

Written Resolution

Company No. 9023360

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

DIAGEO UK TURKEY FINANCE 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:

pursuant to section 551 of the Act, the directors be authorised generally and unconditionally to allot shares of any class in the Company (in the case of those shares in the Company, the nominal value of which is denominated in Turkish Lira) up to an aggregate nominal amount of TRY 237,067 provided that this authority, unless renewed, shall expire on the date five years from the date on which this resolution is passed save that the Company may before such expiry make an offer or agreement which would or might require shares in the Company to be allotted after such expiry and the directors may allot shares in the Company in pursuance of such offer or agreement as if the authority conferred hereby had not expired.



for and on behalf of  
**Diageo UK Turkey Finance Limited**

Date: 13 June 2017

Confidential

SATURDAY



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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 13 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.
3. 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).

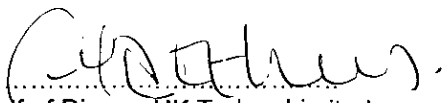
**AGREEMENT BY ELIGIBLE MEMBERS TO WRITTEN RESOLUTION**

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 Diageo UK Turkey Limited



Date: 13 June 2017