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BR1

CHFP010

This form should be completed in black.

Return delivered for registration of a branch of an oversea company

(Pursuant to Schedule 21A, paragraph 1 of the Companies Act 1985)

For office use only	CN	FC028175	BN	BR009839

Corporate Name (name in parent state) (See note 5): UNITED DISTILLERS & VINTNERS (SJ) B V

Business Name (If different to corporate name):

Country of Incorporation: THE NETHERLANDS

Identity of register (if applicable): DE RUYTERKADE 5, POSTBUS 2852 1000CW AMSTERDAM and registration no 34138437

Legal form (See note 3): LIMITED LIABILITY REGISTERED WITH SHARE

1 (See note 2)

PART A - COMPANY DETAILS 1

* State whether the company is a credit or financial institution

* Is the company subject to Section 699A of the Companies Act 1985?

YES ☐ NO ☑

(1) These boxes need not be completed by companies formed in EC member states

Governing law (See note 4):

Period for which the company is required to prepare accounts by parent law from 1 JULY to 30 JUNE

Period allowed for the preparation and public disclosure of accounts for the above period 5 months

(2) This box need NOT be completed by companies from EC member states, OR where the constitutional documents of the company already show this information

Address of principal place of business in home country	______________________
	______________________
Objects of company	______________________
Issued share capital	____________ **Currency** ____________

Company Secretary(ies)
(See note 10)

Name

*Style/Title	______________________
Forenames	______________________
Surname	______________________
* Honours etc	______________________
Previous Forenames	______________________
Previous surname	______________________

* Voluntary details

Address

Usual residential address must be given In the case of a corporation, give the registered or principal office address

	______________________
	______________________
Post town	______________________
County/Region	______________________
Postcode	____________ Country ____________

Company Secretary(ies)
(See note 10)

Name

*Style/Title	______________________
Forenames	______________________
Surname	______________________
* Honours etc	______________________
Previous Forenames	______________________
Previous surname	______________________

* Voluntary details

Address

Usual residential address must be given In the case of a corporation, give the registered or principal office address

	______________________
	______________________
Post town	______________________
County/Region	______________________
Postcode	____________ Country ____________

(You may photocopy this page if required)

Directors

(See note 10)

Name

*Style/Title	
Forenames	TIMOTHY YOUNG
Surname	CHOW
*Honours etc	
Previous Forenames	
Previous surname	

* Voluntary details

Address

Usual residential address must be given In the case of a corporation, give the registered or principal office address

5A GERRARD ROAD

ISLINGTON

Post town LONDON

County/Region

Postcode N1 8AY Country U K

	Day	Month	Year
Date of Birth	1 5	0 5	1 9 7 4

Nationality AMERICAN

Business Occupation LEGAL COUNSEL

Other Directorships SEE CONTINUATION SHEET

SCOPE OF AUTHORITY

Give brief particulars of the extent of the powers exercised (e g whether they are limited to powers expressly conferred by the instrument of appointment, or whether they are subject to express limitations) Where the powers are exercised jointly give the name(s) of the person(s) concerned You may cross refer to the details of person(s) disclosed elsewhere on the form

The extent of the authority to represent the company is - (give details)

In accordance with the Company's constitution

These powers -

Mark box(es) as appropriate

☑ May be exercised alone

OR

☐ Must be exercised with -

(Give name(s) of co-authorised person(s))

(You may photocopy this page if required)

Directors
(See note 10)

Name

* Voluntary details

*Style/Title	
Forenames	CHARLES DAWSON
Surname	COASE
*Honours etc	
Previous Forenames	
Previous surname	

Address

Usual residential address must be given In the case of a corporation, give the registered or principal office address

	21 CLARE LAWN AVENUE
	EAST SHEEN
Post town	LONDON
County/Region	
Postcode	SW14 8BE
Country	U K

	Day	Month	Year
Date of Birth	18	09	1960

Nationality	BRITISH
Business Occupation	CHARTERED ACCOUNTANT
Other Directorships	SEE CONTINUATION SHEET

