

**PROHIBITION OF SALES TO EEA 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**”). 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 has been prepared and therefore offering or selling the Instruments or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

Each person in a Member State of the EEA who receives any communication, or who acquires any tender, in respect of the offers to the public contemplated in these Final Terms or to whom the Instruments are otherwise made available, will be deemed to have represented, warranted, acknowledged and agreed to and with each Joint Lead Manager and the Issuer that it and any person on whose behalf it acquires Instruments is not a "retail investor" (as defined above).

**PROHIBITION OF SALES TO 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 United Kingdom (the “**UK**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No. 2017/565 as it forms part of the domestic law of the UK by virtue of the European Union (Withdrawal) Act 2018 (the “**EUWA**”); (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000, as amended (the “**FSMA**”) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No. 600/2014 as it forms part of the domestic law of the UK by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No. 1286/2014 as it forms part of the domestic law of the UK by virtue of the EUWA (the “**UK PRIIPs Regulation**”) for offering or selling the Instruments or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Instruments or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

**EU 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.

**UK MIFIR PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ELIGIBLE COUNTERPARTIES ONLY TARGET MARKET** – Solely for the purposes of the 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 only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook (“COBS”), and professional clients as defined in Regulation (EU) No 600/2014, as it forms part of the domestic law of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018 (“UK MiFIR”); 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 the FCA Handbook Product Intervention and Product Governance Sourcebook (the “UK MiFIR Product Governance Rules”) 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.

Final Terms dated 6 April 2022

**DIAGEO plc**

**Legal Entity Identifier (LEI): 213800ZVIELEA55JMJ32**

*(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*

**DIAGEO CAPITAL B.V.**

**Legal Entity Identifier (LEI): 213800YHFC48VOL6JY40**

*(Incorporated with limited liability under the laws of the Netherlands with 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

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**EUR 900,000,000 1.875 per cent. Instruments due 8 June 2034  
issued by Diageo Capital B.V.**

**Series No: 2022/2**

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 20 August 2021 and the supplemental prospectus dated 1 April 2022 which together constitute a base prospectus (the "**Base Prospectus**") for the purposes 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 (the "**EUWA**") (the "**UK Prospectus Regulation**"). This document constitutes the Final Terms of the Instruments described herein for the purposes of the UK Prospectus Regulation and must be read in conjunction with the Base Prospectus in order to obtain all the relevant information. The Base Prospectus is available for viewing at <https://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html>.

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|----|------|--|---|
| 1. | (i)  | Issuer:                                  | Diageo Capital B.V.   |
|    | (ii) | Guarantor:                               | Diageo plc  |
| 2. | (i)  | Series Number:                           | 2022/2  |
|    | (ii) | Tranche Number:                          | 1   |
| 3. |      | Specified Currency or Currencies:        | Euro (" <b>EUR</b> ")   |
| 4. |      | Aggregate Nominal Amount of Instruments: |   |
|    | (i)  | Series:                                  | EUR 900,000,000   |
|    | (ii) | Tranche:                                 | EUR 900,000,000   |
| 5. |      | Issue Price:                             | 99.491 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 Instruments in definitive form will be issued with a denomination above EUR 199,000 |
|    | (ii) | Calculation Amount:                      | EUR 1,000   |
| 7. | (i)  | Issue Date:                              | 8 April 2022  |
|    | (ii) | Interest Commencement Date:              | 8 April 2022  |
| 8. |      | Maturity Date:                           | 8 June 2034   |
| 9. |      | Interest Basis:                          | 1.875 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: 4 April 2022<br>Guarantor: 26 January 2022 and 4 April 2022 |

