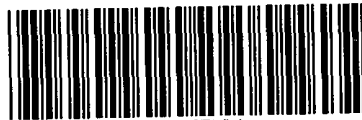


Diageo UK Turkey Finance Limited

Financial statements 30 June 2015

Registered number: 9023360

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Directors' report

The directors have pleasure in submitting their annual report, together with the audited financial statements for the period from 2 May 2014 to 30 June 2015.

The directors were entitled to take advantage of the small companies' exemption in not preparing a strategic report.

Activities

The company was incorporated on 2 May 2014 in England.

The company acts as a financing vehicle for the Diageo group. The directors do not anticipate that these activities will change in the foreseeable future. The company's operations are based in the United Kingdom.

The share capital and the principal transactions undertaken by the company are denominated in Turkish Lira and accordingly the functional currency of the company is TRY.

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. Thus they have adopted the going concern basis of accounting in preparing the annual financial statements.

Financial

The results for the period from 2 May 2014 to 30 June 2015 are shown on page 5.

The profit for the period transferred to reserves is TRY28,131,000.

No dividend was paid during the period.

Directors

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

S L Fennessy	(appointed 12 March 2015)
I A Hockney	(appointed 1 October 2014, resigned 12 March 2015)
N Makos	(appointed 2 May 2014, resigned 1 August 2014)
E McShane	(appointed 12 March 2015)
J J Nicholls	(appointed 2 May 2014)
P D Tunnacliffe	(appointed 2 May 2014)

Directors' remuneration

None of the directors received any remuneration during the period in respect of their services as directors of the company.

Directors' report (continued)

Secretary

On 5 November 2015, V Cooper was appointed as joint Company Secretary.

Auditor

Pursuant to Section 487 of the Companies Act 2006, the auditor, KPMG LLP, has been appointed in respect of the period ended 30 June 2015. Following an audit tender conducted during the year, PricewaterhouseCoopers LLP were selected as auditor for the Diageo group. Accordingly, it is intended that PricewaterhouseCoopers LLP will be appointed to replace KPMG LLP as auditor for the year ending 30 June 2016.

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



S L Fennessy
Director
Lakeside Drive
Park Royal
London
NW10 7HQ

12 November 2015

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 UK Turkey Finance Limited

We have audited the financial statements of Diageo UK Turkey Finance Limited for the period from 2 May 2014 to 30 June 2015 set out on pages 5 to 10. 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 directors' responsibilities statement 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 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 2015 and of its profit for the period 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.

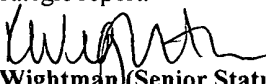
Opinion on other matters prescribed by the Companies Act 2006

In our opinion the information given in the directors' report for the period 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; or
- the directors were not entitled to take advantage of the small companies exemption from the requirement to prepare a strategic report.


Karen Wightman (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants

15 Canada Square
 London
 E14 5GL

Date:

19 November 2015

Profit and loss account

	<i>Notes</i>	2 May 2014 - 30 June 2015 TRY'000
Other operating income	<i>1</i>	27,415
Operating profit		<u>27,415</u>
Interest receivable	<i>2</i>	716
Profit on ordinary activities before taxation		<u>28,131</u>
Taxation on profit on ordinary activities	<i>3</i>	-
Profit for the financial period		<u><u>28,131</u></u>

The accounting policies and other notes on pages 7 to 10 form part of the financial statements.

There are no recognised gains and losses other than the result for the period 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 periods shown in the profit and loss account and the results for the relevant periods restated on an historical cost basis.

All results arise from continuing operations.

Balance sheet

	<i>Notes</i>	30 June 2015 TRY'000
Current assets		
Debtors	4	237,590
Net assets		237,590
Capital and reserves		
Called up share capital	5	100
Share premium account	6	209,359
Profit and loss account	6	28,131
Shareholders' funds	7	237,590

The accounting policies and other notes on page 7 to 10 form part of the financial statements.

