

Diageo Finance (Netherlands) & Co

**Financial statements
30 June 2004**

Registered number 4245744



Directors' report

The directors have pleasure in submitting their annual report, together with the audited financial statements for the year ended 30 June 2004.

Capital

During the year the company allotted at par 50,000,000 B Ordinary shares of £1 each.

Activities

The company is an investment company and is involved in the financing of the Diageo group. The results of the company and the development of its business are, therefore, influenced to a considerable extent by group financing requirements.

Financial

The results for the year ended 30 June 2004 are shown on page 6. The directors do not recommend the payment of a dividend for the year (2003 - £nil). The company made neither a profit nor a loss (2003 - £nil).

Directors

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

P S Binning (resigned 3 October 2003)
S M Bunn
C M Day
M J Lester
R Rajagopal (appointed 3 October 2003)
J W Walters (resigned 14 June 2004)

Directors' emoluments

None of the directors received any remuneration during the year in respect of their services as directors of the company (2003 - £nil).

Directors' interests

No directors had any interest, beneficial or non-beneficial, in the share capital of the company or had a material interest during the year in any significant contract with the company or any subsidiary.

The directors who held office at the end of the financial year had the following beneficial interests in the ordinary shares of 28 ¹⁰¹/₁₀₈ p each in the ultimate parent company, Diageo plc:

Directors' report (continued)

Directors' interests

(i) Ordinary shares and conditional rights to ordinary shares

	Ordinary shares		Conditional rights to ordinary shares				
	At beginning of year (or date of appointment)	At end of year	At beginning of year (or date of appointment)	Granted in year	Vested in year	Lapsed in year	At end of year
S M Bunn	3,351	1,088	-	-	-	-	-
C M Day	3,184	1,316	-	-	-	-	-
M J Lester	15,803	20,658	10,563	27,269	(3,521)	-	34,311
R Rajagopal	912	3,810	-	-	-	-	-

Certain directors are granted conditional rights to receive ordinary shares or, exceptionally, a cash sum under certain long term incentive plans. The conditional rights to ordinary shares are subject to share performance criteria of Diageo plc ordinary shares. The numbers disclosed in the above table represent the maximum number of conditional rights. Full details of the performance criteria are disclosed in the annual report of the ultimate holding company, Diageo plc.

(ii) Options

	Options over ordinary shares				
	At beginning of year (or date of appointment)	Granted in year	Exercised in year	Lapsed in year	At end of year
S M Bunn	30,743	15,959	(383)	-	46,319
C M Day	38,925	12,213	-	-	51,138
M J Lester	116,587	34,259	-	-	150,846
R Rajagopal	97,459	28,011	(4,754)	-	120,716

The directors held the above options under Diageo plc share option schemes at prices between 518p and 863p per ordinary share exercisable between 2004 and 2013. The options are granted at market value on the date the option is granted and the option price is payable when the option is exercised.

The mid-market share price of Diageo plc shares fluctuated between 625p and 780p during the year. The mid-market share price on 30 June 2004 was 744p.

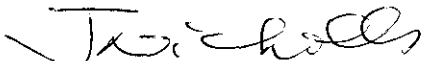
At 30 June 2004 all the directors had an interest in 21,109,889 shares and 7,710,285 shares subject to call options held by trusts to satisfy grants made under Diageo incentive plans and savings related share option schemes.

Directors' report (continued)

Auditor

The company has taken advantage of Section 386(1) of the Companies Act 1985, as amended, to dispense with the obligation to appoint an auditor annually. The auditor, KPMG Audit Plc, is willing to continue in office and will be deemed to be reappointed on the expiry of its term in office in respect of the year ended 30 June 2004.

By order of the board



J Nicholls
Secretary
8 Henrietta Place
London W1G 0NB

(6 December 2004

Statement of directors' responsibilities in relation to the financial statements

The following statement, which should be read in conjunction with the independent auditor's report set out on page 5, is made with a view to distinguishing for shareholders the respective responsibilities of the directors and of the auditor in relation to the financial statements.

The directors are required by the Companies Act 1985 to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit or loss for the financial year.

The directors, in preparing these financial statements, consider that the company has used appropriate accounting policies, consistently applied and supported by reasonable and prudent judgements and estimates, that all applicable accounting standards have been followed and that it is appropriate to prepare the financial statements on a going concern basis.

