

Diageo (IH) Limited

**Financial statements
30 June 2012**

Registered number 4222753

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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 2012

Activities

The company is an investment holding company. During the year the immediate parent undertaking of the company, Arthur Bell & Sons Limited released the company from its obligation to repay its loan in amount of £27,101,000. 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 with the support from the group undertakings. 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 2012 are shown on page 5.

The directors do not recommend the payment of a dividend (2011 - £nil).

The gain for the year transferred to reserves is £27,117,000 (2011 - loss of £8,000 transferred from reserves).

Directors

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

S J Bolton	(resigned 2 February 2012)
G P Crickmore	(resigned 2 February 2012)
J A I Franco	(appointed 16 December 2011 and resigned 2 February 2012)
D Heginbottom	(resigned 2 February 2012)
N Mákos	
J J Nicholls	
A M Smith	(resigned 2 February 2012)
P D Tunnacliffe	

Directors' remuneration

None of the directors received any remuneration during the year in respect of their services as directors of the company (2011 - £nil).

Directors' report (continued)

Secretary

On 2 February 2012, J J Nicholls resigned as secretary of the company and C E Kynaston was appointed in his place

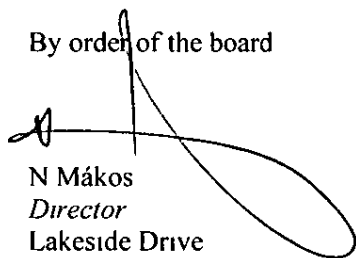
Auditor

Pursuant to Section 487 of the Companies Act 2006, the auditor, KPMG Audit Plc, is deemed to be reappointed and will continue in office

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

A handwritten signature in black ink, appearing to be 'N Mákos', is written over the printed name and title. The signature is fluid and extends to the right, crossing over the address lines.

N Mákos
Director
Lakeside Drive
Park Royal
London
NW10 7HQ

28 February 2013

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 (IH) Limited

We have audited the financial statements of Diageo (IH) Limited for the year ended 30 June 2012 set out on pages 5 to 12. 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 APB's website at www.frc.org.uk/apb/scope/private.cfm.

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 2012 and of its result 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.

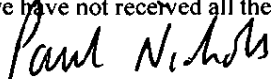
Opinion on other matters prescribed by the Companies Act 2006

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.



Paul Nichols (Senior Statutory Auditor)

for and on behalf of KPMG Audit Plc, Statutory Auditor

Chartered Accountants
15 Canada Square
London
E14 5GL

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Profit and loss account

	<i>Notes</i>	Year ended 30 June 2012 £'000	Year ended 30 June 2011 £'000
Operating profit/(loss)	<i>1</i>	16	(11)
Income from release of loan by Arthur Bell & Sons Limited	<i>4</i>	27,101	-
Profit/(loss) on ordinary activities before taxation		27,117	(11)
Taxation on profit/(loss) on ordinary activities	<i>5</i>	-	3
Profit/ (loss) for the financial year	<i>9</i>	27,117	(8)

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

The accounting policies and other notes on pages 7 to 12 form part of the financial statements

Balance sheet

		30 June 2012		30 June 2011	
	<i>Notes</i>	£'000	£'000	£'000	£'000
Fixed assets					
Investments	6		569		569
Current assets					
Debtors due within one year - Diageo Scotland Limited	7	23		23	
Creditors: due within one year - Arthur Bell & Sons Limited	4	-		(27,117)	
Net current assets/(liabilities)			23		(27,094)
Net assets/(liabilities)			592		(26,525)
Capital and reserves					
Called up share capital	8		552		552
Profit and loss account	9		40		(27,077)
Shareholders' funds/(deficit)	10		592		(26,525)

The accounting policies and other notes on pages 7 to 12 form part of the financial statements

The financial statements on pages 5 to 12 were approved by the board of directors on 28 February 2013 and were signed on its behalf by


N Mákos
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.

