

A PRIVATE UNLIMITED COMPANY

WRITTEN RESOLUTION

OF

THE HOLDER OF THE CLASS A ORDINARY SHARES

OF

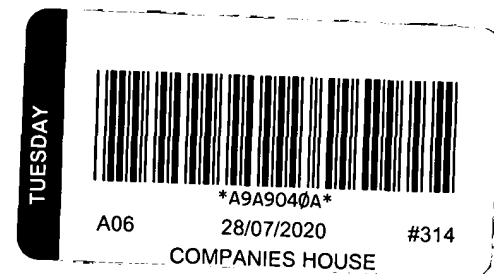
**DIAGEO US HOLDINGS
Company Number: 04245744**

(the "Company")

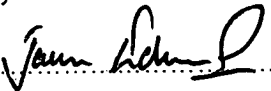
**PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN ACCORDANCE WITH
SECTION 291 OF THE COMPANIES ACT 2006**

SPECIAL RESOLUTION

THAT the entirety of the amount standing to the credit of the share premium account of the Company as at the date on which this resolution is passed (being GBP 2,872,027,012) be cancelled and extinguished, and an equivalent amount be credited to a new reserve.



By order of the board:


.....
Director/Secretary

..... 16 July 2020

Date

INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) COMPANIES ACT 2006

1. The circulation date of the written resolution is 10 July 2020 (the "**Circulation Date**").
2. Eligible members are the members who would have been entitled to vote on the resolution on the Circulation Date of the written resolution.
3. The procedure for signifying agreement by eligible members to a written resolution is as follows:
 - (A) a member signifies his/her/its agreement to a proposed written resolution when the Company receives from him/her/it (or someone acting on his/her/its behalf) an authenticated document:
 - (i) identifying the resolution to which it relates; and
 - (ii) indicating his/her/its 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; and
 - (D) a written resolution is passed when the required majority of eligible members have signified their agreement to it.
4. 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).

AGREEMENT BY ELIGIBLE MEMBER TO WRITTEN RESOLUTION

We, being the sole holder of A Shares in 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 be passed as a written resolution pursuant to section 288 of the Companies Act 2006 and that the resolution shall take effect as a special resolution.

Signed *James Gordon*
for and on behalf of **TANQUERAY GORDON AND COMPANY LIMITED**

Date *16 July 2020*