

Final Terms dated 4 December 2008

DIAGEO plc

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

DIAGEO FINANCE plc

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

EUR 1,000,000,000 6.625 per cent. Fixed Rate Notes due 2014

Programme for the
Issuance of Debt Instruments

Series No: 2008/2

Guaranteed by DIAGEO plc
under the **Programme for Issuance of Debt Instruments**

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Prospectus dated 22 September 2008 which constitutes a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the Prospectus Directive). This document constitutes the Final Terms of the Instruments described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Prospectus. Full information on the Issuer, the Guarantor and the offer of the Instruments is only available on the basis of the combination of these Final Terms and the Prospectus. The Prospectus is available for viewing on the London Stock Exchange plc's website at www.londonstockexchange.com.

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| 1. | (i) | Issuer: | Diageo Finance plc |
| | (ii) | Guarantor: | Diageo plc |
| 2. | (i) | Series Number: | 2008/2 |
| | (ii) | Tranche Number: | 1 |
| 3. | | Specified Currency or Currencies: | Euro |
| 4. | | Aggregate Nominal Amount of Instruments: | EUR 1,000,000,000 |
| | (i) | Series: | EUR 1,000,000,000 |
| | (ii) | Tranche: | EUR 1,000,000,000 |

5.	Issue Price:	99.726 per cent. of the Aggregate Nominal Amount
6.	(i) Specified Denominations:	EUR 50,000 and integral multiples of EUR 1,000 in excess thereof up to and including EUR 99,000. No Instruments will be issued with a denomination above EUR 99,000
	(ii) Calculation Amount:	EUR 1,000
7.	(i) Issue Date:	5 December 2008
	(ii) Interest Commencement Date:	5 December 2008
8.	Maturity Date:	5 December 2014
9.	Interest Basis:	6.625 per cent. Fixed Rate
10.	Redemption/Payment Basis:	Redemption at par
11.	Change of Interest or Redemption/Payment Basis?	Not Applicable
12.	Put/Call Options:	Not Applicable
13.	(i) Status of the Instruments:	Senior
	(ii) Status of the Guarantee:	Senior
	(iii) Date Board approval for issuance of Instruments and Guarantee obtained:	Issuer: 27 November 2008 Guarantor: 27 August 2008 (board meeting) and 27 November 2008 (Finance Committee)
14.	Method of distribution:	Syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15.	Fixed Rate Instrument Provisions	Applicable
	(i) Rate of Interest:	6.625 per cent. per annum payable annually in arrear
	(ii) Interest Payment Date(s):	5 December paid annually and in arrear in each year from and including 5 December

2009 to and including 5 December 2014

(iii)	Fixed Coupon Amount:	EUR 66.25 per Calculation Amount
(iv)	Broken Amount(s):	Not Applicable
(v)	Day Count Fraction:	Actual/Actual (ICMA)
(vi)	Determination Dates:	5 December in each year
(vii)	Other terms relating to the method of calculating interest for Fixed Rate Instruments:	Not Applicable
16.	Floating Rate Instrument Provisions	Not Applicable
17.	Zero Coupon Instrument Provisions	Not Applicable
18.	Index-Linked Interest Instrument/other variable-linked interest Instrument Provisions	Not Applicable
19.	Dual Currency Instrument Provisions	Not Applicable

PROVISIONS RELATING TO REDEMPTION

20.	Call Option	Not Applicable
21.	Put Option	Not Applicable
22.	Final Redemption Amount of each Instrument	EUR 1,000 per Calculation Amount
23.	Early Redemption Amount	
	Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or on event of default or other early redemption and/or the method of calculating the same (if required or if different from that set out in the Conditions):	As set out in Conditions

GENERAL PROVISIONS APPLICABLE TO THE INSTRUMENTS

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| 24. | Form of Instruments | Bearer Instruments:

Temporary Global Instrument exchangeable for a Permanent Global Instrument which is exchangeable for Definitive Instruments in the limited circumstances specified in the Permanent Global Instrument |
| 25. | New Global Note: | Yes |
| 26. | Financial Centre(s) or other special provisions relating to payment dates: | London |
| 27. | Talons for future Coupons or Receipts to be attached to Definitive Instruments (and dates on which such Talons mature): | Yes |
| 28. | Details relating to Partly Paid Instruments: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Instruments and interest due on late payment: | Not Applicable |
| 29. | Details relating to Instalment Instruments: amount of each instalment, date on which each payment is to be made: | Not Applicable |
| 30. | Redenomination, renominatisation and reconventioning provisions: | Not Applicable |
| 31. | Consolidation provisions: | The provisions in Condition 16 (Further Issuances) apply |
| 32. | Other final terms: | Not Applicable |

DISTRIBUTION

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| 33. | (i) If syndicated, names of Managers: | Barclays Bank PLC, J.P. Morgan Securities Ltd., Merrill Lynch International and UBS |
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Limited

(ii) Stabilising Manager(s) (if any): Barclays Bank PLC

34. If non-syndicated, name of Dealer: Not Applicable

35. U.S. Selling Restrictions: Reg. S Compliance Category 2; TEFRA D

36. Additional selling restrictions: The Instruments have not been and will not be registered under the United States Securities Act of 1933, as amended (the "Securities Act") and may not be offered or sold in the United States or to, or for the account or benefit of, U.S. persons unless the Instruments are registered under the Securities Act or an exemption from the registration requirements of the Securities Act is available.

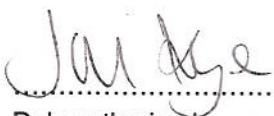
PURPOSE OF FINAL TERMS

These Final Terms comprise the final terms required for issue and admission to trading on the London Stock Exchange of the Instruments described herein pursuant to the Programme for the Issuance of Debt Instruments of Diageo plc, Diageo Finance plc and Diageo Capital B.V.


RESPONSIBILITY

The Issuer and the Guarantor accept responsibility for the information contained in these Final Terms.

Signed on behalf of Diageo Finance plc:

By: 
.....
Duly authorised

Signed on behalf of Diageo plc:

By: 
.....
Duly authorised

PART B - OTHER INFORMATION

1. LISTING

(i) Admission to trading: London

Application has been made by the Issuer (or on its behalf) for the Instruments to be admitted to the Official List of the UK Listing Authority and to trading on the London Stock Exchange's Regulated Market with effect from on or around the Issue Date.

(ii) Estimate of total expenses related to admission to trading: GBP 4,197.50

2. RATINGS

Ratings: The Instruments to be issued have been rated:

S & P: A-

Moody's: A3

Fitch: A

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

Save as discussed in "Subscription and Sale", so far as the Issuer is aware, no person involved in the offer of the Instruments has an interest material to the offer.

4. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

Not Applicable

5. Fixed Rate Instruments only - YIELD

Indication of yield: 6.738 per cent. per annum

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

6. OPERATIONAL INFORMATION

ISIN Code: XS0403180119

Common Code: 040318011

Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme and the relevant identification number(s): Not Applicable

Delivery: Delivery against payment

Names and addresses of initial Paying Agent(s): As set out in the Prospectus

Names and addresses of additional Paying Agent(s) (if any): Not Applicable

Intended to be held in a manner which would allow Eurosystem eligibility: Yes

Note that the designation "yes" simply means that the Instruments are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Instruments will be recognized as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.