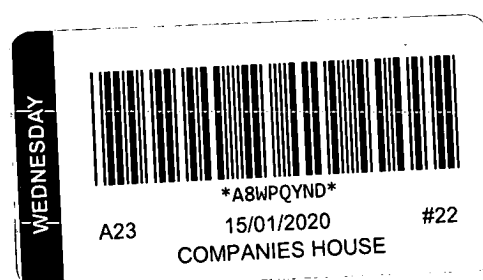


Diageo US Investments (unlimited company)

Annual report and financial statements

30 June 2019

Registered number: 05666069



Diageo US Investments (unlimited company)

Registered number: 05666069

Year ended 30 June 2019

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Diageo US Investments (unlimited company)

Registered number: 05666069

Year ended 30 June 2019

STRATEGIC REPORT

The directors present their strategic report for the year ended 30 June 2019.

Activities

The principal activity of the company is to act as an investment holding company within the Diageo group's ("the group") US sub-group.

The directors foresee no changes in the company's activities.

Business review

Development and performance of the business of the company during the financial year and position of the company as at 30 June 2019.

Profit before tax for the year ended 30 June 2019 increased by \$14,677,000 to \$57,515,000, principally due to the increase of the interest received from Diageo US Holdings, from \$17,219,018 to \$37,768,646. Net assets decreased by \$253,807,000 which was mainly a result of the dividend payment to shareholders in the amount of \$300,000,000, which was settled by repayment of a loan receivable.

The company subscribed additional capital in Diageo Hungary Finance Limited Liability Company in the amount of \$1,909,403,000. The capital injection was funded by partial repayment of loan receivables with Diageo Finance plc and Diageo US Holdings.

Financial and other key performance indicators

As the company is an intermediary holding company within the group, the principal key performance indicator used by management to analyse the development, performance and position of the company's business is adherence to the group dividend policy.

Principal risks and uncertainties facing the company as at 30 June 2019.

The company believes the following to be the principal risks and uncertainties it faces. If any of these risks occur, the company's business, financial condition and operational results could suffer. As the company forms part of the group's financial operations, the financial risk management measures used by management to analyse the development, performance and position of the company's business are mainly similar to those facing the group as a whole and are managed by the group's treasury department.

There continues to be uncertainty with respect to the process surrounding the United Kingdom's proposed exit from the European Union, and in relation to the political environment more generally in the United Kingdom. We continue to believe that, in the event of either a negotiated exit or no-deal scenario, the direct financial impact to the company will not be material. The full implications of Brexit will not be understood until future tariffs, trade, regulatory, tax, and other free trade agreements to be entered into by the United Kingdom are established. Furthermore, the group could experience changes to laws and regulations post Brexit, in areas such as intellectual property rights, employment, environment, supply chain logistics, data protection, and health and safety.

Diageo US Investments (unlimited company)

Registered number: 05666069

Year ended 30 June 2019

STRATEGIC REPORT (continued)

A cross-functional working group is in place that meets on a regular basis to identify and assess the consequences of Brexit, with all major functions within the group's business represented. The group continues to monitor this risk area very closely, as well as the broader environment risks, including a continuing focus on identifying critical decision points to ensure potential disruption is minimised, and take prudent actions to mitigate these risks wherever practical. More specific details on the impact of Brexit are included in the consolidated financial statements of Diageo plc which are publicly available.

By order of the board

A handwritten signature in black ink, appearing to read 'J M C Edmunds', is written over a horizontal dotted line.

J M C Edmunds
Director

Lakeside Drive
Park Royal
London
NW10 7HQ

21 November 2019

Diageo US Investments (unlimited company)**Registered number: 05666069****Year ended 30 June 2019****DIRECTORS' REPORT**

The directors are pleased to submit their annual report, together with the audited financial statements for the year ended 30 June 2019.

The company is incorporated and domiciled as a private unlimited company in the United Kingdom. The registered address is Lakeside Drive, Park Royal, London, NW10 7HQ.

