

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

**OF**

**JOHN DEWAR & SONS LIMITED**

**(registered no. 00613551)**

WEDNESDAY



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29/04/2009

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COMPANIES HOUSE

The following written resolutions were duly passed, number 1 and number 3 as ordinary resolutions and number 2 as a special resolution on **22<sup>nd</sup> April 2009**:

**1. AUTHORISATION OF CONFLICTS OF INTEREST**

“That pursuant to paragraph 47(3) of Schedule 4 to The Companies Act 2006 (Commencement No. 5, Transitional Provisions and Savings) Order 2007, the directors of the Company may in accordance with section 175(5)(a) of the Companies Act 2006 authorise any matter in which a director has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company (and for this purpose a conflict of interest includes a conflict of interest and duty and a conflict of duties).”

**2. AMENDMENT TO ARTICLES OF ASSOCIATION**

“That the Company’s articles of association be and are hereby amended by adding a new article 19 as follows:

**DIRECTORS’ CONFLICTS OF INTEREST**

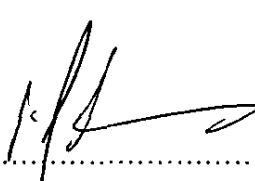
19. (A) Subject to the provisions of the Companies Act 1985 and Companies Act 2006, the directors may authorise any matter which would or might otherwise constitute or give rise to a breach of the duty of a director to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company. Any such authorisation shall be subject to such conditions or limitations as the directors may determine, whether at the time such authorisation is given or subsequently, and may be terminated by the directors at any time. Neither the director in question nor any other interested director shall vote on (or, if he does vote, his vote shall not be counted), or be counted in the quorum at a meeting in relation to, any resolution of the directors concerning any such authorisation.
- (B) Where a director has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company and the matter constituting or giving rise to such conflict or potential conflict has been authorised by the Company or by the directors in accordance with Article 19(A), or is otherwise permitted by this Article 19, subject to the terms on which any authorisation has been given:
- (i) the director in question need not disclose to or use for the benefit of the Company any information relating to the relevant matter which he obtains or has obtained otherwise than as a director and in respect of which he owes a duty of confidentiality to a person other than the Company, provided that this shall in no way derogate from his ongoing duty to act in the way he considers, in

good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole and accordingly to take all reasonable steps to avoid any situation where he might reasonably be expected to come into possession of any such information which concerns any matter or thing that is or may be prejudicial to the interests of the Company;

- (ii) the director in question shall not, unless it is otherwise agreed, be liable to account to the Company for any profit, remuneration or other benefits realised or receivable by him in consequence of the relevant matter and no contract, transaction or arrangement relating thereto shall be liable to be avoided on the grounds of any such conflict of interests;
  - (iii) the director in question need not consider board papers, nor participate in discussion of the directors, relating to the relevant matter;
  - (iv) any director may act in any way authorised by any guidance for dealing with conflicts of interest issued by the directors from time to time.
- (C) For the purpose of this Article 19, a conflict of interests includes a conflict of interest and duty and a conflict of duties.
- (D) Where a director has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company, the duties which the directors owe to the Company shall not be infringed by anything done (or omitted) by the directors, or any of them, in accordance with this Article 19))."

### 3. APPROVAL OF CROSS-DIRECTORSHIPS

"That each director of the Company from time to time, notwithstanding his office, may be a director or other officer of, or employed by, Bacardi UK Limited ("**Bacardi**") and/or any other subsidiary of Bacardi (each a "**Group Company**"), it being recognised that such situations involve or can give rise to directors of the Company having interests that conflict, or possibly may conflict, with the interests of the Company, subject to each such director's ongoing duty to act in the way he considers, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole and provided that each such director shall take all reasonable steps to avoid any situation arising as a result of his role with Bacardi or any Group Company where he might reasonably be expected to come into possession of any information which concerns any matter or thing that is or may be prejudicial to the interests of the Company."



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Company Secretary