SCOPE OF AUTHORITY

Give brief particulars of the extent of the powers exercised (e g whether they are limited to powers expressly conferred by the instrument of appointment, or whether they are subject to express limitations) Where the powers are exercised jointly give the name(s) of the person(s) concerned You may cross refer to the details of person(s) disclosed elsewhere on the form

The extent of the authority to represent the company is - (give details)

In accordance with the Company's constitution

Mark box(es) as appropriate

These powers -

☑ May be exercised alone

OR

☐ Must be exercised with -
(Give name(s) of co-authorised person(s))

(You may photocopy this page if required)

Directors
(See note 10)

Name

* Voluntary details

*Style/Title	
Forenames	GAVIN PAUL
Surname	CRICKMORE
*Honours etc	
Previous Forenames	
Previous surname	

Address

Usual residential address must be given In the case of a corporation, give the registered or principal office address

	THE FORGE HOUSE, WESTBROOK STREET, BLEWBURY
Post town	DIDCOT
County/Region	OXON
Postcode	OX119QB
Country	U K

Date of Birth

Day	Month	Year
2 8	1 1	1 9 5 8

Nationality	BRITISH
Business Occupation	CHARTERED ACCOUNTANT
Other Directorships	SEE CONTINUATION SHEET

SCOPE OF AUTHORITY

Give brief particulars of the extent of the powers exercised (e g whether they are limited to powers expressly conferred by the instrument of appointment, or whether they are subject to express limitations) Where the powers are exercised jointly give the name(s) of the person(s) concerned You may cross refer to the details of person(s) disclosed elsewhere on the form

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In accordance with the Company's constitution

These powers -

\# Mark box(es) as appropriate

\# ☑ May be exercised alone

OR

\# ☐ Must be exercised with -
(Give name(s) of co-authorised person(s))

(You may photocopy this page if required)

Directors
(See note 10)

Name

*Style/Title	
Forenames	DEIDRE ANN
Surname	MAHLAN
*Honours etc	
Previous Forenames	
Previous surname	

* Voluntary details

Address

Usual residential address must be given In the case of a corporation, give the registered or principal office address

	WINCHESTER HOUSE, 19 HUNTING CLOSE, ESHER
Post town	
County/Region	SURREY
Postcode	KT10 8PB
Country	U K

	Day	Month	Year
Date of Birth	02	06	1962

Nationality	AMERICAN
Business Occupation	COMPANY DIRECTOR
Other Directorships	SEE CONTINUATION SHEET

SCOPE OF AUTHORITY

Give brief particulars of the extent of the powers exercised (e g whether they are limited to powers expressly conferred by the instrument of appointment, or whether they are subject to express limitations) Where the powers are exercised jointly give the name(s) of the person(s) concerned You may cross refer to the details of person(s) disclosed elsewhere on the form

The extent of the authority to represent the company is - (give details)

In accordance with the Company's constitution

These powers -

Mark box(es) as appropriate

☑ May be exercised alone

OR

☐ Must be exercised with -
(Give name(s) of co-authorised person(s))

(You may photocopy this page if required)

Directors

(See note 10)

Name

* Voluntary details

*Style/Title	
Forenames	SALLY CATHERINE
Surname	MOORE
*Honours etc	
Previous Forenames	
Previous surname	

Address

Usual residential address must be given In the case of a corporation, give the registered or principal office address

	BROOKMEAD HOUSE, THE WARREN, EAST HORSLEY
	LEATHERHEAD
Post town	
County/Region	SURREY
Postcode	KT24 5KH
Country	U K.