These financial statements on pages 5 to 10 were approved by the board of directors on 12 November 2015 and were signed on its behalf by:



S L Fennessy
Director
Lakeside Drive
Park Royal
London
NW10 7HQ

Accounting policies

Future changes to accounting policies

The Financial Reporting Council recently issued *FRS 100 – Application of Financial Reporting Requirements*, *FRS 101 – Reduced Disclosure Framework* and *FRS 102 – The Financial Reporting Standard applicable in the UK and Republic of Ireland* which will be first effective for the company for the year ending 30 June 2016. FRS 100 sets out the overall financial reporting framework whereas FRS 101 applies to the company financial statements allowing them to apply the same accounting policies as the IFRS group accounts but with less disclosure. FRS 102 will replace the current UK GAAP standards with an IFRS based new standard and include a set of disclosure exemptions for qualifying entities formerly preparing UK GAAP financial standards. The company will adopt FRS 101, for its financial statements, for the year ending 30 June 2016. Based on a preliminary assessment the company believes the change will have no significant impact on its results or financial position.

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").

Foreign currencies

Transactions in foreign currencies are recorded at the rate of exchange at the date of the transaction, or if hedged forward, at the rate of exchange under the related foreign currency contract. Assets and liabilities denominated in foreign currencies are translated into Turkish Lira at the financial year end exchange rates. Exchange gains and losses are taken to the profit and loss account.

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. Other operating income

2 May 2014-
30 June 2015
TRY'000

Foreign exchange gain	27,415
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The auditor's remuneration was paid on behalf of the company by a fellow group undertaking. Fees in respect of services provided by the auditor were TRY7,500. There were no fees payable to the auditor in respect of non-audit services.

The company did not employ any staff during the period.

None of the directors received any remuneration during the financial period in respect of their services as directors of the company.

2. Interest receivable

2 May 2014-
30 June 2015
TRY'000

Interest receivable on loans to fellow group undertakings: Diageo Finance plc	716
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3. Taxation

2 May 2014-
30 June 2015
TRY'000

(i) Analysis of taxation charge for the period

Total current tax	-
Total deferred tax	-
 Tax on profit on ordinary activities	 -

Notes to the financial statements (continued)

3. Taxation (continued)

	2 May 2014- 30 June 2015 TRY'000
(ii) Factors affecting current tax charge for the period	
Profit on ordinary activities before taxation	28,131
	<hr/>
Taxation on profit on ordinary activities at UK corporation tax rate of 20.77%	(5,843)
Items not chargeable for tax purposes	5,694
Group relief received for nil consideration	149
	<hr/>
Current ordinary tax charge for the period	-
	<hr/>

4. Debtors

	30 June 2015 TRY'000
Amounts owed by fellow group undertakings:	
Diageo Finance plc	237,580
Diageo UK Turkey Limited	10
	<hr/>
	237,590
	<hr/>

The amount owed by Diageo Finance plc is a loan which are unsecured, at a floating rate of interest and repayable on demand.

The amount owed by Diageo UK Turkey Limited is an interest free promissory note.

5. Share capital

	30 June 2015 TRY'000
<i>Allotted, called up and fully paid:</i>	
100,385 ordinary shares of TRY1 each	100
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On 2 May 2014, the company issued 1 ordinary share of TRY1, at a premium of TRY9,999 to Diageo UK Turkey Limited for a consideration of TRY10,000 in form of a promissory note issued by Diageo UK Turkey Limited on 30 May 2014.

On 30 May 2014, the company issued 12,118 ordinary shares of TRY1 each, at an aggregate premium of TRY121,171,000 to Diageo UK Turkey Limited for a total cash consideration of TRY121,183,000.

On 28 May 2015, the company issued 88,266 ordinary shares of TRY1 each, at an aggregate premium of TRY88,178,000 to Diageo UK Turkey Limited for a total cash consideration of TRY88,266,000.

Notes to the financial statements (continued)

6. Reserves

	Share premium account TRY'000	Profit and loss account TRY'000	Total TRY'000
At 2 May 2014	-	-	-
Profit for the period		28,131	28,131
Premium on ordinary shares issued (note 5)	209,359	-	209,359
	<hr/>	<hr/>	<hr/>
At 30 June 2015	209,359	28,131	237,490
	<hr/>	<hr/>	<hr/>

7. Reconciliation of movement in shareholders' funds

	30 June 2015 TRY'000
Profit for the period	28,131
Net proceeds of issue of ordinary share capital (note 5)	209,459
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Net addition to shareholders' funds	237,590
Shareholders' funds at the beginning of period	-
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Shareholders' funds at the end of the period	237,590
	<hr/>

8. Immediate and ultimate parent undertaking

The immediate parent undertaking of the company is Diageo UK Turkey Limited, a company incorporated and registered in the United Kingdom.

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 Lakeside Drive, Park Royal, London, NW10 7HQ.