

Delisting of Diageo plc shares from Euronext Paris: Shareholder Frequently Asked Questions

An unofficial French translation of these FAQs is available on Diageo's website. In the event of any discrepancy between the English and French versions of these FAQs, the English version shall prevail.

On 13 April 2023, Diageo announced that it intended to submit an application for the delisting from Euronext Paris. On 25 April 2023, Diageo announced that the Board of Directors of Euronext Paris had approved the delisting. These FAQs have been updated to reflect the intended timetable for the delisting of Diageo shares from Euronext Paris (as set out in the announcement made on 25 April 2023).

Shareholder information

For more information on the delisting of Diageo plc shares from Euronext Paris and your options as a shareholder, you should contact your usual financial intermediary.

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No action taken

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Summary of shareholder options, considerations and potential French tax implications

Shareholders should read the whole of these FAQs, however the following table summarises the options available to and certain commercial and tax considerations for shareholders.

Options	Considerations	Potential tax implications for French resident shareholders
Keep your shares	<ul style="list-style-type: none">Shareholders should provide instructions to their financial intermediary that they would like to keep their shares	<ul style="list-style-type: none">There should be no French tax implications resulting from the transfer of the shares to the London Stock ExchangeUpon future sale of shares: recognition of capital gain or loss and, subject to potential exceptions, resulting taxation
Sell your shares on Euronext Paris using your financial intermediary	<ul style="list-style-type: none">Sale must be executed on or before 25 May 2023Transaction costs borne by <u>shareholder</u>Shareholder has more control over sales process	<ul style="list-style-type: none">Recognition of capital gain or loss on sale, and, subject to potential exceptions, resulting taxation
Sell your shares on the London Stock Exchange using the Voluntary Sales Facility	<ul style="list-style-type: none">Participation must be communicated to Uptevia (via shareholders' financial intermediaries) on or before 16 May 2023Transaction costs borne by DiageoShareholder receives average price of all of the shares sold using the voluntary sales facility (sales to begin on 22 May 2023)	<ul style="list-style-type: none">Recognition of capital gain or loss on sale, and, subject to potential exceptions, resulting taxation

1. WHAT IS THE DELISTING?

“Delisting” refers to the removal of traded shares of a listed company from a stock exchange. On 13 April 2023, Diageo announced that it intended to submit applications for delisting from each of Euronext Paris and Euronext Dublin. This will mean that, if the delistings occur, Diageo’s shares will no longer be traded on Euronext Paris and Euronext Dublin.

2. WHAT IS THE RATIONALE OF THE DELISTING?

On 13 April 2023, Diageo announced that following a review of the trading volumes, costs and administrative requirements related to its Euronext Paris and Euronext Dublin listings it intended to submit applications for the delisting from each of Euronext Paris and Euronext Dublin. On 25 May 2023, Diageo announced that it would proceed with the delisting from Euronext Paris following the approval of the Board of Directors of Euronext Paris S.A.

Following the delisting from Euronext Paris Diageo's shares will remain listed on the London Stock Exchange ("**LSE**") under the symbol "DGE" and on the New York Stock Exchange ("**NYSE**") under the symbol "DEO".

3. WHAT ARE THE IMPLICATIONS OF THE DELISTING?

As from the delisting date, which is expected to occur on 26 May 2023, Diageo shares will no longer be traded on Euronext Paris and the shares currently traded on Euronext Paris will be transferred to the LSE. Diageo shares will remain listed on: (i) the LSE under the symbol "DGE", where all trades are executed and settled in Sterling; and (ii) NYSE under the symbol "DEO" where all trades are executed and settled in US Dollars. The delisting from Euronext Paris will have no impact on Diageo's day-to-day operations in France.

