net (reduction in)/addition to shareholders' deficit	(425)	767
Shareholders' deficit at the beginning of the year	(83,462)	(84,229)
Shareholders' deficit at the end of the year	(83,887)	(83,462)

8. Immediate and ultimate parent undertaking

The immediate parent undertaking of the company is Diageo Scotland Limited, a company incorporated and registered in Scotland

The ultimate parent undertaking of the company is Diageo plc, a company incorporated and registered in England. The consolidated financial statements of Diageo plc can be obtained from the registered office at Lakeside Drive, Park Royal, London, NW10 7HQ