

Company Number: 23307

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

RESOLUTIONS

(except resolutions comprising ordinary business)

of

Diageo plc
(the "Company")

At the Annual General Meeting of the above-named Company duly convened and held at etc.venues St Paul's, 200 Aldersgate, London EC1A 4HD on Thursday, 6 October 2022, the following Resolutions were duly passed:

ORDINARY RESOLUTION - Authority to make political donations and/or to incur political expenditure

THAT, in accordance with sections 366 and 367 of the Companies Act 2006 (the 'Act'), the Company and all companies that are at any time during the period for which this resolution has effect subsidiaries of the Company be authorised to:

- a. make political donations (as defined in section 364 of the Act) to political parties (as defined in section 363 of the Act) or independent election candidates (as defined in section 363 of the Act) not exceeding £100,000 in total;
- b. make political donations (as defined in section 364 of the Act) to political organisations other than political parties (as defined in section 363 of the Act) not exceeding £100,000 in total; and
- c. incur political expenditure (as defined in section 365 of the Act) not exceeding £100,000 in total,

in each case during the period beginning with the date of passing this resolution and ending at the conclusion of next year's AGM (or, if earlier, midnight on 5 January 2024), and provided that the aggregate amount of political donations and political expenditure so made and incurred by the Company and its subsidiaries pursuant to this resolution shall not exceed £100,000.

ORDINARY RESOLUTION - Authority to allot shares

THAT the Board be generally and unconditionally authorised in accordance with section 551 of the Act, in substitution for all subsisting authorities, to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company up to an aggregate nominal amount of £219,782,421, such authority to apply until the conclusion of next year's AGM (or, if earlier, until midnight on 5 January 2024) save that under such authority the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert any security into shares to be granted after such expiry and the Directors may allot shares or grant rights to subscribe for or convert any security into shares in pursuance of such an offer or agreement as if the relevant authority conferred hereby had not expired.

ORDINARY RESOLUTION – Amendment of the Diageo plc 2017 Irish Share Ownership Plan

THAT the Diageo 2017 Irish Share Ownership Plan, the main features of which are summarised in the Appendix on pages 17 and 18 of this AGM notice, be hereby amended in accordance with the copy of the rules marked to show the amendments and which is produced to the meeting and initialled by the Chairman for the purposes of identification and the Board be hereby authorised to do all acts and things which it considers necessary or desirable to carry the same into effect.

SPECIAL RESOLUTION - Disapplication of pre-emption rights

THAT, if Resolution 19 is passed, in substitution for all subsisting authorities, the Board be given power to allot equity securities (as defined in the Act) for cash under the authority given by that resolution and/or to sell ordinary shares of the Company held as treasury shares for cash, in each case, as if section 561(1) of the Act did not apply to any such allotment or sale, such power to be limited:

- a. to the allotment of equity securities and sale of treasury shares for cash in connection with an offer or issue of, or invitation to apply for, equity securities:
 - i. to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - ii. to holders of other equity securities, as required by the rights of those securities, or as the Board otherwise considers necessary,

and so that the Board may impose any limits, exclusions or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, or legal, regulatory or practical problems in, or under the laws of, any territory or any other matter (including any matters arising by virtue of equity securities being represented by depositary receipts);

- b. to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph a. above) up to a nominal amount of £32,967,363; and
- c. to the allotment of equity securities in connection with the Company's employee share plans and the Company's employee share plans for employees of joint ventures in which the Company and/or any of its subsidiary undertakings (as defined in the Act) participates,

such power to apply until the conclusion of next year's AGM (or, if earlier, until midnight on 5 January 2024) save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted (and/or treasury shares to be sold) after such expiry and the Directors may allot equity securities and/or sell treasury shares in pursuance of such an offer or agreement as if the relevant power conferred hereby had not expired.

SPECIAL RESOLUTION - Authority to purchase own ordinary shares

THAT the Company be authorised for the purposes of section 701 of the Act to make one or more market purchases (within the meaning of section 693(4) of the Act) of its ordinary shares on such terms and in such manner as the Board may from time to time determine but subject to the following restrictions and provisions:

- a. the maximum number of ordinary shares hereby authorised to be purchased is 227,870, 414; and
- b. the minimum price, exclusive of expenses, which may be paid for an ordinary share is 28 ¹⁰¹/₁₀₈ pence; and
- c. the maximum price, exclusive of expenses, which may be paid for an ordinary share is the higher of:
 - i. 5% above the average market value of the Company's ordinary shares for the five business days immediately preceding the day on which that ordinary share is contracted to be purchased; and
 - ii. the higher of the price of the last independent trade and the highest current independent purchase bid on the trading venue where the purchase is carried out; and
- d. unless previously revoked or varied, such authority shall expire at the conclusion of next year's AGM (or, if earlier, at midnight on 5 January 2024), save that the Company may, before such expiry, enter into a contract for the purchase of ordinary shares which would or might be completed wholly or partly after such expiry and the Company may purchase ordinary shares pursuant to any such contract as if this authority had not expired.

SPECIAL RESOLUTION - Reduced notice of a general meeting other than an AGM

THAT a general meeting of the Company other than an AGM may be called on not less than 14 clear days' notice.

Certified a true copy

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T Shropshire
Company Secretary
Diageo plc