

A PRIVATE UNLIMITED COMPANY

WRITTEN RESOLUTIONS

OF

THE HOLDER OF THE CLASS A ORDINARY SHARES

OF

DIAGEO US HOLDINGS

Company Number: 04245744

(the "Company")

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

SPECIAL RESOLUTIONS

1. That the draft articles of association (the "**New Articles**") attached to this resolution at Annex I be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.
2. That, subject to the passing of Resolution 1, in accordance with Article 31(4) of the amended Articles and section 551 of the Companies Act 2006, the directors of the Company (the "**Directors**") be generally and unconditionally authorised to allot C Shares (as defined in the Articles) up to an aggregate nominal amount of £100,000, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date which is five (5) years from the date of this resolution, save that the Company may, before such expiry, make an offer or agreement which would or might require C Shares to be allotted and the Directors may allot C Shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority is additional to all unexercised authorities previously granted to the Directors and is without prejudice to: (i) any allotment of shares already made or offered or agreed to be made pursuant to such authorities; and (ii) any other authority granted on the even date hereof.

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TUESDAY



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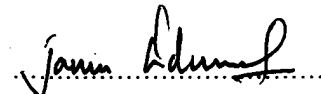
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21/04/2020

#138

COMPANIES HOUSE

By order of the board:


.....
Director/Secretary

.....09/04/2020.....
Date

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

1. The circulation date of the written resolutions is 9 April 2020 (the "Circulation Date").
2. Eligible members are the members who would have been entitled to vote on the resolutions on the Circulation Date of the written resolutions. The Company is a sole member company.
3. The procedure for signifying agreement by the sole eligible member to a written resolution is as follows:
 - (A) the sole member signifies its agreement to a proposed written resolution when the Company receives from it (or someone acting on its behalf) an authenticated document:
 - (i) identifying the resolution to which it relates; and
 - (ii) indicating its 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 a written resolution, once signified, may not be revoked; and
 - (D) a written resolution is passed when the sole eligible member has signified its agreement to it.
4. The period for agreeing to the written resolution before it lapses is the period of 28 days beginning with the Circulation Date.

AGREEMENT BY SOLE ELIGIBLE MEMBER TO WRITTEN RESOLUTIONS

We, being the sole eligible member 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 be passed as written resolutions pursuant to section 288 of the Companies Act 2006 and that the resolutions shall take effect as special resolutions.

SIGNED for and on behalf of

TANQUERAY GORDON AND COMPANY LIMITED



Name: JAMES EDMUNDS

Date: 09/04/2020