

Company No 03771147

**THE COMPANIES ACT 2006**

**COMPANY LIMITED BY SHARES**

**RESOLUTIONS**

**-of-**

**ALLIED DOMECQ LIMITED**

In accordance with Part 13 Ch 2 Companies Act 2006, the following resolutions were passed as written resolutions on 30 May 2012

**SPECIAL RESOLUTION**

- 1 "That the articles of association attached to these written resolutions be adopted as new articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company "

**ORDINARY RESOLUTIONS**

- 2 "That the directors be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ("**Relevant Securities**") up to an aggregate nominal amount of £3,236,466,620 28 for a period expiring (unless previously revoked, varied or renewed) five years after the date on which this resolution is passed but the Company may, before such expiry, make an offer or agreement which would or might require Relevant Securities to be allotted after this authority expires and the directors may allot Relevant Securities in pursuance of such offer or agreement as if this authority had not expired "
- 3 "That the sum of £3,236,466,620 28 being the aggregate amount standing to the credit of the Company's share premium account, capital redemption reserve and merger reserve be capitalised and that accordingly the directors be and are hereby authorised to appropriate such sum to the sole shareholder of the Company and to apply such sum on its behalf in paying up in full 8,673,730,542,350 new A ordinary shares of <sup>25</sup>/<sub>670</sub> pence each in the capital of the Company, such shares to be allotted, credited as fully paid, to the sole shareholder of the Company "



Director/~~Company Secretary~~