Going concern

The company's business activities, together with the factors likely to affect its future development and position, are set out in the business review section of the strategic report on pages 2 to 3. The company is expected to continue to generate profit for its own account and to remain in positive net asset position for the foreseeable future. The directors have no reason to believe that a material uncertainty exists that may cast significant doubt about the ability of the company 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 result for the year ended 30 June 2019 is shown on page 9.

The profit for the year transferred to reserves was \$46,193,000 (2018 - \$32,952,000).

Dividends paid during the year ended were \$300,000,000 (2018 - \$nil).

Directors

The directors of the company who were in office during the year and up to the date of signing the financial statements were:

J M C Edmunds

V Rao

P Viswanathan

K E Major (appointed 1 August 2018)

D F Harlock (resigned 1 August 2018)

Directors' remuneration

None of the directors received any remuneration during the year in respect of their services as directors of the company (2018 - £nil).

Directors' indemnity

The Articles of Association permit qualifying third-party indemnities for the directors as defined by Section 234 of the Companies Act 2006. No such indemnity was in force during the last financial year, nor is any currently in force.

Diageo US Investments (unlimited company)

Registered number: 05666069

Year ended 30 June 2019

DIRECTORS' REPORT (continued)

Internal control and risk management over financial reporting

The company operates under the financial reporting processes and controls of the group. Diageo plc's internal control and risk management systems including its financial reporting process of Diageo plc, which include those of the company, are discussed in the group's Annual Report 2019 on page 75 at www.diageo.com, which does not form part of this report.

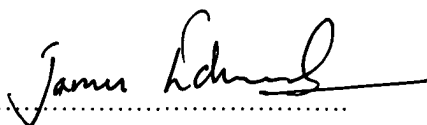
Auditors

Pursuant to Section 487 of the Companies Act 2006, the auditors, PricewaterhouseCoopers LLP, have been reappointed and will continue in office as auditors of the company.

Disclosure of information to the auditors

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 auditors are 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 auditors are aware of that information.

By order of the board



J M C Edmunds
Director

Lakeside Drive
Park Royal
London
NW10 7HQ

21 November 2019

Diageo US Investments (unlimited company)

Registered number: 05666069

Year ended 30 June 2019

Statement of directors' responsibilities in respect of the financial statements

The directors are responsible for preparing the annual report and the financial statements in accordance with applicable law and regulation.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law). 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 the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 101, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; 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 also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

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.

Independent auditors' report to the members of Diageo US Investments (unlimited company)

Report on the audit of the financial statements

Opinion

In our opinion, Diageo US Investments (unlimited company)'s financial statements:

- give a true and fair view of the state of the company's affairs as at 30 June 2019 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual report and financial statements (the "Annual Report"), which comprise: the balance sheet as at 30 June 2019; the statement of comprehensive income, the statement of changes in equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

ISAs (UK) require us to report to you when:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

We have nothing to report in respect of the above matters.

However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern. For example, the terms on which the United Kingdom may withdraw from the European Union are not clear, and it is difficult to evaluate all of the potential implications on the company's trade, customers, suppliers and the wider economy.

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

With respect to the Strategic Report and Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require us also to report certain opinions and matters as described below.

Strategic Report and Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic Report and Directors' Report for the year ended 30 June 2019 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic Report and Directors' Report.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Statement of directors' responsibilities in respect of the financial statements set out on page 6, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditors' responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.

Use of this report

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

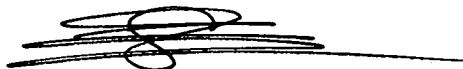
Other required reporting

Companies Act 2006 exception reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the company, or returns adequate for our audit have not been received from branches not visited by us; or
- certain disclosures of directors' remuneration specified by law are not made; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.



Steve Reid (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London

Diageo US Investments (unlimited company)**Registered number: 05666069****Year ended 30 June 2019****STATEMENT OF COMPREHENSIVE INCOME**

	Notes	Year ended 30 June 2019 \$ 000	Year ended 30 June 2018 \$ 000
Operating income/(costs)	2	2,317	(1)
Income from shares in group undertakings	3	<u>3,798</u>	<u>15,218</u>
Operating profit		6,115	15,217
Net finance income	4	<u>51,400</u>	<u>27,621</u>
Profit before taxation on ordinary activities		57,515	42,838
Taxation on profit on ordinary activities	5	<u>(11,322)</u>	<u>(9,886)</u>
Profit for the financial year and total comprehensive income for the year		<u>46,193</u>	<u>32,952</u>

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

The company had no other comprehensive income or expense during the current and previous year.

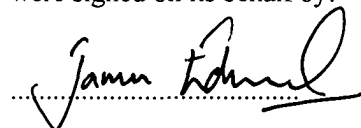
Diageo US Investments (unlimited company)
Registered number: 05666069
Year ended 30 June 2019

BALANCE SHEET

	Notes	Year ended 30 June 2019 \$ 000	Year ended 30 June 2018 \$ 000
Non-current assets			
Investments in subsidiaries	6	11,345,568	9,436,165
Trade and other receivables	7	—	1,639,586
		<u>11,345,568</u>	<u>11,075,751</u>
Current assets			
Trade and other receivables	7	40,446	583,924
Cash and cash equivalents		4	5
		<u>40,450</u>	<u>583,929</u>
Total assets		<u>11,386,018</u>	<u>11,659,680</u>
Current liabilities			
Trade and other payables	8	(5,652)	(27,973)
Corporate tax payable		(5,651)	(3,185)
		<u>(11,303)</u>	<u>(31,158)</u>
Total liabilities		<u>(11,303)</u>	<u>(31,158)</u>
Net assets		<u>11,374,715</u>	<u>11,628,522</u>
Equity			
Called up share capital	9	9,612,725	9,612,725
Share premium		194,486	194,486
Retained earnings		1,567,504	1,821,311
		<u>11,374,715</u>	<u>11,628,522</u>
Total equity		<u>11,374,715</u>	<u>11,628,522</u>

The accounting policies and other notes on pages 12 to 22 form part of the financial statements.

These financial statements on pages 9 to 22 were approved by the Board on 21 November 2019 and were signed on its behalf by:



J M C Edmunds

Director

Diageo US Investments (unlimited company)

Registered number: 05666069

Year ended 30 June 2019

STATEMENT OF CHANGES IN EQUITY

ATTRIBUTABLE TO SHAREHOLDERS OF THE COMPANY

	Called up share capital \$ 000	Share premium \$ 000	Retained earnings \$ 000	Total \$ 000
Balance at 30 June 2017	9,612,725	194,486	1,788,359	11,595,570
Profit for the year	—	—	32,952	32,952
Balance at 30 June 2018	9,612,725	194,486	1,821,311	11,628,522
Profit for the year	—	—	46,193	46,193
Dividends to shareholders	—	—	(300,000)	(300,000)
Balance at 30 June 2019	<u>9,612,725</u>	<u>194,486</u>	<u>1,567,504</u>	<u>11,374,715</u>

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

Diageo US Investments (unlimited company)

Registered number: 05666069

Year ended 30 June 2019

NOTES TO THE FINANCIAL STATEMENTS

1. ACCOUNTING POLICIES

Basis of preparation

These financial statements are prepared 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.

These financial statements are prepared on a going concern basis under the historical cost convention, except that certain financial instruments are measured at their fair value.

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 preparation of financial statements in conformity with FRS 101 requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the year. Actual results could differ from those estimates.

The following exemptions from the requirements of IFRS have been applied in the preparation of these financial statements, in accordance with FRS 101:

- The following paragraphs of IAS 1, 'Presentation of financial statements':
 - 10(d) (statement of cash flows);
 - 16 (statement of compliance with all IFRS);
 - 79(a)(iv) (comparative information requirements);
 - 111 (cash flow statement information);
 - 134-136 (capital management disclosures).
- IAS 7, 'Statement of cash flows'
- The following paragraphs of IAS 8, 'Accounting policies, changes in accounting estimates and errors':
 - 30 (requirement for the disclosure of information when an entity has not applied a new IFRS that has been issued but is not yet effective);
 - 31 (disclosures relating to the new IFRS).
- The following paragraphs of IAS 24 'Related party disclosures':
 - 17 (key management compensation);
 - 18A (key management services provided by a separate management entity).
- IFRS 7 Financial Instruments: Disclosures, provided that equivalent disclosures are included in the consolidated financial statements of the group in which the entity is consolidated.

