

Please complete in typescript,
or in bold black capitals.

Annual Return

CHFP010

Company Number

291848

Company Name in full

Grand Metropolitan Public Limited Company

Date of this return

The information in this return is made up to

Day		Month		Year			
0	2	0	3	2	0	0	9

Date of next return

If you wish to make your next return to a date earlier than the anniversary of this return please show the date here.

Companies House will then send a form at the appropriate time.

Day		Month		Year			

Registered Office

Show here the address at the date of this return.

8 Henrietta Place

Any change of registered office must be notified on form 287.

Post town

London

County / Region

UK Postcode

W1G 0NB

Principal business activities

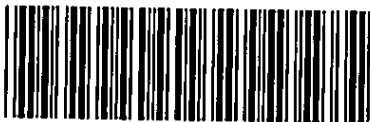
Show trade classification code number(s) for the principal activity or activities.

7415

If the code number cannot be determined, give a brief description of principal activity.

Holding company

FRIDAY



A811A8PP

A19 03/04/2009 260

COMPANIES HOUSE

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX ED235 Edinburgh 1
or LP-4 Edinburgh 2

Register of members

If the register of members is not kept at the registered office, state here where it is kept.

Post town

County / Region

UK Postcode

Register of Debenture holders

If there is a register of debenture holders, or a duplicate of any such register or part of it, which is not kept at the registered office, state here where it is kept.

Post town

County / Region

UK Postcode

Company type

Public limited company

X

Private company limited by shares

Private company limited by guarantee without share capital

Private company limited by shares exempt under section 30

Private company limited by guarantee exempt under section 30

Private unlimited company with share capital

Private unlimited company without share capital

Please tick the appropriate box

Company Secretary

* Voluntary details.
(Please photocopy this area to provide details of joint secretaries).

Name

* Style / Title

Mr _____

Forename(s)

John James _____

Surname

Nicholls _____

Address ††

Flat 13, 14 Queen Anne Street _____

Post town

London _____

County / Region

UK Postcode

London _____ W1G 9LG

Country

United Kingdom _____

†† Tick the box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985. Otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

If a partnership give the names and addresses of the partners or the name of the partnership and office address.

Details of a new company secretary must be notified on form 288a.

Directors

Please list directors in alphabetical order.

* Voluntary details.

Details of new directors must be notified on form 288a

In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.

†† Tick the box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985. Otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Name	* Style / Title	_____	
		Day Month Year	
	Date of birth	2 2 0 4 1 9 7 3	
	Forename(s)	Adele Ann	
	Surname	Abigail	
<input type="checkbox"/>	Address ††	Flat 28, Connuaght Works, 251 Old Ford Road	
	Post town	London	
	County / Region	_____	UK Postcode E3 5PS
	Country	_____	Nationality Irish
	Business occupation	Accountant	

Directors

Please list directors in alphabetical order.

* Voluntary details.

Details of new directors must be notified on form 288a

In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name

†† Tick the box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985. Otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Name	* Style / Title	Mr .	
		Day Month Year	
	Date of birth	1 8 0 9 1 9 6 0	
	Forename(s)	Charles Dawson	
	Surname	Coase	
<input type="checkbox"/>	Address ††	21 Clare Lawn Avenue, East Sheen	
	Post town	London	
	County / Region	_____	UK Postcode SW14 8BE
	Country	_____	Nationality BRITISH
	Business occupation	CHARTERED ACCOUNTANT	

BLUEPRINT

2000

Directors

Details of new directors must be notified on form 288a

Please list directors in alphabetical order.

* Voluntary details.

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Name	* Style / Title	Mr	
	Day	Month	Year
Date of birth	2	8	1 1 1 9 5 8
Forename(s)	Gavin Paul		
Surname	Crickmore		
<input type="checkbox"/> Address ††	The Forge House, Westbrook Street, Blewbury		
Post town	Didcot		
County / Region	Oxon	UK Postcode	OX11 9QB
Country	England	Nationality	British
Business occupation	Chartered Accountant		

Directors

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Name	* Style / Title		
	Day	Month	Year
Date of birth	0	4	0 9 1 9 6 4
Forename(s)	Jill		
Surname	Kyne		
<input type="checkbox"/> Address ††	13 Chaldon Way		
Post town	Coulston		
County / Region	Surrey	UK Postcode	CR5 1DG
Country	United Kingdom	Nationality	British
Business occupation	Tax Director		

Directors

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Please list directors in alphabetical order.

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Name	* Style / Title _____	
	Day Month Year	
Date of birth	0 9 0 3 1 9 6 4	
Forename(s)	Nandor	
Surname	Makos	
<input type="checkbox"/> Address ††	37, Halastofolyas	
Post town	Sukoro	
County / Region		UK Postcode 8096
Country	Hungary	Nationality Hungarian
Business occupation	Governance and Compliance Director	

Directors

Details of new directors must be notified on form 288a

Please list directors in alphabetical order.

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Name	* Style / Title _____	
	Day Month Year	
Date of birth	0 3 1 1 1 9 6 5	
Forename(s)	Sally Catherine	
Surname	Moore	
<input type="checkbox"/> Address ††	Brookmead House, The Warren, East Horsley	
Post town	Leatherhead	
County / Region	Surrey	UK Postcode KT245RH
Country	United Kingdom	Nationality British
Business occupation	Company Director	

Directors

Please list directors in alphabetical order.