Date of Birth

Day	Month	Year
0 3	1 1	1 9 6 5

Nationality	BRITISH
Business Occupation	COMPANY DIRECTOR
Other Directorships	SEE CONTINUATION SHEET

SCOPE OF AUTHORITY

Give brief particulars of the extent of the powers exercised (e g whether they are limited to powers expressly conferred by the instrument of appointment, or whether they are subject to express limitations) Where the powers are exercised jointly give the name(s) of the person(s) concerned You may cross refer to the details of person(s) disclosed elsewhere on the form

The extent of the authority to represent the company is - (give details)

In accordance with the Company's constitution

These powers -

\# Mark box(es) as appropriate

\# ☑ May be exercised alone

OR

\# ☐ Must be exercised with -
(Give name(s) of co-authorised person(s))

(You may photocopy this page if required)

BR1 - United Distillers & Vintners (SJ) BV

List of Directors others Directorships

Timothy Chow
Diageo Spare Company No 1 Limited

Charles Coase
GrandMet Limited
Woodford & Co
Otford Estates Limited
A G S Employee Shares Nominees Limited
A G S (ROI) Pension Nominees Limited
Anyslam Limited
Anyslam Holdings
Anyslam Investments
Bodiam House Investments Limited
Buckhurst & Co
Diageo Sub 3 Limited
Diageo Sub 4 Limited
Carillon U.K Limited
Cellarers (Wines) Limited
Charles Tanqueray & Company Limited
Diageo Capital plc
Diageo Balkans Limited
Diageo Corporate Officer A Limited
Diageo Corporate Officer B Limited
Diageo Distilling Limited
Diageo Employee Shares Nominees Limited
Diageo Funding Company No 1 Limited
Diageo Funding Company No 2 Limited
Diageo Funding Company No 3 Limited
Diageo Funding Company No 4 Limited
Diageo Finance (Netherlands) Investments Limited
Diageo (IH) Limited
Diageo Eire Finance & Co
Diageo Scotland Limited
Diageo Share Ownership Trustees Limited
Diageo Finance Amsterdam & Co
Diageo Finance (Netherlands) & Co
Diageo Finance plc
Diageo Great Britain Limited
Diageo Pension Trust Limited
Diageo United Kingdom Limited
Diageo Venture Holdings Limited
Diageo Venture Limited
Diageo (Head Office) 1996 Profit Sharing Scheme Limited
Film Finance Distributors (U K) Limited
Forcerate Limited
Gilbeys Limited
Grand Metropolitan Capital Company Limited
Grand Metropolitan (Cayman Islands) Limited
Grand Metropolitan Estates (Developments) Limited
Grand Metropolitan Estate Holdings Limited
Grand Metropolitan International Holdings Limited
Grand Metropolitan Second Investments Limited
Grand Metropolitan Third Investments Limited
Grand Hotels (Mayfair) Limited
Grand Metropolitan Estates Limited

Grand Metropolitan Gibraltar Limited
Grand Metropolitan Holdings Limited
Grand Metropolitan Investments Limited
Grand Metropolitan Public Limited Company
Grand Metropolitan Training Limited
Guinness Brewing (UK) 1996 Profit Sharing Scheme Limited
G U D Pension Trustee Limited
DEF Investments Limited
Guinness Morison International Limited
Guinness Enterprises Limited
Guinness Limited
Guinness Exports Limited
The Guinness Group Limited
Guinness Overseas Limited
Guinness Overseas Holdings Limited
Guinness Profit Sharing Nominees (1987) Limited
Diageo Spare Company No 1 Limited
The Harp Lager Company Limited
H K S Properties Limited
International Distillers Africa Limited
The Interesting Drinks Co Limited
International Distillers and Vintners Export Limited
International Distillers & Vintners UK Limited
James Buchanan & Company Limited
J & B Scotland Limited
Justerini & Brooks (U K) Limited
Justerini & Brooks, Limited
Diageo Sub 5 Limited
Kork-N-Seal Limited
Montrue Limited
MPTM Productions Limited
Nightfly Limited
Park Royal Development Company Limited
Pet (UK) Limited
The Pierre Smirnoff Company Limited
Precis (1057) Limited
Precis (3333)
R G Abercrombie & Company Limited
Rigrun Limited
Diageo Holdings Limited
Scotia Exports Limited
Sophia Gardens Properties Limited
Stadis Brewery
Stadis Securities Limited
Tanqueray Gordon & Company Limited
Treat (UK) Venture Limited
Troubleshooters Limited
UDV (SJ) Limited
United Distillers 1996 Profit Sharing Scheme Limited
United Distillers Finance Limited
United Distillers Investments Limited
United Distillers International Limited
United Distillers (Overseas) Limited
United Distillers & Vintners (SJ) B V
United Distillers Property Company Limited
United Distillers UK PLC
United Glass Holdings Limited
W & A Gilbey, Limited
Diageo US Limited

