

PROHIBITION OF SALES TO EEA AND UK RETAIL INVESTORS – The Instruments are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("**EEA**") or in the United Kingdom ("**UK**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "**MiFID II**"); or (ii) a customer within the meaning of Directive 2016/97/EU, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the "**PRIIPs Regulation**") for offering or selling the Instruments or otherwise making them available to retail investors in the EEA or in the UK has been prepared and therefore offering or selling the Instruments or otherwise making them available to any retail investor in the EEA or in the UK may be unlawful under the PRIIPs Regulation.

MIFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPs ONLY TARGET MARKET – Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Instruments has led to the conclusion that: (i) the target market for the Instruments is eligible counterparties and professional clients only, each as defined in MiFID II; and (ii) all channels for distribution of the Instruments to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Instruments (a "**distributor**") should take into consideration the manufacturers' target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Instruments (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

SINGAPORE SECURITIES AND FUTURES ACT PRODUCT CLASSIFICATION – Solely for the purposes of its obligations pursuant to sections 309B(1)(a) and 309B(1)(c) of the Securities and Futures Act (Chapter 289) of Singapore (the "**SFA**"), the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A of the SFA) that the Instruments are capital markets products other than "prescribed capital markets products" (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018).

Final Terms dated 25 March 2020

DIAGEO plc

Legal Entity Identifier (LEI): 213800ZVIELEA55JM32

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

as Issuer and Guarantor

DIAGEO FINANCE plc

Legal Entity Identifier (LEI): BPF79TJMIH3DK8XCKI50

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

as Issuer

Programme for the Issuance of Debt Instruments

EUR 1,000,000,000 2.500 per cent. Instruments due 27 March 2032
Series No: 2020/3

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 28 August 2019 and the supplemental Prospectus dated 9 March 2020 which together constitute a base prospectus (the "**Base Prospectus**") for the purposes of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**"). This document constitutes the Final Terms of the Instruments described herein for the purposes of the Prospectus Regulation and must be read in conjunction with the Base Prospectus in order to obtain all the relevant information. The Prospectus is available for viewing at https://www.rns-pdf.londonstockexchange.com/rns/4392K_1-2019-8-28.pdf and the supplemental Prospectus is available for viewing at https://www.rns-pdf.londonstockexchange.com/rns/4702F_1-2020-3-9.pdf.

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| 1. | (i) | Issuer: | Diageo Finance plc |
| | (ii) | Guarantor: | Diageo plc |
| 2. | (i) | Series Number: | 2020/3 |
| | (ii) | Tranche Number: | 1 |
| 3. | | Specified Currency or Currencies: | Euro (" EUR ") |
| 4. | | Aggregate Nominal Amount of Instruments: | |
| | (i) | Series: | EUR 1,000,000,000 |
| | (ii) | Tranche: | EUR 1,000,000,000 |
| 5. | | Issue Price: | 99.601 per cent. of the Aggregate Nominal Amount |
| 6. | (i) | Specified Denominations: | EUR 100,000 and integral multiples of EUR 1,000 in excess thereof up to and including EUR 199,000. No notes in definitive form will be issued with a denomination above EUR 199,000. |
| | (ii) | Calculation Amount: | EUR 1,000 |

7.	(i)	Issue Date:	27 March 2020
	(ii)	Interest Commencement Date:	Issue Date
8.		Maturity Date:	27 March 2032
9.		Interest Basis:	2.500 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:	Issuer Call
13.		Date approval for issuance of Instruments and Guarantee obtained:	Issuer: 12 March 2020 Guarantor: 11 March 2020

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14.		Fixed Rate Instrument Provisions	Applicable
	(i)	Rate of Interest:	2.500 per cent. per annum payable annually in arrear on each Interest Payment Date
	(ii)	Interest Payment Date(s):	27 March in each year commencing on 27 March 2021
	(iii)	Fixed Coupon Amount:	EUR 25.00 per Calculation Amount
	(iv)	Broken Amount(s):	Not Applicable
	(v)	Day Count Fraction:	Actual/Actual – ICMA
	(vi)	Determination Dates:	27 March in each year
	(vii)	Relevant Currency	EUR
15.		Floating Rate Instrument Provisions	Not Applicable
16.		Zero Coupon Instrument Provisions	Not Applicable
		PROVISIONS RELATING TO REDEMPTION	
17.		Call Option	Applicable

