

## **Code of Ethics for Chief Executive Officer, Chief Financial Officer and Senior Financial Officers**

### **INTRODUCTION**

Diageo plc (the "Company") has an established Code of Business Conduct (CoBC), which is a code of conduct and ethics applicable to all directors and employees of the Company. The CoBC contains a number of specific provisions relating to compliance with legal and regulatory requirements, conflicts of interest, maintenance of accurate records and the reporting of financial information in an accurate and timely manner. The Company has also adopted this Code of Ethics specifically for its Chief Executive Officer (CEO); Chief Financial Officer (CFO); other Senior Financial Officers (specifically the Group Financial Controller, Group Chief Accountant, Director of Accounting, Group Treasurer and Financial Reporting Director); Presidents and Finance Directors for Diageo Greater China and Asia, Diageo Europe, Russia, Turkey and India, Diageo Africa, Diageo Latin America and Caribbean, and Diageo North America; CEO United Spirits Limited; and the President of Global Supply & Procurement (henceforth collectively, referred to as the "Senior Officers"). The Senior Officers subject to this Code of Ethics will be designated and informed of such designation by the Company's General Counsel. A list of such Senior Officers will be maintained by the Company Secretary. The Board of Directors of the Company has adopted this Code of Ethics to supplement the CoBC which is intended to promote honest and ethical conduct and compliance with law and to deter wrongdoing and conflicts of interest.

### **STANDARDS**

In addition to the CoBC, the Senior Officers are subject to the following additional specific policies:

1. In carrying out their duties, the Senior Officers will promote full, fair, accurate, timely and understandable disclosure in all reports and other documents the Company files with, or furnishes or submits, to the US Securities and Exchange Commission, the UK Financial Conduct Authority (or any other regulatory agency) as well as other public communications made by the Company. Accordingly, the Senior Officers are required to be familiar with and comply with the Company's disclosure controls and procedures and internal controls over financial reporting, to the extent relevant to his or her own area of responsibility. The Senior Officers shall promptly bring to the attention of the Filings Assurance Committee (FAC) established by the Company, the CEO and/or the General Counsel any material information of which she or he may become aware that affects the disclosures made by the Company in its public filings, if such information is not already being adequately addressed in public filings being prepared for the Company.

The Senior Officers must:

- (a) Familiarise themselves with the disclosure requirements applicable to the Company as well as the business and financial operations of the Company.
- (b) Not knowingly misrepresent, or cause others to misrepresent, facts about the Company to others, whether within or outside the Company, including to the Company's independent auditors, governmental regulators and self-regulatory organisations.
- (c) Properly review and critically analyse proposed disclosure for accuracy and completeness (or, where appropriate, delegate tasks to others).

## **REPORTING AND DISCLOSURE**

2. The Senior Officers shall promptly bring to the attention of the FAC and/or the Audit and Risk Committee and/or the Chairman of the Audit Committee any information they may have concerning
  - (a) significant deficiencies in the design or operation of the Company's internal controls over financial reporting which could adversely affect the Company's ability to record, process, summarise and report financial data or
  - (b) any fraud or inappropriate accounting or auditing matter, whether or not material, that involves management or other employees who have a significant role in the Company's financial reporting, disclosures or internal controls.
3. The Senior Officers shall promptly bring to the attention of the General Counsel or the Chairman of the Audit Committee any information they may have concerning any
  - (a) unethical behaviour or dishonest or illegal acts in violation of the Company's CoBC involving any management or other employee who has a significant role in the Company's financial reporting, disclosures or internal controls or
  - (b) violation of this Code of Ethics, including any actual or apparent conflicts of interest between personal and professional relationships that might impair (or be perceived to impair) the independence of any judgment they may need to make on behalf of the Company and as outlined in the CoBC. If any of the matters described in the preceding sentence involves any Senior Officer such matters shall promptly be brought to the attention of the General Counsel, the Group HR Director and the Chairman of the Audit Committee.
4. The Senior Officers shall promptly bring to the attention of the General Counsel or the CEO, any evidence they may have concerning any
  - (a) material violation of the securities or other laws, rules or regulations applicable to the Company and the operation of its business, by the Company or any agent thereof or
  - (b) material violation by any Senior Officer of the CoBC or this Code of Ethics. If any violation described in the preceding sentence involves any Senior Officer, such matters shall be brought to the attention of the General Counsel, and the Group HR Director and the Chairman of the Audit Committee.

## **HONEST AND ETHICAL CONDUCT**

5. The Senior Officers owe a duty to the Company to advance the Company's business interests when the opportunity to do so arises. The Senior Officers are prohibited from taking (or directing to a third party) a business opportunity that is discovered through the use of corporate property, information or position, unless the Company has already been offered the opportunity and turned it down. More generally, directors, officers and employees are prohibited from using corporate property, information or position for personal gain from competing with the Company.

Sometimes the line between personal and Company benefits is difficult to draw, and sometimes there are both personal and Company benefits in certain activities. The Senior Officers who intend to make use of Company property or services in a manner not solely for the benefit of the Company should consult beforehand with the Chairman of the Audit Committee.

In carrying out the Company's business, directors, officers and employees often learn confidential or proprietary information about the Company, its customers, suppliers, or joint venture parties. The Senior Officers must maintain the confidentiality of all information so entrusted to them, except when disclosure is authorised or legally mandated. Confidential or proprietary information of the Company, and of other companies, includes any non-public information that would be harmful to the relevant company or useful or helpful to competitors if disclosed.

6. The Senior Officers should protect the Company's assets and ensure their efficient use. All Company assets should be used only for legitimate business purposes.
7. The Diageo Board of Directors shall determine, or appoint the Diageo Audit Committee to determine, appropriate actions to be taken in the event of violations of the CoBC or of this Code of Ethics by any Senior Officer, such determinations to be reported back to the Board in a timely fashion. Such actions shall be reasonably designed to deter wrongdoing and to promote accountability for adherence to the CoBC and to this Code of Ethics.

#### **WAIVERS AND EXCEPTIONS**

8. Each Senior Officer understands that waivers or exceptions to the Code of Ethics will be granted only in advance and only under exceptional circumstances. Such a waiver may be made only by the Board and will be properly and promptly disclosed to the extent required under applicable law and regulation.

#### **COMPLIANCE**

9. In carrying out their duties, each Senior Officer shall endeavour to comply, and to cause the Company to comply, with all applicable governmental laws, rules and regulations, the CoBC and this Code of Ethics.