White Child & Beney Limited
Winchester House Property Company Limited

Gavin Paul Crickmore
GrandMet Limited
Woodford & Co
Otford Estates Limited
A G S Employee Shares Nominees Limited
Anyslam Limited
Bodiam House Investments Limited
Buckhurst & Co
Diageo Sub 3 Limited
Diageo Sub 4 Limited
Carillon U K Limited
Cellarers (Wines) Limited
Charles Tanqueray & Company Limited
Diageo Capital plc
Diageo Corporate Officer A Limited
Diageo Corporate Officer B Limited
Diageo Distilling Limited
Diageo Employee Shares Nominees Limited
Diageo Funding Company No 3 Limited
Diageo Funding Company No 4 Limited
Diageo Finance (Netherlands) Investments Limited
Diageo (IH) Limited
Diageo Eire Finance & Co
Diageo Scotland Limited
Diageo Finance Amsterdam & Co
Diageo Finance (Netherlands) & Co
Diageo Finance plc
Diageo Great Britain Limited
Diageo Venture Holdings Limited
Diageo Venture Limited
Diageo (Head Office) 1996 Profit Sharing Scheme Limited
Film Finance Distributors (U K) Limited
Grand Metropolitan Capital Company Limited
Grand Metropolitan (Cayman Islands) Limited
Grand Metropolitan Estates (Developments) Limited
Grand Metropolitan Estate Holdings Limited
Grand Metropolitan International Holdings Limited
Grand Metropolitan Second Investments Limited
Grand Metropolitan Third Investments Limited
Grand Hotels (Mayfair) Limited
Grand Metropolitan Estates Limited
Grand Metropolitan Holdings Limited
Grand Metropolitan Investments Limited
Grand Metropolitan Public Limited Company
Grand Metropolitan Training Limited
Guinness Brewing (UK) 1996 Profit Sharing Scheme Limited
DEF Investments Limited
Guinness Morison International Limited
Guinness Enterprises Limited
Guinness Limited
Guinness Exports Limited
The Guinness Group Limited
Guinness Overseas Limited
Guinness Overseas Holdings Limited
Guinness Profit Sharing Nominees (1987) Limited
Diageo Spare Company No 1 Limited

The Harp Lager Company Limited
H K S Properties Limited
International Distillers Africa Limited
The Interesting Drinks Co Limited
International Distillers & Vintners UK Limited
James Buchanan & Company Limited
J & B Scotland Limited
Justerini & Brooks, Limited
Diageo Sub 5 Limited
Kork-N-Seal Limited
Montrue Limited
MPTM Productions Limited
Nightfly Limited
Park Royal Development Company Limited
Pet (UK) Limited
The Pierre Smirnoff Company Limited
Precis (1057) Limited
R G Abercrombie & Company Limited
Rigrun Limited
Diageo Holdings Limited
Scotia Exports Limited
Sophia Gardens Properties Limited
Stadis Brewery
Stadis Securities Limited
Tanqueray Gordon & Company Limited
Treat (UK) Venture Limited
Troubleshooters Limited
UDV (SJ) Limited
United Distillers 1996 Profit Sharing Scheme Limited
United Distillers Finance Limited
United Distillers Investments Limited
United Distillers International Limited
United Distillers (Overseas) Limited
United Distillers & Vintners (SJ) B V
United Distillers Property Company Limited
United Distillers UK PLC
United Glass Holdings Limited
W & A Gilbey, Limited
Diageo US Limited
White Child & Beney Limited
Winchester House Property Company Limited

