

Confidential

Diageo Pension Trust Limited

Directors' report and financial statements

Year ended 31 March 2017

Registered number 01024205

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Officers and professional advisers

Directors

C D Coase (Chairman)

C Callanan (Resigned 30 September 2016)

M J Hatchman

D Heginbottom

C D Isaacs

C B James

D Light (Resigned 30 June 2016)

J McGhee

E G Paxton

S Fennessy

I C Shaw

C S Wehrle

Secretary

JJ Nicholls

Registered office

Diageo plc

Lakeside Drive

Park Royal

London NW10 7HQ

Auditors

KPMG LLP

Chartered Accountants

St Vincent Plaza

319 St Vincent Street

Glasgow

G2 5AS

Directors' report

The directors present their annual report and audited financial statements for the year ended 31 March 2017.

Principal activities

The company is the corporate trustee of the Diageo Pension Scheme and the Diageo Lifestyle Plan.

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.

The chairman holds 13 'A' Ordinary shares with the other directors each holding 7 'A' Ordinary shares.

Audited information

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. Our auditor, KPMG LLP 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 2017.

By order of the board



JJ Nicholls
Secretary

Diageo plc
Lakeside Drive
Park Royal
London NW10 7HQ

Date: 2 August 2017

Statement of directors' responsibilities in respect of the annual 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), including FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland.

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.

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 2017 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), including FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland.

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 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 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 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 Financial Reporting Council's web-site at www.frc.org.uk/auditscopeukprivate.

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 2017;
- 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.

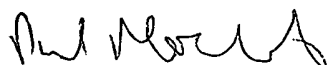
31 March 2017

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; or
- the directors were not entitled to take advantage of the smaller companies exemption from the requirement to prepare a strategic report.



Philip Merchant (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
St Vincent Plaza
319 St Vincent Street
Glasgow
G2 5AS

Date: 2 April 2017

31 March 2017

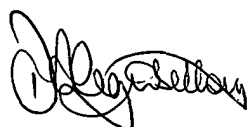
Profit and loss account for the year to 31 March 2017

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.

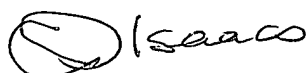
Balance sheet at 31 March 2017

	Note	2017 £	2016 £
Assets			
Debtors		200	200
		=====	=====
Capital and reserves			
Called up share capital	2	200	200
		=====	=====

These financial statements were approved by the board of directors on 2 August 2017 and signed on its behalf by:



D Heginbottom
Director



C D Isaacs
Director

Date: 2 August

31 March 2017

Notes

(forming part of the financial statements)

1 Accounting policies

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

Basis of preparation

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

Under FRS 102 the Company is exempt from the requirement to prepare a cashflow statement on the grounds of its size.

Going concern

The Directors, having considered the likely cashflow and operational costs of the Company, are of the opinion that the Company has adequate resources to continue in operational existence for the foreseeable future. For this reason they continue to adopt the going concern basis in the preparation of the financial statements.

2 Called up share capital

	2017 £	2016 £
Authorised		
'A' Ordinary shares of £1 each	100	100
'B' Ordinary shares of £1 each	<u>110</u>	<u>110</u>
Total	<u>210</u>	<u>210</u>
Allotted and called up		
'A' Ordinary shares of £1 each	90	90
'B' Ordinary shares of £1 each	<u>110</u>	<u>110</u>
Total	<u>200</u>	<u>200</u>

The 'A' Ordinary shares are held by the Company's directors and the 'B' Ordinary shares are held by Diageo plc. All shares have full voting rights and entitlement to dividend and capital distribution.

3 Related party disclosures

The shares in the Company are held by the Directors and Diageo plc as outlined in note 2. The debtor balance within the Balance Sheet reflects the balance due to be paid by these parties for their shareholding.

4 Ultimate holding company

The Company is a subsidiary of Diageo plc, which is the ultimate parent company and is registered in England. The consolidated accounts of Diageo plc are available to the public and may be obtained from:

The Registrar of Companies,
Companies House,
Crown Way
Cardiff
CF4 3UZ