

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
OF
Bodiam House Investments 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

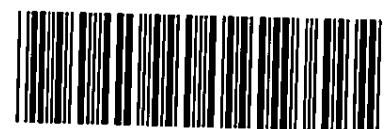
That the share capital of the Company be reduced such that following the completion of the reduction of share capital, the authorised and issued share capital of the Company would be comprise of 2 Ordinary Shares of £1 each

- (a) by the cancellation of 380,764,918 of the Unclassified 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) by the cancellation at the time that reduction in paragraph (a) of this resolution takes effect of the 80 Ordinary Shares of £1 each unissued at the date of this resolution, and
- (c) 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 £2 divided into 2 Ordinary Shares of £1 each "

Director 

FRIDAY



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"LQUIDIM4"
26/03/2010
COMPANIES HOUSE

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THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
OF
Bodiam House Investments 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

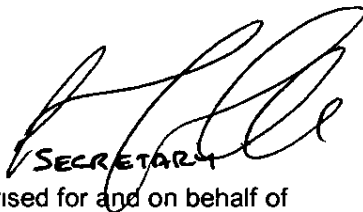
Special Resolution

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 2 Ordinary Shares of £1 each

- (a) by the cancellation of 380,764,918 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) by the cancellation at the time that reduction in paragraph (a) of this resolution takes effect of the 80 Ordinary Shares of £1 each unissued at the date of this resolution, and
- (c) 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 £2 divided into 2 Ordinary Shares of £1 each"

Signature


SECRETARY

duly authorised for and on behalf of
Diageo Plc

Date **25 - 3 - 2010**