

Company Number: 04245744

12 December 2019

**COMPANIES ACT 2006
WRITTEN RESOLUTION**

of

DIAGEO US HOLDINGS (the "Company")

WEDNESDAY



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LD2 18/12/2019 #375
COMPANIES HOUSE

The following resolutions were duly passed as an ordinary and special resolutions by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006 on 12 December 2019.

SPECIAL RESOLUTION

1. THAT the draft articles of association 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.

ORDINARY RESOLUTION

2. THAT, subject to the passing of Resolution 1 above, the sum of USD 1,200,989,000 standing to the credit of the Company's Other Reserve be and is hereby capitalised and appropriated as capital to the sole member of the Company (the "**Capitalised Amount**").

SPECIAL RESOLUTIONS

3. A. THAT, subject to the passing of Resolution 2 above, and in accordance with Article 31(4) of the amended articles of association of the Company (the "**Articles**") and section 551 of the Companies Act 2006, the directors of the Company (the "**Directors**") be generally and unconditionally authorised to allot A Shares (as defined in the Articles) up to an aggregate nominal amount of USD 1,047,705,218 and B Shares (as defined in the Articles) up to an aggregate nominal amount of EUR 138,542,825, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 31 December 2020 save that the Company may, before such expiry, make an offer or agreement which would or might require A Shares and/or B Shares to be allotted and the Directors may allot A Shares and/or B Shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority revokes and replaces all unexercised authorities previously granted to the Directors but 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.

- B. THAT, subject to the passing of Resolution 3(A) above, the Directors be and are hereby authorised to apply the Capitalised Amount in paying up in full

1,047,705,218 A Shares of USD 1.00 each and 138,542,825 B Shares of EUR 1.00 each in the capital of the Company (the "**Bonus Shares**") and to allot and issue such Bonus Shares, credited as fully paid up, to the holder of A Shares in the Company and the holder of B Shares in the Company in respect of and in proportion to its existing A Shares and B Shares in the Company.

4. THAT, subject to the passing of Resolution 1 above and subject to the Bonus Shares being allotted and issued pursuant to Resolution 3(B) above:

- (A) the share capital of the Company be reduced from USD 4,839,440,639 to USD 1 and EUR 693,290,033 to EUR 1 by the cancellation of 4,839,440,638 of the A Shares of USD 1.00 each and 693,290,032 of B Shares of EUR 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; and
- (B) the amount standing to the credit of the share premium account of the Company as at the date on which this resolution is passed (being USD 3,329,271,709) be cancelled and extinguished, and an equivalent amount be credited to a new reserve.

Signed:


.....
Director/Secretary

.....17/12/19.....
Date

Company No. 04245744

Diageo US Holdings

ARTICLES OF ASSOCIATION

(Adopted by written resolution passed on 12 December 2019)

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Part 1

Interpretation

1. Exclusion of other regulations and defined terms

- (1) No regulations or model articles contained in any statute or subordinate legislation, including those contained in the Model Articles, apply to the company.

- (2) In the articles, unless the context requires otherwise:

"A Shares" means the Class A Ordinary Shares in the Company with a nominal value of \$1 each carrying the rights attributed to such shares in these articles;

"alternate director" has the meaning given in article 26;

"annual accounts" means the annual accounts of the company as approved by the directors;

"appointor" has the meaning given in article 26;

"articles" means the company's articles of association;

"B Shares" means the Class B Ordinary Shares in the Company with a nominal value of €1 each carrying the rights attributed to such shares in these articles;

"bankruptcy" includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

"capitalised sum" has the meaning given in article 51;

"chairman" has the meaning given in article 12;

"chairman of the meeting" has the meaning given in article 55;

"Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company;

"Conflict" has the meaning given in article 15;

"conflicts of interest" include a conflict of interest and duty and a conflict of duties and "interest" includes both direct and indirect interests;

"contract" in article 14 includes any transaction or arrangement (whether or not constituting a contract);

"Diageo US Group Investment Sale" means any sale or disposal by the company, whether direct or indirect, of Diageo Inc. and/or any of its subsidiaries,

"director" means a director of the company, and includes any person occupying the position of director, by whatever name called;

"distribution recipient" has the meaning given in article 45,

"document" includes, unless otherwise specified, any document sent or supplied in electronic form;

"EURIBOR" means the three-month Euro Interbank Offered Rate percentage per annum as displayed on the appropriate Reuters screen page (or such other page as the directors may determine) on the relevant date;

"fully paid" in relation to a share, means that the nominal value and any premium to be paid to the company in respect of that share have been paid to the company;

"group company" means a subsidiary undertaking or parent undertaking of the company or a subsidiary undertaking of any parent undertaking of the company;

"holder" in relation to shares means the person whose name is entered in the register of members as the holder of the shares;

"instrument" means a document in hard copy form;

"interim accounts" means the accounts for any interim period that enable a reasonable judgment to be made as to the profits, losses, assets, liabilities, share capital and reserves of the company.

"Model Articles" means the model articles for private companies limited by shares contained in Schedule 1 of the Companies (Model Articles) Regulations 2008 (SI 2009/3229) as amended prior to the adoption of these articles;

"ordinary resolution" has the meaning given to it in section 282 of the Companies Act 2006, that is it is a resolution passed by a simple majority;

"paid" means paid or credited as paid;

"participate", in relation to a directors' meeting, has the meaning given in article 10;

"Permitted Situation" has the meaning given in article 15;

"persons entitled" has the meaning given in article 51;

"proxy notice" has the meaning given in article 61;

"shareholder" means a person who is the holder of a share;

"shares" means shares in the company;

"special resolution" has the meaning given to it in section 283 of the Companies Act 2006, that is it is a resolution passed by a majority of not less than 75%;

"transmittee" means a person entitled to a share by reason of the death or bankruptcy of a shareholder or otherwise by operation of law; and

"writing" means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

- (3) Unless the context otherwise requires, other words or expressions contained in the articles bear the same meaning as in Companies Act 2006 as in force on the date when the articles become binding on the company.

Part 2

Directors

Directors' Powers and Responsibilities

2. Directors' general authority

Subject to the articles, the directors are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company.

3. Matters reserved for shareholders

- (1) The directors shall not take any action relating to the acquisition, sale, disposal, assignment or transfer (whether in the form of a single transaction or a series of related transactions), or the grant of any option or right of pre-emption in respect of, any asset or property with a value that the directors reasonably believe to be in excess of €400,000,000 (other than on normal commercial terms in the ordinary course of business) without (a) prior approval by ordinary resolution at a general meeting of the company, and (b) in addition, prior approval in writing of all holders of B Shares.
- (2) This article 3 may only be amended with the prior approval in writing of all holders of B Shares or by unanimous approval at a general meeting of the holders of the B Shares.

4. Shareholders' reserve power and effect of altering the articles

- (1) The shareholders may, by special resolution, direct the directors to take, or refrain from taking, specified action.
- (2) No such special resolution invalidates anything which the directors have done before the passing of the resolution

- (3) No alteration of the articles invalidates anything which the directors have done before the alteration was made.

5. Directors may delegate

- (1) Subject to the articles, the directors may delegate, with power to sub-delegate, any of the powers which are conferred on them under the articles:

- (a) to such person or committee;
- (b) by such means (including by power of attorney);
- (c) to such an extent;
- (d) in relation to such matters or territories; and
- (e) on such terms and conditions;

as they think fit.

- (2) If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.
- (3) Where a provision in the articles refers to the exercise of a power, authority or discretion by the directors and that power, authority or discretion has been delegated by the directors to a committee, the provision shall be construed as permitting the exercise of the power, authority or discretion by the committee.
- (4) The directors may revoke any delegation in whole or part, or alter its terms and conditions.

6. Committees

- (1) Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.
- (2) The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

Decision-Making by Directors

7. Directors to take decisions collectively

- (1) The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 8.
- (2) If

- (a) the company only has one director, and
- (b) no provision of the articles requires it to have more than one director,

the general rule does not apply, and the director may (for so long as he remains the sole director) take decisions without regard to any of the provisions of the articles relating to directors' decision-making. For the purpose of article 11, the quorum for the transaction of business by a sole director is one, and all other provisions of the articles apply with any necessary modification (unless a provision expressly provides otherwise).

- (3) If only one director is eligible to vote on any authorisation required under article 15, the general rule does not apply, and the eligible director may take decisions in relation to the relevant matter without regard to any of the provisions of the articles relating to directors' decision-making.

8. Unanimous decisions

- (1) A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter. If an alternate director indicates that he shares the common view, his appointor need not also indicate his agreement.
- (2) Such a decision may take the form of a resolution in writing, at least one copy of which has been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing. A resolution signed by an alternate director need not also be signed by or agreed to by his appointor.
- (3) References in this article to eligible directors are to directors who would have been entitled to vote on the matter and whose vote would have been counted had it been proposed as a resolution at a directors' meeting.
- (4) A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.

9. Calling a directors' meeting

- (1) Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice.
- (2) Notice of any directors' meeting must indicate:
 - (a) its proposed date and time;
 - (b) where it is to take place; and
 - (c) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- (3) Notice of a directors' meeting must be given to each director, but need not be in writing.

- (4) Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company either before or after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.
- (5) Any defect in the notice of a directors' meeting shall not affect the validity of any act of the board taken at such meeting.

10. Participation in directors' meetings

- (1) Subject to the articles, directors "**participate**" in a directors' meeting, or part of a directors' meeting, when:
 - (a) the meeting has been called and takes place in accordance with the articles, and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting
- (2) In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- (3) If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

11. Quorum for directors' meetings

- (1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- (2) Subject always to articles 7(2) and 7(3), the quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than two, and unless otherwise fixed it is two.
- (3) Subject always to article 7(2), if the total number of directors for the time being in office is less than the quorum required, the directors must not take any decision other than a decision:
 - (a) to appoint further directors, or
 - (b) to call a general meeting so as to enable the shareholders to appoint further directors.

12. Chairing of directors' meetings

- (1) The directors may appoint a director to chair their meetings.
- (2) The person so appointed for the time being is known as the "**chairman**".

- (3) The directors may terminate the chairman's appointment at any time.
- (4) If the chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors may appoint one of themselves to chair it.

13. Casting vote

- (1) If the numbers of votes at a meeting of directors for and against a proposal are equal (ignoring any votes which are to be discounted in accordance with the articles or the Companies Acts), the chairman or other director chairing the meeting has a casting vote.
- (2) Article 13(1) does not apply in respect of a particular meeting (or part of a meeting) if, in accordance with the articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes

14. Transactions or arrangements with the company

- (1) Provided that he has disclosed to the directors the nature and extent of any interest of his in accordance with and to the extent required by the Companies Acts, a director notwithstanding his office:
 - (a) may be a party to, or otherwise interested in, any contract with the company or in which the company is otherwise interested;
 - (b) may be a director or other officer of, or employed by, or a party to any contract with, or otherwise interested in, any group company or in any body corporate promoted by the company or any group company or in which the company or any group company is interested;
 - (c) may act by himself or his firm in a professional capacity for the company (otherwise than as auditor).
- (2) For the purposes of this article:
 - (a) a director shall be deemed to have disclosed the nature and extent of an interest which consists of him being a director, officer or employee of any group company; and
 - (b) a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any contract in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such contract of the nature and extent so specified.
- (3) Where a director is a director or other officer of, or employed by, a group company, he
 - (a) may in exercising his independent judgement take into account the success of other group companies as well as the success of the company, and

- (b) shall in the exercise of his duties, where that other group company is a parent company, have a duty of confidentiality to the parent company in relation to confidential information of the parent company, but he shall not be restricted by any duty of confidentiality to the company from providing information to any parent company.

15. Conflicts of interest requiring board authorisation

- (1) The directors may, subject to the quorum and voting requirements set out in the articles, authorise any matter which would otherwise involve a director breaching his duty under the Companies Acts to avoid conflicts of interest ("**Conflict**").
- (2) Any director (including the relevant director) may propose that the relevant director be authorised in relation to any matter the subject of a Conflict. Such proposal and any authority given by the directors shall be effected in the same way that any other matter may be proposed to and decided upon by the directors under the provisions of the articles save that the relevant director shall not count towards the quorum nor vote on any resolution giving such authority and save further that if there are insufficient directors eligible to vote and therefore to form a quorum, article 7(3) will apply.
- (3) Where the directors give authority in relation to a Conflict:
 - (a) the terms of the authority shall be recorded in writing (but the authority shall be effective whether or not the terms are so recorded); and
 - (b) the directors may revoke or vary such authority at any time but this will not affect anything done by the relevant director prior to such revocation in accordance with the terms of such authority.
- (4) Where the directors give authority in relation to a Conflict or where any of the situations referred to in article 14(1) ("**Permitted Situation**") applies:
 - (a) the directors may (whether at the relevant time or subsequently) (i) require that the relevant director is excluded from the receipt of information, the participation in discussion and/or the making of decisions (whether at meetings of the directors or otherwise) related to the Conflict or Permitted Situation; and (ii) impose upon the relevant director such other terms for the purpose of dealing with the Conflict as it may determine;
 - (b) the relevant director will be obliged to conduct himself in accordance with any terms imposed by the board in relation to the Conflict or Permitted Situation; and
 - (c) the directors may provide that where the relevant director obtains (otherwise than through his position as a director of the company) information that is confidential to a third party, the director will not be obliged to disclose that information to the company, or to use or apply the information in relation to the company's affairs, where to do so would amount to a breach of that confidence.

- (5) A director shall not, by reason of his office or of the fiduciary relationship thereby established, be liable to account to the company or the members for any remuneration, profit or other benefit realised by reason of his having any type of interest in a Conflict authorised under this article or in any Permitted Situation and no contract shall be liable to be avoided on the grounds of a director having any such interest.

16. Directors may vote when interested

- (1) Subject where applicable to disclosure in accordance with the Companies Acts or the articles and subject to any terms imposed by the directors in relation to any Conflict or Permitted Situation, a director shall be entitled to vote in respect of any matter in which he is interested directly or indirectly and if he shall do so his vote shall be counted and, whether or not he does, his presence at the meeting he shall be taken into account in ascertaining whether a quorum is present.
- (2) Subject to paragraph (3), if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive.
- (3) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

17. Records of decisions to be kept

The directors must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

18. Directors' discretion to make further rules

Subject to the articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

19. Change of name

The company may change its name by a decision of the directors.

20. Validity of acts of board or committee

All acts done by the board or by any committee, or by any person acting as a director, alternate director or member of a committee, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any member of the board or committee or person so acting or that any of them was disqualified from holding office, or had vacated office or was not entitled to vote, shall be as valid as if each such member or person had been properly appointed and was qualified and had continued

as a director, alternate director or member of the committee and had been entitled to vote.

Appointment of Directors

21. Methods of appointing directors

- (1) Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director--
 - (a) by ordinary resolution,
 - (b) by a decision of the directors; or
 - (c) by a notice of his appointment given in accordance with Article 23.
- (2) In any case where, as a result of death, bankruptcy or other events, the company has no shareholders and no directors, the transmittee(s) of the last shareholder have the right, by notice in writing, to appoint one or more persons to be a director.
- (3) For the purposes of paragraph (2), where 2 or more shareholders die in circumstances rendering it uncertain who was the last to die, a younger shareholder is deemed to have survived an older shareholder.

22. Termination of director's appointment

A person ceases to be a director as soon as:

- (a) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
- (b) a bankruptcy order is made against that person;
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (d) a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- (e) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
- (f) notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms;

(g) that person has for more than six consecutive months been absent without permission of the directors from meetings of directors held during that period and the directors resolve that that person should cease to be director; or

(h) notice of his removal is given in accordance with Article 23.

23. Appointment and removal of directors by shareholders

- (1) The holders of a majority of the B Shares shall be entitled, by notice in writing to the company and to the holders of the A Shares, to appoint one director and to remove any such appointee from time to time. Such appointment or removal shall take effect immediately following deposit of the notice or on such later date (if any) specified in the notice.
- (2) A shareholder or shareholders holding a majority in nominal value of the issued shares may by notice in writing signed by or on behalf of him or them and delivered to the registered office or tendered at a meeting of the directors or at a general meeting of the company at any time and from time to time appoint any person who is willing to act, and is permitted by law to do so, to be a director (either to fill a vacancy or as an additional director) or remove any director from office (no matter how he was appointed). The appointment or removal takes effect immediately on deposit of the notice or on such later date (if any) specified in the notice.
- (3) This article 23 may only be amended by the prior approval in writing of all holders of B Shares or by unanimous approval at a general meeting of the holders of the B Shares.

24. Directors' remuneration

- (1) Directors may undertake any services for the company that the directors decide.
- (2) Directors are entitled to such remuneration as the directors determine:
 - (a) for their services to the company as directors, and
 - (b) for any other service which they undertake for the company.
- (3) Subject to the articles, a director's remuneration may take any form.
- (4) Unless the directors decide otherwise, directors' remuneration accrues from day to day.
- (5) Directors are not accountable to the company for any remuneration which they receive as directors or other officers or employees of the company, any group company or any other body corporate in which the company is interested, and the receipt of such benefit shall not disqualify any person from being a director of the company.
- (6) The directors may provide benefits, whether by the payment of a pension, allowance or gratuities, or any death, sickness or disability benefits or by insurance or otherwise, for any director or former director who holds or has held any office or employment with the company, predecessor in business of the company or with any undertaking which is or has been a group company and for any member of his family (including a spouse or

former spouse) or any person who is or was dependent on him, and may (before as well as after he ceases to hold such office or employment) contribute to any fund and pay premiums for the purchase or provision of any such benefit.

25. Directors' expenses

- (1) The company may pay any reasonable expenses which the directors properly incur in connection with their attendance at,
 - (a) meetings of directors or committees of directors,
 - (b) general meetings, or
 - (c) separate meetings of the holders of any class of shares or of debentures of the company,

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company

- (2) Subject to the Companies Acts, the directors shall have power to make arrangements to provide a director with funds to meet expenditure incurred or to be incurred by him for the purpose of the company or for the purpose of enabling him properly to perform his duties as an officer of the company or to avoid him incurring any such expenditure.

Alternate Directors

26. Appointment and removal of alternate directors

- (1) Any director (other than an alternate director) (the "**appointor**") may appoint as an alternate any other director, or any other person who is willing to act, to:
 - (a) exercise that director's powers, and
 - (b) carry out that director's responsibilities,

in relation to the taking of decisions by the directors in the absence of the alternate's appointor (such person known as an "**alternate director**").
- (2) Any appointment or removal of an alternate must be effected by notice in writing to the company signed by the appointor, or in any other manner approved by the directors.
- (3) The notice must:
 - (a) identify the proposed alternate, and
 - (b) in the case of a notice of appointment, contain a statement signed by the proposed alternate that the proposed alternate is willing to act as the alternate of the director giving the notice.

27. Rights and responsibilities of alternate directors

- (1) An alternate director has the same rights, in relation to any directors' meeting and all meetings of committees of directors of which his appointor is a member or directors' written resolutions, as the alternate's appointor.
- (2) Except as the articles specify otherwise, alternate directors:
 - (a) are deemed for all purposes to be directors;
 - (b) are liable for their own acts and omissions,
 - (c) are subject to the same restrictions as their appointor; and
 - (d) are not deemed to be agents of or for their appointor.
- (3) Subject to the articles, a person who is an alternate director but not also a director:
 - (a) may be counted as participating for the purposes of determining whether a quorum is participating (but only if that person's appointor is not participating), and
 - (b) may sign or otherwise indicate his agreement to a written resolution (but only if it is not signed or to be signed or otherwise agreed by that person's appointor).

No alternate may be counted as more than one director for such purposes.

- (4) Subject to the articles, a director who is also an alternate director has an additional vote *on behalf of each appointor who*:
 - (a) is not participating in a directors' meeting; and
 - (b) would have been entitled to vote if he was participating in it.
- (5) An alternate director is not entitled to receive any remuneration from the company for serving as an alternate director except such part of the alternate's appointor's remuneration as the appointor may direct by notice in writing made to the company.

28. Termination of alternate directorship

- (1) An alternate director's appointment as an alternate terminates:
 - (a) when the alternate's appointor revokes the appointment by notice to the company in writing specifying when it is to terminate;
 - (b) on the occurrence in relation to the alternate of any event which, if it occurred in relation to the alternate's appointor, would result in the termination of the appointor's appointment as a director;
 - (c) on the death of the alternate's appointor; or

- (d) when the alternate's appointor's appointment as a director terminates

Part 3

Shares and Distributions

Shares

29. All shares to be fully paid

- (1) No share is to be issued for less than the aggregate of its nominal value and any premium to be paid to the company in consideration for its issue.
- (2) This does not apply to shares taken on the formation of the company by the subscribers to the company's memorandum.

30. Alteration of share capital

- (1) The company may by special resolution and with a separate special resolution of the holders of the A Shares and a separate special resolution of the holders of the B Shares:
 - (a) reduce its share capital (including share premium) in any way and by any amount, provided that the provisions relating to class rights set out in Part 17, Chapter 9 of the Companies Act 2006 are complied with;
 - (b) redenominate all or any of its shares;
 - (c) subdivide its shares, or any of them, into shares of a smaller amount than its existing shares; and
 - (d) consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares.
- (2) Without prejudice to paragraph (1)(a) of this article, the company may purchase its own shares (including any redeemable shares) and make a payment in respect of the purchase of its own shares out of distributable profits or the capital of the company or otherwise subject to the terms of the purchase being authorised by a special resolution.

31. Powers to issue different classes of share or additional shares

- (1) Subject to the articles, but without prejudice to the rights attached to any existing share, the company may issue classes of shares with such rights or restrictions as may be determined by ordinary resolution or, if no such resolution has been passed or so far as the resolution does not make specific provision, as the directors may decide.
- (2) The company may issue shares which are to be redeemed, or are liable to be redeemed at the option of the company or the holder, and the directors may determine the terms, conditions and manner of redemption of any such shares

- (3) The rights, restrictions, terms and conditions attached to any shares issued pursuant to paragraph (1) or (2) of this article shall apply as if the same were set out in the articles.
- (4) No share, and no right to subscribe or convert any security into a share, shall be allotted or issued without the prior approval by special resolutions of the holders of (i) the A Shares and (ii) the B Shares, save that this article 31(4) shall not restrict the allotment or issue of up to 554,747,208 B Shares to Diageo France SNC or up to 4,992,724,858 A Shares to Diageo US Limited.

32. Payment of commissions on subscription for shares

- (1) The company may pay any person a commission in consideration for that person:
 - (a) subscribing, or agreeing to subscribe, for shares, or
 - (b) procuring, or agreeing to procure, subscriptions for shares.
- (2) Any such commission may be paid:
 - (a) in cash, or in fully paid shares or other securities, or partly in one way and partly in the other, and
 - (b) in respect of a conditional or an absolute subscription.

33. Exclusion of pre-emption rights

The pre-emption provisions in sections 561 and 562 of the Companies Act 2006 shall not apply to any allotment of equity securities made by the company.

34. Company not bound by less than absolute interests

Except as required by law, no person is to be recognised by the company as holding any share upon any trust, and except as otherwise required by law or the articles, the company is not in any way to be bound by or recognise any interest in a share other than the holder's absolute ownership of it and all the rights attaching to it.

35. Share certificates

- (1) The company must issue each shareholder, free of charge, with one or more certificates in respect of the shares which that shareholder holds.
- (2) Every certificate must specify:
 - (a) in respect of how many shares, of what class, it is issued;
 - (b) the nominal value of those shares;
 - (c) that the shares are fully paid; and
 - (d) any distinguishing numbers assigned to them.

- (3) No certificate may be issued in respect of shares of more than one class.
- (4) If more than one person holds a share, only one certificate may be issued in respect of it
- (5) Certificates must:
 - (a) have affixed to them the company's common seal, or
 - (b) be otherwise executed in accordance with the Companies Acts.

36. Replacement share certificates

- (1) If a certificate issued in respect of a shareholder's shares is:
 - (a) damaged or defaced, or
 - (b) said to be lost, stolen or destroyed,
 that shareholder is entitled to be issued with a replacement certificate in respect of the same shares.
- (2) A shareholder exercising the right to be issued with such a replacement certificate:
 - (a) may at the same time exercise the right to be issued with a single certificate or separate certificates;
 - (b) must return the certificate which is to be replaced to the company if it is damaged or defaced; and
 - (c) must comply with such conditions as to evidence, indemnity and the payment of a reasonable fee as the directors decide.

37. Redemption of B Shares

- (1) Subject to the Companies Acts, to the provisions of this article 37, and to there being profits available for distribution (as provided in section 830 of the Companies Act 2006) that are sufficient to redeem all B Shares in accordance with the terms of this article 37, each B Share shall be redeemed upon the following events (each a "**redemption event**"):
 - (a) following the completion of a Diageo US Group Investment Sale, or the sale by the Diageo US Group (being Diageo Inc. and its subsidiaries) of an asset for value, in a transaction with a value in excess of €500,000,000, delivery to the company of a notice signed by the holders of at least 75% of the B Shares requesting that the B Shares be redeemed; or
 - (b) delivery to the company of a notice signed by the holders of at least 75% of the B Shares requesting that the B Shares be redeemed and, following such delivery, the directors resolving to give effect to such request, provided that no B

Share may be redeemed under this article 37(1)(b) within the two year period commencing on the date of its issue.

- (2) Subject to the Companies Acts, within 14 days of the occurrence of a redemption event, the company shall give notice to each holder of B Shares that the B Shares are to be redeemed on a date fixed by the directors for such redemption (the "**redemption date**"), which shall be not more than 60 days after the date of such notice.
- (3) The redemption monies payable on each B Share shall be the amount equal to the market value of a B Share as determined and notified to the company by an independent third party appointed by the directors.
- (4) On the redemption date, each holder of B Shares is bound to deliver to the company the certificate(s) for the share(s). On receipt, the company shall pay to the holder (or, in the case of joint holders, to the holder whose name stands first in the register in respect of the B Share(s)) the redemption monies due to such holder.
- (5) If a holder of B Shares fails to deliver the certificate(s) for the share(s) to the company, the company may retain the redemption monies. The redemption monies shall be paid to the holder (by cheque dispatched at the holder's risk or by electronic transfer of funds to the holder's account, details of which that holder shall notify to the company in writing, or by any other means which the holder has confirmed in writing to the company as being acceptable to it) within five business days of receipt of the certificate(s) or an indemnity in respect of the certificate(s) in a form satisfactory to the directors. No person has a claim against the company for interest on retained redemption monies.
- (6) Upon the redemption of a B Share pursuant to these articles the holder thereof shall cease to be entitled to any rights in respect of the same and, accordingly, his name shall be removed from the register of members with respect thereto.
- (7) Nothing in this article 37 shall require any redemption to take place, or any payment to be made, where there are insufficient profits available for distribution (as provided in section 830 of the Companies Act 2006) to redeem all B Shares in accordance with this article 37.

38. Share transfers

- (1) Shares may be transferred by means of an instrument of transfer in any usual form or any other form approved by the directors, which is executed by or on behalf of the transferor and the transferee.
- (2) No fee may be charged for registering any instrument of transfer or other document relating to or affecting the title to any share.
- (3) The company may retain any instrument of transfer which is registered.
- (4) The transferor remains the holder of a share until the transferee's name is entered in the register of members as holder of it.

- (5) The directors may refuse to register the transfer of a share, and if they do so, the instrument of transfer must be returned to the transferee with the notice of refusal unless they suspect that the proposed transfer may be fraudulent.

39. Initial prohibition on transfer of B Shares

Save as required by mandatory law, no B Share may be transferred within the two year period commencing on the date of its issue.

40. Transmission of shares

- (1) If title to a share passes to a transmittee, the company may only recognise the transmittee as having any title to that share.
- (2) Subject to article 40(3), a transmittee who produces such evidence of entitlement to shares as the directors may properly require:
 - (a) may, subject to the articles, choose either to become the holder of those shares or to have them transferred to another person, and
 - (b) subject to the articles, and pending any transfer of the shares to another person, has the same rights as the holder from whom the transmittee derived such entitlement had.
- (3) Transmittees do not have the right to attend or vote at a general meeting, or agree to a proposed written resolution, in respect of shares to which they are entitled, by reason of the event which gave rise to the transmission, unless they become the holders of those shares.

41. Exercise of transmittees' rights

- (1) Transmittees who wish to become the holders of shares to which they have become entitled must notify the company in writing of that wish.
- (2) If the transmittee wishes to have a share transferred to another person, the transmittee must execute an instrument of transfer in respect of it.
- (3) Any transfer made or executed under this article is to be treated as if it were made or executed by the person from whom the transmittee has derived rights in respect of the share, and as if the event which gave rise to the transmission had not occurred.

42. Transmittees bound by prior notices

If a notice is given to a shareholder in respect of shares and a transmittee (or any person nominated under article 40(2)) is entitled to those shares, the transmittee (and any person nominated under article 40(2)) is bound by the notice if it was given to the shareholder before the transmittee's name has been entered in the register of members.

Dividends and Other Distributions

43. Dividends: general

- (1) Subject to recommendation by the directors and declaration and approval by the shareholders of the company at an annual general meeting or by ordinary resolution in accordance with article 44, the company may, on the basis specified in articles 43(2), 43(3) and 43(4) below but on no other basis, declare dividends on its shares in respect of the prior accounting reference period of the company (and as provided in article 43(3)(c) below), provided that such dividends may be declared and paid only out of the realised profits of the company lawfully available for distribution. The directors may further declare dividends with respect to the company's realised profits for any interim period in accordance with 44(2) below.
- (2) Subject to article 43(3) below, dividends may be declared on the A Shares and the B Shares in respect of the immediately prior accounting reference period (the "**Relevant Accounting Reference Period**") of the company (and as provided in article 43(3)(c) below).
- (3) A dividend shall only be declared in respect of any Relevant Accounting Reference Period on the A Shares where:
 - (a) in respect of that Relevant Accounting Reference Period, a dividend is declared on the B Shares on terms that the amount of such dividend in total (ignoring any dividend declared on a B Share which is referable to article 43(3)(b) or 43(3)(c) below) is equal to or greater than the directors' good faith calculation of the aggregate of:
 - (i) for the First Relevant Accounting Reference Period, an amount of €129,296,232;
 - (ii) for the Second Relevant Accounting Reference Period, an amount equal to that produced by the following calculation:

$$€104,416,898 + (€24,879,334 \times X / 1.239\%)$$

where "X" is EURIBOR at the close of business on the last day of the First Relevant Accounting Reference Period;
 - (iii) for the Third Relevant Accounting Reference Period, an amount of €118,426,081; and
 - (iv) for any Subsequent Relevant Accounting Reference Period, an amount equal to that produced by the following calculation:

$$€107,187,176 + (€25,539,406 \times X / 1.239\%)$$

where "X" is EURIBOR at the close of business on the last day of the preceding Relevant Accounting Reference Period; and

- (b) in respect of that Relevant Accounting Reference Period, a dividend is declared on the B Shares on terms that the amount of such dividend per B Share (ignoring any dividend declared on a B Share which is referable to article 43(3)(a) or article 43(3)(c)) is equal to that produced by multiplying any dividend to be declared on an A Share by 0.7826; and
 - (c) (where, in respect of any accounting reference period prior to that Relevant Accounting Reference Period, the amount of any dividend declared on a B Share (and where no dividend was declared such amount shall be deemed to be zero) is less than the directors' good faith calculation of the amount that would have had to be declared for that prior period on a B Share under article 43(3)(a)(i) or, as applicable, article 43(3)(a)(ii), article 43(3)(a) (iii) or article 43(3)(a) (iv), as the case may be (on the notional assumption that a dividend were to have been declared, in compliance with the requirements of this article 43(3), for that prior period on the A Shares), any such shortfall for that year being the "**relevant amount**" in respect of that prior period) a dividend is declared on the B Shares (to be paid with the dividend in respect of the Relevant Accounting Period) in an amount per B Share that is at least equal to (i) all relevant amounts in respect of all prior periods, less (ii) any amounts previously declared as a dividend in respect of a B Share that were expressly referenced (whether in the directors' recommendation of the relevant dividend, the ordinary resolution declaring the dividend or related documentation or communication) to the circumstances in which any such relevant amount arose.
- (4) Dividends may be paid in any currency save that any dividend declared or paid for the purposes of or by reference to article 43(3)(a)(i), article 43(3)(a)(ii), article 43(3)(a) (iii), article 43(3)(a) (iv) or article 43(3)(c) shall be paid in Euro.
 - (5) In this article, Dividends: general, and in article 44:

"First Relevant Accounting Reference Period" means the Relevant Accounting Reference Period in which the first issuance of a B Share occurs;

"Second Relevant Accounting Reference Period" and **"Third Relevant Accounting Reference Period"** mean the two Relevant Accounting Reference Periods immediately following the First Relevant Accounting Period; and

"Subsequent Relevant Accounting Reference Period" means any Relevant Accounting Reference Period after the Third Relevant Accounting Reference Period.

44. Procedure for declaring and approving dividends

- (1) Procedure for declaring and approving dividends in respect of any Relevant Accounting Reference Period:
 - (a) The company may by ordinary resolution from time to time declare and approve dividends in accordance with the respective rights of the members, but no dividend shall exceed the amount recommended by the board.

- (b) The directors shall, when recommending any dividend, specify by reference to the provisions of article 43(3) the provision to which any dividend, or part thereof, is referable. Any failure to so specify shall not invalidate any dividend, any recommendation thereof or any resolution to approve and declare the dividend and shall not prevent the payment of any dividend approved and declared by ordinary resolution.
 - (c) The directors may only make such a recommendation as to the amount of any dividend after they have approved the annual accounts of the company in respect of the accounting reference period for which the dividends are to be paid and only if they are satisfied, by reference to the annual accounts approved by them, that the company has sufficient distributable profits available for the purpose. A dividend must not exceed the amount recommended by the directors.
 - (d) Unless the shareholders' resolution to declare or directors' recommendation to pay a dividend, or the terms on which shares are issued, specify otherwise, it must be paid by reference to each shareholder's holding of shares in the class in respect of which the dividend is paid on the date of the shareholders' resolution to declare it (or such other date as the directors may recommend and which shareholders may approve in general meeting). All dividends shall be apportioned and paid proportionately to the amounts paid up on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date, that share shall rank for dividend accordingly.
- (2) Procedure for declaring and approving dividends in respect of any interim period:

The directors have the discretion to declare interim dividends on either or both the A Shares and the B Shares in respect of any interim period, provided that any such dividends may be declared and paid only out of the realised profits of the company for the relevant interim period, as determined with reference to the interim accounts for such period.

45. Payment of dividends and other distributions

- (1) Where a dividend or other sum which is a distribution is payable in respect of a share, it must be paid by one or more of the following means:
 - (a) transfer to a bank or building society account specified by the distribution recipient either in writing or as the directors may otherwise decide;
 - (b) sending a cheque made payable to the distribution recipient by post to the distribution recipient at the distribution recipient's registered address (if the distribution recipient is a holder of the share), or (in any other case) to an address specified by the distribution recipient either in writing or as the directors may otherwise decide;

- (c) sending a cheque made payable to such person by post to such person at such address as the distribution recipient has specified either in writing or as the directors may otherwise decide; or
 - (d) any other means of payment as the directors agree with the distribution recipient either in writing or by such other means as the directors decide.
- (2) In the articles, "**the distribution recipient**" means, in respect of a share in respect of which a dividend or other sum is payable:
- (a) the holder of the share; or
 - (b) if the share has two or more joint holders, whichever of them is named first in the register of members; or
 - (c) if the holder is no longer entitled to the share by reason of death or bankruptcy, or otherwise by operation of law, the transmittee.

46. No interest on distributions

The company may not pay interest on any dividend or other sum payable in respect of a share unless otherwise provided by:

- (a) the terms on which the share was issued, or
- (b) the provisions of another agreement between the holder of that share and the company.

47. Unclaimed distributions

- (1) All dividends or other sums which are:

- (a) payable in respect of shares, and
- (b) unclaimed after having been declared or become payable,

may be invested or otherwise made use of by the directors for the benefit of the company until claimed.

- (2) The payment of any such dividend or other sum into a separate account does not make the company a trustee in respect of it.

- (3) If:-

- (a) twelve years have passed from the date on which a dividend or other sum became due for payment, and
- (b) the distribution recipient has not claimed it,

the distribution recipient is no longer entitled to that dividend or other sum and it ceases to remain owing by the company.

48. Non-cash distributions

- (1) Subject to the terms of issue of the share in question, the company may, by ordinary resolution on the recommendation of the directors decide (i) to pay all or part of a dividend or other distribution payable in respect of a share by transferring non-cash assets of equivalent value (including, without limitation, shares or other securities in any company), or (ii) to make a dividend or other distribution of, and transfer or dispose of, non-cash assets (including, without limitation, shares or other securities in any company), whether or not such dividend, distribution, transfer or disposal is expressed to be in payment or satisfaction of any monetary amount.
- (2) For the purposes of paying a non-cash dividend or other distribution, the directors may make whatever arrangements they think fit, including, where any difficulty arises regarding the dividend or distribution:
 - (a) the methods of transfer or disposal of the non-cash asset to or in favour of any recipient;
 - (b) fixing the value of any assets;
 - (c) paying cash to any distribution or dividend recipient on the basis of that value in order to adjust the rights of recipients; and
 - (d) vesting any assets in trustees.

49. Waiver of distributions

Distribution recipients may waive their entitlement to a dividend or other distribution payable in respect of a share by giving the company notice in writing to that effect, but if:

- (a) the share has more than one holder, or
- (b) more than one person is entitled to the share, whether by reason of the death or bankruptcy of one or more joint holders, or otherwise,

the notice is not effective unless it is expressed to be given, and signed, by all the holders or persons otherwise entitled to the share.

50. Distribution on a winding up

On a return of capital on a liquidation, the assets of the company available for distribution among its members shall be applied:

- (a) first, in paying in respect of each B Share, an amount equal to that which would be required to be declared pursuant to article 43(3)(c) on the notional

assumption that a dividend in compliance with the requirements of article 43(3) were to be declared on the A Shares immediately prior to the liquidation;

- (b) second, in paying pari passu:
 - (i) in respect of each A Share, \$1.6038; and
 - (ii) in respect of each B Share, €4.6184119; and
- (c) third, in distributing any balance of surplus assets then remaining pari passu amongst the holders of the A Shares and B Shares such that the entitlement of each B Share shall be equal (subject to such adjustment relating to the rounding of fractions or other arrangements as the directors may determine) to 0.7826 multiplied by the entitlement of each A Share.

Capitalisation of Profits

51. Authority to capitalise and appropriation of capitalised sums

- (1) Subject to the articles, the directors may, if they are so authorised by an ordinary resolution:
 - (a) decide to capitalise any profits of the company (whether or not they are available for distribution) which are not required for paying a preferential dividend, or any sum standing to the credit of any of the company's reserves or funds, including but not limited to the share premium account, capital redemption reserve, merger reserve or revaluation reserve; and
 - (b) appropriate any sum which they so decide to capitalise (a "**capitalised sum**") to the persons who would have been entitled to it if it were distributed by way of dividend (the "**persons entitled**") and in the same proportions.
- (2) Capitalised sums must be applied:
 - (a) on behalf of the persons entitled, and
 - (b) in the same proportions as a dividend would have been distributed to them.
- (3) Any capitalised sum may be applied in paying up new shares of a nominal amount equal to the capitalised sum which are then allotted credited as fully paid to the persons entitled or as they may direct.
- (4) A capitalised sum which was appropriated from profits available for distribution may be applied in paying up new debentures of the company which are then allotted credited as fully paid to the persons entitled or as they may direct.
- (5) Subject to the articles the directors may:
 - (a) apply capitalised sums in accordance with paragraphs (3) and (4) partly in one way and partly in another;

- (b) make such arrangements as they think fit to deal with shares or debentures becoming distributable in fractions under this article (including the issuing of fractional certificates or the making of cash payments); and
- (c) authorise any person to enter into an agreement with the company on behalf of all the persons entitled which is binding on them in respect of the allotment of shares and debentures to them under this article

Part 4

Decision-Making by Shareholders

Organisation of General Meetings

52. Notice of general meeting

Notice of every general meeting shall be given to all members other than any who, under the provisions of these articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the company

53. Attendance and speaking at general meetings

- (1) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- (2) A person is able to exercise the right to vote at a general meeting when—
 - (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
 - (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- (3) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- (4) In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
- (5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

54. Quorum for general meetings

- (1) For all purposes of these articles apart from when the company has only one shareholder, a general meeting of the company or of the holders of any class of its shares shall be valid and effective for all purposes if one person being a duly authorised

representative of two or more corporations each of which is a shareholder entitled to vote upon the business to be transacted is present. If, and for so long as, the company has only one shareholder, that shareholder or the proxy for that shareholder or, where that shareholder is a corporation, its duly authorised representative shall be a quorum at any general meeting of the company or of the holders of any class of shares.

- (2) No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

55. Chairing general meetings

- (1) If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.
- (2) If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start:

- (a) the directors present, or
- (b) (if no directors are present), the meeting,

must appoint a director or shareholder to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.

- (3) The person chairing a meeting in accordance with this article is referred to as "**the chairman of the meeting**".

56. Attendance and speaking by directors and non-shareholders

- (1) Directors may attend and speak at general meetings, whether or not they are shareholders.
- (2) The chairman of the meeting may permit other persons who are not:
 - (a) shareholders of the company, or
 - (b) otherwise entitled to exercise the rights of shareholders in relation to general meetings,

to attend and speak at a general meeting.

57. Adjournment

- (1) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it
- (2) The chairman of the meeting may adjourn a general meeting at which a quorum is present if:

- (a) the meeting consents to an adjournment, or
 - (b) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- (3) The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting
- (4) When adjourning a general meeting, the chairman of the meeting must:
 - (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors; and
 - (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- (5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):
 - (a) to the same persons to whom notice of the company's general meetings is required to be given, and
 - (b) containing the same information which such notice is required to contain.
- (6) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

Voting at General Meetings

58. Voting: general

- (1) A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles.
- (2) On a show of hands:
 - (a) every holder of A Shares shall have one vote; and
 - (b) every holder of B Shares shall have one vote.
- (3) On a poll:
 - (a) every holder of A Shares who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative shall have one vote for every A Share of which he is the holder; and

- (b) every holder of B Shares who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative shall have one vote for every B Share of which he is the holder

59. Errors and disputes

- (1) No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- (2) Any such objection must be referred to the chairman of the meeting, whose decision is final.

60. Poll votes

- (1) A poll on a resolution may be demanded:
 - (a) in advance of the general meeting where it is to be put to the vote, or
 - (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- (2) A poll may be demanded by:
 - (a) the chairman of the meeting;
 - (b) the directors;
 - (c) two or more persons having the right to vote on the resolution;
 - (d) a person or persons representing not less than one tenth of the total voting rights of all the shareholders having the right to vote on the resolution; or
 - (e) a person or persons holding shares in the company conferring a right to vote on the resolution, being shares on which an aggregate sum has been paid up equal to not less than 10% of the total sum paid up on all the shares conferring that right.

A demand for a poll by a proxy counts, for the purposes of paragraph (c) above, as a demand by a member, for the purposes of paragraph (d) above, as a demand by a member representing the voting rights that the proxy is authorised to exercise, and, for the purposes of paragraph (e) above, as a demand by a member holding the shares to which those rights are attached.

- (3) A demand for a poll may be withdrawn if
 - (a) the poll has not yet been taken, and
 - (b) the chairman of the meeting consents to the withdrawal

- (4) Polls must be taken immediately and in such manner as the chairman of the meeting directs.

61. Content of proxy notices

- (1) Proxies may only validly be appointed by a notice in writing (a "**proxy notice**") which
 - (a) states the name and address of the shareholder appointing the proxy;
 - (b) identifies the person appointed to be that shareholder's proxy and the general meeting in relation to which that person is appointed;
 - (c) is signed by or on behalf of the shareholder appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - (d) is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting (or adjourned meeting) to which they relate.
- (2) The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (4) Unless a proxy notice indicates otherwise, it must be treated as:
 - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

62. Delivery of proxy notices

- (1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person.
- (2) An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given
- (3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates
- (4) The directors may require the production of any evidence which they consider necessary to determine the validity of any proxy notice.

63. Amendments to resolutions

- (1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
 - (a) notice of the proposed amendment is given to the company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and
 - (b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- (2) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
 - (a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
 - (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- (3) If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

64. Class meetings

The provisions of the articles relating to general meetings shall apply, with any necessary modifications, to any separate general meeting of the holders of shares of a class. For this purpose, a general meeting at which no holder of a share other than an ordinary share may, in his capacity as a member, attend or vote shall also constitute a separate general meeting of the holders of the ordinary shares.

Part 5**Administrative Arrangements****65. Means of communication to be used**

- (1) Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company.
- (2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

- (3) A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

66. When notice or other communication deemed to have been received

- (1) Any notice, document or information sent or supplied by the company to the shareholders or any of them
- (a) by post, shall be deemed to have been received 24 hours after the time at which the envelope containing the notice, document or information was posted unless it was sent by second class post, or there is only one class of post, or it was sent by air mail to an address outside the United Kingdom, in which case it shall be deemed to have been received 48 hours after it was posted. Proof that the envelope was properly addressed, prepaid and posted shall be conclusive evidence that the notice, document or information was sent;
 - (b) by being left at a shareholder's registered address, or such other postal address as notified by the shareholder to the company for the purpose of receiving company communications, shall be deemed to have been received on the day it was left;
 - (c) by electronic means, shall be deemed to have been received one hour after it was sent. Proof that a notice, document or information in electronic form was addressed to the electronic address provided by the shareholder for the purpose of receiving communications from the company shall be conclusive evidence that the notice, document or information was sent; and
 - (d) by making it available on a website, shall be deemed to have been received on the date on which notification of availability on the website is deemed to have been received in accordance with this article or, if later, the date on which it is first made available on the website.
 - (e) Delivery of a notice by hand to a shareholder shall be effective immediately upon delivery to that shareholder.

67. Company seals

- (1) Any common seal may only be used by the authority of the directors.
- (2) The directors may decide by what means and in what form any common seal is to be used.
- (3) Unless otherwise decided by the directors, if the company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.
- (4) For the purposes of this article, an authorised person is:
 - (a) any director of the company;

- (b) the company secretary (if any); or
- (c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

68. No right to inspect accounts and other records

Except as provided by law or authorised by the directors or an ordinary resolution of the company, no person is entitled to inspect any of the company's accounting or other records or documents merely by virtue of being a shareholder.

69. Provision for employees on cessation of business

The directors may decide to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or that subsidiary.

Directors' Indemnity and Insurance

70. Indemnity

- (1) Subject to paragraph (4), a relevant director may be indemnified out of the company's assets against:
 - (a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company,
 - (b) any liability incurred by that director in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme,
 - (c) any other liability incurred by that director as an officer of the company or an associated company.
- (2) The company may fund a relevant director's expenditure for the purposes permitted under the Companies Acts and may do anything to enable a relevant director to avoid incurring such expenditure as provided in the Companies Acts.
- (3) *No relevant director shall be accountable to the company or the members for any benefit provided pursuant to this article and the receipt of any such benefit shall not disqualify any person from being or becoming a director of the company.*
- (4) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

71. Insurance

- (1) The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant director in respect of any relevant loss.

72. Definitions

- (1) In articles 70 and 71:
- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate,
 - (b) a "**relevant director**" means any director or former director of the company or an associated company; and
 - (c) a "**relevant loss**" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the company, any associated company or any pension fund or employees' share scheme of the company or associated company.