4. WHAT ARE MY OPTIONS IN THE CONTEXT OF THE DELISTING?

As a holder of Diageo shares traded on Euronext Paris ("**Diageo Euronext Paris Shares**"), you have the following options:

- not participate in the voluntary sales facility and keep all of your Diageo Euronext Paris Shares, which will be transferred to the LSE following the delisting date and which you will be able to trade on the LSE thereafter, subject to the terms applied by your financial intermediary and your custody arrangements;
- not participate in the voluntary sales facility and sell some or all of your shares on Euronext Paris through your financial intermediary in the usual way until and including the last trading date prior to the delisting date (25 May 2023) and thereafter trade any remaining shares on the LSE, subject to the terms applied by your financial intermediary and your custody arrangements; or
- participate in the voluntary sales facility to sell some or all of your Diageo Euronext Paris Shares on the LSE, in accordance with the rules of Euronext Paris and the terms and conditions of the voluntary sale facility and thereafter trade any remaining shares on the LSE, subject to the terms applied by your financial intermediary and your custody arrangements.

5. AM I REQUIRED TO SELL MY SHARES?

No. If you want to remain invested in Diageo, you should not participate in the voluntary sales facility. Following the delisting from Euronext Paris, if you do not sell your shares you will still have the opportunity to trade your Diageo shares on the LSE, subject to the terms applied by your financial intermediary and your custody arrangements.

6. WHAT HAPPENS IF I DECIDE NOT TO SELL MY SHARES?

Shareholders may decide not to participate in the voluntary sales facility, in which case no guarantee can be given to them on the terms that would be applied by their financial intermediary after the delisting. What happens to your shares will depend on your existing custody arrangements.

Shareholders are encouraged to consult with their financial intermediary to confirm how their shares will be transferred to the LSE.

7. IF I DECIDE NOT TO SELL MY SHARES, HOW DO I TRANSFER OR SELL SHARES ON DIAGEO'S UK REGISTER MANAGED BY LINK?

Following the subsequent transfer of any shares to the LSE, shareholders who hold shares through a nominee account should liaise with their own London broker/nominee to perform any trades on the LSE.

Alternatively, shareholders who hold any transferred shares directly should follow the process set out on Diageo's shareholder centre website: <https://www.diageo.com/en/investors/shareholder-centre/ordinary-shares>

Shareholders are encouraged to consult with their financial intermediary to confirm how their shares will be held following their transfer to the LSE.

8. ARE THERE ANY TAX CONSEQUENCES IF I DECIDE NOT TO SELL MY SHARES?

If you do not participate in the voluntary sales facility, your shares will be transferred following the delisting to the UK register of Diageo maintained by Link. This transfer is not in principle a taxable event for French tax purposes.

9. WILL I CONTINUE TO RECEIVE DIVIDENDS?

Dividends, if paid, will be received in accordance with a shareholder's custody arrangements.

10. WHAT IS THE PURPOSE OF THE VOLUNTARY SALES FACILITY?

The voluntary sales facility provides an additional option for the sale of shares of Diageo on the LSE prior to the delisting from Euronext Paris.

According to the Euronext Rules applicable to the Euronext Paris regulated market, each issuer that applies to delist its equity securities from Euronext Paris but that intends to remain listed on another regulated market or on a third country market with equivalent characteristics must first implement an orderly withdrawal procedure under which shareholders are offered the option to sell their securities at no expense on the most liquid market where the issuer's shares are, or will remain, listed. This procedure is carried out by way of a voluntary sales facility through which existing shareholders may, but are not obliged to, tender their shares in order to have them sold.

The voluntary sales facility is therefore offered to shareholders who, as a result of the delisting, wish to sell their Diageo Euronext Paris Shares. Any shareholder who intends to remain invested in Diageo shares should not tender their shares pursuant to the voluntary sales facility.

