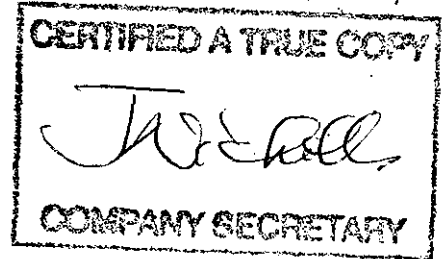


No. 1024205



THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

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# Memorandum

AND

## Articles of Association

Adopted by Special Resolution passed on 23<sup>rd</sup> September, 1977  
and amended by Special Resolutions passed on 25<sup>th</sup> July 1979  
and 25<sup>th</sup> November 2003

OF

## DIAGEO PENSION TRUST LIMITED

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*Incorporated the 15<sup>th</sup> day of September 1971*



EDX  
COMPANIES HOUSE

\*EQA4J001\*

0808

11/203

COAT OF ARMS

CERTIFICATE OF INCORPORATION

No. 1024205

I HEREBY CERTIFY, that GRAND METROPOLITAN PENSION TRUST LIMITED is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is LIMITED.

GIVEN under my hand at London the 15th September, 1971.

F. L. KNIGHT,  
Assistant Registrar of Companies.

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COMPANY LIMITED BY SHARES

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MEMORANDUM OF ASSOCIATION

of

GRAND METROPOLITAN PENSION TRUST  
LIMITED

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1. The name of the Company is "GRAND METROPOLITAN PENSION TRUST LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
  - (1) To undertake and discharge the office of trustee of any superannuation scheme, pension fund, widows' and orphans' schemes, provident or pension scheme or other fund, scheme, trust, club or association and whether contributory or non-contributory now or at any time hereafter established or carried on solely or primarily for the benefit of employees of any person, firm or company, or for the wives, widows, children, dependants or connections of any such employees.
  - (2) To undertake and carry on the office or offices and duties of trustee, executor, administrator, liquidator, receiver, secretary, treasurer, committee, attorney or nominee of or for any person, company, corporation, association, government, state, municipal or other body, politic or corporate.
  - (3) To act and perform and to carry out all duties and to exercise all the powers, authorities and discretions of or incidental to or arising out of all trusteeships for the time being held by or vested in the Company.
  - (4) To accept and undertake any appointment whether as nominee or trustee or as manager of a trust, either gratuitously or upon such terms as may from time to time be laid down or agreed upon.
  - (5) To carry on the trade or business of providing clerical and administrative services.
  - (6) To acquire and hold bonds, debentures, debenture stock, notes, obligations, scrip, shares or stock issued or guaranteed by any company constituted or carrying on business in any part of the world, and funds, loans, obligations or

securities of or issued or guaranteed by any government, state or dominion, public body or authority, supreme, municipal, local or otherwise whether at home or abroad and to effect with any insurance company or insurance office insurance contracts of any kind whatsoever.

- (7) To acquire any such bonds, debentures, debenture stock, funds, loans, notes, obligations or securities, scrip, shares or stock by original subscription, tender, purchase, participation in syndicates, exchange or otherwise, and whether or not fully paid up, and to subscribe for the same either conditionally or otherwise, and to guarantee the subscription thereof, and to exercise and enforce all rights and powers conferred by or incident to the ownership thereof, and to vary and transpose from time to time as may be considered expedient any of the Company's investments for the time being.
- (8) To purchase, take on lease or in exchange, or otherwise acquire, land or buildings and to develop and turn to account the same in any manner and to advance money to or enter into contracts and arrangements of all kinds with builders, tenants and others.
- (9) To acquire and undertake the whole or any part of the business goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on or which can be carried on in conjunction therewith, or which are capable of being conducted directly or indirectly to the benefit of the Company upon such terms and conditions and for such consideration as may be thought fit.
- (10) To improve, manage, cultivate, develop, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (11) To vest any real or personal property, rights or interests acquired by or belonging to the Company in any person or company on behalf or for the benefit of the Company, and with or without any declared trust in favour of the Company.
- (12) To lend and advance money or give credit to such persons, firms or companies on such terms as may seem expedient but not to carry on the business of a registered moneylender.
- (13) To borrow or raise or secure the payment of money for the purposes of the Company on such terms and on such security as may be thought fit.
- (14) To draw, make, accept, endorse, discount, execute and issue any negotiable or transferable instruments.
- (15) To apply for, promote and obtain any Act of Parliament, charters, privileges, concessions, licences or authorisations, of any government, state or municipality, provisional Order or Licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect or for extending any of the Company's powers or for effecting any modification of the Company's constitution, or for any other purpose which

may seem expedient, and to oppose any actions, steps, proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Company or of its members.

