

DIAGEO DENMARK A/S

Sundkrogsgade 21, st., 2100 København Ø

CVR no. 21 25 61 10

Annual report 2016/17

Approved at the annual general meeting of shareholders on 21 November 2017

Chairman:



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Mark Harvie

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Statement by the Board of Directors and the Executive Board

Today, the Board of Directors and the Executive Board have discussed and approved the annual report of DIAGEO DENMARK A/S for the financial year 1 July 2016 - 30 June 2017.

The annual report is prepared in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the financial position of the Company at 30 June 2017 and of the results of the Company's operations for the financial year 1 July 2016 - 30 June 2017.

Further, in our opinion, the Management's review gives a fair review of the development in the Company's operations and financial matters and the results of the Company's operations and financial position.

We recommend that the annual report be approved at the annual general meeting.

Copenhagen, 21 November 2017
Executive Board:



Michael Mønster Holm

Board of Directors:



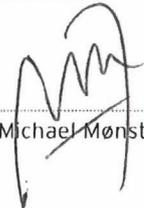
Mark Harvie
Chairman



Nándor Szokolczai



Anne Luise Deleuran



Michael Mønster Holm



Anne Sixtøj Hockerup

Independent auditor's report

To the shareholder of DIAGEO DENMARK A/S

Opinion

In our opinion, the Financial Statements give a true and fair view of the financial position of the Company at 30 June 2017, and of the results of the Company's operations for the financial year 1 July 2016 - 30 June 2017 in accordance with the Danish Financial Statements Act.

We have audited the Financial Statements of Diageo Denmark A/S for the financial year 1 July 2016 - 30 June 2017, which comprise income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies ("financial statements").

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and the additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) and the additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Statement on the Management's review

Management is responsible for the Management's review.

Our opinion on the financial statements does not cover the Management's review, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the Management's review and, in doing so, consider whether the Management's review is materially inconsistent with the financial statements or our knowledge obtained during the audit, or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether the Management's review provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, in our view, Management's review is in accordance with the Financial Statements and has been prepared in accordance with the requirements of the Danish Financial Statements Act. We did not identify any material misstatement in Management's review.

Management's responsibilities for the financial statements

Management is responsible for the preparation of Financial Statements that give a true and fair view in accordance with the Danish Financial Statements Act, and for such internal control as Management determines 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, Management is 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 in preparing the financial statements unless Management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Auditor's 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 auditor's 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 and the additional requirements applicable in Denmark 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.

Independent auditor's report

As part of an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting in preparing the financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and contents of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Hellerup, 21 November 2017
PricewaterhouseCoopers
Statsautoriseret Revisionspartnerselskab
CVR no. 33 77 12 31



Jacob F. Christiansen
State Authorised Public Accountant



Kaare von Cappeln
State Authorised Public Accountant

Management's review

Company details

Name	DIAGEO DENMARK A/S
Address, Postal code, City	Sundkrogsgade 21, st., 2100 København Ø
CVR no.	21 25 61 10
Established	30 December 1954
Registered office	Copenhagen
Financial year	1 July 2016 - 30 June 2017
Board of Directors	Mark Harvie, Chairman Nándor Szokolczai Anne Luise Deleuran Michael Mønster Holm Anne Sixhøj Hockerup
Executive Board	Michael Mønster Holm
Auditors	PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab Strandvejen 44, 2900 Hellerup

Management's review

Financial highlights

DKK'000	2016/17	2015/16	2014/15	2013/14	2012/13
Key figures					
Revenue	244,154	235,800	214,776	204,743	197,323
Gross margin	42,219	41,008	32,365	40,742	33,863
Operating profit/loss	6,222	7,566	4,614	4,475	7,221
Net financials	236	-96	-745	-608	-698
Profit/loss for the year	4,990	5,766	2,880	2,813	4,658
Balance sheet					
Total assets	94,539	89,806	74,536	97,819	71,043
Investment in property, plant and equipment	489	190	0	115	55
Share capital	5,000	5,000	5,000	5,000	5,000
Equity	10,539	11,049	8,133	8,353	10,340
Financial ratios					
Gross margin	17.3%	17.4%	15.1%	19.9%	17.2%
Solvency ratio	11.1%	12.3%	10.9%	8.5%	14.6%
Return on equity	46.2%	60.1%	34.9%	30.1%	40.5%
Operational metrics					
Average number of employees	39	37	36	37	32

Financial ratios are calculated in accordance with the Danish Finance Society's recommendations on the calculation of financial ratios "Recommendations and Financial Ratios 2015". For terms and definitions, please see the accounting policies.

Management commentary

Business review

Diageo Denmark A/S is a wholly owned subsidiary of Selviac Nederland BV, Amsterdam, which is part of the Diageo Group. The consolidated financial statements for the Ultimate Parent can be obtained at www.diageo.com.

The Company's activity comprises import and sale of liquor and "Ready To Drink" products.

Development in activities and finances

Diageo Denmark A/S continued its strong performance. The result of the year exceeded expectations, the business outperformed across most brands and across the full range of products.

Growth was mainly driven by Baileys Iced Coffee and our Ready-To-Drink business but both the higher priced products in our Reserve portfolio and our Premium Core business enjoyed a generous growth.

Diageo's share of the market across most categories grew as a result of strong performance over the year.

Sustainability and responsibility

Every business decision and every programme works towards our sustainability and responsibility priorities reducing our environmental impacts and creating a role for alcohol in society. We are working hard, including with our suppliers, to achieve this. Main focus areas reducing harmful drinking, using natural resources responsibly and increase the usage of recycled materials. Detailed information on the steps taken can be obtained from the consolidated financial statement of the Diageo Group.

Management's review

Management commentary

Financial review

In 2016/17, the Company's revenue amounted to DKK 244,154 thousand against DKK 235,800 thousand last year. This revenue is 1.4% higher than planned at the beginning of the financial year 2016/17. The income statement for 2016/17 shows a profit of DKK 4,990 thousand against a profit of DKK 5,766 thousand last year, and the balance sheet at 30 June 2017 shows equity of DKK 10,539 thousand.

Management considers the Company's financial performance in the year satisfactory.

Events after the balance sheet date

No events have occurred after the balance sheet date to this date which would influence the evaluation of this annual report.

Outlook

The business is positioned well to grow even further in the coming year. 4% sales growth is expected in the coming year.

Financial statements 1 July 2016 - 30 June 2017

Income statement

Note	DKK'000	2016/17	2015/16
	Revenue	244,154	235,800
	Cost of sales	-163,916	-161,489
	Other operating income	7,528	6,786
	Other external expenses	-45,547	-40,089
	Gross margin	42,219	41,008
2	Staff costs	-35,785	-33,225
3	Amortisation/depreciation and impairment of intangible assets and property, plant and equipment	-212	-217
	Profit before net financials	6,222	7,566
4	Financial income	427	242
5	Financial expenses	-191	-338
	Profit before tax	6,458	7,470
6	Tax for the year	-1,468	-1,704
	Profit for the year	4,990	5,766

Financial statements 1 July 2016 - 30 June 2017

Balance sheet

Note	DKK'000	2016/17	2015/16
	ASSETS		
	Fixed assets		
7	Intangible assets		
	Acquired intangible assets	0	0
		0	0
8	Property, plant and equipment		
	Fixtures and fittings, other plant and equipment	594	317
		594	317
	Total fixed assets	594	317
	Non-fixed assets		
	Inventories		
	Finished goods and goods for resale	12,482	16,730
		12,482	16,730
	Receivables		
	Trade receivables	70,781	64,452
	Receivables from group enterprises	6,450	6,390
9	Deferred tax assets	211	313
	Other receivables	1,009	1,314
10	Prepayments	3,011	290
		81,462	72,759
	Cash	1	0
	Total non-fixed assets	93,945	89,489
	TOTAL ASSETS	94,539	89,806

Financial statements 1 July 2016 - 30 June 2017

Balance sheet

Note	DKK'000	2016/17	2015/16
	EQUITY AND LIABILITIES		
	Equity		
11	Share capital	5,000	5,000
	Retained earnings	439	549
12	Dividend proposed	5,100	5,500
	Total equity	<u>10,539</u>	<u>11,049</u>
	Liabilities other than provisions		
	Current liabilities other than provisions		
	Trade payables	24,038	27,665
	Payables to group enterprises	16,314	11,821
	Corporation tax payable	2,094	1,153
	Other payables	41,554	38,118
		<u>84,000</u>	<u>78,757</u>
	Total liabilities other than provisions	<u>84,000</u>	<u>78,757</u>
	TOTAL EQUITY AND LIABILITIES	<u><u>94,539</u></u>	<u><u>89,806</u></u>

