

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

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

### (A) Members

I/We being a member/members of Diageo plc hereby appoint the Chairman of the Meeting or the following person (see note 1 below)

Name of Proxy

Number of ordinary shares appointed over (see note 2 below)

Please tick here to indicate that this proxy appointment is one of multiple appointments being made (see note 2 below)

as my/our proxy to vote for me/us on my/our behalf as indicated in the adjacent boxes at the Annual General Meeting of the company to be held on Wednesday, 14 October 2009 (AGM) and at any adjournment thereof. If no indication is given, I/we authorise my/our proxy to vote, or abstain from voting, at their discretion on the resolutions or on any other business (including amendments to resolutions) which may come before the AGM.

### (B) Participants in Diageo Employee Share Schemes

As a Diageo Employee Share Scheme participant, I appoint and direct the respective Trustee to vote for me on any poll at the AGM and at any adjournment thereof.

Please tick this box if you are a Diageo Employee Share Scheme participant:

### (C) Holders of shares in the Diageo Sharestore ('Sharestore')

As a holder of shares in the Sharestore, I appoint and direct the Sharestore nominee to vote for me on any poll at the AGM and at any adjournment thereof.

Please tick this box if you are a holder of shares in the Sharestore:

If you are a person described in (A) and/or (B) and/or (C) please indicate your voting instructions with an 'X' in the adjacent boxes. If you are a member appointing a proxy and do not indicate how your proxy is to vote, your proxy 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 you are a participant in a Diageo Employee Share Scheme or a holder of shares in the Sharestore and do not indicate how you wish your votes to be cast, they will not be counted.

### Explanatory notes for members completing the Proxy Form

- If you 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 you wish to appoint as your proxy. A proxy need not be a member of the company.
- You may appoint more than one proxy in relation to your shareholding provided that each proxy is appointed to exercise the rights attached to a different share or shares. You must complete separate proxy forms for each proxy appointed. Additional proxy forms are available from Diageo Registrars, 5 Lochside Way, Edinburgh Park, Edinburgh, EH12 9DT. Alternatively, the proxy form is available on the company's website [www.diageo.com](http://www.diageo.com) or you may photocopy this form. Photocopies may only be used in respect of the same registered shareholder name (and designated account as applicable) as it appears on the original form. Please indicate in the box beneath the proxy's name the number of shares in respect of which the relevant proxy is authorised to act on your behalf. If the box beneath the proxy's name is left blank, your proxy will be deemed to be authorised in respect of all your shares, (or, if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account). Please tick the box provided to indicate if you are appointing multiple proxies. All forms must be signed and should be returned together in one envelope, to the address on the back of this proxy card (reply paid in the UK).
- Please see the AGM notice for further advice on how to appoint/instruct proxies via CREST.
- A corporation must execute this form under its common seal or under the hand of an authorised officer or attorney. Please see the AGM notice for further advice on corporate representatives.
- Holders of shares in the Diageo Sharestore should contact Diageo Registrars and request a letter of admittance if they wish to attend the AGM.
- In the case of joint holders, any one holder may sign this form. If more than one proxy form is received in respect of a joint holding, only the vote of the senior will be accepted, seniority being determined by the order in which names appear on the register.
- Completion of this form or any CREST proxy instruction will not preclude a member from attending and voting in person.
- Voting at this year's AGM will be by way of poll, using a poll card.
- The 'Withheld' option is provided to enable you to abstain on any particular 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 'Against' a resolution.
- Please note that any electronic address given herein may only be used for the limited purposes specified and not for any more general purpose of sending documents or information (whether relating to proceedings at the AGM, proxies or otherwise) to the company by electronic means.
- You may, if you prefer, return the proxy card in a sealed envelope to the address overleaf. Postage in the UK will be paid by the company if you quote Freepost RRY5-ETCS-SBZT above the address of the back of this proxy card.

### Resolutions

An explanation of the resolutions is given in the accompanying AGM notice. The numbers in brackets after directors' names denote membership of board and other committees as follows:

1: Audit 2: Executive, 3: Nomination and 4: Remuneration.  
 \* chairman of committee

	For	Against	Withheld
1. Report and accounts 2009.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Directors' remuneration report 2009.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Declaration of final dividend.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Re-election of LM Danon (1,3,4) as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Re-election of Lord Hollick (1,3,4*) as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Re-election of PS Walsh (2*) as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Election of PB Bruzelius (1,3,4) as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Election of BD Holden (1,3,4) as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Re-appointment of auditor.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Remuneration of auditor.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Authority to allot shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Disapplication of pre-emption rights.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Authority to purchase own ordinary shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. Authority to make political donations and/or to incur political expenditure in the EU.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. Adoption of the Diageo plc 2009 Discretionary Incentive Plan.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. Adoption of the Diageo plc 2009 Executive Long Term Incentive Plan.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17. Adoption of Diageo plc International Sharematch Plan 2009.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18. Authority to establish International share plans.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
19. Adoption of Diageo plc 2009 Irish Sharesave Scheme.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
20. Amendments to the rules of Diageo plc Executive Share Option Plan.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
21. Amendments to the rules of Diageo plc 2008 Senior Executive Share Option Plan.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
22. Amendments to the rules of Diageo plc Senior Executive Share Option Plan.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
23. Reduced notice of a general meeting other than an annual general meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
24. Adoption of articles of association.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature  Date

To be valid, this completed proxy form (together with any power of attorney or other authority under which it is signed or a notarially certified copy of such power or authority) must reach Diageo Registrars by 2.30pm on Monday, 12 October 2009. Any letters of Direction must reach Diageo Registrars by 2.30pm on Friday, 9 October 2009. Please affix the required postage if you are returning this form from outside the UK.

