

A PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

DIAGEO HOLDINGS LIMITED

Company Number: 03623314


(the "Company")

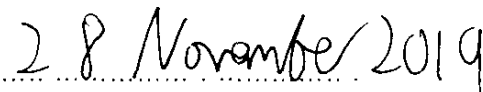
PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN ACCORDANCE WITH
SECTION 291 OF THE COMPANIES ACT 2006

SPECIAL RESOLUTION

1. THAT the share capital of the Company be reduced from GBP 13,000,000,001.00 to GBP 1.00 by the cancellation of 13,000,000,000 of the Ordinary Shares of GBP 1.00 each in issue at the date of this resolution and registered in the name of the sole member of the Company, and an equivalent amount be credited to a new reserve.

By order of the board:


Director/Secretary


Date

FRIDAY



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29/11/2019

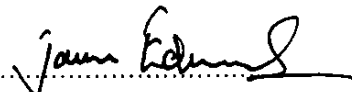
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COMPANIES HOUSE

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

1. The circulation date of the written resolution is 28 November 2019 (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. Generally 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). However, eligible members should signify their agreement to the written resolution within 15 days of the Circulation Date. This is because additional stricter rules apply to a written resolution for reducing share capital. Such a resolution will not be effective unless it is supported by a solvency statement made not more than 15 days before the date on which resolution is agreed to (see sections 641(1)(a) and 642(1)(a) Companies Act 2006).

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 
for and on behalf of Diageo Plc

Date 28 November 2019