- 1 Accounting policies
- 13 Contractual obligations and contingencies, etc.
- 14 Related parties

Financial statements 1 July 2016 - 30 June 2017

Statement of changes in equity

DKK'000	Share capital	Retained earnings	Dividend proposed	Total
Equity at 1 July 2015	5,000	283	2,850	8,133
12 Transfer, see				
"Appropriation of profit"	0	266	5,500	5,766
Dividend distributed	0	0	-2,850	-2,850
Equity at 1 July 2016	5,000	549	5,500	11,049
12 Transfer, see				
"Appropriation of profit"	0	-110	5,100	4,990
Dividend distributed	0	0	-5,500	-5,500
Equity at 30 June 2017	5,000	439	5,100	10,539

Financial statements 1 July 2016 - 30 June 2017

Notes to the financial statements

1 Accounting policies

The annual report of DIAGEO DENMARK A/S for 2016/17 has been prepared in accordance with the provisions in the Danish Financial Statements Act applying to medium-sized reporting class C entities.

Changes to presentation and disclosures only

Effective 1 July 2016, the Company has implemented act no. 738 of 1 June 2015 with amendments to the Danish Financial Statements Act. This implies changes in the recognition and measurement in the following areas:

1. Yearly reassessment of residual values of property, plant and equipment.

Re 1: In future, residual values of property, plant and equipment are subject to annual reassessment. The Company has no significant residual values relating to property, plant and equipment. Consequently, the change is made in accordance with section 4 of the executive order on transitional provisions with future effect only as a change in accounting estimates with no impact on equity.

None of the above changes affects the income statement or the balance sheet for 2016/2017 or the comparative figures.

Omission of a cash flow statement

With reference to section 86(4) of the Danish Financial Statements Act, no cash flow statement has been prepared. The Company's cash flows are reflected in the consolidated cash flow statement for the higher-ranking parent company Diageo Plc.

Basis of recognition and measurement

Assets are recognised in the balance sheet when it is probable as a result of a prior event that future economic benefits will flow to the Entity, and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when the Entity has a legal or constructive obligation as a result of a prior event, and it is probable that future economic benefits will flow out of the Entity, and the value of the liability can be measured reliably.

On initial recognition, assets and liabilities are measured at cost. Measurement subsequent to initial recognition is effected as described below for each financial statement item.

Anticipated risks and losses that arise before the time of presentation of the annual report and that confirm or invalidate affairs and conditions existing at the balance sheet date are considered at recognition and measurement.

Income is recognised in the income statement when earned, whereas costs are recognised by the amounts attributable to this financial year.

Reporting currency

The financial statements are presented in Danish kroner (DKK'000).

Foreign currency translation

On initial recognition, foreign currency transactions are translated applying the exchange rate at the transaction date. Receivables, payables and other monetary items denominated in foreign currencies that have not been settled at the balance sheet date are translated using the exchange rate at the balance sheet date. Exchange differences that arise between the rate at the transaction date and the one in effect at the payment date, or the rate at the balance sheet date are recognised in the income statement as financial income or financial expenses. Property, plant and equipment, intangible assets, inventories and other non-monetary assets that have been purchased in foreign currencies are translated using historical rates.

Financial statements 1 July 2016 - 30 June 2017

Notes to the financial statements

1 Accounting policies (continued)

Income statement

Revenue

Revenue from the sale of goods for resale and finished goods is recognised in the income statement when delivery and transfer of risk to the buyer have taken place and provided that the income can be reliably measured and payment is expected to be received. Revenue is measured less VAT and tax charged on behalf of third parties. All discounts and rebates granted are recognised in revenue.

Other operating income

Other operating income comprise income of a secondary nature viewed in relation to the Company's primary activities.

Cost of sales

Cost of sales comprises cost of sales for the financial year measured at cost, adjusted for ordinary inventory write-downs.

Other external expenses

Other external expenses include expenses relating to the Company's ordinary activities, including expenses relating for premises, stationery and office supplies, marketing costs, etc. The item also includes write-downs of receivables recognised in current assets.

Staff costs

Payroll and related costs all include cost and expenses occurred in relation to Management and staff.

Depreciation

A non-cash expense that reduces the value of an asset over the useful life of the asset.

