

THE COMPANIES ACT 2006  
PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION  
OF  
Charles Tanqueray & Company Limited

On 25 March 2010 the following special resolution was duly passed as a written resolution of the Company pursuant to section 288 of the Companies Act 2006

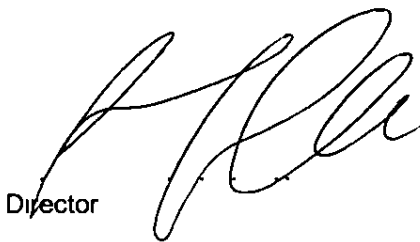
**Special Resolution**

That the share capital of the Company be reduced such that following the completion of the reduction of share capital, the authorised and issued share capital of the Company would be comprise of 100 Ordinary Shares of £1 each

- (a) by the cancellation of 225,000,000 of the Ordinary Shares of £1 each in issue at the date of this resolution and registered in the name of the sole member of the Company
- (b) That upon the reduction above taking effect the Statement of the Authorised Share Capital now in the Articles of Association of the Company be altered so as to state

"5 The share capital of the Company is £100 divided into 100 Ordinary Shares of £1 each "

Director



THE COMPANIES ACT 2006  
PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION  
OF  
Charles Tanqueray & Company Limited

Pursuant to section 288 of the Companies Act 2006 (CA 2006) the undersigned, being the sole eligible member (as defined by section 289 CA 2006) of the Company for this purpose, signifies its agreement to and passes the following written resolution as a special resolution of the Company

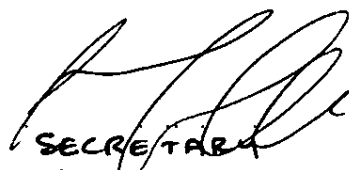
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"5 The share capital of the Company is £100 divided into 100 Ordinary Shares of £1 each "

Signature



SECRETARY

duly authorised for and on behalf of

**Diageo Plc**

Date **25 - 3 - 2010**