

Company Number: 291848

WRITTEN RESOLUTIONS

OF

GRAND METROPOLITAN PUBLIC LIMITED COMPANY (the "Company")

**PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN ACCORDANCE WITH
SECTION 97 OF THE COMPANIES ACT 2006**

SPECIAL RESOLUTIONS

It is hereby resolved that

- 1 pursuant to the provisions of section 97 of the Companies Act 2006, the Company be hereby re-registered as a private company, and
- 2 the articles of association in the form attached to this resolution be hereby approved and adopted as the Company's articles of association to the exclusion of all existing articles of association thereof

By order of the board



Director

22 February 2010

Date



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

- 1 Eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the written resolution
- 2 The circulation date of the written resolution is 22 February 2010 (the "**Circulation Date**")
- 3 The procedure for signifying agreement by eligible members to a written resolution is as follows
 - (A) A member signifies his agreement to a proposed written resolution when the company receives from him (or someone acting on his behalf) an authenticated document –
 - (i) identifying the resolution to which it relates, and
 - (ii) indicating his 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
 - (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 the written resolution is the period of 28 days beginning with the Circulation Date (see Section 297 Companies Act 2006)

AGREEMENT BY ELIGIBLE MEMBERS TO WRITTEN RESOLUTIONS

We, being together all the eligible members of the Company

- 1 confirm that we have received a copy of the above written resolutions in accordance with section 291 of the Companies Act 2006, and
- 2 hereby resolve and agree that the above resolutions are passed as written resolutions pursuant to Section 288 of the Companies Act 2006 and that such resolutions shall take effect as special resolutions

For and on behalf of
DIAGEO HOLDINGS LIMITED

Date 22 February 2010

PAUL TUNNAcliffe

Date 22 February 2010

A handwritten signature in black ink, appearing to read 'Paul Tunnacliffe', is written over the printed name. The signature is cursive and somewhat stylized.