

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
OF
Diageo Funding Company No 4 Limited

On ^{22nd}~~[DATE]~~ June 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 comprise 2 Ordinary Shares of US\$1 each

- (a) by the cancellation of 917,000,00 of the Ordinary Shares of US\$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 US\$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 33,000,000 Ordinary Shares of US\$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 US\$2 divided into 2 Ordinary Shares of US\$1 each"

Director



WEDNESDAY



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COMPANIES HOUSE