

Form of Proxy (A) Letter of Direction (B) and (C)

You may appoint a proxy electronically, instead of using this form – see ‘Electronic Voting’ on the home page of the company’s website (www.diageo.com)

(A) Members

I/We being a member/members of Diageo plc hereby appoint the Chairman of the meeting/the following person (see note 1 below):

Name of proxy:

Number of ordinary shares appointed over (see note 2 below):

Please tick here to indicate that this proxy appointment is one of multiple appointments being made (see note 2 below):

as my/our proxy to attend, speak and vote for me/us on my/our behalf as indicated in the boxes below at the Annual General Meeting (‘AGM’) of the company to be held on Thursday, 18 September 2014 and at any adjournment thereof. If no indication is given, I/we authorise my/our proxy to vote, or abstain from voting, at their discretion on the resolutions or on any other business (including amendments to resolutions) which may come before the AGM.

Resolutions

An explanation of the resolutions is given in the AGM notice. The numbers in brackets after Directors’ names denote membership of board and other committees as follows: 1: Audit 2: Executive 3: Nomination and 4: Remuneration.

* chairman of committee

	For	Against	Withheld
1. Report and accounts 2014.	☐	☐	☐
2. Directors’ remuneration report 2014.	☐	☐	☐
3. Directors’ remuneration policy.	☐	☐	☐
4. Declaration of final dividend.	☐	☐	☐
5. Re-election of PB Bruzelius (1,3,4) as a director.	☐	☐	☐
6. Re-election of LM Danon (1,3,4) as a director.	☐	☐	☐
7. Re-election of Lord Davies (1,3,4*) as a director.	☐	☐	☐
8. Re-election of Ho KwonPing (1,3,4) as a director.	☐	☐	☐
9. Re-election of BD Holden (1,3,4) as a director.	☐	☐	☐
10. Re-election of Dr FB Humer (3*) as a director.	☐	☐	☐
11. Re-election of D Mahlan (2) as a director.	☐	☐	☐
12. Re-election of I Menezes (2*) as a director.	☐	☐	☐
13. Re-election of PG Scott (1*,3,4) as a director.	☐	☐	☐
14. Election of NS Mendelsohn (1,3,4) as a director.	☐	☐	☐
15. Election of AJH Stewart (1,3,4) as a director.	☐	☐	☐
16. Re-appointment of auditor.	☐	☐	☐
17. Remuneration of auditor.	☐	☐	☐
18. Authority to allot shares.	☐	☐	☐
19. Disapplication of pre-emption rights.	☐	☐	☐
20. Authority to purchase own ordinary shares.	☐	☐	☐
21. Authority to make political donations and/or to incur political expenditure in the EU.	☐	☐	☐
22. Adoption of the Diageo 2014 Long Term Incentive Plan.	☐	☐	☐

Signature

Date

To be valid, this completed proxy form (together with any power of attorney or other authority under which it is signed or a notarially certified copy of such power or authority) must reach the Registrar by 2.30 pm on Tuesday, 16 September 2014. Any Letters of Direction must reach the Registrar by 2.30 pm on Friday, 12 September 2014. Please affix the required postage if you are returning this form from outside the UK or you are posting a copy printed from the company’s website (www.diageo.com).

Name:

Address:

Investor Code:

(B) Participants in Diageo Employee Share Plans

As a Diageo Employee Share Plan participant, I appoint and direct the respective Trustee to vote for me on any poll at the AGM and at any adjournment thereof.

Please tick this box if you are a Diageo Employee Share Plan participant:

(C) Holders of shares in the Diageo Sharestore (‘Sharestore’)

As a holder of shares in the Sharestore, I appoint and direct the Sharestore nominee to vote for me on any poll at the AGM and at any adjournment thereof.

Please tick this box if you are a holder of shares in the Sharestore:

If you are a person described in (A) and/or (B) and/or (C) please indicate your voting instructions with an ‘X’ in the boxes below. If you are a member appointing a proxy and do not indicate how your proxy is to vote, your proxy will decide how votes are cast, whether or not to abstain from voting and how to act in relation to other business transacted at the AGM. If you are a participant in a Diageo Employee Share Plan or a holder of shares in the Sharestore and do not indicate how you wish your votes to be cast, they will not be counted.

Explanatory notes for completing the Proxy Form

- If you wish to appoint a person other than the Chairman, delete the words ‘the Chairman of the meeting’ and insert the name of the person you wish to appoint as your proxy in the space provided. A proxy need not be a member of the company.
- You may appoint more than one proxy in relation to your shareholding provided that each proxy is appointed to exercise the rights attached to a different share or shares. You must complete separate proxy forms for each proxy appointed. The proxy form is available on the company’s website (www.diageo.com) or you may photocopy this form. Photocopies may only be used in respect of the same registered shareholder name (and designated account as applicable) as it appears on the original form. Alternatively, proxy forms are available from the Registrar, Diageo plc, Edinburgh Park, 5 Lochside Way, Edinburgh EH12 9DT. Please indicate in the box beneath the proxy’s name the number of shares in respect of which the relevant proxy is authorised to act on your behalf. If the box beneath the proxy’s name is left blank, your proxy will be deemed to be authorised in respect of all shares (or, if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account). Please tick the box provided to indicate if you are appointing multiple proxies. All forms must be signed and should be returned together in one envelope to the address on the back of this proxy form (reply paid in the UK).
- Please see the AGM notice for further advice on how to appoint/instruct proxies via CREST.
- A corporation must execute this form under its common seal or under the hand of an authorised officer or attorney. Please see the AGM notice for further advice on corporate representatives.
- Holders of shares in the Sharestore should contact the Registrar and request a letter of admittance if they wish to attend the AGM.
- In the case of joint holders, only one holder may sign this form. If more than one proxy form is received in respect of a joint holding, only the vote of the senior will be accepted, seniority being determined by the order in which names appear on the Register.
- Completion of this form or any CREST proxy instruction will not preclude a member from attending and voting in person.
- Voting at this year’s AGM will be by way of poll, using a poll card.
- The ‘Withheld’ option is provided to enable you to abstain on any particular resolution. However, it should be noted that a ‘Withheld’ vote is not a vote in law and will not be counted in the calculation of the proportion of votes ‘For’ or ‘Against’ a resolution.
- Please note that any electronic address given herein may only be used for the limited purposes specified and not for any more general purpose of sending documents or information (whether relating to proceedings at the AGM, proxies or otherwise) to the company by electronic means.

PLEASE NOTE:

You may, if you prefer, return the proxy form in a sealed envelope to the address overleaf. Postage in the UK will be paid by the company if you quote Freepost RRRS-ETCS-SBZT and send to The Registrar, Diageo plc, Edinburgh Park, 5 Lochside Way, Edinburgh EH12 9DT.