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

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|--|--|
| 14. <b>Fixed Rate Instrument Provisions</b>    | Applicable   |
| (i) Rate of Interest:                          | 1.875 per cent. per annum payable annually in arrear on each Interest Payment Date           |
| (ii) Interest Payment Date(s):                 | 8 June in each year commencing on 8 June 2023 (long first coupon)                            |
| (iii) Fixed Coupon Amount:                     | EUR 18.75 per Calculation Amount, subject to 14(iv)  |
| (iv) Broken Amount(s):                         | EUR 21.88 per Calculation Amount payable on the Interest Payment Date falling on 8 June 2023 |
| (v) Day Count Fraction:                        | Actual/Actual – ICMA   |
| (vi) Determination Dates:                      | 8 June in each year  |
| (vii) Relevant Currency                        | EUR  |
| 15. <b>Floating Rate Instrument Provisions</b> | Not Applicable   |
| 16. <b>Zero Coupon Instrument Provisions</b>   | Not Applicable   |

**PROVISIONS RELATING TO REDEMPTION**

- |                        |            |
|------------------------|------------|
| 17. <b>Call Option</b> | Applicable |
|------------------------|------------|

(i)	Call Option Date(s):	Any date from (and including) the Issue Date to (and excluding) the Maturity Date and/or any Business Day from and including 8 March 2034 (the " <b>Par Call Commencement Date</b> ") up to but excluding the Maturity Date (together, the " <b>Par Call Period</b> ")
(ii)	Early Redemption Amount(s) (Call) of each Instrument and method, if any, of calculation of such amount(s):	EUR 1,000 per Calculation Amount (in the case of the Call Option Date falling in the Par Call Period) and/or the Make Whole Redemption Amount (in the case of all other Call Option Dates)
(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.	<b>Make Whole Redemption/Spens</b>	Applicable
	(a) Quotation Time:	11:00 a.m. Brussels time
	(b) Reference Bond:	DBR 0.000% due February 2032
	(c) Redemption Margin:	0.200 per cent.
19.	<b>Put Option</b>	Not Applicable
20.	<b>Final Redemption Amount of each Instrument</b>	EUR 1,000 per Calculation Amount
21.	<b>Early Redemption Amount</b>	
	Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or on event of default or other early redemption:	EUR 1,000 per Calculation Amount

## GENERAL PROVISIONS APPLICABLE TO THE INSTRUMENTS

22. Form of Instruments	<b>Bearer Instruments</b>  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:	Not Applicable
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

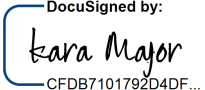
### DISTRIBUTION

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

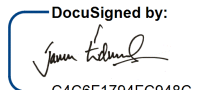
Signed on behalf of Diageo Capital B.V.:

By:  DocuSigned by:  
Kara Major  
CFDB7101792D4DF...

Name:

Title: Authorised Signatory

Signed on behalf of Diageo plc:

By:  DocuSigned by:  
James Tidwell  
C4C6F1794FC948C...

Duly authorised



## PART B – OTHER INFORMATION

### 1. LISTING

- (i) Listing London
- (ii) Admission to trading: Application has been made by the Issuer (or on its behalf) for the Instruments to be admitted to trading on the London Stock Exchange plc's Main Market with effect from the Issue Date.
- (iii) Estimate of total expenses related to admission to trading: GBP 5,410

### 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/guest/article/-/view/sourceId/504352](https://www.standardandpoors.com/en_US/web/guest/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.moody's.com/researchdocumentcontentpage.aspx?docid=PBC\\_79004](https://www.moody's.com/researchdocumentcontentpage.aspx?docid=PBC_79004))

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

Save for any fees payable to Barclays Bank PLC, BofA Securities Europe S.A., Deutsche Bank Aktiengesellschaft and Goldman Sachs Bank Europe SE as active joint lead managers and to Credit Suisse Bank (Europe) S.A., RBC Europe Limited and Standard Chartered Bank 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 the Base Prospectus

(ii) Estimated net proceeds: EUR 892,944,000

(iii) Estimated total expenses: EUR 2,475,000

#### 5. **YIELD**

Indication of yield:

1.922 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: XS2466401572

Common Code: 246640157

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.