Deidre Ann Mahlan
Anyslam Limited
Anyslam Holdings
Anyslam Investments
Diageo Capital plc
Diageo Funding Company No 3 Limited
Diageo Funding Company No 4 Limited
Diageo Finance (Netherlands) Investments Limited
Diageo Eire Finance & Co
Diageo Inc
Diageo Inc
Diageo Inc
Diageo Finance Amsterdam & Co
Diageo Finance (Netherlands) & Co
Diageo Finance plc
Diane Distillers, Inc
Grand Metropolitan Capital Company Limited

Grand Metropolitan Estate Holdings Limited
Grand Metropolitan Second Investments Limited
Grand Metropolitan Third Investments Limited
Grand Metropolitan Holdings Limited
Grand Metropolitan Investments Limited
DEF Investments Limited
Diageo Spare Company No 1 Limited
Diageo Holdings Limited
UDV (SJ) Limited
Diageo US Limited

Sally Catherine Moore
GrandMet Limited
Woodford & Co
Otford Estates Limited
A G S Employee Shares Nominees Limited
Anyslam Limited
Bodiam House Investments Limited
Buckhurst & Co
Diageo Sub 3 Limited
Diageo Sub 4 Limited
Carillon U K Limited
Cellarers (Wines) Limited
Charles Tanqueray & Company Limited
Diageo Capital plc
Diageo Corporate Officer A Limited
Diageo Corporate Officer B Limited
Diageo Distilling Limited
Diageo Employee Shares Nominees Limited
Diageo Funding Company No 3 Limited
Diageo Funding Company No 4 Limited
Diageo Finance (Netherlands) Investments Limited
Diageo (IH) Limited
Diageo Eire Finance & Co
Diageo Finance Amsterdam & Co
Diageo Finance (Netherlands) & Co
Diageo Finance plc
Diageo Venture Holdings Limited
Diageo Venture Limited
Diageo (Head Office) 1996 Profit Sharing Scheme Limited
Grand Metropolitan Capital Company Limited
Grand Metropolitan (Cayman Islands) Limited
Grand Metropolitan Estates (Developments) Limited
Grand Metropolitan Estate Holdings Limited
Grand Metropolitan International Holdings Limited
Grand Metropolitan Second Investments Limited
Grand Metropolitan Third Investments Limited
Grand Hotels (Mayfair) Limited
Grand Metropolitan Estates Limited
Grand Metropolitan Holdings Limited
Grand Metropolitan Investments Limited
Grand Metropolitan Public Limited Company
Grand Metropolitan Training Limited
Guinness Brewing (UK) 1996 Profit Sharing Scheme Limited
DEF Investments Limited
Guinness Morison International Limited
Guinness Enterprises Limited
Guinness Exports Limited
The Guinness Group Limited

Guinness Overseas Limited
Guinness Profit Sharing Nominees (1987) Limited
Diageo Spare Company No 1 Limited
The Harp Lager Company Limited
H K S Properties Limited
International Distillers Africa Limited
The Interesting Drinks Co Limited
International Distillers & Vintners UK Limited
James Buchanan & Company Limited
J & B Scotland Limited
Diageo Sub 5 Limited
Kork-N-Seal Limited
Montrue Limited
MPTM Productions Limited
Nightfly Limited
Park Royal Development Company Limited
Pet (UK) Limited
Precis (1057) Limited
R G Abercrombie & Company Limited
Rigrun Limited
Diageo Holdings Limited
Scotia Exports Limited
Sophia Gardens Properties Limited
Stadis Brewery
Stadis Securities Limited
Tanqueray Gordon & Company Limited
Treat (UK) Venture Limited
Troubleshooters Limited
UDV (SJ) Limited
United Distillers 1996 Profit Sharing Scheme Limited
United Distillers Finance Limited
United Distillers Investments Limited
United Distillers International Limited
United Distillers (Overseas) Limited
United Distillers & Vintners (SJ) B V
United Distillers Property Company Limited
United Distillers UK PLC
United Glass Holdings Limited
W & A Gilbey, Limited
Diageo US Limited
White Child & Beney Limited
Winchester House Property Company Limited

Constitution of company

(See note 6 to 9)

Mark box(es) as appropriate

(See note 9)

* Delete as applicable

[✓] A certified copy of the instrument constituting or defining the constitution of the company

AND

[✓] * A certified translation

* ~~is~~ / are delivered for registration

AND/OR

A certified copy of the constitutional documents and latest accounts of the company, together with a certified translation of them if they are not in the English language, must accompany this form

[✓] A copy of the latest accounts of the company

AND

[ ] * A certified translation

* is / are delivered for registration

AND/OR

The company may rely on constitutional and accounting documents previously filed in respect of another branch registered in the United Kingdom

[ ] The Constitutional documents (* and certified translations)

AND/OR

[ ] The latest accounts (* and certified translations)

of the company were previously delivered on the registration of the branch of the company at -

Cardiff [ ] Edinburgh [ ] Belfast [ ]

Registration no

AND/OR

The company may rely on particulars about the company previously filed in respect of another branch in that part of Great Britain, provided that any alterations have been notified to the Registrar

[ ] the particulars about the company were previously delivered in respect of a branch of the company registered at THIS registry

Registration no

AND/OR

The company may also rely on constitutional documents and particulars about the company officers previously filed in respect of a former Place of Business of that company, provided that any alterations have been notified to the Registrar

NOTE - In all cases, the registration number of the branch or place of business relied upon must be given

[ ] The Constitutional documents (* and certified translation)

AND/OR

[ ] Particulars of the current directors and secretary(ies)

were previously delivered in respect of a place of business of the company registered at THIS registry

Registration no

PART B - BRANCH DETAILS

Persons authorised to represent the company or accept service of process

Give details of all persons who are authorised to represent the company as permanent representatives of the company in respect of the business of the branch Give details also of all persons resident in Great Britain, who are authorised to accept service or process on the company's behalf

* Delete as appropriate

*Style/Title

Forenames TIMOTHY YOUNG

Surname CHOW

Address 5A GERRARD ROAD

ISLINGTON

Post town LONDON

County/Region

Postcode N1 8AY

Is # ☐ Authorised to accept service of process on the company's behalf

***AND/OR**

Is # ☑ Authorised to represent the company in relation to that business

SCOPE OF AUTHORITY

(This part does not apply to a person only authorised to accept service on behalf of the company)

Give brief particulars of the extent of the powers exercised (e g whether they are limited to powers expressly conferred by the instrument of appointment, or whether they are subject to express limitations) Where the powers are exercised jointly give the name(s) of the person(s) concerned You may cross refer to the details of person(s) disclosed elsewhere on the form

Mark box(es) as appropriate

The extent of the authority to represent the company is - (give details)

IN ACCORDANCE WITH THE COMPANY'S CONSTITUTION.

These powers -

☑ May be exercised alone

OR

☐ Must be exercised with -

(Give name(s) of co-authorised person(s))

PART B - BRANCH DETAILS

Persons authorised to represent the company or accept service of process

Give details of all persons who are authorised to represent the company as permanent representatives of the company in respect of the business of the branch Give details also of all persons resident in Great Britain, who are authorised to accept service or process on the company's behalf

*Style/Title

Forenames CHARLES DAWSON

Surname COASE

Address 21 CLARE LAWN AVENUE

EAST SHEEN

Post town LONDON

County/Region UK Postcode SW14 8BE

Is # ☐ Authorised to accept service of process on the company's behalf

***AND/OR**

Is # ☑ Authorised to represent the company in relation to that business

* Delete as appropriate

SCOPE OF AUTHORITY

(This part does not apply to a person only authorised to accept service on behalf of the company)

