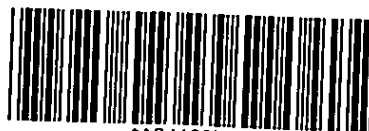


Diageo Holdings Limited

Financial statements 30 June 2013

Registered number 3623314

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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 is an investment holding company. 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 as a fellow group undertaking has agreed to provide financial support for the foreseeable future.

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

Financial

The results for the year ended 30 June 2013 are shown on page 5.

No dividend was paid during the year (2012 - £nil).

The loss for the year transferred from reserves is £137m (2012 - £nil).

Directors

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

G Geiszl
D Heginbottom
J J Nicholls
M Pais
P D Tunnacliffe

On 1 October 2013, G Geiszl resigned as a director of the company.

Directors' remuneration

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

Directors' report (continued)

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



M Pais
Director
Lakeside Drive
Park Royal
London
NW10 7HQ

19 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 Diageo Holdings Limited

We have audited the financial statements of Diageo Holdings Limited for the year ended 30 June 2013 set out on pages 5 to 11. 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 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.


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

15 Canada Square
London E14 5GL

Date 20th February 2014

Profit and loss account

	<i>Notes</i>	Year ended 30 June 2013 £m	Year ended 30 June 2012 £m
Operating loss	<i>1,2,3</i>	-	-
Interest payable	<i>4</i>	(137)	-
		<hr/>	<hr/>
Loss on ordinary activities before taxation		(137)	-
Taxation on loss on ordinary activities	<i>5</i>	-	-
		<hr/>	<hr/>
Loss for the financial year		(137)	-
		<hr/>	<hr/>

The accounting policies and other notes on pages 7 to 11 form 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

Balance sheet

	<i>Notes</i>	Year ended 30 June 2013 £m	Year ended 30 June 2012 £m
Fixed assets			
Investments	6	27,000	27,000
Creditors: due within one year- Diageo Finance Plc	7	(13,037)	(12,900)
Net assets		<u>13,963</u>	<u>14,100</u>
Capital and reserves			
Called up share capital	8	13,000	13,000
Other reserves	9	1,100	1,100
Profit and loss account	10	(137)	-
Shareholders' funds		<u>13,963</u>	<u>14,100</u>

The accounting policies and other notes on pages 7 to 11 form part of the financial statements

These financial statements on pages 5 to 11 were approved by the board of directors on 19 February 2014 and were signed on its behalf by



M Pais
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")

The company is exempt from the requirement to prepare consolidated accounts under section 400 of the Companies Act 2006 as its results are included in the published consolidated financial statements of Diageo plc. These financial statements present information about the company as an individual undertaking and not about its group

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

Fixed asset investments

Income from fixed asset investments is credited to the profit and loss account when it is approved by the paying company. Investments are stated individually at cost less provision for impairment in value where such impairment is expected by the directors to be permanent

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 loss

Other operating charge includes bank charges of £584 (2012 - £728)

The auditor's remuneration was paid on behalf of the company by a fellow group undertaking. Fees in respect of services provided by the auditors were statutory audit £3,600 (2012 - £3,600)

2. Staff costs

The company did not employ any staff during either the current or prior year

3. Directors' remuneration

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

4. Interest payable

	Year ended 30 June 2013 £m	Year ended 30 June 2012 £m
Interest payable on loan to fellow group undertaking Diageo Finance plc	137	-

5. Taxation

	Year ended 30 June 2013 £m	Year ended 30 June 2012 £m
Factors affecting current tax credit for the year		
Loss on ordinary activities before taxation	(137)	-
Taxation on loss on ordinary activities at UK corporation tax rate of 23.75% (2012 - 25.5%)	33	-
Expense deductible not in P&L	-	59
Group relief surrendered for nil consideration	(33)	(59)
Current ordinary tax credit for the year	-	-

Notes to the financial statements (continued)

6. Fixed assets – investments

	Subsidiary undertakings £m
Cost and net book value	
At 30 June 2012 and at 30 June 2013	27,000

The subsidiary and associated undertakings and the percentage of equity owned are as follows

Direct holdings:

Subsidiary undertaking	Country of incorporation	Principal activity	Percentage of share held
Grand Metropolitan Limited	England	Investment holding company	100%

Indirect holdings:

Subsidiary undertakings	Country of incorporation	Principal activity	Percentage of share held
Diageo Ireland	Ireland	Production, marketing and distribution of premium drinks	100%
Diageo Great Britain Limited	England	Production, marketing and distribution of premium drinks	100%
Diageo Scotland Limited	Scotland	Production, marketing and distribution of premium drinks	100%
Diageo Brands B V	The Netherlands	Marketing and distribution of premium drinks	100%
Diageo North America, Inc	USA	Production, importing and marketing of premium drinks	100%

Notes to the financial statements (continued)

6. Fixed assets – investments (continued)

Indirect holdings:

Subsidiary undertakings	Country of incorporation	Principal activity	Percentage of share held
Diageo Investment Corporation	USA	Financing company for the US group	100%
The Old Bushmills Distillery Company Limited	Northern Ireland	Distilling, blending and distribution of spirits	100%
R & A Bailey & Co	Ireland	Production, marketing and distribution of premium drinks	100%
<i>Associated undertakings</i>			
Moët Hennessy, SNC	France	Production and distribution of premium drinks	34%

The investments in subsidiary and associated undertakings are held at cost less, where appropriate, provision for impairment in value

In the opinion of the directors, the investments in the company's subsidiary and associated undertakings are worth at least the amount at which they are stated in the financial statements

Certain undertakings have been omitted from the lists above as they are either dormant or not material. A full list of subsidiary (and associated) undertakings will be annexed to the company's next annual return

7. Creditors: due within one year

	30 June 2013 £m	30 June 2012 £m
Amounts owed to fellow group undertaking Diageo Finance plc	13,037	12,900

The amount owed to Diageo Finance plc represents a loan which is unsecured and repayable on demand. From 1 February 2013, the loan bears interest at a floating rate

8. Share capital

	30 June 2013 £m	30 June 2012 £m
<i>Allotted, called up and fully paid:</i> 13,000,000,001 ordinary shares of £1 each	13,000	13,000

Notes to the financial statements (continued)

9. Reserves

	Other reserves	Profit and loss account	Total
	£m	£m	£m
At 30 June 2012	1,100	-	1,100
Loss for the financial year	-	(137)	(137)
	<hr/>	<hr/>	<hr/>
At 30 June 2013	1,100	(137)	963
	<hr/>	<hr/>	<hr/>

Other reserves of £1,100m (2012 - £1,100m) comprise distributable reserves that arose as a result of a reduction in the share capital of the company of £14,000m for the year ended 30 June 2003

10. Immediate and ultimate parent undertaking

The immediate 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