Diageo US Investments (unlimited company)

Registered number: 05666069

Year ended 30 June 2019

NOTES TO THE FINANCIAL STATEMENTS (continued)

1. ACCOUNTING POLICIES (continued)

Basis of preparation (continued)

- Paragraphs 130(f)(ii), 130(f)(iii), 134(d) to 134(f) and 135(c) to 135(e) of IAS 36, 'Impairment of assets' (disclosures when the recoverable amount is fair value less costs of disposal, assumptions involved in estimating recoverable amounts of cash-generating units containing goodwill or intangible assets with indefinite useful lives, and management's approach to determining these amounts).

The company has taken advantage of the exemption by virtue of section 400 under Companies Act 2006, from the requirement to prepare consolidated financial statements, as it and its subsidiaries are included in the consolidated financial statements of its ultimate parent, Diageo plc.

These financial statements are separate financial statements.

New accounting standards and interpretations

The following amendments to the accounting standards, issued by the IASB which have been endorsed by the EU, have been adopted by the group and therefore by the company from 1 July 2018 with no impact on the company's results, financial position or disclosures:

- Amendments to IAS 40 - Transfers of Investment Property;
- Amendments to IFRS 2 - Classification and Measurement of Share-based payment transactions;
- Amendments to IFRS 4 - Applying IFRS 9 with IFRS 4 Insurance contracts;
- Improvements to IFRS 1 - First-time Adoption of International Financial Reporting Standards: Deletion of short-term exemptions for first-time adopters;
- Improvements to IAS 28 - Investments in Associates and Joint Ventures: Measuring investees at fair value through profit or loss: an investment-by-investment choice or a consistent policy choice;
- IFRIC 23 Uncertainty over Income Tax Treatments.

Functional and presentational currency

These financial statements are presented in US dollar (\$) , which is the company's functional currency.

All financial information presented in US dollar (\$) has been rounded to the nearest thousand unless otherwise stated.

Finance income/costs

Finance income/costs are recognised in the statement of comprehensive income in the year in which they are earned/incurred.

Investments in subsidiaries

Investments in subsidiaries are stated at historical cost less impairment provisions for any permanent decrease in value. The carrying amounts of the company's investments are reviewed at each reporting date to determine whether there is an indication of impairment. If such an indication exists, then the asset's recoverable amount is estimated. Losses are recognised in the statement of comprehensive income to reflect an impairment against the carrying value. Where an event results in the asset's recoverable amount being higher than the previously impaired carrying value, the original impairment may be reversed through the statement of comprehensive income in subsequent periods.

Diageo US Investments (unlimited company)

Registered number: 05666069

Year ended 30 June 2019

NOTES TO THE FINANCIAL STATEMENTS (continued)

1. ACCOUNTING POLICIES (continued)

Financial assets and liabilities

Financial assets and liabilities are initially recorded at fair value including, where permitted by IFRS 9, any directly attributable transaction costs. For those financial assets that are not subsequently held at fair value, the company assesses whether there is evidence of impairment at each balance sheet date. The company classifies its financial assets and liabilities into the following categories: financial assets and liabilities at amortised cost, financial assets and liabilities at fair value through profit and loss and financial assets at fair value through other comprehensive income. Where financial assets or liabilities are eligible to be carried at either amortised cost or fair value, the company does not apply the fair value option.

Trade and other receivables Amounts owed by other group companies are initially measured at fair value and are subsequently reported at amortised cost. Non-interest-bearing trade receivables are stated at their nominal value as they are due on demand. Allowances for expected credit losses are made based on the risk of non-payment taking into account ageing, previous experience, economic conditions and forward-looking data. Such allowances are measured as either 12-months expected credit losses or lifetime expected credit losses depending on changes in the credit quality of the counterparty.

Cash and cash equivalents Cash and cash equivalents include cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts. In the balance sheet, bank overdrafts are shown within borrowings in current liabilities.

Trade and other payables Trade payables are non-interest bearing and are stated at their nominal value as they are due on demand. Amounts owed to other group companies are initially measured at fair value and are subsequently reported at amortised cost.