* Voluntary details.

Details of new directors must be notified on form 288a

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Name * Style / Title _____

Date of birth Day Month Year
 1 3 0 4 1 9 6 2

Forename(s) | Paul Derek _____

Surname | Tunnacliffe _____

Address †† | 6 Ashburnham Park _____

Post town | Esher _____

County / Region | Surrey _____ UK Postcode | KT109TW _____

Country | United Kingdom _____ Nationality | British _____

Business occupation | Company Secretary _____

Directors

Please list directors in alphabetical order.

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Details of new directors must be notified on form 288a

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Name * Style / Title _____

Date of birth Day Month Year

Forename(s) | _____

Surname | _____

Address †† | _____

Post town | _____

County / Region | _____ UK Postcode | _____

Country | _____ Nationality | _____

Business occupation | _____

Issue share capital

Enter details of all the shares in issue at the date of this return.

	Class (e.g. Ordinary/Preference)	Number of shares issued	Aggregate Nominal Value <small>(i.e. Number of shares issued multiplied by nominal value per share, or total amount of stock)</small>
ORDINARY		2,759,144,946	£689,786,236.50
Totals		2,759,144,946	689,786,236.50

Traded public companies

A traded public company means a company any of whose shares are shares admitted to trading on a regulated market

Please tick this box if your company was a traded public company at any time during the period of this return

List of past and present shareholders

(use attached schedule where appropriate)

Private or non-traded public companies are required to provide a "full list" if one was not included with either of the last two returns.

Traded public companies are required to provide a list of shareholders who held at least 5% of the issued shares of any share class if a list was not provided with either of the last two returns.

Please tick the appropriate box below:

A full list of shareholders for a private or non-traded public company is enclosed. **Please complete Schedule A.**

on paper in another format

A list of shareholders holding at least 5% of the issued shares of any share class for a traded public company is enclosed. **Please complete Schedule B.**

A list containing shareholder changes is enclosed

→ For private or non-traded public companies, **please complete Schedule A**

→ For traded public companies, **please complete Schedule B**

There were no shareholder changes in this period

Certificate

I certify that the information given in this return is true to the best of my knowledge and belief.

Signed



Date

3.03.09

† Please delete as appropriate.

† (director / secretary)

When you have signed the return send it with the fee to the Registrar of Companies. Make cheques payable to Companies House.

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

This return includes continuation sheets.

(enter number)

Company Secretarial, Diageo plc, 8 Henrietta Place,

London, W1G 0NB

Tel

Schedule A
for private or non-traded public companies
List of past and present shareholders

(Please use a continuation sheet if required)

CHFP010 **Company Number** | 291848

Company Name in full | Grand Metropolitan Public Limited Company

This must only be completed by private and public limited companies that have not traded on a regulated market

- Changes to shareholders' particulars or details of the amount of stock or shares transferred must be completed each year
- You must provide a "full list" of all the company shareholders on:
 - The company's first annual return following incorporation
 - Every third annual return after a full list has been provided
- List the company shareholders in alphabetical order to provide an index
- List joint shareholders consecutively

Do not give shareholder address information

Shareholder's name only	Class and number of shares or amount of stock held	Shares or amount of stock transferred <i>(if appropriate)</i>	Date of registration of transfer
Name Diageo Holdings Limited <hr/> <div style="text-align: center; font-size: 2em;">X</div>	£0.25 ORDINARY Shares Held 2,759,144,945		
Name Paul Derek Tunnacliffe <hr/> <div style="text-align: center; font-size: 2em;">X</div>	£0.25 ORDINARY Shares Held 1		
Name <hr/> <div style="text-align: center; font-size: 2em;">X</div>			

**Grand Metropolitan Public Limited Company
Company number 291848**

List of subsidiary companies as at 1 April 2009:

A.G.S. Insurance Company Limited
Diageo Corporate Officer A Limited
Diageo Corporate Officer B Limited
Diageo Funding Company No. 1 Limited
Diageo Funding Company No. 2 Limited
Diageo Great Britain Limited
Diageo Healthcare Limited
Diageo Sub 3 Limited
Diageo Sub 3 Limited
G.U.D. Pension Trustee Limited
Glasscard Limited
Grand Hotels (Mayfair) Limited
Grand Metropolitan Capital Company Limited
Grand Metropolitan Cardholders Limited
Grand Metropolitan Estates Limited
Grand Metropolitan Holdings Limited
Grand Metropolitan Innovation Limited
Grand Metropolitan International Holdings Limited
Grand Metropolitan Investments Limited
Grand Metropolitan Irish Pension Trust Limited
Grand Metropolitan Nominee Company (No. 16) Limited
Grand Metropolitan Property Company Limited
Grand Metropolitan Training Limited
Grandmet Foods (UK) Limited
GrandMet Limited
Montrue Limited
Pet (UK) Limited
Precis (175) Limited
Troubleshooters Limited (in liquidation)
United Distillers & Vintners (HP) Limited (in liquidation)