The basis of depreciation, which is calculated as cost less any residual value, is depreciated on a straight line basis over the expected useful life. The expected useful lives of the assets are as follows:

Fixtures and fittings, other plant and equipment	5-10 years
IT Equipments	3 years

Property, plant and equipment are written down to the lower of recoverable amount, if this is lower than the carrying amount.

The residual value is determined at the time of acquisition and are reassessed every year. Where the residual value exceeds the carrying amount of the asset, no further depreciation charges are recognised. In case of changes in the residual value, the effect on the depreciation charges is recognised prospectively as a change in accounting estimates.

Financial income and expenses

Financial income comprises interest income, including interest income on receivables from group enterprises, net capital gains on payables and transactions in foreign currencies.

Financial expenses comprise interest expenses, including interest expenses on payables to group enterprise, net capital losses on securities, payables and transactions in foreign currencies.

Financial statements 1 July 2016 - 30 June 2017

Notes to the financial statements

1 Accounting policies (continued)

Tax

Tax for the year, which consists of current tax for the year and changes in deferred tax, is recognised in the income statement by the portion attributable to the profit for the year and recognised directly in equity by the portion attributable to entries directly in equity.

Balance sheet

Intangible assets

Intangible assets include acquired intellectual property rights.

Intangible assets are measured at cost less accumulated amortisation and impairment losses.

Intangible assets are written down to the lower of recoverable amount and carrying amount.

Property, plant and equipment

Items of property, plant and equipment are measured at cost less accumulated depreciation and impairment losses. Cost includes the acquisition price and costs directly related to the acquisition until the time at which the asset is ready for use.

Gains or losses on property, plant and equipment are determined as the difference between the selling price less selling costs and the carrying amount at the date of disposal. Gains and losses are recognised in the income statement as other operating income or other operating cost, respectively.

Inventories

Inventories are measured at cost in accordance with the FIFO method. Where the net realisable value is lower than cost, inventories are written down to this lower value.

Goods for resale are measured at cost, comprising purchase price plus delivery costs.

The net realisable value of inventories is calculated as the estimated selling price less completion costs and costs incurred to execute the sale and is determined taking into account marketability, obsolescence and development in expected selling price.

Receivables

Receivables are measured at amortised cost, usually equalling nominal value less write-downs for bad and doubtful debts.

An impairment loss is recognised if there is objective evidence that a receivable or a group of receivables is impaired. If there is objective evidence that an individual receivable has been impaired, an impairment loss is recognised on an individual basis.

Receivables in respect of which there is no objective evidence of individual impairment are tested for objective evidence of impairment on a portfolio basis. The portfolios are primarily based on the debtors' domicile and credit ratings in line with the Company's risk management policy. The objective evidence applied to portfolios is determined based on historical loss experience.

Impairment losses are calculated as the difference between the carrying amount of the receivables and the present value of the expected cash flows, including the realisable value of any collateral received. The effective interest rate for the individual receivable or portfolio is used as discount rate.

Financial statements 1 July 2016 - 30 June 2017

Notes to the financial statements

1 Accounting policies (continued)

Prepayments

Prepayments comprise incurred costs relating to subsequent financial reporting years. Prepayments are measured at cost.

Cash

Cash comprises cash in hand and bank deposits.

Equity

Proposed dividends

Dividend is recognised as a liability at the time of adoption at the annual general meeting (declaration date). The proposed dividend for the financial year is disclosed as a separate item in equity.

Income taxes

Current tax payable or receivable is recognised in the balance sheet, stated as tax calculated on this year's taxable income adjusted for prepaid tax.

Deferred tax is recognised on all temporary differences between the carrying amount and tax-based value of assets and liabilities, for which the tax-based value of assets is calculated based on the planned use of each asset.

Deferred tax assets, including the tax base of tax loss carryforwards, are recognised in the balance sheet at their estimated realisable value, either as a set-off against deferred tax liabilities or as net tax assets.

Liabilities

Other liabilities are measured at amortised cost, which usually corresponds to nominal value.

Financial ratios

Financial ratios are calculated in accordance with the Danish Finance Society's guidelines on the calculation of financial ratios, "Recommendations and Financial Ratios 2015".

