

Company No. 376107

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS**  
**OF**  
**DIAGEO SUB 3 LIMITED**

Pursuant to section 288 of the Companies Act 2006 (**CA 2006**) we, being the sole eligible member (as defined by section 289 CA 2006) of the Company for this purpose, signify our agreement to and pass the following written resolutions as special resolutions of the Company

**SPECIAL RESOLUTIONS**

- 1 That the authority given to the board of directors of the Company to redeem the issued redeemable preference shares of £1 00 each in the Company pursuant to a written shareholder resolution dated 5 May 2010 be revoked
- 2 That
  - (a) all rights to dividends accrued and/or declared and which are unpaid in relation to the redeemable preference shares of £1 00 each in the Company (the **Shares**) prior to the date hereof in favour of the Company's sole shareholder are waived in full,
  - (b) all rights attaching to the class of the Shares be converted so as to have the same rights as attach to the existing class of ordinary shares of the Company so that all shares of the Company (including the Shares) shall be one class of ordinary shares of £1 00 each, and
  - (c) the class of the Shares shall be redesignated as ordinary shares of the Company
- 3 That, subject to the passing of resolution 2, above, the statement of authorised share capital in the Company's articles of association shall be amended to read
  - (a) "The share capital of the Company is £18,953,884 divided into 18,953,884 ordinary shares of £1 each"

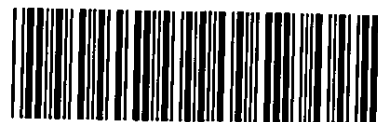
Signature

Name

For and on behalf of **Grand Metropolitan Limited**

Date: **26.5.2010**

THURSDAY



LD6      \*LNZ8RKC2\*      247  
27/05/2010  
COMPANIES HOUSE

## **EXPLANATORY STATEMENT**

(This explanatory statement is not part of any proposed written resolution )

- 1 This document is proposed by the board of directors of the Company
- 2 This document is sent to the sole eligible member on **26** May 2010 (the **Circulation Date**)
- 3 If you wish to signify agreement to this document, please follow the procedure below
  - (a) you (or someone acting on your behalf) must sign, print your name beneath your signature (if it is not already printed) and date this document
  - (b) if someone else is signing this document on your behalf under a power of attorney or other authority, please send a certified copy of the relevant power of attorney or authority when returning this document
  - (c) please return the document to the Company or hand it to the company secretary or any director in person or send a copy by email to such persons
- 4 Please note that it is not possible to withdraw your consent once this document, signed by you or on your behalf, has been duly received
- 5 To be valid, this document must be received no later than the end of the period of 28 days beginning on the Circulation Date, otherwise it will lapse