11. WHAT HAPPENS IF I SELL MY SHARES IN THE VOLUNTARY SALES FACILITY?

Diageo Euronext Paris Shares delivered to Uptevia will be sold on the LSE from 22 May 2023 by Uptevia's nominated LSE broker at the market price prevailing at the time of sale. Uptevia, with the assistance of its nominated LSE broker, will calculate the average sale price of Diageo Euronext Paris Shares sold pursuant to the voluntary sales facility and will transfer the sale proceeds (which will be converted into Euros from Sterling by Uptevia) to the participating shareholders' financial intermediaries once Uptevia receives the funds from its nominated LSE broker.

Please note that no guarantee can be given by Diageo or by Uptevia as to the timing or price at which the Diageo Euronext Paris Shares tendered pursuant to the voluntary sales facility will actually be sold on the LSE.

Shareholders participating in the voluntary sales facility are reminded that they acknowledge and accept the risks related to the potential changes in the Diageo share market price and/or applicable foreign exchange rates between the time when their Euronext Paris Diageo Shares are delivered to Uptevia for participation in the voluntary sales facility and the receipt of the applicable average sale proceeds.

12. IF I ELECT TO PARTICIPATE IN THE VOLUNTARY SALES FACILITY, CAN I REVOKE MY ACCEPTANCE?

No. All tenders of Diageo Euronext Paris Shares under the voluntary sales facility will be irrevocable.

13. ARE THERE ANY COMMISSION/CHARGES INCURRED BY PARTICIPATING IN THE VOLUNTARY SALES FACILITY?

Diageo will pay the centralisation and brokerage fees and any applicable foreign exchange commission in connection with the sale on the LSE of Diageo Euronext Paris Shares tendered pursuant to the voluntary sales facility.

Please refer to questions 18 and 19 for potential tax implications.

14. WHAT ARE THE KEY DATES FOR THE VOLUNTARY SALES FACILITY?

If a holder of Diageo Euronext Paris Shares wants to participate in the voluntary sales facility, their financial intermediary will need to deliver their Diageo Euronext Paris Shares to Uptevia during the participation window (being from 2 May to 16 May 2023 (inclusive)).

Any instruction to tender shares to the voluntary sales facility is irrevocable and will have to be transmitted to the shareholder's financial intermediary prior to the deadline provided in the notice that each shareholder will receive from its financial intermediary.

The indicative key dates are as follows:

Voluntary sales facility participation window opens: 2 May 2023

Voluntary sales facility participation window closes: 16 May 2023

End of centralisation by Uptevia: 22 May 2023

Sale on the LSE of the Diageo Euronext Paris Shares tendered pursuant to the voluntary sales facility: From 22 May 2023

Last day of trading of Diageo Euronext Paris Shares on Euronext Paris: 25 May 2023

Delisting of Diageo Euronext Paris Shares from Euronext Paris: 26 May 2023

Settlement of the average sale proceeds of the voluntary sales facility to the relevant financial intermediaries: as soon as possible after receipt by Uptevia of the proceeds of the voluntary sales facility

15. WHAT ARE THE PROCEDURES AND DOCUMENTS REQUIRED FOR PARTICIPATING IN THE VOLUNTARY SALES FACILITY?

Shareholders who wish to sell their Diageo Euronext Paris Shares on the LSE through the voluntary sales facility must request that their financial intermediaries deliver their Diageo Euronext Paris Shares to Uptevia, acting as centralising agent, during the participation window (being from 2 May 2023 to 16 May 2023 (inclusive)).

Diageo Euronext Paris Shares delivered to Uptevia will be sold by Uptevia on the LSE from 22 May 2023 by its nominated LSE broker at the market price prevailing at the time of sale.

Uptevia will calculate the average sale price of Diageo Euronext Paris Shares sold pursuant to the voluntary sales facility and will transfer the sale proceeds (which will be converted into Euros from Sterling by Uptevia) to the participating shareholders' financial intermediaries once it receives the funds from its nominated LSE broker.

Please note that no guarantee can be given by Diageo or by Uptevia as to the timing or price at which the Diageo Euronext Paris Shares tendered pursuant to the voluntary sales facility will be sold on the LSE.