The financial ratios stated under "Financial highlights" have been calculated as follows:

Gross margin ratio	$\frac{\text{Gross margin} \times 100}{\text{Revenue}}$
Solvency ratio	$\frac{\text{Equity at year-end} \times 100}{\text{Total equity and liabilities at year-end}}$
Return on equity	$\frac{\text{Profit/loss for the year after tax} \times 100}{\text{Average equity}}$

Financial statements 1 July 2016 - 30 June 2017

Notes to the financial statements

DKK'000	2016/17	2015/16
2 Staff costs		
Wages/salaries	32,927	30,350
Pensions	2,655	2,764
Other social security costs	203	111
	<u>35,785</u>	<u>33,225</u>
Average number of full-time employees	<u>39</u>	<u>37</u>
By reference to section 98b(3), (ii), of the Danish Financial Statements Act, remuneration to Management is not disclosed.		
3 Depreciation of property, plant and equipment		
Depreciation of property, plant and equipment	212	217
	<u>212</u>	<u>217</u>
4 Financial income		
Interest receivable, group entities	0	237
Other financial income	427	5
	<u>427</u>	<u>242</u>
DKK'000	2016/17	2015/16
5 Financial expenses		
Interest expenses, group entities	142	311
Other financial expenses	49	27
	<u>191</u>	<u>338</u>
6 Tax for the year		
Estimated tax charge for the year	1,366	1,724
Deferred tax adjustments in the year	102	-20
	<u>1,468</u>	<u>1,704</u>
7 Intangible assets		
DKK'000		<u>Acquired intangible assets</u>
Cost at 1 July 2016		<u>219</u>
Cost at 30 June 2017		<u>219</u>
Impairment losses and amortisation at 1 July 2016		<u>219</u>
Impairment losses and amortisation at 30 June 2017		<u>219</u>
Carrying amount at 30 June 2017		<u>0</u>

Financial statements 1 July 2016 - 30 June 2017

Notes to the financial statements

8 Property, plant and equipment

DKK'000	Fixtures and fittings, other plant and equipment
Cost at 1 July 2016	2,376
Additions	489
Cost at 30 June 2017	2,865
Revaluations at 1 July 2016	0
Revaluations at 30 June 2017	0
Impairment losses and depreciation at 1 July 2016	2,059
Depreciation	212
Impairment losses and depreciation at 30 June 2017	2,271
Carrying amount at 30 June 2017	594

DKK'000	2016/17	2015/16
9 Deferred tax		
Deferred tax relates to:		
Property, plant and equipment	-180	-200
Receivables	-31	-113
	-211	-313
Analysis of the deferred tax		
Deferred tax assets	-211	-313
	-211	-313

The recognised tax asset primarily relate to future depreciation for tax purposes of property, plant and equipment. The Company has launched initiatives to improve the gross profit, why the recognised tax asset is expected to be utilised within the next 1 to 5 years.

10 Prepayments

Prepayments include accrual of expenses relating to subsequent financial years.

DKK'000	2016/17	2015/16
11 Share capital		
Analysis of the share capital:		
1,000 Ordinary shares of DKK 5,000.00 nominal value each	5,000	5,000
	5,000	5,000

Analysis of changes in the share capital over the past 5 years:

DKK'000	2016/17	2015/16	2014/15	2013/14	2012/13
Opening balance	5,000	5,000	5,000	5,000	5,000
	5,000	5,000	5,000	5,000	5,000

DKK'000	2016/17	2015/16
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Financial statements 1 July 2016 - 30 June 2017

Notes to the financial statements

12	Appropriation of profit		
	Recommended appropriation of profit		
	Proposed dividend recognised under equity	5,100	5,500
	Retained earnings/accumulated loss	-110	266
		<u>4,990</u>	<u>5,766</u>
13	Contractual obligations and contingencies, etc.		
	Other financial obligations		
	Other rent and lease liabilities:		
	Rent and lease liabilities	<u>12,273</u>	<u>4,136</u>

14 Related parties

DIAGEO DENMARK A/S' related parties comprise the following:

Significant influence

Related party	Domicile	Basis for significant influence
Selviac Nederland BV.	Amsterdam	Parent
Diageo Plc.	London UK	Ultimate Parent
		Consolidated financial statement can be obtained by contacting Diageo Plc. or via its homepage www.diageo.com

Related party transactions

Section 98c (7) of the Danish Financial Statements Act is applied regarding related party transactions.

Ownership

The following shareholders are registered in the Company's register of shareholders as holding minimum 5% of the votes or minimum 5% of the share capital:

Name	Domicile
Selvic Nederland BV.	Amsterdam