RP04

Second filing of a document previously delivered



✓ What this form is for

You can only use this form to file a second filing of a document delivered under the Companies Act 2006 on or after 1 October 2009 that held inaccuracies

A second filing of a document must only be filed where it is providing corrected information that has been properly delivered but inaccuracies still appear on the register What this form is NOT for

You cannot use this form to file a second filing of a document delivered under the Comp 1985 regardless of when delivered

A second filing of a docu cannot be filed where it i information that was orig properly delivered. Form be used in these circumst For further information, please refer to our guidance at www.companieshouse.gov.uk



EDX

26 12 11

#811

Company details

Company number 3 3 4 1 3 3 1

Company name in full

DIAGEO OVERSEAS HOLDINGS LIMITED

Filling in this form
 Please complete in typescript or in bold black capitals

All fields are mandatory unless specified or indicated by *

Description of the original document

Document type •

ANNUAL RETURN - AR01

Date of registration of d 1 d 9 m d 4 y 2 y 0 y 1 y 0 the original document

O Description of the original document

Please enter the document type (e.g. a Return of allotment of shares—SH01) and any distinguishing information if more than one document of that type was filed on the same day

Applicable documents

This form only applies to the following forms

AP01 Appointment of director

AP02 Appointment of corporate director

AP03 Appointment of secretary

AP04 Appointment of corporate secretary

CH01 Change of director's details

CH02 Change of corporate director's details

CH03 Change of secretary's details

CH04 Change of corporate secretary's details

TM01 Termination of appointment of director

TM02 Termination of appointment of secretary

SH01 Return of allotment of shares

AR01 Annual Return

Section 243 Exemption®

If you are applying for, or have been granted, exemption under section 243 of the Companies Act 2006 and the document(s) you are updating contain(s) your usual residential address, please post this form along with the updated document(s) to the address below

The Registrar of Companies, PO BOX 4082, Cardiff, CF14 3WE

If you are currently in the process of applying for or have been granted a Section 243 exemption, you may wish to check that you have not entered your usual residential address as the service address in the accompanying form (e.g. APO1 or CH01)

RP04

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Presenter information Important information Please note that all information on this form will You do not have to give any contact information, but if you do it will help Companies House if there is a query appear on the public record on the form. The contact information you give will be visible to searchers of the public record Where to send You may return this form to any Companies House **COMPANY SECRETARIAL** address, however for expediency we advise you to **DIAGEO PLC** return it to the appropriate address below For companies registered in England and Wales The Registrar of Companies, Companies House, LAKESIDE DRIVE Crown Way, Cardiff, Wales, CF14 3UZ PARK ROYAL DX 33050 Cardiff For companies registered in Scotland LONDON The Registrar of Companies, Companies House, Fourth floor, Edinburgh Quay 2, County/Region 139 Fountainbridge, Edinburgh, Scotland, EH3 9FF DX ED235 Edinburgh 1 W or LP - 4 Edinburgh 2 (Legal Post) Country UNITED KINGDOM For companies registered in Northern Ireland The Registrar of Companies, Companies House, Second Floor, The Linenhall, 32-38 Linenhall Street, 02089786000 Belfast, Northern Ireland, BT2 8BG DX 481 N R Belfast 1 Checklist We may return forms completed incorrectly or Section 243 exemption with information missing If you are applying for or have been granted a section 243 exemption, please post this whole form to the different postal address below Please make sure you have remembered the The Registrar of Companies, PO Box 4082, following Cardiff, CF14 3WE ☐ The company name and number match the information held on the public Register You can only use this form to file a second filing of Further information a document delivered to the Registrar of Companies under the Companies Act 2006 on or after For further information, please see the guidance notes 1 October 2009 that held inaccuracies on the website at www companieshouse gov uk ☐ If you are updating a document where you have or email enquiries@companieshouse gov uk previously paid a fee, do not send a fee along with this form ☐ You have enclosed the second filed document(s) This form is available in an ☐ If the company to which this document relates has alternative format. Please visit the signed up to the PROOF (PROtected Online Filing) scheme, you must also deliver with this form, and forms page on the website at the second filed document(s), a PR03 form 'Consent www.companieshouse.gov uk for paper filing