Give brief particulars of the extent of the powers exercised (e g whether they are limited to powers expressly conferred by the instrument of appointment, or whether they are subject to express limitations) Where the powers are exercised jointly give the name(s) of the person(s) concerned You may cross refer to the details of person(s) disclosed elsewhere on the form

The extent of the authority to represent the company is - (give details)

IN ACCORDANCE WITH THE COMPANYS CONSTITUTION

These powers -

☑ May be exercised alone

OR

☐ Must be exercised with -

(Give name(s) of co-authorised person(s))

Mark box(es) as appropriate

PART B - BRANCH DETAILS

Persons authorised to represent the company or accept service of process

Give details of all persons who are authorised to represent the company as permanent representatives of the company in respect of the business of the branch Give details also of all persons resident in Great Britain, who are authorised to accept service or process on the company's behalf

*Style/Title

Forenames GAVIN PAUL

Surname CRICKMORE

Address THE FORGE HOUSE

WESTBROOK STREET, BLEWBURY

Post town DIDCOT

County/Region OXON Postcode OX11 9QB

Is # ☐ Authorised to accept service of process on the company's behalf

*AND/OR

Is # ☑ Authorised to represent the company in relation to that business

* Delete as appropriate

SCOPE OF AUTHORITY

(This part does not apply to a person only authorised to accept service on behalf of the company)

Give brief particulars of the extent of the powers exercised (e g whether they are limited to powers expressly conferred by the instrument of appointment, or whether they are subject to express limitations) Where the powers are exercised jointly give the name(s) of the person(s) concerned You may cross refer to the details of person(s) disclosed elsewhere on the form

The extent of the authority to represent the company is - (give details)

IN ACCORDANCE WITH THE COMPANY'S CONSTITUTION

These powers -

☑ May be exercised alone

OR

☐ Must be exercised with -
(Give name(s) of co-authorised person(s))

Mark box(es) as appropriate

PART B - BRANCH DETAILS

Persons authorised to represent the company or accept service of process

Give details of all persons who are authorised to represent the company as permanent representatives of the company in respect of the business of the branch Give details also of all persons resident in Great Britain, who are authorised to accept service or process on the company's behalf

* Delete as appropriate

*Style/Title

Forenames DEIDRE ANN

Surname MAHLAN

Address WINCHESTER HOUSE

19 HUNTING CLOSE

Post town ESHER

County/Region SURREY Postcode KT10 8PB

Is # ☐ Authorised to accept service of process on the company's behalf

***AND/OR**

Is # ☑ Authorised to represent the company in relation to that business

SCOPE OF AUTHORITY

(This part does not apply to a person only authorised to accept service on behalf of the company)

Give brief particulars of the extent of the powers exercised (e g whether they are limited to powers expressly conferred by the instrument of appointment, or whether they are subject to express limitations) Where the powers are exercised jointly give the name(s) of the person(s) concerned You may cross refer to the details of person(s) disclosed elsewhere on the form

The extent of the authority to represent the company is - (give details)

IN ACCORDANCE WITH THE COMPANY'S CONSTITUTION

These powers -

☑ May be exercised alone

OR

☐ Must be exercised with -

(Give name(s) of co-authorised person(s))

\# Mark box(es) as appropriate

PART B - BRANCH DETAILS

Persons authorised to represent the company or accept service of process

Give details of all persons who are authorised to represent the company as permanent representatives of the company in respect of the business of the branch Give details also of all persons resident in Great Britain, who are authorised to accept service or process on the company's behalf

