

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

| Name: Address: | |
|-------------------|--|
| Investor Code | |

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

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|--|---|--|--|--|--|
| /We | Members e being a member/members of Diageo plc hereb a _l eting or the following person (see note 1 below): | ppoint the | : Chairmar | (B) Participants in Diageo Employee Share Plans As a Diageo Emplo ee Share Plan participant, I appoint and direct the respective Trustee to vote for me on an poll at the AGM and at an adjournment thereof. | |
| Nam | ne of prox: | | | | Please tick this box if ou are a Diageo Emplo ee Share Plan participant: |
| Vun | nber of ordinar shares appointed over (see note 2 b | elow): | | | (C) Holders of shares in the Diageo Sharestore ('Sharestore') As a holder of shares in the Sharestore, I appoint and direct the Sharestore nominee |
| Please tick here to indicate that this prox appointment is one of multiple appointments being made (see note 2 below): | | | | | to vote for me on an poll at the AGM and at an adjournment thereof. Please tick this box if ou are a holder of shares in the Sharestore: |
| as m the l on T give on tl | n /our prox to attend, speak and vote for me/us on n boxes below at the Annual General Meeting ('AGM') o 'hursda , 19 September 2013 and at an adjournment en, I/we authorise m /our prox to vote, or abstain fror he resolutions or on an other business (including am ch ma come before the AGM. | of the com t thereof. If m voting, a | pan to be no indicat at their disc | e held tion is cretion | If ou are a person described in (A) and/or (B) and/or (C) please indicate our voting instructions with an 'X' in the boxes below. If ou are a member appointing a prox and do not indicate how our prox is to vote, our prox 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 ou are a participant in a Diageo Emplo ee Share Plan or a holder of shares in the Sharestore and do not indicate how ou wish our votes to be cast, the will not be counted. |
| An e orac as fo | plutions explanation of the resolutions is given in the AGM nor cleats after directors' names denote membership of bollows: 1: Audit 2: Executive 3: Nomination and 4: Re airman of committee | oard and o | ther comr | | Explanatory notes for members completing the Proxy Form 1. If ou wish to appoint a person other than the Chairman, delete the words 'the Chairman of the meeting' and insert in the space provided the name of the person ou wish to appoint as our prox. A prox need not be a member of the compan. 2. You man appoint more than one prox in relation to our shareholding provided |
| 1. | Report and accounts 2013. | For | Against \ | Withheld | that each prox is appointed to exercise the rights attached to a different share or shares. You must complete separate prox forms for each prox appointed. |
| 2. | Directors' remuneration report 2013. | | | | Additional prox forms are available from The Registrar, Diageo plc, Edinburgh Park, 5 Lochside Wa, Edinburgh EH12 9DT. Alternativel, the prox form is available on th |
| 3. | Declaration of anal dividend. | | | | compan 's website (www.diageo.com) or ou ma photocop this form. Photocopie ma onl be used in respect of the same registered shareholder name (and |
| ۶. 4. | Re-election of PB Brur elius (1,3,4) as a director. | | | | designated account as applicable) as it appears on the original form. Please indicate |
| 5. | Re-election of LM Danon (1,3,4) as a director. | | | | in the box beneath the prox 's name the number of shares in respect of which the relevant prox is authorised to act on our behalf. If the box beneath the prox 's |
| 5. 5. | Re-election of Lord Davies (1,3,4*) as a director | r \square | | | name is left blank, our prox will be deemed to be authorised in respect of all shares (or, if this prox form has been issued in respect of a designated account for |
| э. 7. | Re-election of Ho KwonPing (1,3,4) as a director | | | | a shareholder, the full voting entitlement for that designated account). Please tick |
| | Re-election of BD Holden (1,3,4) as a director. | л. 🗀 | | | the box provided to indicate if ou are appointing multiple proxies. All forms must be signed and should be returned together in one envelope, to the address on the |
| 3. S | Re-election of Dr FB Humer (3*) as a director. | | | | back of this prox form (repl paid in the UK). 3. Please see the AGM notice for further advice on how to appoint/instruct proxies |
| 9. 10 | | | | | via CREST. |
| | Re-election of D Mahlan (2) as a director. | | | | A corporation must execute this form under its common seal or under the hand of an authorised o cer or attorne. Please see the AGM notice for further advice on |
| | Re-election of IM Mener es (2*) as a director. | | | | corporate representatives. 5. Holders of shares in the Sharestore should contact the Registrar and request a letter |
| | Re-election of PG Scott (1*,3,4) as a director. | | | | of admittance if the wish to attend the AGM. |
| | Appointment of auditor. | | | | 6. In the case of joint holders, an one holder ma sign this form. If more than one prox form is received in respect of a joint holding, only the vote of the senior will |
| | Remuneration of auditor. | | | | be accepted, seniorit being determined b the order in which names appear on |
| | Authorit to allot shares. | | | | the register. 7. Completion of this form or an CREST prox instruction will not preclude a member |
| 16. | Disapplication of pre-emption rights. | | | | from attending and voting in person. 8. Voting at this ear's AGM will be b wa of poll, using a poll card. |
| 17. | Authorit to purchase own ordinar shares. | | | | 9. The 'Withheld' option is provided to enable ou to abstain on an particular |
| 18. | Authorit to make political donations and/or to incur political expenditure in the EU. | | | | 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 'Agains' a resolution. |
| 19. | Reduced notice of a general meeting other than an annual general meeting. | | | | 10. Please note that an electronic address given herein ma onl be used for the limited purposes specified and not for an more general purpose of sending documents or information (whether relating to proceedings at the AGM, proxies |
| Sign | nature [| Date | | | or otherwise) to the compan b electronic means. |
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To be valid, this completed prox form (together with an power of attorne or other authorit under which it is signed or a notariall certi ed cop of such power or authorit) must reach the Registrar b 2.30 pm on Tuesda , 17 September 2013. An Letters of Direction must reach the Registrar b 2.30 pm on Frida , 13 September 2013. Please a x the required postage if ou are returning this form from outside the UK or ou are posting a cop printed from the compan 's website (www.diageo.com).

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 RRYS-ETCS-SBZT and send to The Registrar, Diageo plc, Edinburgh Park, 5 Lochside Way, Edinburgh EH12 9DT.