



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 with registered number 34196822
and having its corporate seat in Amsterdam)

as Issuer

Programme for the Issuance of Debt Instruments

This supplement (the "**Supplement**", which definition shall also include all information incorporated by reference herein) to the base prospectus dated 10 May 2012 (the "**Base Prospectus**", which definition includes the base prospectus as supplemented, amended or updated from time to time and includes all information incorporated by reference therein) constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000 ("**FSMA**") and is prepared in connection with the Programme for the Issuance of Debt Instruments established by Diageo plc ("**Diageo**"), Diageo Finance plc and Diageo Capital B.V. (each an "**Issuer**" and together the "**Issuers**") and Diageo as guarantor (the "**Guarantor**") (together with the Issuers, the "**Obligors**" and each an "**Obligor**"). Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

This Supplement is supplemental to, updates, must be read in conjunction with and forms part of the Base Prospectus and any other supplements to the Base Prospectus issued by the Obligors.

The purpose of this Supplement is to:

- (a) incorporate by reference into the Base Prospectus:
 - (i) the audited annual financial statements (on a consolidated basis and including the auditor's report thereon and notes thereto) of Diageo in respect of the financial year ended 30 June 2012 (as set out at pages 117 to 182 of the Annual Report of Diageo for the year ended 30 June 2012);
 - (ii) the Annual Report on Form 20-F of Diageo in respect of the year ended 30 June 2012, excluding the exhibits set out at pages 260 to 262 therein referred to as being incorporated by reference;
 - (iii) the unaudited interim results of Diageo for the six months ended 31 December 2012;
 - (iv) the Form 6-K filed with the U.S. Securities and Exchange Commission relating to, inter alia, the unaudited interim results of Diageo plc for the six months ended 31 December 2012; and
 - (v) the audited annual financial statements of Diageo Finance plc and Diageo Capital B.V. in respect of the financial years ended 30 June 2012;

- (b) update investors as to the appointment of two new directors to the Diageo board.

This Supplement has been approved by the United Kingdom Financial Services Authority ("FSA"), which is the United Kingdom competent authority for the purposes of Directive 2003/71/EC (the "**Prospectus Directive**") and relevant implementing measures in the United Kingdom, as a supplement to the Base Prospectus. The Base Prospectus constitutes a base prospectus prepared in compliance with the Prospectus Directive and relevant implementing measures in the United Kingdom for the purpose of giving information with regard to the issue of Instruments under the Programme.

Prospective investors should have regard to the factors described under the section headed "Risk Factors" in the Base Prospectus.

Each of the Obligors accept responsibility for the information contained in this Supplement. To the best of the knowledge of the Obligors (which have taken all reasonable care to ensure that such is the case), the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

New Documents Incorporated by Reference

Each of the following documents, which have been previously published and which have been approved by the FSA or filed with it, shall, by virtue of this Supplement, be deemed to be incorporated in, and form part of, the Base Prospectus:

1. the audited annual financial statements (on a consolidated basis and including the auditor's report thereon and notes thereto) of Diageo in respect of the financial year ended 30 June 2012 (as set out at pages 117 to 182 of the Annual Report of Diageo for the year ended 30 June 2012);
2. the Annual Report on Form 20-F of Diageo in respect of the year ended 30 June 2012, excluding the exhibits set out at pages 260 to 262 therein referred to as being incorporated by reference;
3. the unaudited interim results of Diageo for the six months ended 31 December 2012;
4. the Form 6-K filed with the U.S. Securities and Exchange Commission on 6 February 2013 relating to, inter alia, the unaudited interim results of Diageo plc for the six months ended 31 December 2012; and
5. the audited annual financial statements (on an entity basis and including the auditor's report thereon and notes thereto) of Diageo Finance plc in respect of the financial year ended 30 June 2012 and Diageo Capital B.V. in respect of the financial year ended 30 June 2012.

Recent Developments – Diageo

With effect from 2 July 2012, Mr Ivan Menezes has been appointed to the Diageo board as an executive director, and, with effect from 1 October 2012, Mr Ho KwonPing has been appointed to the Diageo board as a non-executive director.

General

Copies of all documents incorporated by reference in the Base Prospectus and this Supplement may be obtained (without charge) from the website of the Regulatory News Service operated by the London Stock Exchange at: <http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html>.

If documents which are incorporated by reference into this Supplement themselves incorporate any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Supplement for the purposes of the Prospectus Directive except where such information or other documents are specifically incorporated by reference or attached to this Supplement.

The parts of the above mentioned documents which are not incorporated by reference into the Base Prospectus (as detailed in the “New Documents Incorporated by Reference” section of this Supplement) are either not relevant for investors or are covered elsewhere in the Base Prospectus.

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 Prospectus, the statements in (a) above will prevail.

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