

Written Resolution

Company No. 02476751

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

DIAGEO INVESTMENT HOLDINGS LIMITED
(the "Company")

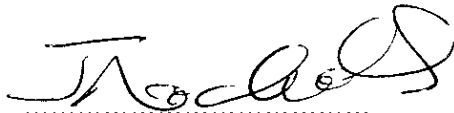
SOLE MEMBER'S WRITTEN RESOLUTIONS PROPOSED BY THE BOARD OF DIRECTORS
OF THE COMPANY IN ACCORDANCE WITH SECTION 291 OF THE COMPANIES ACT 2006

ORDINARY RESOLUTIONS

THAT:

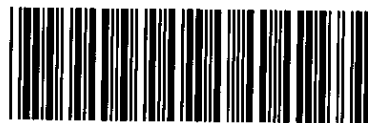
An interim dividend of GBP 23.72 on each ordinary share of GBP 1.00 in the Company being GBP 90,000,000.00 in aggregate, to be declared payable on 27 June 2017 to the Company's sole shareholder.

By order of the board:



Director/Company Secretary
26 June 2017

MONDAY



A08 *A6ADRQO* 10/07/2017 #245
COMPANIES HOUSE

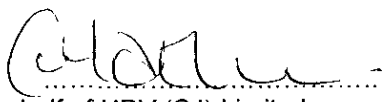
INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) OF THE COMPANIES ACT 2006

1. Eligible members are the members who would have been entitled to vote on the resolutions on the circulation date of the written resolutions.
2. The circulation date of the written resolutions is 26 June 2017 (the "**Circulation Date**").
3. The procedure for signifying agreement by an eligible member to written resolutions is as follows:
 - (A) A member signifies his agreement to proposed written resolutions when the Company receives from him (or someone acting on his behalf) an authenticated document –
 - (i) identifying the resolutions to which it relates, and
 - (ii) indicating his agreement to the resolutions.
 - (B) The document must be sent to the Company in hard copy form or in electronic form.
 - (C) A member's agreement to written resolutions, once signified, may not be revoked.
 - (D) Written resolutions are passed when the required majority of eligible members have signified their agreement to them.
4. The period for agreeing to the written resolutions is the period of 28 days beginning with the Circulation Date (see Section 297 Companies Act 2006).

AGREEMENT BY ELIGIBLE MEMBERS TO WRITTEN RESOLUTION

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 ordinary resolutions.

Signature 
For and on behalf of UDV (SJ) Limited

Date: 26 June 2017