

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
OF
Diageo Venture Limited

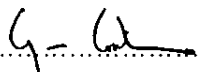
Pursuant to section 288 of the Companies Act 2006 (CA 2006) the undersigned, being the sole eligible member (as defined by section 289 CA 2006) of the Company for this purpose, signifies its agreement to and passes the following written resolution as a special resolution of the Company:

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 by the cancellation of 88,399,999 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

That upon the reduction in (a) taking effect the Statement of the Authorised Share Capital now in the Articles of association be altered so as to state:

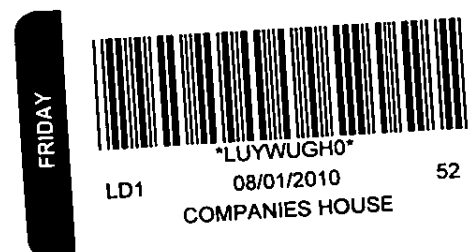
"5 The share capital of the Company is £2 divided into 2 Ordinary Shares of £1 each."

Signature: 

duly authorised for and on behalf of
Diageo Venture Holdings Limited

Date: 7 Jan 2010

Diageo Venture Limited



EXPLANATORY STATEMENT

(This explanatory statement is not part of any proposed written resolution.)

- 1 This document is proposed by the board of Directors of the Company.
- 2 This document is sent to the sole eligible member on 7 January 2010 (the **Circulation Date**).
- 3 "**Eligible member**" is the member who is entitled to vote on the resolution on the Circulation Date.
- 4 If you wish to signify agreement to this document, please follow the procedure below:

you (or someone acting on your behalf) must sign and date this document.

please hand it to the company secretary or to any director in person.
- 5 Please note that it is not possible to withdraw your consent once this document, signed by you or on your behalf, has been duly received.
- 6 To be valid, this document must be received no later than the end of the period of 28 days beginning on the Circulation Date, otherwise it will lapse.

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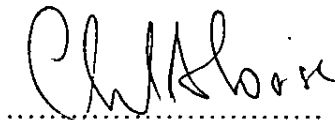
On 7 January 2010 the following special resolution was duly passed as a written resolution of the Company pursuant to section 288 of the Companies Act 2006:

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 by the cancellation of 88,399,999 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

That upon the reduction in (a) taking effect the Statement of the Authorised Share Capital now in the Articles of association be altered so as to state:

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



.....
Director