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PXS 1  
Link Group  
Central Square  
29 Wellington Street  
LEEDS  
LS1 4DL

# DIAGEO

## Go online!

Register to receive all future  
shareholder communications online

### Contact the Registrar:



[www.diageoregistrars.com](http://www.diageoregistrars.com)  
Email: [diageo@linkgroup.co.uk](mailto:diageo@linkgroup.co.uk)



+44 (0)371 277 1010



Link Group, Central Square, 29 Wellington Street,  
Leeds, LS1 4DL, UK



00/000000  
MR / MRS / MS A NOTHER  
HOUSE NAME OR NUMBER  
STREET ROAD OR OTHER  
ANY TOWN / CITY  
ANY COUNTY  
POSTCODE

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

You may appoint a proxy electronically instead of using this form – see ‘2021 Annual General Meeting’ on the home page of the company’s website (www.diageo.com).

**(A) Shareholders**  
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, 30 September 2021 at 2.30 pm 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 Notice of AGM. 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

Ordinary resolutions	For	Against	Withheld
1. Report and accounts 2021	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Directors’ remuneration report 2021	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Declaration of final dividend	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Election of Lavanya Chandrashekar (2) as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Election of Valérie Chapoulaud-Floquet (1,3,4) as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Election of Sir John Manzoni (1,3,4) as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Election of Ireena Vittal (1,3,4) as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Re-election of Melissa Bethell (1,3,4) as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Re-election of Javier Ferrán (3*) as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Re-election of Susan Kilsby (1,3,4*) as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Re-election of Lady Mendelsohn (1,3,4) as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Re-election of Ivan Menezes (2*) as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Re-election of Alan Stewart (1*,3,4) as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. Re-appointment of auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. Remuneration of auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. Authority to make political donations and/or to incur political expenditure	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17. Authority to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Special resolutions	For	Against	Withheld
18. Disapplication of pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
19. Authority to purchase own ordinary shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
20. Reduced notice of a general meeting other than an AGM	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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 Link Group by 2.30 pm on Tuesday, 28 September 2021.

Any Letters of Direction must reach the Registrar by 2.30 pm on Thursday, 23 September 2021.

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).

PLEASE NOTE:  
You may, if you prefer, return the proxy form in a sealed envelope.  
Postage in the UK will be paid by the company if you address the envelope to: FREEPOST PXS 1, Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL, UK.  
Please note that delivery using this service can take up to five business days.

[NAME TO BE INSERTED]

**(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, Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL. 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 Notice of AGM for further advice on how to appoint/instruct proxies via CREST or Proxymity.
  - A corporation must execute this form under its common seal or under the hand of an authorised officer or attorney. Please see the Notice of AGM for further advice on corporate representatives.
  - Holders of shares in the Sharestore should contact Diageo Shares Plan Team, 11 Lochside Place, Edinburgh Park, Edinburgh EH12 9HA and request a corporate letter of representation if they wish to attend the AGM.
  - In the case of joint holders, any 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.

Admittance Pass

The Annual General Meeting (‘AGM’) of Diageo plc will be held at 2.30 pm on Thursday, 30 September 2021 at: **etc.venues St. Paul’s**  
200 Aldersgate  
London  
EC1A 4HD

Registration will be open from 1.45 pm.

The meeting will be held in accordance with Government guidelines in effect at the time of the AGM. Notwithstanding such guidelines and in order to minimise public health risks, guests will not be permitted to attend the AGM, with the exception of carers of shareholders, refreshments will not be served before or after the AGM and Directors will not be available to circulate with shareholders following the AGM.

We will continue to closely monitor any developments in public health guidance and legislation issued by the UK Government in relation to Covid-19. Should it become necessary or appropriate to revise the current arrangements for the AGM, details of any such changes will be made available on www.diageo.com and via a stock exchange announcement, as required by our articles of association.

If you wish to attend the AGM, please bring this pass with you.

If you appoint a proxy, do not give this pass to your proxy.

How to get to etc.venues St. Paul’s

On arrival at 200 Aldersgate, please take the escalators to the first floor where the entrance to etc.venues is located.

By rail or underground	By road
<b>Barbican</b> (Metropolitan, Hammersmith & City and Circle underground lines). Turn right as you leave Barbican station and the venue is approximately 5 minutes’ walk from the station.	<b>Bus routes</b> 4 and 56 run near to the venue with the closest bus stop being at the Museum of London.
<b>St Paul’s</b> (Central underground line). The venue is approximately 5 minutes’ walk from the station.	<b>Car parks</b> in the vicinity of the venue are heavily utilised and shareholders are advised not to travel to the meeting by car. If required, the closest car park is located next to the venue at 158-170 Aldersgate.

Accessibility

The venue is accessible for shareholders with disabilities and an induction loop is available. Should further assistance be required on arrival, please speak to the venue reception on the ground floor.

