

Diageo Pension Trust Limited

**Directors' report and financial
statements**

31 March 2010

Registered number 1024205



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Officers and professional advisers

Directors

Mr G Williams (Chairman)
Mr R J Brockwitz
Mr M Van Buuren
Mr C D Coase
Mrs C D Isaacs
Mrs C B James
Mr G A Logie
Mrs A O M Manz (resigned 4 August 2010)
Mrs E G Paxton
Mr I C Shaw
Mr R A S Sivewright
Mr D J Tennent (resigned 2 July 2010)

Secretary

JJ Nicholls

Registered office

Diageo plc
Lakeside Drive
Park Royal
London NW10 7HQ

Auditors

KPMG Audit Plc
Chartered Accountants
Saltire Court
20 Castle Terrace
Edinburgh
EH1 2EG

Directors' report

The directors present their annual report and audited financial statements for the year ended 31 March 2010

Principal activities

The company is the corporate trustee of the Diageo Pension Scheme, the Diageo Lifestyle Plan and of the Grand Metropolitan COMP Scheme

Business review

No transactions resulting in a profit or loss have been entered into during the year

Directors and directors' interests

The names of the current directors and those who served during the year are set out on page 1

No director has any beneficial interest in the company's shares

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 he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information

Auditors

Under Section 487(2) of the Companies Act 2006, the auditors are deemed to be re-appointed. The auditor, KPMG Audit Plc is willing to continue in office and will be deemed to be re-appointed on the expiry of its term in office in respect of the year ended 31 March 2010

By order of the board



JJ Nicholls
Secretary

Diageo plc
Lakeside Drive
Park Royal
London NW10 7HQ

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 judgments 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.

Independent auditor's report to the members of Diageo Pension Trust Limited

We have audited the financial statements of Diageo Pension Trust Limited for the year ended 31 March 2010 set out on pages 6 and 7. 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 auditors' 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 auditors

As explained more fully in the Directors' Responsibilities Statement 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 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 web-site at www.frc.org.uk/apb/scope/UKNP.

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 31 March 2010 and of its result 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 matter 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.

Independent auditor's report to the members of Diageo Pension Trust Limited (continued)

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



Simon Pashby (Senior Statutory Auditor)
for and on behalf of KPMG Audit plc, Statutory Auditor
Chartered Accountants
191 West George Street
Glasgow
G2 2LJ

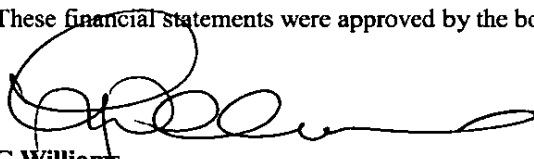
Profit and loss account
for the year to 31 March 2010

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.

Balance sheet
at 31 March 2010

	<i>Note</i>	2010 £	2009 £
Assets			
Debtors		90	90
		==	==
Capital and reserves			
Called up share capital	2	90	90
		==	==

These financial statements were approved by the board of directors and signed on its behalf by


G Williams
Director


CB James
Director

Notes

(forming part of the financial statements)

1 Accounting policies

The financial statements have been prepared in accordance with applicable accounting standards and under the historical cost accounting rules

2 Called up share capital

	2010 £	2009 £
<i>Authorised</i>		
Ordinary shares of £1 each	100	100
	<u> </u>	<u> </u>
<i>Allotted and called up</i>		
Ordinary shares of £1 each	90	90
	<u> </u>	<u> </u>