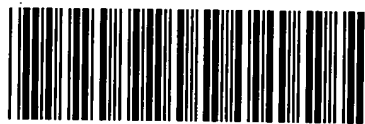


# **Diageo Share Ownership Trustees Limited**

## **Financial statements 30 June 2016**

Registered number: 4251018

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**Diageo Share Ownership Trustees Limited**  
**Registered number: 4251018**  
**Year ended 30 June 2016**

## **INCOME STATEMENT**

The accompanying notes are an integral part of these financial statements.

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, and there were no other comprehensive income or expenses.

Accordingly, neither an income statement, a statement of other comprehensive income nor a statement of changes in equity has been presented.

**Diageo Share Ownership Trustees Limited**  
**Registered number: 4251018.**  
**Year ended 30 June 2016**

**BALANCE SHEET**

	Notes	30 June 2016 £	30 June 2015 £
<b>Current assets</b>			
Trade and other receivables	4	<u>1</u>	<u>1</u>
<b>Net assets</b>		<u><u>1</u></u>	<u><u>1</u></u>
<b>Equity</b>			
Called up share capital	5	<u>1</u>	<u>1</u>
<b>Total equity</b>		<u><u>1</u></u>	<u><u>1</u></u>

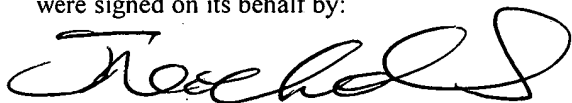
The notes on pages 3 to 5 form part of the financial statements.

The company did not trade during the financial year or the preceding financial year. The directors do not expect the company to trade in the foreseeable future.

The directors:

- (a) confirm that the company was entitled to exemption under subsection (1) of section 480 of the Companies Act 2006 from the requirement to have its accounts audited for the financial year ended 30 June 2016;
- (b) confirm that members have not required the company to obtain an audit of its accounts for that financial year in accordance with section 476 of that Act;
- (c) acknowledge their responsibilities for:
  - (i) ensuring that the company keeps accounting records which comply with section 386 of the Companies Act 2006 and;
  - (ii) preparing accounts which give a true and fair view of the state of the affairs of the company as at the end of the financial year and of its profit or loss for the financial year in accordance with the requirements of sections 394 and 396 of that Act, and which otherwise comply with the requirements of that Act relating to accounts, so far as applicable to the company.

These financial statements on pages 1 to 5 were approved by the board of directors on 8 December 2016 and were signed on its behalf by:



J J Nicholls  
Director

**Diageo Share Ownership Trustees Limited**  
**Registered number: 4251018**  
**Year ended 30 June 2016**

## **NOTES TO THE FINANCIAL STATEMENTS**

### **1. 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**

These financial statements are prepared under the historical cost convention and in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework (FRS 101).

In preparing these financial statements, the company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the EU (IFRS), but makes amendments where necessary in order to comply with Companies Act 2006 and sets out below where the FRS 101 disclosure exemptions have been taken.

#### **Transition to FRS 101**

The company has applied FRS 101 for the first time for the year ended 30 June 2016 with comparative information for the year ended 30 June 2015 also prepared under FRS 101. The accounting policies applicable to the company from 1 July 2014 are set out below. This involved preparation of an opening FRS 101 balance sheet as at 1 July 2014, which is the company's date of transition to FRS 101 reporting.

The FRS 101 figures have been prepared in accordance with IFRS standards and interpretations as in force at 30 June 2016.

The transition to FRS 101 has not affected the company's financial position and financial performance, but required reclassifications within the balance sheet and the statement of comprehensive income to comply with the presentation requirements.

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.

The company has taken advantage of the following exemptions from the requirements of IFRS in the preparation of these financial statements, in accordance with FRS 101:

- a cash flow statement and related notes;
- comparative period reconciliations for share capital;
- disclosures in respect of transactions with wholly owned subsidiaries;
- the effects of new but not yet effective IFRSs.

#### **Financial assets and liabilities**

Amounts owed to and from other group companies are reported at initial cost, subject to impairment, as they are repayable on demand.

**Diageo Share Ownership Trustees Limited**  
**Registered number: 4251018**  
**Year ended 30 June 2016**

## **NOTES TO THE FINANCIAL STATEMENTS (continued)**

### **2. BUSINESS BACKGROUND**

The company acts as trustee and nominee for the purpose of administering the Diageo Share Incentive Plan (SIP). As at 30 June 2016, the trust held 4,324,808 (2015 - 4,700,034) ordinary shares in Diageo plc, which are held for the beneficial ownership of participating employees of the Diageo Group. The SIP is an HM Revenue and Customs approved share plan, which comprises Freeshares, Partnership and Matching shares. Freeshares are awarded to employees annually, while employees can optionally purchase Partnership shares on a monthly basis from their salaries matched by the company on a 1 for 2 basis. The directors foresee no changes in the company's activities.

### **3. INCOME STATEMENT**

None of the directors received any remuneration during the financial year in respect of their services as directors of the company (2015 - £nil).

### **4. TRADE AND OTHER RECEIVABLES**

	30 June 2016 £	30 June 2015 £
Amounts owed by fellow group undertakings		
Diageo plc	<u>1</u>	<u>1</u>

Amounts owed by fellow group undertakings are unsecured, interest free and repayable on demand.

### **5. SHARE CAPITAL**

Allotted, called up and fully paid shares

	30 June 2016 £
1 ordinary share of £1 each	<u>1</u>

### **6. IMMEDIATE AND ULTIMATE PARENT UNDERTAKING**

The immediate and 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.

**Diageo Share Ownership Trustees Limited**  
**Registered number: 4251018**  
**Year ended 30 June 2016**

**NOTES TO THE FINANCIAL STATEMENTS (continued)**

**7. DIRECTORS AND SECRETARY**

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

D F Harlock (appointed 26 May 2016)

J J Nicholls

K R Simm

P D Tunnacliffe (resigned 30 June 2016)

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

V Cooper (appointed 5 November 2015)

C E Matthews