

Company number: 03771147

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

ALLIED DOMECQ LIMITED

CIRCULATION DATE. 30 October 2013

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the following resolutions were passed as an Ordinary Resolution (the "Resolution 1") and a Special Resolution (the "Resolution 2")

ORDINARY RESOLUTION

"THAT, the 1,780,018,289,720 A ordinary shares of 25/670pence each in the issued share capital of the Company be consolidated into 664,185,929 A ordinary shares of £1 each, such shares having the rights and restrictions set out in the Company's most up to date articles of association for the time being "

SPECIAL RESOLUTION

Insertion of new article

THAT, subject to the passing of Resolution 1, the Articles of Association of the Company be amended by the insertion of the following new Article as Article 15 14

The payment by the Directors of any unclaimed dividend or other moneys payable on or in respect of a share into a separate account shall not constitute the Company a trustee in respect thereof and any dividend unclaimed after a period of 12 years from the date on which such dividend was declared or became due for payment shall be forfeited and shall revert to the Company

Insertion of replacement article

THAT, subject to the passing of Resolution 1, the Articles of Association of the Company be amended by deleting the current article 2 3 and replacing it with the following new article 2 3

The capital of the Company shall comprise a single class of class A Ordinary Shares of £1 each.



Director/Company Secretary

TUESDAY



A02 12/11/2013 #193
COMPANIES HOUSE