

Company Number 01934811

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

DIAGEO SPARE COMPANY NO. 1 LIMITED (the "Company")

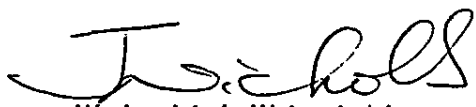
**PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN
ACCORDANCE WITH SECTION 291 OF THE COMPANIES ACT 2006**

ORDINARY RESOLUTIONS

THAT:

- (A) the authorised share capital of the Company be increased from £100 (one hundred pounds) to £10,000,000,000 (ten billion pounds); and
- (B) the Board be hereby generally and unconditionally authorised without prejudice to all subsisting authorities to exercise all powers of the Company to allot relevant securities (within the meaning of Section 80 of the Companies Act 1985) up to an aggregate nominal amount of £9,999,999,998, which authority shall expire on 20 November 2012 (unless previously revoked or varied by the Company in general meeting) save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Board may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

By order of the board:



Director/Secretary

Date 20 November 2007

THURSDAY



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03/01/2008

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COMPANIES HOUSE


**INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) OF THE
COMPANIES ACT 2006**

- 1 Eligible members are the members who would have been entitled to vote on the resolutions on the circulation date of the written resolutions.
2. The circulation date of the written resolutions is 20 November 2007 (the **"Circulation Date"**)
- 3 The procedure for signifying agreement by eligible members to written resolutions is as follows.
 - (A) A member signifies his agreement to proposed written resolutions when the Company receives from him (or someone acting on his behalf) an authenticated document –
 - (i) identifying the resolutions to which it relates, and
 - (ii) indicating his agreement to the resolutions
 - (B) The document must be sent to the Company in hard copy form or in electronic form
 - (C) A member's agreement to written resolutions, once signified, may not be revoked.
 - (D) Written resolutions are passed when the required majority of eligible members have signified their agreement to them
- 4 The period for agreeing to the written resolutions is the period of 28 days beginning with the Circulation Date (see Section 297 Companies Act 2006).

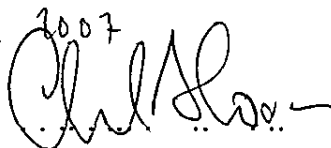
AGREEMENT BY ELIGIBLE MEMBERS TO WRITTEN RESOLUTION

We, being together all the eligible members of the Company.

1. confirm that we have received a copy of the above written resolutions in accordance with section 291 of the Companies Act 2006, and
2. hereby resolve and agree that the above resolutions are passed as written resolutions pursuant to Section 288 of the Companies Act 2006 and that such resolutions shall take effect as ordinary resolutions

Signature 

For and on behalf of **Diageo Great Britain Limited**

Date 20 11 2007
Signature 

For and on behalf of **William Hucks and Company, Limited**

Date: 20 11 2007