Taxation

Current tax is based on taxable profit for the year. Taxable profit is different from accounting profit due to temporary differences between accounting and tax treatments, and due to items that are never taxable or tax deductible. Tax benefits are not recognised unless it is probable that the tax positions are sustainable. Once considered to be probable, tax benefits are reviewed each year to assess whether a provision should be taken against full recognition of the benefit on the basis of potential settlement through negotiation and/or litigation. Tax provisions are included in current liabilities. Penalties and interest on tax liabilities 30 June 2019 are included in profit before taxation. In prior years penalties and interest on tax liabilities were provided for in the tax charge.

Dividends

Dividends received are included in the financial statements in the year in which they are receivable. The interim dividend is included in the financial statements in the year in which it is approved by the directors, and the final dividend in the year in which it is approved by shareholders.

Diageo US Investments (unlimited company)

Registered number: 05666069

Year ended 30 June 2019

NOTES TO THE FINANCIAL STATEMENTS (continued)

1. ACCOUNTING POLICIES (continued)

Judgements in applying accounting policies and key sources of estimation uncertainty

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The critical accounting policy, which the directors consider is of greater complexity and particularly subject to the exercise of judgements and estimates, is set out in detail in the accounting policy for investments in subsidiaries. A critical accounting judgement, specific to the company, is the assessment that recoverable amount of the company's investment in subsidiaries is greater than the carrying amount.

2. OPERATING COSTS

Operating income include a foreign exchange gain of \$2,317,344 (2018 - loss of \$806) in respect of the settlement in trade receivables.

Other external charges include bank charges of \$836 (2018 - \$806).

The auditors' remuneration of \$3,225 (2018 - \$3,375) was paid on behalf of the company by a fellow group undertaking. There were no fees payable to the auditors in respect of non-audit services (2018 - \$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 (2018 - \$nil).

3. INCOME FROM SHARES IN GROUP UNDERTAKINGS

	Year ended 30 June 2019 \$ 000	Year ended 30 June 2018 \$ 000
Dividend income from shares in group undertakings		
Diageo Hungary Finance Limited Liability Company	<u>3,798</u>	<u>15,218</u>

Diageo US Investments (unlimited company)
Registered number: 05666069
Year ended 30 June 2019

NOTES TO THE FINANCIAL STATEMENTS (continued)

4. FINANCE INCOME AND CHARGES

	Year ended 30 June 2019 \$ 000	Year ended 30 June 2018 \$ 000
Net interest		
Interest from fellow group undertakings		
Diageo Finance plc	13,631	10,402
Diageo US Holdings	37,769	17,219
Other interest income	—	1
Total interest income	51,400	27,622
Interest charge on bank loans and overdrafts	—	(1)
Net finance income	51,400	27,621

5. TAXATION

	Year ended 30 June 2019 \$ 000	Year ended 30 June 2018 \$ 000
(a) Analysis of taxation charge for the year		
Current tax		
UK corporation tax	(11,303)	(9,681)
Adjustments in respect of prior years	(19)	(205)
Total current tax	(11,322)	(9,886)
Deferred tax	—	—
Taxation on profit on ordinary activities	(11,322)	(9,886)

	Year ended 30 June 2019 \$ 000	Year ended 30 June 2018 \$ 000
(b) Factors affecting total tax charge for the year		
Profit on ordinary activities before taxation	57,515	42,838
Taxation on profit on ordinary activities at UK corporation tax rate of 19% (2018 - 19%)	(10,928)	(8,139)
Items not chargeable for tax purposes	722	2,891
Group relief received for nil consideration	11,163	7,310
Adjustments in respect of prior periods	(19)	(205)
Foreign income subject to UK tax	(11,303)	(9,681)
Other tax effects for reconciliation between accounting profit and tax income	(957)	(2,062)
Total tax charge for the year	(11,322)	(9,886)

Diageo US Investments (unlimited company)

Registered number: 05666069

Year ended 30 June 2019

NOTES TO THE FINANCIAL STATEMENTS (continued)

5. TAXATION (continued)

The UK tax rate is 19% effective from 1 April 2017 which is applied for year ended 30 June 2019. A further reduction to 17% (effective from 1 April 2020) was enacted in September 2016.

