

THE COMPANIES ACT 2006  
PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION  
OF  
**Diageo Finance (Netherlands) 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 comprise of 2 Ordinary Shares of £1 each:

- (a) by the cancellation of 999,998 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 and repayment of the sum of £1 paid up or credited as paid upon each share so cancelled to the holder thereof; and
- (b) by the cancellation at the time that reduction in paragraph (a) of this resolution takes effect of the 9,000,000 Ordinary Shares of £1 each unissued at the date of this resolution; and
- (c) that upon the reductions in (a) and (b) taking effect the Memorandum of Association of the Company be consequently so that clause 5 thereof shall state:

"5 The share capital of the Company is £2 divided into 2 Ordinary Shares of £1 each."

Signature: 

duly authorised for and on behalf of

**Grand Metropolitan International Holdings Limited**

Date: 15 December 2008

TUESDAY



LD1 16/12/2008 150  
COMPANIES HOUSE

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OF  
**Diageo Finance (Netherlands) Investments Limited**

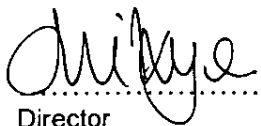
On 15 December 2008 the following special resolution was duly passed as a written resolution of the Company pursuant to section 288 of the Companies Act 2006:

**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 comprise 2 Ordinary Shares of £1 each:

- (a) by the cancellation of 999,998 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 and repayment of the sum of £1 paid up or credited as paid upon each share so cancelled to the holder thereof; and
- (b) by the cancellation at the time that reduction in paragraph (a) of this resolution takes effect of the 9,000,000 Ordinary Shares of £1 each unissued at the date of this resolution; and
- (c) that upon the reductions in (a) and (b) taking effect the Memorandum of Association of the Company be consequently so that clause 5 thereof shall state:

"5 The share capital of the Company is £2 divided into 2 Ordinary Shares of £1 each."

  
.....  
Director