In accordance with Section 854 of the Companies Act 2006

AR01

Annual Return

BLUEPRINT 2000

		You can use the WebFiling service to file this form online. Please go to www companieshouse gov uk				
•	What this form is for You may use this form to confirm that the company information is correct as at the date of this return You must file an Annual Return at least once every year What this form is NOT for You cannot use this form to give notice of changes to the company officers, registered office address, company type or information relating to the company records	For further information, please refer to our guidance at www.companieshouse gov.uk				
Part 1	Company details	· · · · · · · · · · · · · · · · · · ·				
	The section must be completed by all companies.	→ Filling in this form Please complete in typescript or in bold black capitals				
		All fields are mandatory unless specified or indicated by *				
A1	Company details					
Company number	3 3 4 1 3 3 1	● Company name change				
Company name in full	Diageo Finance (Netherlands) Investment Limited	If your company has recently changed its name, please provide the company name as at the date of this return				
A2	Return date					
Date of this return •	Please give the annual return made up date. The return date must not be a future date. The annual return must be delivered within 28 days of the date given below. The annual return must be delivered within 28 days of the date given below. Your company's return date the anniversary of incorpo anniversary of the last and filed at Companies House choose an earlier return dimust not be a later date.					
A3	Principal business activity					
	Please show the trade classification code number(s) for the principal activity or activities	O Principal business activity You must provide a trade classification code (SIC code) or a description of				
Classification code 1	7 4 9 9	your company's main business in this section				
Classification code 2		A full list of the trade classification				
Classification code 3		codes are available on our website www.companieshouse.gov.uk				
Classification code 4		www.companicanouse.gov.ak				
	If you cannot determine a code, please give a brief description of your business activity below					
Principal activity description						

A4	Company type •	
	Please confirm your company type by ticking the appropriate box below (only one box must be ticked) Public limited company Private company limited by shares Private company limited by guarantee Private company limited by shares exempt under section 60 Private company limited by guarantee exempt under section 60 Private unlimited company with share capital Private unlimited company without share capital	● Company type If you are unsure of your company type, please check your latest certificate of incorporation or our website www.companieshouse.gov.uk
A5	Registered office address 9	
Building name/number	Lakeside Drive	② Change of registered office
Street	Park Royal	This must agree with the address that is held on the Companies House record at the date of this return
Post town	London	If the registered office address has changed, you should complete form AD01 and submit it together with this
County/Region		annual return
Postcode	N W 1 0 7 H Q	
A6	Single alternative inspection location (SAIL) of the company records (if applicable)	
Building name/number		SAIL address
Street		This must agree with the address that is held on the Companies House record at the date of this return
Post town		If the address has changed, you should complete form AD02 and submit it together with this annual
County/Region		return
Postcode		
A7	Location of company records ©	
	Please tick the appropriate box to indicate which records are kept at the SAIL address in Section A6 Register of members Register of directors Directors' service contracts Directors' indemnities Register of secretaries	O Location of company records If the company records are held at the registered office address, do not tick any of the boxes in this section Certain records must be kept by every company while other records are only kept by certain company types where appropriate
	Records of resolutions etc Contracts relating to purchase of own shares Documents relating to redemption or purchase of own share out of capital by private company Register of debenture holders Report to members of outcome of investigation by public company into interests in its shares Register of interests in shares disclosed to public company Instruments creating charges and register of charges England and Wales or Northem Ireland Instruments creating charges and register of charges Scotland	If the records are not kept at the SAIL address, they must be available at the registered office If any of the company records have moved from the registered office to the address in Section A6 since the last annual return, you must complete form AD03 and submit it together with this annual return
		CHFP010 04/11 Version 4 1

Officers of the company Part 2 This section should include details of the company at the date to which this annual Continuation pages Please use a continuation page if you return is made up need to enter more officer details → For a secretary who is an individual, go to Section B1 → For a corporate secretary, go to Section C1 → For a director who is an individual, go to Section D1 → For a corporate director, go to Section E1 Secretary Secretary's details . Secretary appointments Please use this section to list all the secretaries of the company You may not use this form to appoint a For a corporate secretary, complete Section C1-C4. secretary To do this, please complete form AP03 and submit it together with Title* Mr this annual return Full forename(s) John James Corporate details Please use Section C1-C4 to enter Surname Nicholls corporate secretary details Former name(s) @ Secretary details All details must agree with those previously notified to Companies House If you have made changes since the last annual return and have not notified us, please complete form CH03 Former name(s) Please provide any previous names which have been used for business purposes during the period of this return. Marned women do not need to give former names unless previously used for business purposes B2 Secretary's service address 9 Service address Building name/number Flat 13 If you have previously notified Street Companies House that the service 14 Queen Anne Street address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the Post town London address This information will appear on the County/Region London public record Postcode 1 G 9 L G Country United Kingdom

Corporate secretary

C1	Corporate secretary's details 9	
	Please use this section to list all the corporate secretaries of the company	Ocorporate secretary appointments You cannot use this form to appoint a corporate secretary To do this, please complete form APO4 and submit it
Corporate body/firm name		together with this annual return Corporate secretary details
Building name/number		All details must agree with those previously notified to Companies
Street		House If you have made changes since the last annual return and have not notified us, please complete form CH04
Post town		This information will appear on the
County/Region		public record
Postcode		
Country		
C2	Location of the registry of the corporate body or firm	
	Is the corporate secretary registered within the European Economic Area (EEA)? → Yes Complete Section C3 only → No Complete Section C4 only	
C3	EEA companies [©]	·
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	● EEA A full list of countries of the EEA can be found in our guidance
Where the company/ firm is registered •		www companieshouse gov uk This is the register mentioned in Article 3 of the First Company Law
Registration number		Directive (68/151/EEC)
C4	Non-EEA companies	<u> </u>
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.	Won-EEA Where you have provided details of the register (including state) where the company or firm is registered, you
Legal form of the corporate body or firm		must also provide its number in that register
Governing law		
If applicable, where the company/firm is registered •		
If applicable, the registration number		

Director

D1	Director's details •	
	Please use this section to list all the directors of the company For a corporate director, complete Section E1-E4.	Our cannot use this form to appoint a director. To do this, please complete
Title*	Ms	form AP01 and submit it together with this annual return
Full forename(s)	Anna Olive Magdelene	Corporate details
Surname	Manz	Please use Section E1-E4 to enter corporate director details
Former name(s) •		Director details All details must agree with those previously notified to Companies
Country/State of residence	United Kingdom	House If you have made changes since the last annual return and have not notified us, please complete form
Nationality	British	CH01
Date of birth	$ \begin{bmatrix} $	Please provide any previous names
Business occupation (if any)	Finance Director	which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.
D2	Director's service address 9	
Building name/number	99	Service address If you have previously notified
Street	Lady Margaret Road	Companies House that the service address is at 'The Company's Registered Office', please state 'The
Post town	London	Company's Registered Office' in the address
County/Region		This information will appear on the public record
Postcode	N 1 9 5 E R	public record
Country	United Kingdom	

Director

D1	Director's details •	
	Please use this section to list all the directors of the company For a corporate director, complete Section E1-E4.	O Director appointments You cannot use this form to appoint a director. To do this, please complete.
Title*		form AP01 and submit it together with this annual return
Full forename(s)	Andrew Mark	Corporate details
Surname	Smith	Please use Section E1-E4 to enter corporate director details
Former name(s) @		Director details All details must agree with those previously notified to Companies
Country/State of residence	United Kingdom	House If you have made changes since the last annual return and have not notified us, please complete form
Nationality	British	CH01
Date of birth	$\begin{bmatrix} d & 3 & d & 0 \end{bmatrix}$ $\begin{bmatrix} m & 1 & m & 2 \end{bmatrix}$ $\begin{bmatrix} y & 1 & y & 9 & y & 6 \end{bmatrix}$ $\begin{bmatrix} y & 4 & 4 & 4 \end{bmatrix}$	◆ Former name(s) Please provide any previous names
Business occupation	COMPANY DIRECTOR	which have been used for business purposes during the period of this
(if any)		retum Marned women do not need to give former names unless previously used for business purposes
D2	Director's service address 9	
Building name/number	77	Service address If you have previously notified
Street	Rosebery Road	Companies House that the service address is at 'The Company's
		Registered Office', please state 'The
Post town	Epsom	Company's Registered Office' in the address
County/Region	Surrey	This information will appear on the public record
Postcode	K T 1 8 6 A B	pasiio 1000.0
Country	United Kingdom	

