

NOMINATION COMMITTEE REPORT *continued*

Activities of the Nomination Committee

The principal activities of the Nomination Committee during the year were:

- the consideration, selection and recommendation as to the appointment of and transition plan for a new Chief Financial Officer;
- the consideration, selection and recommendation as to the appointment of and transition plan for a new Chair of the Board;
- the consideration of the talent pipeline for potential new Non-Executive Directors and other appointments to the Board, including a new Chair of the Audit Committee;
- the design and conduct of the annual review of Board, Committee and individual Director effectiveness and performance and a review of the findings of the review and recommended actions;
- consideration and approval of the report of the Committee in the company's Annual Report and consolidated financial statements for the year ended 30 June 2024;
- consideration and recommendation to the Board of proposed changes in Directors' outside interests and any potential conflicts of interest; and
- a review of the succession plans for Executive Committee roles, including potential candidates for such roles, their backgrounds and experience, and how such candidates would contribute towards the company's diversity objectives.

Board evaluation

As part of the annual Board evaluation, all members of the Nomination Committee participated in an evaluation of the Committee. Feedback indicated that the Committee was effective and that Directors were satisfied with its performance and that its processes were robust, transparent and effective. Further details of the evaluation can be found on pages 105-106.

Induction and training

Our customary induction processes for newly appointed Directors include individual meetings with Executive Committee members and other senior executives, visits to the company's production facilities and offices including the company's head office in London and the group's spirits production facilities, scotch brand homes, visitor centres and archives in Scotland. This is supplemented by documents, materials and information, including corporate governance guidance materials, Diageo's Code of Business Conduct and other relevant policy documents, historical Board and Committee papers, recent results announcements and materials, investor relations reports, performance data and a wide range of other internal and external reports, presentations and analyses.

Induction programmes for new Directors are tailored to suit the particular background and experience of the individual Director, with the Committee advising on priorities for that individual and tracking induction activity. These induction processes supplement existing practices whereby a continuing understanding of the business is developed through appropriate business engagements for Non-Executive Directors such as visits to customers, engagements with employees, and brand events worked into the annual cycle of Board meetings. Training on specific areas of risk and detailed reviews of strategic matters are provided by Executive Committee members, other internal senior leaders and external guest speakers and specialists through presentations, roundtable discussions and other sessions as part of the Board's Annual Strategy Conference and during the year as part of Board and Audit Committee meetings. In addition, Executive Committee members and other senior executives are invited, as appropriate, to Board and strategy meetings to make presentations on their areas of responsibility. All Directors are also provided with regular briefings to ensure they are kept up to date on relevant legal and governance developments or changes, best practice developments and changing commercial and other risks.

Diversity

The Board has a long-standing commitment to prioritise diversity and supports the recommendations of the FTSE Women Leaders Review (previously the Hampton-Alexander Review) on gender diversity and the Parker Review on ethnic diversity. The Board seeks to promote inclusion and diversity by objectively considering candidates for Board and Executive Committee roles on the basis of their skill set, experience, expertise, knowledge, gender, cultural and geographical backgrounds, ethnicity and age. The Board Diversity Policy sets out specific objectives with parity between male and female members of the Board being the ultimate goal in terms of gender diversity, with a commitment to have no less than 40% female representation on the Board, and having at least one Director reflecting ethnic diversity as defined in accordance with the Parker Review. The Committee is pleased to confirm that both these objectives have currently been met. The Board Diversity Policy also sets out the Board's support for management's actions to increase the proportion of senior leadership roles held by women and by people from minority backgrounds and other under-represented groups. As at 30 June 2024, the percentage of women on the Executive Committee and their direct reports is 47%.

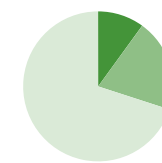
Board and Executive Committee reporting on gender identity or sex

	Number of Board members	Percentage of the Board	Number of senior positions on the Board (CEO, CFO, SID and Chair)	Number in executive management	Percentage of executive management
Men	3	30.0 %	1	7	54.0 %
Women	7	70.0 %	3	6	46.0 %
Not specified/prefer not to say	–	–	–	–	–

Board and Executive Committee reporting on ethnic background

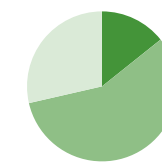
	Number of Board members	Percentage of the Board	Number of senior positions on the Board (CEO, CFO, SID and Chair)	Number in executive management	Percentage of executive management
White British or other White (including minority-white groups)	6	60.0 %	3	7	53.8 %
Mixed/Multiple Ethnic Groups	–	–	–	1	7.7 %
Asian/Asian British	3	30.0 %	1	3	23.1 %
Black/African/Caribbean/Black British	1	10.0 %	–	1	7.7 %
Other ethnic group, including Arab	–	–	–	1	7.7 %
Not specified/prefer not to say	–	–	–	–	–

Board composition



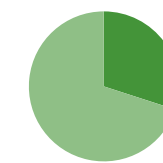
- Chair
- Executive Director
- Non-Executive Director

Non-Executive Director tenure



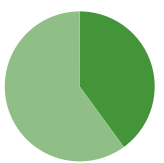
- 0 - 3 years
- 3 - 6 years
- 6 - 9 years

Board gender diversity



- Male
- Female

Board ethnic diversity



- Directors of colour
- White European

Executive committee nationality



- British
- American
- American/British
- Colombian
- Indian
- Irish
- South African/British
- Spanish

Board diversity data

- Directors are defined as all Non-Executive and Executive Directors appointed to the Board. Board diversity related data are collated directly from each Director annually using a questionnaire and are given on a self-identifying basis.
- Directors of colour are defined in accordance with the Parker Review definitions as those 'who identify as or have evident heritage from African, Asian, Middle Eastern, Central and South American regions'.
- All Board diversity data above are given as at 30 June 2024.