Shareholders who participate in the voluntary sales facility are reminded that by participating they acknowledge and accept the risks related to the potential changes in the Diageo share market price and/or applicable foreign exchange rates between the time when their Diageo Euronext Paris Shares are delivered to Uptevia for participation in the voluntary sales facility and the receipt of the applicable average sale proceeds.

Diageo will pay the centralisation and brokerage fees and any applicable foreign exchange commission in connection with the sale on the LSE of Diageo Euronext Paris Shares tendered pursuant to the voluntary sales facility.

All shareholders whose shares are currently traded on Euronext Paris and who hold their shares via Euroclear France have the option to participate in the voluntary sales facility, subject to applicable law and regulations.

16. AT WHAT PRICE WILL THE SHARES BE SOLD?

Following the end of the voluntary sales facility participation period, all shares tendered will be sold in one or more instalments on the LSE starting on 22 May 2023.

All costs directly related to sales through the voluntary sales facility will be borne by Diageo. Proceeds of the sale will be converted to Euros and delivered, once all shares have been sold, to each participating shareholder's financial intermediary, on the basis of the average sale price per share. As a result, all shareholders tendering Diageo Euronext Paris Shares to the voluntary sales facility will receive proceeds calculated on this average sale price per share, multiplied by the number of shares tendered and sold.

Please note that no guarantee can be given by Diageo or by Uptevia as to the timing or price at which the Diageo Euronext Paris Shares tendered pursuant to the voluntary sales facility will be sold on the LSE.

Shareholders participating in the voluntary sales facility are reminded that they acknowledge and accept the risks related to the potential changes in the Diageo share market price and/or applicable foreign exchange rates between the time when their Diageo Euronext Paris Shares are delivered to Uptevia for participation in the voluntary sales facility and the receipt of the applicable average sale proceeds.

17. WHERE CAN I FIND MORE INFORMATION ABOUT THE VOLUNTARY SALES FACILITY?

All the details regarding the implementation of the delisting of the Diageo Euronext Paris Shares from Euronext Paris and the voluntary sales facility are included in the press release dated 25 April 2023 that is available on Diageo's website, as well as in the Euronext notice dated 25 April 2023.

For more information on the delisting of Diageo plc shares from Euronext Paris and your options as a shareholder, you should contact your usual financial intermediary.

18. FRENCH TAX CONSIDERATIONS: IF YOU ARE A FRENCH RESIDENT INDIVIDUAL

The below tax information is general and indicative. It does not constitute tax advice. Shareholders are invited to contact a tax advisor to determine the tax regime applicable to their personal situation. The sale of shares under the voluntary sales facility is in principle taxable under the capital gains regime on the sale of securities.

Capital gains are taxable, by default, to income tax at the flat rate of 12.8%, without deduction or allowance for holding period or, under election at the progressive individual income tax scale, and the exceptional contribution on high incomes (3% or 4%), if applicable.

If you opt for the application of the progressive individual income tax scale (election to be formalized in your income tax return), the allowance for the holding period may be applied to the capital gain on the sale of shares acquired before January 1, 2018.

Realised capital gains are also subject to social contributions at the overall rate of 17.2% (including 6.8% of CSG deductible exclusively for gains taxed at the progressive scale of income tax).

19. FRENCH TAX CONSIDERATIONS: IF YOU ARE A NON-FRENCH RESIDENT INDIVIDUAL

The below tax information is general and indicative. It does not constitute tax advice. Shareholders are invited to contact a tax advisor to determine the tax regime applicable to their personal situation.

Capital gains realised by a non-French resident for tax purposes on the sale of listed securities in a non-French company (not considered as a land-rich entity for French tax purposes) are in principle exempt from taxation in France.

The tendering of shares to the voluntary sale facility is subject to compliance with the regulations and reporting obligations in your country of tax residence.