Foreign currencies

Transactions in foreign currencies are recorded at the rate of exchange at the date of the transaction. Assets and liabilities denominated in foreign currencies are translated into sterling at the financial year end exchange rates. Exchange gains and losses are taken to the profit and loss account.

Fixed asset investments

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

Accounting policies (continued)

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 profit/ (loss)

	Year ended 30 June 2012 £'000	Year ended 30 June 2011 £'000
Foreign exchange gain/(loss)	16	(11)

The auditor's remuneration of £1,721 (2011 - £1,758) 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 (2011 - £nil).

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 (2011 - £nil).

4. Income from release of loan by Arthur Bell & Sons Limited

The immediate parent undertaking of the company, Arthur Bell & Sons Limited released the company from its obligation to repay its loan in amount of £27,101,000.

5. Taxation

	Year ended 30 June 2012 £'000	Year ended 30 June 2011 £'000
(i) Analysis of taxation credit for the year		
Current tax		
Amounts receivable in respect of group relief surrendered	-	3
Adjustments to tax charge in respect of previous periods	-	-
	<hr/>	<hr/>
Total current tax	-	3
	<hr/>	<hr/>
Taxation on loss on ordinary activities	-	3
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Notes to the financial statements (continued)

5. Taxation (continued)

	Year ended 30 June 2012 £'000	Year ended 30 June 2011 £'000
(ii) Factors affecting current tax credit for the year		
Profit/ (loss) on ordinary activities before taxation	27,117	(11)
Taxation on (profit)/ loss on ordinary activities at UK corporation tax rate of 25.5% (2011 - 27.5%)	(6,916)	3
Group relief received for nil consideration	4	-
Income not taxable for tax purposes	6,912	-
Adjustments to tax charge in respect of previous periods	-	-
Current ordinary tax credit for the year	-	3

The company has £3,800,722 capital losses carried forward (2011 - £3,800,722). The company has not recognized these losses as their recoverability is uncertain.

6. Fixed assets – investments

	Subsidiary undertakings £'000
Cost	
At the beginning and at the end of year	1,428
Provision	
At the beginning and at the end of year	(859)
Net book value	
At the beginning and at the end of year	569

Notes to the financial statements (continued)

6. Fixed assets – investments (continued)

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

	Country of incorporation	Principal activity	Class and percentage of shares held
Direct holdings:			
Subsidiary undertaking			
Trelawny Estates Limited	Jamaica	Administrative company	100% of ordinary shares
Indirect holdings:			
Subsidiary undertaking			
Myers Rum Company (Jamaica) Limited *	Jamaica	Dormant	99.95% of ordinary shares
Associated undertaking			
Clarendon Distillers Limited *	Jamaica	Producing and exporting bulk rum	27% of ordinary shares

* Held by Trelawny Estates Limited

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 undertakings are worth at least the amount at which they are stated in the financial statements.

7. Debtors

Amount owed by fellow group undertaking is unsecured, interest free and repayable on demand.

8. Share capital

	30 June 2012 £'000	30 June 2011 £'000
Allotted, called up and fully paid:		
552,100 ordinary shares of £1 each	552	552

Notes to the financial statements (continued)

9. Reserves

	Profit and loss account £'000
At 30 June 2011	(27,077)
Profit for the financial year	27,117
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At 30 June 2012	40
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10. Reconciliation of movement in shareholders' fund/ (deficit)

	30 June 2012 £'000	30 June 2011 £'000
Profit/(loss) for the financial year	27,117	(8)
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Net addition to /(reduction in) shareholders' funds	27,117	(8)
Shareholders' deficit at the beginning of the year	(26,525)	(26,517)
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Shareholders' funds/(deficit) at the end of the year	592	(26,525)
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11. Immediate and ultimate parent undertaking

The immediate parent undertaking of the company is Arthur Bell & Sons Limited, a company incorporated and registered in Scotland

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