In accordance with
Section 854 of the
Companies Act 2006

AR01 - continuation page Annual Return

Director

D1	Director's details •	
	Please use this section to list all the directors of the company For a corporate director, complete Section E1-E4.	Director appointments You cannot use this form to appoint a director. To do this, please complete.
Title*		form AP01 and submit it together with this annual return
Full forename(s)	Paul Derek	Corporate details Please use Section E1-E4 to enter
Surname	Tunnacliffe	corporate director details
Former name(s) ⊘		Director details All details must agree with those previously notified to Companies House If you have made changes
Country/State of residence	United Kingdom	since the last annual return and have not notified us, please complete form
Nationality	British	CH01
Date of birth	$ \begin{bmatrix} $	Please provide any previous names
Business occupation (if any)	Company Secretary	which have been used for business purposes during the period of this return. Married women do not need to
·		give former names unless previously used for business purposes
D2	Director's service address ©	<u> </u>
Building name/number	6	Service address If you have previously notified
Street	Ashburnham Park	Companies House that the service address is at 'The Company's
		Registered Office', please state 'The Company's Registered Office' in the
Post town	Esher	address
County/Region	Surrey	This information will appear on the public record
Postcode	K T 1 0 9 T W	
Country	United Kingdom	

Corporate director

E1	Corporate director's details •				
	Please use this section to list all the corporate director's of the company	◆ Corporate director appointments You cannot use this form to appoint a corporate director To do this, please complete form AP02 and submit it			
Corporate body/firm name		together with this annual return Corporate director details			
Building name/number		All details must agree with those previously notified to Companies			
Street		House If you have made changes since the last annual return and have not notified us, please complete form CH02			
Post town		This information will appear on the			
County/Region		public record			
Postcode					
Country					
E2	Location of the registry of the corporate body or firm				
	Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete Section E3 only → No Complete Section E4 only				
E3	EEA companies ®				
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	● EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk			
Where the company/ firm is registered 9		This is the register mentioned in Article 3 of the First Company Law			
Registration number		Directive (68/151/EEC)			
E4	Non-EEA companies				
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.	Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that			
Legal form of the corporate body or firm		register			
Governing law					
If applicable, where the company/firm is registered •					
If applicable, the registration number					

AR01
Annual Return

Part 3	Statement o	of capital •	 :	<u>-</u>			
	→ Yes Complete the sections below and the following Part 4 capit					s should reflect the company's stal status at the made up date of annual return	
F1	Share capital in pound sterling (£)						
		ach class of shares held in promplete Section F1 and the			-		
Class of shares (E.g. Ordinary/Preference etc.))	Amount paid up on each share	Amount (if any) unpaid on each share	Number of share	es 0	Aggrega	te nominal value
ORDINARY		1.00	0.00		10,002	£	10,002.00
						£	=
						£	
						£	
			Totals		10,002	£	10,002.00
F2	Share capital in	other currencies					
Please complete the tal		ny class of shares held in ot currency	her currencies				
Currency				- 			
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ②	Amount (if any) unpaid on each share	Number of share	es 0	Aggrega	te nominal value O
			Totals				
Currency				_			
Class of shares (E.g. Ordinary/Preference etc.) Amount paid up on each share			Amount (if any) unpaid on each share	Number of share	es 0 	Aggrega	te nominal value 4
					<u>.</u>		
			Totala				
			Totals				· -
F3	Totals		 			_	
	Please give the tot share capital	nare capital Please			Please lis	ggregate nominal value list total aggregate values in currencies separately For	
Total number of shares			<u></u>				E100 + \$10 etc
Total aggregate nominal value							
Including both the nominal share premium Total number of issued sh		 Number of shares issued me nominal value of each share 	e Ple	ntinuation Page ase use a Staten je if necessary		d continua	ation

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F4	Statement of capital (Voting rights)				
	Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Sections F1 and F2				
Class of share	£1.00 ORDINARY				
Voting rights	The shares have attached to them full voting, dividend and capital distribution (including on winding up) rights				
Class of share					
Voting rights					
Class of share					
Voting rights					
Class of share					
Voting rights					

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Part 4	Shareholders					
	Does your company have share capital? → Yes Complete the sections below → No Go to Part 5 (Signature)	This should reflect the shareholder details at the made up date of this annual return				
G1	Traded public companies ®					
	Please tick the box if your company was a traded public company at any time during the period of this return	② Traded company definitron A traded company means a compan any of whose shares are admitted to trading on a regulated market				
G2	List of past and present shareholders	:				
	Private and non-traded public companies are required to provide a 'full list' if one was not included with either of the last two returns					
	Traded public companies are required to provide a list of shareholders who held at least 5% of the issued shares of any share class if a list was not provided with either of the last two returns					
	Please tick the appropriate box below					
	A full list of shareholders for a private or non-traded public company is enclosed. Please complete Section G3 , or					
	A list of shareholders holding at least 5% of the issued shares of any share class for a traded public company is enclosed. Please complete Section G4					
	A list of shareholder changes is enclosed For private or non-traded public companies, please complete Section G3 For traded public companies, please complete Section G4					
	There were no shareholder changes in this period → Go to <i>Part 5 (Signature)</i>					
	Please tick the appropriate box below to indicate the format of your shareholder details					
	The list of shareholders is enclosed on paper The list of shareholders is enclosed in another format					

