

Written Resolution

Company No. 313798

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

**OF**

**WINCHESTER HOUSE PROPERTY COMPANY LIMITED**  
**(the "Company")**

**SOLE MEMBER'S WRITTEN RESOLUTIONS PROPOSED BY THE BOARD OF DIRECTORS OF  
THE COMPANY IN ACCORDANCE WITH SECTION 291 OF THE COMPANIES ACT 2006**

We, being the sole member of the Company, who, at the date these resolutions are circulated would have been entitled to vote on such resolutions, declare that the following written resolutions shall have effect as if passed as an ordinary resolution by the Company in general meeting and accordingly resolve

**ORDINARY RESOLUTION**

THAT pursuant to section 551 of the Act, the directors be authorised generally and unconditionally to allot shares of any class in the Company (in the case of those shares in the Company, the nominal value of which is denominated in British Pounds) up to an aggregate nominal amount of GBP 2 provided that this authority, unless renewed, shall expire on the date five years from the date on which this resolution is passed save that the Company may before such expiry make an offer or agreement which would or might require shares in the Company to be allotted after such expiry and the directors may allot shares in the Company in pursuance of such offer or agreement as if the authority conferred hereby had not expired

for and on behalf of  
**Diageo Scotland Limited**

Date 29 June 2015



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

- 1. Winchester House Property Company Limited is a sole member company. The procedure for signifying agreement by the sole eligible member to the written resolutions is as follows:**
  - (A) The sole member signifies its agreement to the proposed written resolutions when the company receives from the member (or someone acting on its behalf) an authenticated document
    - (i) identifying the resolution to which it relates, and
    - (ii) indicating the sole member's agreement to the resolution
  - (B) The document must be sent to the company in hard copy form or in electronic form
  - (C) The sole member's agreement to the written resolutions, once signified, may not be revoked
  - (D) The written resolutions are passed when the sole member has signified its agreement to them
- 2. The period for agreeing to the written resolutions is the period of 28 days beginning 29 June 2015 (see section 297 Companies Act 2006).**