6. INVESTMENTS

(i) Shares in group undertakings and other investments

	Year ended 30 June 2019 \$ 000	Year ended 30 June 2018 \$ 000
Cost and carrying amount		
Subsidiaries	<u>11,345,568</u>	<u>9,436,165</u>

During the year, the company subscribed additional share capital in Diageo Hungary Finance Limited Liability Company in amount of \$1,909,403,000.

Diageo US Investments (unlimited company)**Registered number: 05666069****Year ended 30 June 2019****NOTES TO THE FINANCIAL STATEMENTS (continued)****6. INVESTMENTS (continued)**

Details of the investments in which the company holds 20% or more of the nominal value of any class of share capital are as follows. Unless otherwise stated the percentage of shares held are in respect of ordinary share capital.

Name of investment	Notes	Registered office address	Proportion of ownership interest %*	Proportion of effective interest %**
Direct holdings				
<i>Subsidiary undertakings</i>				
Diageo Hungary Finance Limited Liability Company		1132 Budapest, Vaci ut 20-26, Hungary	100%	100%
Diageo US Holdings	(iv)	Lakeside Drive, Park Royal, London, NW10 7HQ, United Kingdom	87.24%	87.24%

Name of investment	Notes	Registered office address	Proportion of ownership interest %*	Proportion of effective interest %**
Indirect holdings				
<i>Subsidiary undertakings</i>				
Anyslam Investments		Lakeside Drive, Park Royal, London, NW10 7HQ, United Kingdom	100%	87.24%
Ballroom Acquisition, Inc.		Diageo NA, New York, Greenwich Street, 3 World Trade Center 175, 10007, United States	100%	87.24%
California Simulcast Inc.	(i)	Diageo NA, New York, Greenwich Street, 3 World Trade Center 175, 10007, United States	80%	69.79%
Carillon U.K. Limited	(i, xi)	Edinburgh Park, 5 Lochside Way, Edinburgh, EH12 9DT, United Kingdom	100%	87.24%
Casamigos Spirits Company LLC		3411 Silverside Road Tatnall Building - Ste 104 Wilmington, DE 19810, Unites States	100%	87.24%
Casamigos Tequila LLC		3411 Silverside Road Tatnall Building - Ste 104 Wilmington, DE 19810, Unites States	100%	87.24%
D/CE Holdings LLC		Diageo NA, New York, Greenwich Street, 3 World Trade Center 175, 10007, United States	50%	43.62%
Diageo Americas Supply Quebec Distribution Inc.		Boul Henri-Bourassa E., 9225, Local A, Quebec, H1E 1P6, Montreal, Canada	100%	87.24%

* The percentage of shares held owned by the immediate shareholder(s) of the subsidiary

**Effective percentage of shares held owned by the company

Diageo US Investments (unlimited company)**Registered number: 05666069****Year ended 30 June 2019****NOTES TO THE FINANCIAL STATEMENTS (continued)****6. INVESTMENTS (continued)**