G3

Private or non-traded public companies – list of past and present shareholders

This section should only be completed by companies that have not traded on a regulated market at any time during the period of this return

Changes during this period to shareholders' particulars or details of the amount of stock or shares transferred must be completed each year

You must provide a 'full list' of all company shareholders on

- The company's first annual return following incorporation,
- Every third annual return after a full list has been provided

Please list the company shareholders in alphabetical order

Joint shareholders should be listed consecutively

Further shareholders

Please use a 'Private or non-traded public companies – list of past and present shareholders' continuation page if necessary

	Class of share	Shares or stock currently held	Shares or stock transferred (if appropriate)	
Shareholder's Name (Address not required)		Number of shares or amount of stock	Number of shares or amount of stock	Date of registration of transfer
Grand Metropolitan International Holdings Limited	£1.00 ORDINARY	2		1 1
				1 1
				1 1
				1 1
				l l
				1 1
				1 1
				1 1
				1 1
				1 1
	_			1 1
				1 1
				1 1

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G4

Traded public companies - list of past and present shareholders

This section should show the shareholders that hold at least 5% of any class of share(s) of the company at the date of this return. It should only be completed by public companies that have traded on a regulated market at any time during the period of this return

Changes during this period to shareholders' particulars or details of the amount of stock or shares transferred must be completed each year

You must provide a 'full list' of all company shareholders on

- The company's first annual return following incorporation,
- Every third annual return after a full list has been provided

Please list the company shareholders in alphabetical order

Joint shareholders should be listed consecutively

Further shareholders

Please use a 'Traded public companies – list of past and present shareholders' continuation page if necessary

l		Shares or stock currently held	or stock Shares or stock transferred (if appropriate)	
Shareholder's details	Class of share	Number of shares or amount of stock	Number of shares or amount of stock	Date of registration of transfer
Name				1 1
Address				1 1
				1 1
Name				1 1
Address				1 1
				1 1
Name				1 1
Address				1 1
				1 1
Name				1 1
Address				1 1
				1 1

Part 5	Signature				
	This must be completed by all companies.	Societas Europaea If the form is being filed on behalf of a			
	I am signing this form on behalf of the company	Societas Europaea (SE) please delete			
Signature	Signature X	organ of the SE the person signing has membership Person authorised Under either section 270 or 274 of the Companies Act 2006			
	This form may be signed by Director • Secretary, Person authorised • Chanty commission receiver and manager, CIC manager, Judicial factor				

Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record

Contact name		
Сотрапу пате	Company Secretarial	
Address	Diageo plc	
	Lakeside Drive, Park Royal	
Post town	London	
County/Region		
Postcode	N W 1 0 7 H Q	
Country	United Kingdom	
DX		
Telephone		

Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following.

- ☐ The company name and number match the information held on the public Register
- You have completed your principal business activity
- You have not used this form to make changes to the registered office address
- You have not used this form to make changes to secretary and director details
- ☐ You have fully completed the Statement of capital (if applicable)
- ☐ You have signed the form
- ☐ You have enclosed the correct fee

Important information

Please note that all information on this form will appear on the public record.

🔁 How to pay

A fee is payable on this form

Make cheques or postal orders payable to 'Companies House' For information on fees, go to www.companieshouse.gov.uk

Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:

The Registrar of Companies, Companies House, Crown Way, Cardiff, Wales, CF14 3UZ DX 33050 Cardiff

For companies registered in Scotland.

The Registrar of Companies, Companies House, Fourth floor, Edinburgh Quay 2, 139 Fountainbridge, Edinburgh, Scotland, EH3 9FF DX ED235 Edinburgh 1 or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland

The Registrar of Companies, Companies House, Second Floor, The Linenhall, 32-38 Linenhall Street, Belfast, Northern Ireland, BT2 8BG DX 481 N R Belfast 1

Further information

For further information, please see the guidance notes on the website at www companieshouse gov uk or email enquines@companieshouse gov uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk