

Company Number: 3341331

A PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

Diageo Overseas Holdings Limited (the "Company")

**MEMBER'S WRITTEN RESOLUTION PROPOSED BY THE BOARD OF DIRECTORS
OF THE COMPANY IN ACCORDANCE WITH SECTION 291 OF THE COMPANIES
ACT 2006**

SPECIAL RESOLUTION

THAT the share premium account of the Company as at the date on which this resolution is passed be reduced by £150,000,000.

By order of the board:



Secretary

Date: 16 June 2017



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 resolution on the circulation date of the written resolution.
2. The circulation date of the written resolution is 16 June 2017 (the "**Circulation Date**")
3. The procedure for signifying agreement by an eligible members to a written resolution is as follows:
 - (A) A member signifies his agreement to a proposed written resolution when the company receives from him (or someone acting on his behalf) an authenticated document –
 - (i) identifying the resolution to which it relates, and
 - (ii) indicating his agreement to the resolution.
 - (B) The document must be sent to the company in hard copy form or in electronic form.
 - (C) A member's agreement to a written resolution, once signified, may not be revoked.
 - (D) A written resolution is passed when the required majority of eligible members have signified their agreement to it.
4. Generally the period for agreeing to a written resolution before it lapses is the period of 28 days beginning with the Circulation Date (see section 297 Companies Act 2006). However, eligible members should signify their agreement to the written resolution within 15 days of the Circulation Date. This is because additional stricter rules apply to a written resolution for reducing share capital. Such a resolution will not be effective unless it is supported by a solvency statement made not more than 15 days before the date on which the resolution is agreed to (see sections 641(1)(a) and 642(1)(a) 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 resolution in accordance with section 291 of the Companies Act 2006; and
2. hereby resolve and agree that the above resolution is passed as a written resolution pursuant to Section 288 of the Companies Act 2006 and that such resolution shall take effect as a special resolution.

For and on behalf of
Diageo Inc

Gratul Bisw

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Date:

For and on behalf of
Diageo Investment Holdings Limited

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Date:

AGREEMENT BY ELIGIBLE MEMBERS TO WRITTEN RESOLUTION

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

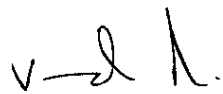
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For and on behalf of
Diageo Inc

.....

Date:

For and on behalf of
Diageo Investment Holdings Limited


.....

Date: