

Diageo Finance US Limited

Financial statements 30 June 2014

Registered number: 4036745

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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 2014.

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

Activities

The company acts as a financing vehicle for the Diageo US sub-group. The directors foresee no changes in the company's activities. The company is incorporated and its operations are based in the United Kingdom.

The functional currency of the company is GBP.

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 continue to adopt the going concern basis of accounting in preparing the annual financial statements.

Financial

The results for the year ended 30 June 2014 are shown on page 5.

The profit for the year transferred to reserves is £82,180,000 (2013 - £10,671,000).

A dividend of £9,600,000 (2013 - £nil) was paid during the year.

Proposed dividend

The directors have proposed a final ordinary dividend in respect of the year ended 30 June 2014 of £75,033,000. This has not been included as a liability as it was not approved before the balance sheet date.

Directors

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

G Geiszl (resigned 1 October 2013)
D Heginbottom
J J Nicholls
M Pais
P D Tunnacliffe

On 1 October 2014, D Heginbottom and M Pais resigned and E McShane and S Fennessy were appointed as directors of the company.

Directors' report (continued)

Directors' remuneration

None of the directors received any remuneration during the year in respect of their services as directors of the company (2013 - £nil).

Auditor

On 30 June 2014, KPMG Audit Plc resigned as the company's auditor, having instigated an orderly wind down of its business. KPMG LLP, an intermediate parent, was appointed statutory auditor on 3 July 2014.

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 Fennessy
Director
Lakeside Drive
Park Royal
London
NW10 7HQ

11 December 2014

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 its 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 Finance US Limited

We have audited the financial statements of Diageo Finance US Limited for the year ended 30 June 2014 set out on pages 5 to 11. 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 (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 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 2014 and of its profit 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.

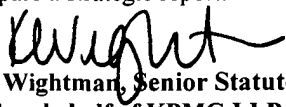
Opinion on other matters prescribed by the Companies Act 2006

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; 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: 11 December 2014

Profit and loss account

	<i>Notes</i>	Year ended 30 June 2014 £'000	Year ended 30 June 2013 £'000
Operating (loss)/profit	<i>1</i>	(1,312)	149
Interest receivable	<i>4</i>	83,492	10,522
		<hr/>	<hr/>
Profit on ordinary activities before taxation		82,180	10,671
Taxation on profit on ordinary activities	<i>5</i>	-	-
		<hr/>	<hr/>
Profit for the financial year		82,180	10,671
		<hr/> <hr/>	<hr/> <hr/>

The accounting policies and other notes on pages 7 to 11 form part of the financial statements.

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 2014 £'000	30 June 2013 £'000
Current assets			
Debtors: amounts due within one year	6	1,301,139	10,671
Debtors: amounts due after more than one year	6	-	1,370,126
Cash at bank and in hand		2	-
Creditor: amount falling due within one year	7	(1,217,890)	(1,370,126)
		<hr/>	<hr/>
Net assets		83,251	10,671
		<hr/>	<hr/>
Capital and reserves			
Called up share capital	8	-	-
Profit and loss account	9	83,251	10,671
		<hr/>	<hr/>
Shareholders' funds	10	83,251	10,671
		<hr/>	<hr/>

The accounting policies and other notes on pages 7 to 11 form part of the financial statements.

These financial statements on pages 5 to 11 were approved by the board of directors on 11 December 2014 and were signed on its behalf by



S Fennessy
Director

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 is currently evaluating the impact of these requirements in relation to FRS 100, FRS 101 and FRS 102.

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 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 sterling 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.

Dividends paid

Both interim and final dividends are included in the financial statements in the year in which it is approved by the directors.

Notes to the financial statements

1. Operating (costs)/income

	Year ended 30 June 2014 £'000	Year ended 30 June 2013 £'000
Foreign exchange (loss)/gain	(1,312)	149

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 £2,300 (2013 - £3,120).

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 (2013 - £nil).

4. Interest receivable

	Year ended 30 June 2014 £'000	Year ended 30 June 2013 £'000
Interest receivable on loans to fellow group undertakings		
Diageo Inc.	41,506	9,163
Diageo North America, Inc.	41,966	1,359
Diageo Finance plc	20	-
	<u>83,492</u>	<u>10,522</u>

5. Taxation

	Year ended 30 June 2014 £'000	Year ended 30 June 2013 £'000
(i) Analysis of taxation charge for the year		
Current tax	-	-
Deferred tax	-	-
	<hr/>	<hr/>
Taxation on profit on ordinary activities	-	-
	<hr/> <hr/>	<hr/> <hr/>
	Year ended 30 June 2014 £'000	Year ended 30 June 2013 £'000
(ii) Factors affecting current tax charge for the year		
Profit on ordinary activities before taxation	82,180	10,671
	<hr/>	<hr/>
Taxation on profit on ordinary activities at UK corporation tax rate of 22.50% (2013 - 23.00%)	(18,491)	(2,454)
Expense not in the P&L, but deductible for tax purposes	18,352	2,366
Group relief received for nil consideration	139	88
	<hr/>	<hr/>
Current ordinary tax charge for the year	-	-

Notes to the financial statements (continued)

6. Debtors

	30 June 2014		30 June 2013	
	Amounts due within one year £'000	Amounts due after more than one year £'000	Amounts due within one year £'000	Amounts due after more than one year £'000
Amounts owed by fellow group undertakings				
Diageo Inc.	584,795	-	-	657,895
Diageo North America, Inc.	633,095	-	-	712,231
Diageo Finance plc	83,249	-	10,671	-
	<u>1,301,139</u>	<u>-</u>	<u>10,671</u>	<u>1,370,126</u>

The loans owed by Diageo North America, Inc. and Diageo Inc. bear interest at a fixed rate, are unsecured and repayable within one year.

The amount owed by Diageo Finance plc represents a loan which bears interest at a floating rate and is repayable on demand.

7. Creditor: amount falling due within one year

	Year ended 30 June 2014 £'000	Year ended 30 June 2013 £'000
Amount owed to fellow group undertaking		
Diageo Ireland Finance 2	<u>1,217,890</u>	<u>1,370,126</u>

The amount owed to Diageo Ireland Finance 2 is an unsecured, interest free loan which is repayable on demand.

Notes to the financial statements (continued)

8. Share capital

	30 June 2014 £	30 June 2013 £
<i>Allotted, called up and fully paid:</i>		
1 (2013 - 1) ordinary share of £1	1	1

9. Reserves

	Profit and loss account £'000
At 30 June 2013	10,671
Profit for the financial year	82,180
Dividend paid	(9,600)
At 30 June 2014	83,251

On 30 April 2014, the company paid a final dividend of £9,600,000 to UDV (SJ) Limited in respect of the year ended 30 June 2013.

10. Reconciliation of movement in shareholders' funds

	30 June 2014 £'000	30 June 2013 £'000
Profit for the financial year	82,180	10,671
Dividend paid	(9,600)	-
Net addition to shareholders' funds	72,580	10,671
Shareholders' funds at beginning of year	10,671	-
Shareholders' funds at end of year	83,251	10,671

11. Immediate and ultimate parent undertaking

The immediate parent undertaking of the company is UDV (SJ) 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 Lakeside Drive, Park Royal, London NW10 7HQ.