- (16) To enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise), or any corporations, companies or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such government, authority, corporation, company or person any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.
- (17) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation and registration of the Company.
- (18) To establish and maintain, or procure the establishment and maintenance of, any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances and emoluments to any persons who are or were at any time in the employment or service of the Company, or any of its predecessors in business, or of any company which is a subsidiary of the Company or with any such subsidiary, or who may be or have been Directors or officers of the Company, or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, clubs or funds, calculated to be for the benefit of, or to advance the interests and well-being of the Company or of any other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
- (19) To procure the Company to be registered or recognised in any dominion, colony or dependency and in any foreign country or place.
- (20) To sell, lease, mortgage, or otherwise dispose of the whole or any part of the property, assets or undertaking of the Company for such consideration as the Company may think fit.
- (21) To distribute among the members of the Company in kind any assets for the time being of the Company, and to stipulate for and obtain for the members, or any of them, any property, rights, privileges, or options.
- (22) To acquire by surrender or otherwise, the whole or any part of the interest of any member of the Company therein.
- (23) To assign to any member or class of members any preferential, special or qualified rights or privileges over, or as compared with,

and as regards voting, and as regards winding-up or otherwise howsoever.

(24) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.

(25) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate, and whether domiciled in the United Kingdom or elsewhere, and the objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall in nowise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and distinct company.

4. The liability of the members is limited.

5. The share capital of the Company is £100, divided into 100 shares of £1 each.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

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NAMES, ADDRESSES AND DESCRIPTION  
OF SUBSCRIBERS

Number of Shares taken  
by each Subscriber

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For and on behalf of GRAND METROPOLITAN HOTELS LTD. , 7/8 Stratford Place, London WIN OAJ. E. H. SHARP, Director	90
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For and on behalf of EXPRESS DAIRY CO. , LTD. , 15/17 Tavistock Place, London W.C.1. DENNIS J. DICKINSON, Director	10
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Total Shares taken	<hr/> 100 <hr/>
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DATED this 19th day of August, 1971.

WITNESS to the above signatures:-

A. G. SHEPHERD,  
5 Links Road,  
West Wickham,  
Kent.

Chartered Secretary.

AT AN EXTRAORDINARY GENERAL MEETING OF GRAND METROPOLITAN PENSION TRUST LIMITED, HELD ON 25TH JULY, 1979,  
IT WAS RESOLVED that the Articles of Association of the Company be amended in the following manner :

1. by inserting in Article 2 the following:

- (a) after the figures "53" in the first line the figures "55, 56"
- (b) after the word "inclusive" in the first line the figures "101"

2. by inserting after Article 15 a new Article to be numbered 16 as follows:

"16. (a) Grand Metropolitan Limited shall have power from time to time and at any time to appoint any Director of the Company as Chairman of the Board of Directors and to remove from office any Chairman howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by a Director of Grand Metropolitan Limited on its behalf and shall take effect upon lodgement at the registered office of the Company. A Chairman so appointed shall not, whilst holding that office, be subject to retirement by rotation or be taken into account in determining the rotation of retirement of Directors, but his appointment shall be automatically determined if he ceases from any cause to be a Director. The Chairman at the date of the passing of this resolution shall be deemed to have been appointed by Grand Metropolitan Limited.

(b) The Directors may from time to time elect from their number and remove a Deputy Chairman and determine the period for which he is to hold office.

(c) The Chairman or in his absence the Deputy Chairman shall preside at all meetings of the Directors but, if no such Chairman or Deputy Chairman be appointed or elected or if at any meeting the Chairman or Deputy Chairman be not present within five minutes after the time appointed for holding the meeting, the Directors present may choose one of their number to be Chairman of the meeting.



(d) The Chairman (if any) or in his absence the Deputy Chairman (if any) or in the absence of both of them some other Director nominated by the Directors shall preside as Chairman at every General Meeting of the Company but, if at any meeting neither of them be present within fifteen minutes after the time appointed for holding the meeting or, if neither of them be willing to act as Chairman, the Directors present shall choose some Director present to be Chairman or, if all the Directors present decline to take the chair, the members present shall choose some member present to be Chairman."

