

DIAGEO

DIAGEO plc

(Incorporated with limited liability in England and Wales with registered number 23307)

as Issuer and Guarantor

DIAGEO FINANCE plc

(Incorporated with limited liability in England and Wales with registered number 213393)

as Issuer

DIAGEO CAPITAL B.V.

(Incorporated with limited liability in the Netherlands registered with the Dutch trade register under number 78747929 and having its official seat (statutaire zetel) in Amsterdam, the Netherlands)

as Issuer

Programme for the Issuance of Debt Instruments

This Supplement (the “**Supplement**”) to the Base Prospectus dated 17 August 2023 (the “**Base Prospectus**”) which constitutes a base prospectus for the purposes of Article 8 of Regulation (EU) 2017/1129 as it forms part of the domestic law of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018, as amended (the “**UK Prospectus Regulation**”), constitutes a supplementary prospectus for the purposes of Article 23 of the UK Prospectus Regulation and is prepared in connection with the Programme for Issuance of Debt Instruments established by Diageo plc (“**Diageo**”), Diageo Finance plc, Diageo Capital B.V. (each an “**Issuer**” and together the “**Issuers**”) and Diageo as guarantor. Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

This Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus and any other supplements to the Base Prospectus issued by the Issuer. To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement and (b) any other statement in, or incorporated by reference into, the Base Prospectus, the statements in (a) above will prevail.

To the extent that any document or information incorporated by reference or attached to this Supplement itself incorporates any information by reference, either expressly or impliedly, such information will not form part of this Supplement or the Base Prospectus for the purposes of the Prospectus Regulation, except where such information or documents are stated within this Supplement as specifically being incorporated by reference or where this Supplement is specifically defined as including such information.

The distribution of this Supplement, the Base Prospectus and any Final Terms and the offering, sale and delivery of the Instruments in certain jurisdictions may be restricted by law. Persons into whose possession this Supplement, the Base Prospectus or any Final Terms comes are required by the Obligors and the Dealers to inform themselves about and to observe any such restrictions. For a description of certain restrictions on offers, sales and deliveries of Instruments and on the distribution of this Supplement, the Base Prospectus or any Final Terms and other offering material relating to the Instruments see “*Subscription and Sale*” in the Base Prospectus. In particular, Instruments have not been and will not be registered under the United States Securities Act of 1933 (as amended) and may include Instruments in bearer form which are subject to U.S. tax law requirements. Subject to certain exceptions, Instruments may not be offered, sold or delivered within the United States or to U.S. persons.

The Base Prospectus, this Supplement and copies of documents incorporated by reference in the Base Prospectus are available on the website of the London Stock Exchange at www.londonstockexchange.com/exchange/news/market-news/market-news-home.html.

Each Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuers the information contained in this Supplement is in accordance with the facts and this Supplement does not omit anything likely to affect its import.

Save as disclosed in this Supplement, no significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus has arisen or been noted, as the case may be, since the publication of the Base Prospectus.

Purpose of this Supplement

The purpose of this Supplement is to:

- A. incorporate by reference Diageo's condensed set of financial statements (on a consolidated basis and including the independent review report thereon and the notes thereto) set out at pages 24 to 43 of the interim results of Diageo for the six months ended 31 December 2023 and which include Diageo Finance plc and Diageo Capital B.V. as part of the consolidated group (the **"2024 Interim Financial Statements"**);
- B. incorporate by reference (i) selected unaudited re-presented historical consolidated financial information of the Diageo group as of and for the years ended 30 June 2021, 30 June 2022 and 30 June 2023 and the six months ended 31 December 2021 and 31 December 2022 as published on 9 October 2023 (the **"October 2023 Re-presented Historical Financial Information"**); and (ii) selected unaudited re-presented historical consolidated financial information of the Diageo group as of and for the years ended 30 June 2021, 30 June 2022 and 30 June 2023 as published on 30 January 2024 (the **"January 2024 Re-presented Historical Financial Information"** and together with the October 2023 Re-presented Historical Financial Information, the **"Re-presented Historical Financial Information"**), in each case which reflect the change in the presentation currency of Diageo from Sterling to U.S. dollars with effect from 1 July 2023 (and which each has been produced to help the understanding of Diageo's past performance and financial position on a re-presented basis, in U.S. dollar);
- C. update the Base Prospectus to describe recent developments since the publication of the Base Prospectus in relation to changes to the board of directors of Diageo;
- D. update the Base Prospectus to reflect updates to the section entitled "Risk Factors" on pages 17 to 38 of the Base Prospectus; and
- E. update the "Significant Change" statements.

