

DIAGEO CAPITAL PLC

Statement on Section 172 of the Companies Act 2006

Section 172 of the Companies Act 2006 requires the Directors to promote the success of the company for the benefit of the members as a whole, having regard to the interests of stakeholders in their decision-making. In making decisions, the Directors consider what is most likely to promote the success of the company for its shareholders in the long term, as well as the interests of the group's stakeholders. The Directors understand the importance of taking into account the views of stakeholders and the impact of the company's activities on local communities, the environment, including climate change, and the group's reputation.

The company is a member of the group of companies (the "group") whose ultimate holding company is Diageo plc ("Diageo"). In accordance with the requirements of UK company law, Diageo has included in its 2021 Annual Report and Accounts on page 7 a statement as to how the Directors of Diageo have had regard to the matters set out in Section 172 of the Companies Act 2006. The company's principal activity is to raise external funds through debt capital markets in order to finance other companies in the group, and therefore in making their decisions, the Directors consider the interests of the holders of the company's listed debt securities as well as the needs of the group.

In order to ensure consistency in how the group operates with regard to its wider stakeholders, the group has adopted an internal Code of Business Conduct alongside a comprehensive framework of global policies and standards that are designed to ensure, amongst other things, that all companies throughout the group, including the company, have regard to its wider stakeholders in a consistent manner.

The company has therefore had regard to the matters set out in Section 172 of the Act in a manner that is consistent with the approach adopted by Diageo, while at the same time ensuring the Directors of the company are fulfilling their duties.

Main activities of the Board

The activities of the Board during the year include:

- Approval of registration statements with the US Securities and Exchange Commission with respect to its listed debt securities;
- Approval of the financial statements for the financial year ended 30 June 2020 and half year to 31 December 2020; and
- Approval of change of the company's registered office.

On behalf of the Board



J M C Edmunds

Director

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27 October 2021