3. by inserting after new Article 16 the following new heading and Articles to be numbered 17 and 18:

"ROTATION OF DIRECTORS

17. At the Annual General Meeting of the Company in every year at least one-third of the Directors who are subject to retirement by rotation shall retire from office. A Director retiring at a meeting as aforesaid shall retain office until the dissolution of that meeting..

18. The Directors to retire in every year shall (unless they otherwise agree among themselves) be determined by the Chairman. Provided that each Director shall retire from office not later than the third Annual General Meeting after he shall have been appointed a Director of the Company or last re-appointed a Director as the case may be. A retiring Director shall be eligible for re-election."

Certified True Copy

*h. c. ole*

Secretary

Company Number: 1024205

**THE COMPANIES ACT 1985**

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**COMPANY LIMITED BY SHARES**

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**SPECIAL RESOLUTION OF**

**GRAND METROPOLITAN PENSION TRUST LIMITED**

**PASSED ON 22 MARCH 1999**

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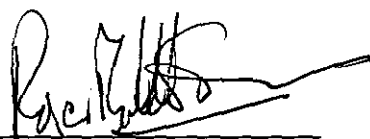
At the ANNUAL GENERAL MEETING of the above named company duly convened and held at 8 Henrietta Place, London W1M 9AG on 22 March 1999 at 11.30 am, the following Special Resolution was passed:-

**Special Resolution**

THAT the name of the Company be changed to

"Diageo Pension Trust Limited"

with effect from 1 April 1999.

  
\_\_\_\_\_  
Chairman

Company Number: 1024205

**THE COMPANIES ACT 1985 (as amended)**

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**COMPANY LIMITED BY SHARES**

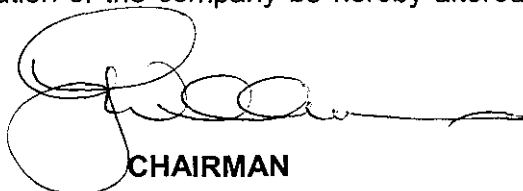
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**SPECIAL RESOLUTION OF  
DIAGEO PENSION TRUST LIMITED  
PASSED ON 25 NOVEMBER 2003**

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At the ANNUAL GENERAL MEETING of the above named company duly convened and held at 8 Henrietta Place, London W1G 0NB on 25 November 2003, the following SPECIAL RESOLUTION was duly passed:

THAT the Articles of Association of the company be hereby altered by deleting Articles numbered 17 and 18.



CHAIRMAN

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COMPANY LIMITED BY SHARES

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NEW

ARTICLES OF ASSOCIATION

of

GRAND METROPOLITAN PENSION TRUST LIMITED

Adopted by Special Resolution passed on 23<sup>rd</sup> September, 1977  
and amended by Special Resolutions passed on 25<sup>th</sup> July 1979  
and 25<sup>th</sup> November 2003

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PRELIMINARY

1. The regulations contained in Part II of Table A in the First Schedule to the Companies Act, 1948 as amended by Part III of the Eighth Schedule to the Companies Act 1967 (hereinafter called "Table A") shall apply to this Company save in so far as they are varied or excluded by or are inconsistent with these Articles.

2. Regulations 4, 24, 53, 55, 56, 75, 77, 89 to 97 (inclusive), 101 and 106 to 109 inclusive in Part 1 of Table A and Regulation 5 in Part II of Table A shall not apply to the Company.

VOTES OF MEMBERS

3. A resolution in writing signed by all the Members for the time being entitled to vote shall be as effective for all purposes as an Ordinary Resolution duly passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more Members.

MODIFICATION OF RIGHTS

4. If at any time the share capital is divided into different classes of shares the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may whether or not the Company is being wound up be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of an extraordinary resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting the provisions of these articles relating to general meetings shall mutatis mutandis apply but so that the necessary quorum shall be two persons at least holding or representing by proxy one-third of the issued shares of the class.

DIRECTORS

5. Unless and until otherwise determined by the Company in general meeting the Directors shall not be less than three nor more than twenty in number.

6. Grand Metropolitan Limited shall have power from time to time and at any time to appoint any person or persons as a Director or Directors, either as an addition to the existing Directors or to fill any vacancy, and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by a director of Grand Metropolitan Limited on its behalf, and shall take effect upon lodgment at the registered office of the Company.

