

THE COMPANIES ACT 2006
UNLIMITED COMPANY HAVING A SHARE CAPITAL

ALLIED DOMECQ LATIN AMERICA FINANCE

(Registered in England and Wales No 04805917)
(the "Company")

WRITTEN RESOLUTION

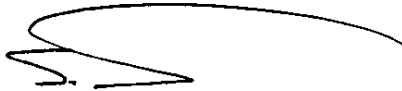
Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the following special resolution has been duly passed as a written resolution of the Company on ~~27~~ 30 2014

SPECIAL RESOLUTION

"THAT

- (a) in accordance with Article 2.12 of the articles of association of the Company, the share premium account of the Company, being US\$198,001,980, be cancelled, and
- (b) the US Dollar denominated issued ordinary share capital of the Company be reduced from US\$2,000,020 divided into 195,001 A ordinary shares of US\$10 each and 5,001 B ordinary shares of US\$10 each to US\$200,002 divided into 195,001 A ordinary shares of US\$0.001 each and 5,001 B ordinary shares of US\$0.001 each and that such reduction be effected by reducing the nominal value of the A ordinary shares and the B ordinary shares in each case from US\$10 to US\$0.001 and crediting the sum of US\$1,999,819.998 to a reserve"

Signed



Full Name

STUART MCNAIR

DIRECTOR

30 May 2014