The directors have responsibility for ensuring that the company keeps accounting records which disclose with reasonable accuracy the financial position of the company and which enable them to ensure that the financial statements comply with the Companies Act 1985.

The directors have general responsibility for taking such steps that 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 Finance (Netherlands) & Co

We have audited the financial statements on pages 6 to 11.

This report is made solely to the company's members, as a body, in accordance with section 235 of the Companies Act 1985. 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

The directors are responsible for preparing the directors' report and, as described on page 4, the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibilities as independent auditor, are established in the United Kingdom by statute, the Auditing Practices Board and by our profession's ethical guidance.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the directors' report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

Basis of audit opinion

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion the financial statements give a true and fair view of the state of the company's affairs as at 30 June 2004 and of its result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

KPMG Audit Plc

KPMG Audit Plc
Chartered Accountants
Registered Auditor
London

16 December 2004

Profit and loss account

	<i>Notes</i>	Year ended 30 June 2004 £'000	Year ended 30 June 2003 £'000
Profit on ordinary activities before taxation	2	-	-
Taxation on profit on ordinary activities		-	-
		<hr/>	<hr/>
Profit on ordinary activities after taxation		-	-
		<hr/>	<hr/>
Amounts transferred to reserves		-	-
		<hr/>	<hr/>

There are no recognised gains and losses other than the result for the year and consequently a statement of total recognised gains and losses has not been presented as 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>	30 June 2004 £'000	30 June 2003 £'000
Current assets			
Debtors: due within one year	4	1,044,000	994,000
Cash at bank and in hand		1	1
		<hr/>	<hr/>
Net assets		1,044,001	994,001
		<hr/>	<hr/>
Capital and reserves			
Called up share capital	5	1,044,000	994,000
Profit and loss account	6	1	1
		<hr/>	<hr/>
Equity shareholders' funds		1,044,001	994,001
		<hr/>	<hr/>

These financial statements on pages 6 to 11 were approved by the board of directors on 16 December 2004 and were signed on its behalf by:

M J Lester
 Director



Accounting policies

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

Basis of preparation

The financial statements are prepared 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 part of the Diageo plc group ("group undertakings") or investees of the Diageo plc group.

Notes to the financial statements

1. Operations

During the financial year the company was engaged in treasury management for Diageo plc and its subsidiary undertakings. The company's operations are based in the United Kingdom. It raises the external funds it requires principally using the London financial markets.

2. Operating costs

The auditor's remuneration 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 (2003 - £nil).

3. Directors and employees

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 (2003 - £nil).

Details of the directors' share interests and any share options exercised during the year are included within the directors' report on pages 1 and 2.

4. Debtors

	30 June 2004	30 June 2003
	£'000	£'000
Amounts owed by fellow group undertakings	1,044,000	994,000

All amounts fall due within one year.

Notes to the financial statements (continued)

5. Share capital

	30 June 2004 £'000	30 June 2003 £'000
<i>Authorised:</i>		
Equity - 6,000,000,000 A ordinary shares of £1 each	6,000,000	6,000,000
6,000,000,000 B ordinary shares of £1 each	6,000,000	6,000,000
6,000,000,000 C ordinary shares of £1 each	6,000,000	6,000,000
6,000,000,000 D ordinary shares of £1 each	6,000,000	6,000,000
	<hr/>	<hr/>
	24,000,000	24,000,000
	<hr/>	<hr/>
<i>Allotted, called up and fully paid:</i>		
Equity - 1,000,000 A ordinary shares of £1 each	1,000	1,000
264,000,000 B ordinary shares of £1 each	264,000	214,000
778,000,000 C ordinary shares of £1 each	778,000	778,000
1,000,000 D ordinary shares of £1 each	1,000	1,000
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	1,044,000	994,000
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During the year the company allotted at par 50,000,000 B Ordinary shares of £1 each.

6. Reserves

	Profit and loss account £'000
At 30 June 2003	1
Retained profit for year	-
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At 30 June 2004	1
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Notes to the financial statements (continued)

7. Reconciliation of movement in shareholders' funds

	30 June 2004	30 June 2003
	£000	£000
New share capital issued	50,000	793,000
Net addition to shareholders' funds	50,000	793,000
Shareholders' funds at beginning of year	994,001	201,001
Shareholders' funds at end of year	1,044,001	994,001

8. Immediate and ultimate parent undertaking

The immediate parent undertaking of the company is Diageo US 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 8 Henrietta Place, London W1G 0NB.