7. The Directors may from time to time by resolution divest themselves of and entrust to any one or more of their number or any one or more of the Company's officers or employees (any such person or persons being termed "a Committee") the execution of any duties and trusts or the exercise of any of the powers and discretions invested in the Company (whether under any trust of which the Company is a trustee or otherwise) upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke or vary any such resolution; and Regulation 102 of Part I of Table A shall not apply to the Company and Regulations 103 to 105 of Part I of Table A shall take effect so that the reference therein to "a Committee" shall mean a Committee established under the provisions of this Article.

8. No person shall be disqualified from being or becoming a Director by reason of his attaining or having attained the age of 70 or any other age.

9. A Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of the Company, and at any separate meeting of the holders of any class of shares in the Company.

#### BORROWING POWERS

10. The proviso to Regulation 79 in Part I of Table A shall not apply to the Company.

#### EXECUTIVE DIRECTORS

11. The Directors may from time to time appoint any one or more of their body to be the holder of any executive office on such terms as they think fit, and may revoke or vary any such appointment. The appointment of a Director to any executive office as aforesaid shall automatically be terminated if he ceases for any reason to be a Director. Any revocation or termination of any such appointment shall be without prejudice to any claim for breach of contract between the Director and the Company. A Director so appointed shall receive such remuneration as the Directors may determine.

12. The Directors may entrust to and confer upon any Director appointed to any such executive office any of the powers exercisable by them as directors, other than the power to make calls or forfeit shares, upon such terms and conditions and with such restrictions as they think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

#### PROCEEDINGS OF DIRECTORS

13. The words "and every Director present at any meeting of Directors or committee of Directors shall sign his name in a book to be kept for that purpose" at the end of Regulation 86 in Part I of Table A shall not

apply to the Company.

14. A Director who has duly declared his interest therein may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he does so vote his vote shall be counted, and he shall be counted in the quorum when any such contract or arrangement is under consideration, and paragraphs (2) and (4) of Regulation 84 in Part I of Table A shall not apply to the Company.

15. A resolution in writing signed by all the Directors (other than a Director for the time being absent from the United Kingdom) shall be as effective for all purposes as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form, each signed by one or more of the Directors.

16. (a) Grand Metropolitan Limited shall have power from time to time and at any time to appoint any Director of the Company as Chairman of the Board of Directors and to remove from office any Chairman howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by a Director of Grand Metropolitan Limited on its behalf and shall take effect upon lodgement at the registered office of the Company. A Chairman so appointed shall not, whilst holding that office, be subject to retirement by rotation or be taken into account in determining the retirement of Directors, but his appointment shall be automatically determined if he ceases from any cause to be a Director. The Chairman at the date of the passing of this resolution shall be deemed to have been appointed by Grand Metropolitan Limited.

(b) The Directors may from time to time elect from their number and remove a Deputy Chairman and determine the period for which he is to hold office.

(c) The Chairman or in his absence the Deputy Chairman shall preside at all meetings of the Directors but, if no such Chairman or Deputy Chairman be appointed or elected or if at any meeting the Chairman or Deputy Chairman be not present within five minutes after the time appointed for holding the meeting, the Directors present may choose one of their number to be Chairman of the meeting.

(d) The Chairman (if any) or in his absence the Deputy Chairman (if any) or in the absence of both of them some other Director nominated by the Directors shall preside as Chairman at every General Meeting of the Company but, if at any meeting neither of them be present within fifteen minutes after the time appointed for holding the meeting or, if neither of them be willing to act as Chairman, the Directors present shall choose some Director present to be Chairman or, if all the Directors present decline to take the chair, the member present shall choose some member present to be Chairman.

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NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS

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For and on behalf of  
GRAND METROPOLITAN HOTELS LTD. ,  
7/8 Stratford Place,  
London WIN OAJ.  
E. H. SHARP, Director

For and on behalf of  
EXPRESS DAIRY CO. , LTD. ,  
15/17 Tavistock Place,  
London W. C. 1.  
DENNIS J. DICKINSON, Director

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DATED this 19th day of August, 1971.

WITNESS to the above signatures:-

A. G. SHEPHERD,  
5 Links Road,  
West Wickham,  
Kent.  
Chartered Secretary.