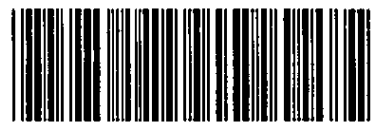


Cellarers (Wines) Limited

Financial statements 30 June 2013

Registered number 1083023

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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 2013

Activities

The company acts as an agent for Justerini & Brooks, Limited, a fellow group company. The existence of the agency has not been disclosed to the parties with which the company deals. The directors foresee no changes in the company's activities.

Going concern

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. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

Financial

The company acts as undisclosed agent for Justerini & Brooks, Limited, a fellow group company, but received no income and incurred no expenditure on its own account during the financial year. Accordingly, the company does not present a profit and loss account.

Directors

The directors who held office during the year were as follows:

N Makos
J J Nicholls
P D Tunnacliffe

Directors' remuneration

None of the directors received any remuneration during the year in respect of their services as directors of the company (2012 - £nil).

Directors' report (continued)

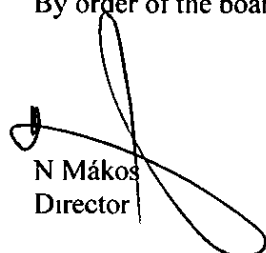
Auditor

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 auditor

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



N Mákos
Director

Lakeside Drive
Park Royal
London
NW10 7HQ

6 February 2014

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.

Independent auditor's report to the members of Cellarers (Wines) Limited

We have audited the financial statements of Cellarers (Wines) Limited for the year ended 30 June 2013 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 Financial Reporting Council's website 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 30 June 2013 and of the result for the year 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.


Karen Wightman Statutory Auditor
for and on behalf of KPMG Audit Plc, Statutory Auditor

Chartered Accountants
15 Canada Square
London
E14 5GL

Date *6 February 2014*

Profit and loss account

During the financial year and the preceding financial year the company acted as an undisclosed agent for Justerini & Brooks, Limited, a fellow group company. As it received no income and incurred no expenditure on its own account, the company made neither a profit nor a loss, and there were no other recognised gains or losses.

Accordingly, neither a profit and loss account, a statement of total recognised gains and losses, a note of historical profits and losses nor a reconciliation of movements in shareholders' funds has been presented.

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

Balance sheet

	<i>Notes</i>	30 June 2013 £	30 June 2012 £
Current assets			
Debtor due within one year - Diageo Great Britain Limited	3	2	2
		<hr/>	<hr/>
Net assets		2	2
		<hr/>	<hr/>
Capital and reserves			
Called up share capital	4	2	2
		<hr/>	<hr/>
Shareholders' funds		2	2
		<hr/>	<hr/>

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

These financial statements on pages 5 to 9 were approved by the board of directors on 6 February 2014 and were signed on its behalf by

N Mákos
Director

Accounting policies

The following accounting policies have been applied consistently in dealing with items that 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")

Turnover

During the financial year and the preceding financial year the company acted as an undisclosed agent for Justerini & Brooks, Limited, a fellow group company. As it received no income and incurred no expenditure on its own account, the company made neither a profit nor a loss.

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 £2,434 (2012 - £1,721) was paid on behalf of the company by a fellow group undertaking. There were no fees payable to the auditor in respect of non-audit services (2012 - £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 (2012 - £nil).

2. Taxation

	Year ended 30 June 2013 £	Year ended 30 June 2012 £
Factors affecting current tax charge for the year		
Profit on ordinary activities before taxation	-	-
Taxation on profit on ordinary activities at UK corporation tax rate of 23.75% (2012 - 25.5%)		-
Income taxable not in the profit and loss account	7,424	7,122
Utilisation of tax losses	(7,424)	(7,122)
Current ordinary tax charge for the year	-	-

Income taxable not in profit and loss account represents imputed income for tax purposes as part of a transfer pricing adjustment in relation to agency activity undertaken by the company on behalf of a fellow group undertaking.

3. Debtor – due within one year

Amount owed by fellow group undertaking is unsecured, interest free and repayable on demand.

4. Share capital

	30 June 2013 £	30 June 2012 £
<i>Allotted, called up and fully paid:</i>		
2 ordinary shares of £1 each	2	2

Notes to the financial statements (continued)

5. Immediate and ultimate parent undertaking

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

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