

Company No. 1169713

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS**  
**OF**  
**DIAGEO SUB 4 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 share capital of the Company be reduced from £37,055,002, divided into 37,055,002 ordinary shares of £1 each (all such ordinary shares being issued and fully paid) to £2, divided into 2 ordinary shares of £1 each, by cancelling and extinguishing in full £37,055,000 of the existing 37,055,002 issued and fully paid ordinary shares of £1 each and, when the reduction becomes effective, the capital so reduced shall be credited to the Company's distributable reserves
- 2 That, subject to the passing of resolution 1 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 £2 divided into 2 ordinary shares of £1 each"

Signature

Name *P Tunnacliffe*

For and on behalf of **Diageo Sub 3 Limited**

Date. *27 MAY 2010*



## 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 <sup>27<sup>th</sup></sup> 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

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**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS**  
**OF**  
**DIAGEO SUB 4 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 Company's memorandum of association be amended by the deletion of the existing paragraph 3(q) in its entirety and the insertion of the following  
  
"3(q) To distribute among the members of the Company in kind any property of the Company and, in particular, any shares, debentures or securities of other companies belonging to this Company or of which this Company may have the power of disposing "
- 2 That, subject to resolution 1 above being passed and subject to the reduction and cancellation of 37,055,000 ordinary shares of £1 each in the capital of the Company (which was approved on the date hereof) taking effect, the dividend in specie recommended by the directors on 27 MAY 2010 being a dividend in specie of £30,671,998 of the inter-company receivable due to the Company from Grand Metropolitan Limited be approved and declared to the sole shareholder of the Company and the directors of the Company be authorised to take all such actions and execute such documents, instruments and deeds as may be required to effect such dividend

Signature

Name P TUNNACLIFFE

For and on behalf of **Diageo Sub 3 Limited**

Date: 27 MAY 2010

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