

DIAGEO CAPITAL PLC
Form FWP
April 25, 2013

Free Writing Prospectus dated April 24, 2013

Filed Pursuant to Rule 433(d)
Registration Statement No. 333 179426
April 24, 2013

Diageo Capital plc

U.S.\$750,000,000 0.625% Notes due 2016

Guaranteed as to the payment of Principal and Interest by

Diageo plc

Final Term Sheet

| | |
|---|--|
| Issuer: | Diageo Capital plc |
| Guarantor: | Diageo plc |
| Security: | 0.625% Notes due 2016 |
| Format: | SEC Registered |
| Principal Amount: | U.S.\$750,000,000 |
| Net Proceeds (after underwriting discount before expenses): | U.S.\$747,120,000 |
| Minimum Denomination: | U.S.\$1,000 |
| Day Count: | 30/360 |
| Reoffer Price: | 99.816% |
| Reoffer Yield: | 0.687% |
| Coupon: | 0.625% |
| Underlying Treasury: | 0.250% due April 2016 |
| Treasury Price / Yield: | 99-23 ³ / ₄ / 0.337% |
| Spread: | 0.350% |
| Settlement Date: | April 29, 2013 (T+3) |
| Maturity Date: | April 29, 2016 |
| Interest Payment Dates: | April 29 and October 29 of each year, commencing on October 29, 2013 |
| Business Days: | New York / London |
| Optional Redemption: | The greater of 100% of principal amount or present value at a discount rate of Treasury plus 5 bps |
| Use of Proceeds: | General corporate purposes, including the repayment of maturing long-term debt and outstanding commercial paper |
| Joint Bookrunners: | Barclays Capital Inc. Goldman, Sachs & Co. J.P. Morgan Securities LLC Merrill Lynch, Pierce, Fenner & Smith Incorporated Santander Investment Securities Inc. |

Edgar Filing: DIAGEO CAPITAL PLC - Form FWP

Standard Chartered Bank

Expected Rating:

Expected Listing:

CUSIP:

ISIN:

UBS Securities LLC

Moody s: A3 / S&P: A- / Fitch: A-

NYSE (expected within 30 days after Settlement Date)

25243Y AS8

US25243YAS81

Diageo Capital plc

U.S.\$650,000,000 1.125% Notes due 2018

Guaranteed as to the payment of Principal and Interest by

Diageo plc

Final Term Sheet

| | |
|---|---|
| Issuer: | Diageo Capital plc |
| Guarantor: | Diageo plc |
| Security: | 1.125% Notes due 2018 |
| Format: | SEC Registered |
| Principal Amount: | U.S.\$650,000,000 |
| Net Proceeds (after underwriting discount before expenses): | U.S.\$644,345,000 |
| Minimum Denomination: | U.S.\$1,000 |
| Day Count: | 30/360 |
| Reoffer Price: | 99.430% |
| Reoffer Yield: | 1.243% |
| Coupon: | 1.125% |
| Underlying Treasury: | 0.750% due March 2018 |
| Treasury Price / Yield: | 100-8¾ / 0.693% |
| Spread: | 0.550% |
| Settlement Date: | April 29, 2013 (T+3) |
| Maturity Date: | April 29, 2018 |
| Interest Payment Dates: | April 29 and October 29 of each year, commencing on October 29, 2013 |
| Business Days: | New York / London |
| Optional Redemption: | The greater of 100% of principal amount or present value at a discount rate of Treasury plus 10 bps |
| Use of Proceeds: | General corporate purposes, including the repayment of maturing long-term debt and outstanding commercial paper |
| Joint Bookrunners: | Barclays Capital Inc. Goldman, Sachs & Co. J.P. Morgan Securities LLC Merrill Lynch, Pierce, Fenner & Smith Incorporated Santander Investment Securities Inc. Standard Chartered Bank UBS Securities LLC |
| Expected Rating: | Moody s: A3 / S&P: A- / Fitch: A- |
| Expected Listing: | NYSE (expected within 30 days after Settlement Date) |
| CUSIP: | 25243Y AT6 |

Edgar Filing: DIAGEO CAPITAL PLC - Form FWP

ISIN:

US25243YAT64

Diageo Capital plc

U.S.\$1,350,000,000 2.625% Notes due 2023

Guaranteed as to the payment of Principal and Interest by

Diageo plc

Final Term Sheet

| | |
|---|---|
| Issuer: | Diageo Capital plc |
| Guarantor: | Diageo plc |
| Security: | 2.625% Notes due 2023 |
| Format: | SEC Registered |
| Principal Amount: | U.S.\$1,350,000,000 |
| Net Proceeds (after underwriting discount before expenses): | U.S.\$1,341,292,500 |
| Minimum Denomination: | U.S.\$1,000 |
| Day Count: | 30/360 |
| Reoffer Price: | 99.755% |
| Reoffer Yield: | 2.653% |
| Coupon: | 2.625% |
| Underlying Treasury: | 2.000% due February 2023 |
| Treasury Price / Yield: | 102-21+ / 1.703% |
| Spread: | 0.950% |
| Settlement Date: | April 29, 2013 (T+3) |
| Maturity Date: | April 29, 2023 |
| Interest Payment Dates: | April 29 and October 29 of each year, commencing on October 29, 2013 |
| Business Days: | New York / London |
| Optional Redemption: | Prior to January 29, 2023, the greater of 100% of principal amount or present value at a discount rate of Treasury plus 15 bps |
| Use of Proceeds: | On or after January 29, 2023, 100% of the principal amount General corporate purposes, including the repayment of maturing long-term debt and outstanding commercial paper |
| Joint Bookrunners: | Barclays Capital Inc. Goldman, Sachs & Co. J.P. Morgan Securities LLC Merrill Lynch, Pierce, Fenner & Smith Incorporated Santander Investment Securities Inc. Standard Chartered Bank UBS Securities LLC |
| Expected Rating: | Moody s: A3 / S&P: A- / Fitch: A- |

Edgar Filing: DIAGEO CAPITAL PLC - Form FWP

Expected Listing:

NYSE (expected within 30 days after Settlement Date)

CUSIP:

25243Y AU3

ISIN:

US25243YAU38

Diageo Capital plc

U.S.\$500,000,000 3.875% Notes due 2043

Guaranteed as to the payment of Principal and Interest by

Diageo plc

Final Term Sheet

| | |
|---|---|
| Issuer: | Diageo Capital plc |
| Guarantor: | Diageo plc |
| Security: | 3.875% Notes due 2043 |
| Format: | SEC Registered |
| Principal Amount: | U.S.\$500,000,000 |
| Net Proceeds (after underwriting discount before expenses): | U.S.\$488,915,000 |
| Minimum Denomination: | U.S.\$1,000 |
| Day Count: | 30/360 |
| Reoffer Price: | 98.533% |
| Reoffer Yield: | 3.959% |
| Coupon: | 3.875% |
| Underlying Treasury: | 2.750% due November 2042 |
| Treasury Price / Yield: | 96-27+ / 2.909% |
| Spread: | 1.050% |
| Settlement Date: | April 29, 2013 (T+3) |
| Maturity Date: | April 29, 2043 |
| Interest Payment Dates: | April 29 and October 29 of each year, commencing on October 29, 2013 |
| Business Days: | New York / London |
| Optional Redemption: | Prior to October 29, 2042, the greater of 100% of principal amount or present value at a discount rate of Treasury plus 15 bps |
| Use of Proceeds: | On or after October 29, 2042, 100% of the principal amount General corporate purposes, including the repayment of maturing long-term debt and outstanding commercial paper |
| Joint Bookrunners: | Barclays Capital Inc. Goldman, Sachs & Co. J.P. Morgan Securities LLC Merrill Lynch, Pierce, Fenner & Smith Incorporated Santander Investment Securities Inc. Standard Chartered Bank UBS Securities LLC |
| Expected Rating: | Moody s: A3 / S&P: A- / Fitch: A- |

Edgar Filing: DIAGEO CAPITAL PLC - Form FWP

Expected Listing:

NYSE (expected within 30 days after Settlement Date)

CUSIP:

25243Y AV1

ISIN:

US25243YAV11

Edgar Filing: DIAGEO CAPITAL PLC - Form FWP

This document includes disclosure about Diageo's debt rating. A security rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time by the assigning rating organisation. Each rating should be evaluated independently of any other rating.

Diageo has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents Diageo has filed with the SEC for more complete information about Diageo and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov.

Alternatively, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Barclays Capital Inc. at 1-888-603-5847, Goldman, Sachs & Co. at 1-866-471-2526, J.P. Morgan Securities LLC collect at 1-212-834-4533, Merrill Lynch, Pierce, Fenner & Smith Incorporated toll-free at 1-800-294-1322, Santander Investment Securities Inc. at 1-212-407-0995, or UBS Securities LLC toll-free at 1-877-827-6444, ext. 561 3884.