Name of investment	Notes	Registered office address	Proportion of ownership interest %*	Proportion of effective interest %**
Indirect holdings				
Diageo Americas Supply, Inc.		Diageo NA, New York, Greenwich Street, 3 World Trade Center 175, 10007, United States	100%	87.24%
Diageo Americas, Inc.		Diageo NA, New York, Greenwich Street, 3 World Trade Center 175, 10007, United States	100%	87.24%
Diageo Beer Company USA		Diageo NA, New York, Greenwich Street, 3 World Trade Center 175, 10007, United States	100%	87.24%
Diageo Inc.	(im)	Diageo NA, New York, Greenwich Street, 3 World Trade Center 175, 10007, United States	100%	87.24%
Diageo Investment Corporation		Diageo NA, New York, Greenwich Street, 3 World Trade Center 175, 10007, United States	100%	87.24%
Diageo Ireland Finance Unlimited Company		St. James's Gate, Dublin 8, Republic of Ireland	100%	100%
Diageo Latin America & Caribbean LLC		801 Main Avenue - Norwalk, CT 06851, United States	100%	87.24%
Diageo North America Foundation, Inc.		801 Main Avenue - Norwalk, CT 06851, United States	100%	87.24%
Diageo North America, Inc.	(iv)	Diageo NA, New York, Greenwich Street, 3 World Trade Center 175, 10007, United States	100%	87.24%
Irish Ale Breweries Holdings Unlimited Company	(ii)	St. James's Gate, Dublin 8, Republic of Ireland	100%	87.24%
Irish Ale Breweries Limited		St. James's Gate, Dublin 8, Republic of Ireland	100%	87.24%
Liquor Investment Llc.		Diageo NA, New York, Greenwich Street, 3 World Trade Center 175, 10007, United States	100%	87.24%
Seagram Ukraine Limited	(i)	Chervonoarmiyska Street, bld. 9/2, apt. 70, Kyiv, Ukraine	60.9%	53.13%
Soh Spirits Llc		222 Cliffwood Avenue, Los Angeles, CA 90049, United States	100%	87.24%
The Bulleit Distillery, Inc.		801 Main Avenue - Norwalk, CT 06851, United States	100%	87.24%

* The percentage of shares held owned by the immediate shareholder(s) of the subsidiary

**Effective percentage of shares held owned by the company

Diageo US Investments (unlimited company)
Registered number: 05666069
Year ended 30 June 2019

NOTES TO THE FINANCIAL STATEMENTS (continued)

6. INVESTMENTS (continued)

Name of investment	Notes	Registered office address	Proportion of ownership interest %*	Proportion of effective interest %**
Indirect holdings				
<i>Associates undertakings</i>				
Equal Parts, Llc.		Diageo NA, New York, Greenwich Street, 3 World Trade Center 175, 10007, United States	20%	17.45%
Gourmet Grade Llc.		Diageo NA, New York, Greenwich Street, 3 World Trade Center 175, 10007, United States	21.57%	18.82%
Grand Street Beverages Llc.		Diageo NA, New York, Greenwich Street, 3 World Trade Center 175, 10007, United States	35%	30.53%
House Spirits Distillery Llc.		Diageo NA, New York, Greenwich Street, 3 World Trade Center 175, 10007, United States	32.50%	28.35%
Modern Spirits, Llc		2459 E 8th Street; Los Angeles, California 90021, United States	20%	17.45%
Naam Som Llc.		Diageo NA, New York, Greenwich Street, 3 World Trade Center 175, 10007, United States	30%	26.17%
Nevada Spirits DE, Llc.		1045 Dodge Lane Fallon, NV 89406	25%	21.81%
The Pierre Smirnoff Company Limited	(iv)	801 Main Avenue - Norwalk, CT 06851, United States	25%	21.81%
<i>Joint operations</i>				
Gist Dominicana S.A.	(ix)	Independencia Street, No. 129, Santiago, Dominican Republic	60.25%	52.56%
Industria de Licores Internacionales S.A.	(ix)	Segunda (2da) Street, Los Platanitos, Santiago, Dominican Republic	59.71%	52.09%
Seagram Dominicana S.A.	(ix)	Salvador Sturla Street, Ensanche Naco, Santo Domingo, Dominican Republic	60.83%	53.07%

(i) Dormant company.

(ii) Ownership held in class of A shares.

(iv) Ownership held in class of A shares and B shares.

(ix) In liquidation.

(im) The company directly and indirectly owns 100% of class A and class B shares.

(xi) The company was dissolved on 13 August 2019.

The investments in subsidiaries are held at cost less, where appropriate, provision for impairment value.

In the opinion of the directors, the investment in (and the amount due from) the company's subsidiary undertakings are worth at least the amount at which they are stated in the financial statements.