- (i) Call Option Date(s): Any Business Day from and including 27 December 2031 (the "**Par Call Commencement Date**") up to but excluding the Maturity Date (together the "**Par Call Period**")
- (ii) Early Redemption Amount(s) (Call) of each EUR 1,000 per Calculation Instrument and method, if any, of calculation of Amount such amount(s):
- (iii) If redeemable in part:
- (a) Minimum Redemption Amount: Not Applicable
- (b) Maximum Redemption Amount: Not Applicable
- (iv) Notice period: Minimum period 10 days
Maximum period: 30 days
18. **Make Whole Redemption/Spens** Not Applicable
19. **Put Option** Not Applicable
20. **Final Redemption Amount of each Instrument** EUR 1,000 per Calculation Amount
21. **Early Redemption Amount**
- Early Redemption Amount(s) per Calculation Amount EUR 1,000 per Calculation payable on redemption for taxation reasons or on event Amount of default or other early redemption:

GENERAL PROVISIONS APPLICABLE TO THE INSTRUMENTS

22. **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
23. New Global Note: Yes

24. Financial Centre(s) or other special provisions relating to payment dates: London, in addition to TARGET Settlement Day
25. Calculation Agent: Not Applicable
26. Talons for future Coupons to be attached to Definitive Instruments (and dates on which such Talons mature): No
27. Exchange Date: Not Applicable

DISTRIBUTION

28. U.S. Selling Restrictions: Reg.S Compliance Category 2; TEFRA D
29. Prohibition of Sales to EEA and UK Retail Investors: Applicable

THIRD PARTY INFORMATION

The descriptions of the ratings of the Instruments contained in paragraph 2 of Part B has been extracted from the websites of Moody's Investors Service Limited ("**Moody's**") and S&P Global Ratings Europe Limited ("**S&P**") (as applicable) as indicated. Each of the Issuer and the Guarantor confirms that such information has been accurately reproduced and that, so far as it is aware, and is able to ascertain from information published by Moody's or S&P (as applicable), no facts have been omitted which would render the reproduced information inaccurate or misleading.

Signed on behalf of Diageo Finance plc:

By: James Adams
Duly authorised

Signed on behalf of Diageo plc:

By: James Adams
Duly authorised

PART B – OTHER INFORMATION

1. LISTING

- (i) Listing London
- (ii) Admission to trading: Application is expected to be made by the Issuer (or on its behalf) for the Instruments to be admitted to trading on the London Stock Exchange plc's Regulated Market with effect from the Issue Date.
- (iii) Estimate of total expenses related to admission to trading: GBP 5,515

2. RATINGS

Ratings: The Instruments to be issued are expected to be assigned the following ratings:

S&P: A- (Stable)

An obligation rated 'A' is somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than obligations in higher-rated categories. However, the obligor's capacity to meet its financial commitments on the obligation is still strong. The minus (-) sign shows relative standing within the rating categories. (Source: S&P, https://www.standardandpoors.com/en_US/web/quest/article/-/view/sourceId/504352)

Moody's: A3 (Stable)

Obligations rated 'A' are judged to be upper-medium grade and are subject to low credit risk. The modifier '3' indicates a ranking in the lower end of that generic rating category. (Source: Moody's, <https://www.moodys.com/ratings-process/Ratings-Definitions/002002>)

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

Save for any fees payable to Barclays Bank PLC, Goldman Sachs International, Merrill Lynch International and Standard Chartered Bank as active joint lead managers and to Banco Santander, S.A., RBC Europe Limited and UBS AG London Branch as passive joint lead managers (together, the "**Joint Lead Managers**"), so far as the Issuer is aware, no person involved in the issue of the Instruments has an interest material to the offer.

The Joint Lead Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuers and their affiliates in the ordinary course of business.

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

(i) Reasons for the offer:	See "Use of Proceeds" in Prospectus
(ii) Estimated net proceeds:	EUR 993,260,000
(iii) Estimated total expenses:	EUR 2,750,000

5. YIELD

Indication of yield: 2.539 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. HISTORIC INTEREST RATES

Not Applicable

7. OPERATIONAL INFORMATION

ISIN Code: XS2147889690

Common Code: 214788969

Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking S.A. and the relevant identification number(s): Not Applicable

Delivery:

Delivery against payment

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 recognised 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.