A. Incorporation of the Re-presented Financial Information and the 2024 Interim Financial Statements

On 9 October 2023, Diageo published the October 2023 Re-presented Historical Financial Information. On 30 January 2024, Diageo published the 2024 Interim Financial Statements and the January 2024 Re-presented Historical Financial Information. A copy of each of the 2024 Interim Financial Statements and the Re-presented Historical Financial Information has been filed with the Financial Conduct Authority and, by virtue of this Supplement, the 2024 Interim Financial Statements and the Re-presented Historical Financial Information are incorporated in, and form part of, the Base Prospectus save that any statement contained in this Supplement or in any of the documents incorporated by reference in, and forming part of, the Base Prospectus shall be deemed to be modified or superseded for the purpose of the Base Prospectus to the extent that such a statement contained in any document subsequently incorporated by reference modifies or supersedes such statement.

Copies of the 2024 Interim Financial Statements and the Re-presented Historical Financial Information may be obtained: (i) by a request in writing to the relevant Issuer at its registered office as set out at the end of the Base Prospectus and marked for the attention of Company Secretariat; or (ii) from the website of the Regulatory News

Service operated by the London Stock Exchange at: www.londonstockexchange.com/exchange/news/market-news/market-news-home.html

B. Recent Developments

Since the publication of the Base Prospectus, the following changes have occurred in the composition of the board of directors of Diageo:

- Lady Nicola Mendelsohn retired from the board of directors on 28 September 2023.

Since the publication of the Base Prospectus, the following changes are expected to occur in the composition of the board of directors of Diageo:

- Alan Stewart will retire from the board of directors immediately prior to Diageo's Annual General Meeting set to occur in September 2024; and
- Julie Brown will be appointed to the board of directors effective on 5 August 2024.

C. Risk Factors

The current wording "in relation to Russia's invasion of Ukraine" on page 17 is amended to "wars and conflicts such as in Eastern Europe and the Middle East".

The sentence "Similarly, Russia's invasion of Ukraine and the ongoing military conflict in the region has, among other things, resulted in elevated geopolitical instability and economic volatility" on page 17 is amended to "Similarly, Russia's invasion of Ukraine and the ongoing military conflict and tensions in the region and in the Middle East have, among other things, resulted in elevated geopolitical instability and economic volatility."

The sentence "The economic volatility attributable to Covid-19 and Russia's invasion of Ukraine is part of, and contributing to, a larger trend of persistently high inflation and a higher interest environment globally, which has had and may continue to have a significant adverse effect on economic activity that could have a material adverse impact on the Diageo group's business, financial condition, results of operations, and/or the price of Instruments" on page 17 is amended to "The economic volatility attributable to Covid-19 and wars and conflicts, including in Eastern Europe and the Middle East, is part of, and contributing to, a larger trend of persistently high inflation and a higher interest rate environment globally, which has had and may continue to have a significant adverse effect on economic activity that could have a material adverse impact on the Diageo group's business, financial condition, results of operations, and/or the price of the Instruments."

The sentence "As a result, the Diageo group is subject to foreign currency risk due to exchange rate movements, which affects the Sterling value of its transactions, as well as the translation to Sterling of the results and underlying net assets of its operations" on page 23 is deleted and replaced with "This is because Diageo group's share of net sales and expenses in the United States and other countries whose currencies correlate closely with the U.S. dollar has been increasing over the years, and that trend is expected to continue in line with the Diageo group's strategic focus. As a result of this change in functional and presentation currency, the Diageo group is subject to foreign currency risk due to exchange rate movements, which affect the Sterling and U.S. dollar value of its transactions, as well as the translation of the results and underlying net assets of its operations to Sterling or the U.S. dollar."

The sentence "Such inflationary pressures stem from and are compounded by ongoing disruptions in the global supply chain due to geopolitical tensions, including the conflict in Ukraine and rising energy prices (particularly for oil and gas)" on page 23 is amended to "Such inflationary pressures stem from and are compounded by ongoing disruptions in the global supply chain due to geopolitical tensions, including wars and conflicts such as in Eastern Europe and the Middle East and rising energy prices (particularly for oil and gas)."

D. Significant Change

There has been no significant change in the financial position or the financial performance of Diageo, Diageo Finance plc, Diageo Capital B.V. and their respective subsidiaries since 31 December 2023.