* The percentage of shares held owned by the immediate shareholder(s) of the subsidiary

**Effective percentage of shares held owned by the company

Diageo US Investments (unlimited company)

Registered number: 05666069

Year ended 30 June 2019

NOTES TO THE FINANCIAL STATEMENTS (continued)

7. TRADE AND OTHER RECEIVABLES

	30 June 2019		30 June 2018	
	Due within one year \$ 000	Due after one year \$ 000	Due within one year \$ 000	Due after one year \$ 000
Amounts owed by fellow group undertakings				
Diageo US Holdings	9,686	—	583,924	—
Diageo Finance plc	30,760	—	—	1,639,586
	40,446	—	583,924	1,639,586

The amount owed by Diageo US Holdings is a loan which is unsecured, repayable on demand and bears interest at a floating rate. During the year, an amount of \$612,007,000 was repaid on 26 June 2019 in respect of the loan principal and accrued interest.

The amount owed by Diageo Finance plc includes two loans of \$1,174,220 (2018 – \$639,585,856) and \$29,586,382 (2018 – \$nil) which bear interest at a floating rate. The loans are unsecured and repayable on demand. In the prior year, the company had a separate loan receivable owed by Diageo Finance plc in the amount of \$1,000,000,000 which was interest free, unsecured and repayable on demand.

During the year an amount of \$1,297,395,571 was repaid on 26 June 2019 in respect of these loans. An additional \$300,000,000 of the loan was repaid during the year for the settlement of the dividend to shareholders.

Amounts owed by fellow group undertakings represent transactions with companies in the group with which the company has a long term financing relationship. The financing relationships are expected to continue for the foreseeable future. In the prior year, certain amounts owed by fellow group undertakings were reclassified to current assets due after one year as they were not expected to be repaid in the foreseeable future. In the current year, a repayment was made and all remaining amounts have been classified as current as certain repayments are expected in the next twelve months. Amounts owed by group undertakings are considered to have a fair value which is not materially different to the book value.

8. TRADE AND OTHER PAYABLES

	Year ended 30 June 2019 \$ 000	Year ended 30 June 2018 \$ 000
Amounts owed to fellow group undertakings		
Diageo Investment Holdings Limited	—	27,973
Diageo Scotland Limited	5,652	—
	5,652	27,973

Diageo US Investments (unlimited company)
Registered number: 05666069
Year ended 30 June 2019

NOTES TO THE FINANCIAL STATEMENTS (continued)

8. TRADE AND OTHER RECEIVABLES (continued)

Amounts owed to fellow group undertakings are unsecured, interest free and repayable on demand.
Amount owed to Diageo Scotland Limited is in respect of corporate tax paid on behalf of the company during the year, and is expected to be settled in the following financial year.

9. SHARE CAPITAL

Allotted, called up and fully paid:

	Year ended 30 June 2019 \$ 000
5,965,171,554 (2018 - 5,965,171,554) ordinary shares of £1 each 1.6115/£	<u>9,612,725</u>

The directors proposed no final ordinary dividend in respect of the year ended 30 June 2019. (2018 - \$300,000,000)

10. CONTINGENT LIABILITIES

In April 2019, the European Commission issued its decision in a state aid investigation into the Group Financing Exemption in the UK controlled foreign company rules. The European Commission found that part of the Group Financing Exemption constitutes state aid. The Group Financing Exemption was introduced in legislation by the UK government in 2013. In common with other UK-based international companies whose arrangements are in line with current UK CFC legislation the company may be affected by the ultimate outcome of this investigation. In June 2019 the UK government and other UK-based international companies, including the company, appealed to the General Court of the European Union against the decision. In the meantime, the UK Government is required to commence collection proceedings and therefore it is expected that the company will have to make a payment in the year ending 30 June 2020 in respect of this case. At present it is not possible to determine the amount that the UK government will seek to collect. If the decision of the European Commission is upheld, the company calculates its maximum potential liability to be approximately £92 million. Based on its current assessment, the company believes that no provision is required in respect of this issue.

11. IMMEDIATE AND ULTIMATE PARENT UNDERTAKING

The immediate parent undertaking of the company is Diageo Holdings Netherlands B.V., a company incorporated and registered in the Netherlands.

The ultimate parent undertaking of the company is Diageo plc which is the ultimate controlling party of the group. Diageo plc is incorporated and registered in England. The consolidated financial statements of Diageo plc can be obtained from the registered office at Diageo, Lakeside Drive, Park Royal, London, NW10 7HQ.