* Delete as appropriate

*Style/Title

Forenames SALLY CATHERINE

Surname MOORE

Address BROOKMEAD HOUSE

THE WARREN, EAST HORSLEY

Post town LEATHERHEAD

County/Region SURREY Postcode KT24 5KH

Is # ☐ Authorised to accept service of process on the company's behalf

*AND/OR

Is # ☑ Authorised to represent the company in relation to that business

SCOPE OF AUTHORITY

(This part does not apply to a person only authorised to accept service on behalf of the company)

Give brief particulars of the extent of the powers exercised (e g whether they are limited to powers expressly conferred by the instrument of appointment, or whether they are subject to express limitations) Where the powers are exercised jointly give the name(s) of the person(s) concerned You may cross refer to the details of person(s) disclosed elsewhere on the form

\# Mark box(es) as appropriate

The extent of the authority to represent the company is - (give details)

IN ACCORDANCE WITH THE COMPANY'S CONSTITUTION.

These powers -

\# ☑ May be exercised alone

OR

\# ☐ Must be exercised with -

(Give name(s) of co-authorised person(s))

PART B - BRANCH DETAILS

Persons authorised to represent the company or accept service of process

Give details of all persons who are authorised to represent the company as permanent representatives of the company in respect of the business of the branch Give details also of all persons resident in Great Britain, who are authorised to accept service or process on the company's behalf

* Delete as appropriate

*Style/Title ______

Forenames SONJA

Surname ARSENIĆ

Address 14 MILL ROAD

Post town READING

County/Region ______ Postcode RG4 8DP

Is # [✓] Authorised to accept service of process on the company's behalf

*AND/OR

Is # [ ] Authorised to represent the company in relation to that business

SCOPE OF AUTHORITY

(This part does not apply to a person only authorised to accept service on behalf of the company)

Give brief particulars of the extent of the powers exercised (e g whether they are limited to powers expressly conferred by the instrument of appointment, or whether they are subject to express limitations) Where the powers are exercised jointly give the name(s) of the person(s) concerned You may cross refer to the details of person(s) disclosed elsewhere on the form

\# Mark box(es) as appropriate

The extent of the authority to represent the company is - (give details)

These powers -

\# [ ] May be exercised alone

OR

\# [ ] Must be exercised with -

(Give name(s) of co-authorised person(s))

Address of branch

(See note 11)

Address 8 Henrietta Place, London, W1G oNB

Post town LONDON

County/Region

Postcode W1G 0NB

Branch Details

(See note 12)

Date branch opened	Day	Month	Year
	2 0	1 1	2 0 0 7

Business carried on at branch ~~See Articles~~

HOLDING AND FINANCING OF OTHER COMPANIES IN THE GROUP

SIGNATURE

Signed Bindu Mahla

(*Director / ~~Secretary / Permanent representative~~)

Date 19 12 07

This form contains 6. continuation sheets

To whom should Companies House direct any enquiries about the information on this form?

Name Company Secretarial Department

Address 8 Henrietta Place, London, W1G 0NB

Postcode

Telephone 0207 927 5635 Extension

When completed, this form together with any enclosures should be delivered to the Registrar of Companies at

For branches established in England and Wales

Companies House
Crown Way
Cardiff
CF14 3UZ

For branches established in Scotland

Companies House
37 Castle Terrace
Edinburgh
EH1 2EB

United Distillers & Vintners (SJ) B.V

Annual Accounts as at 30 June, 2007

United Distillers & Vintners (SJ) B.V.

NOTES TO THE ACCOUNTS AT 30 JUNE, 2007

GENERAL

CONTENTS **Page**

DIRECTORS:

S C Morley	(resigned 23 August 2006)
K J McGuire	(resigned 12 April 2007)
M C T M Gerichhausen	
A P Bottomley	
J F van Haeringen	
R C Rivaz	(appointed 12 April 2007)

United Distillers & Vintners (SJ) B.V

DIRECTORS' REPORT

The Directors of United Distillers & Vintners (SJ) B V submit their report with respect to the result for the year ended 30 June, 2007 and the state of the company's affairs as at that date

DIRECTORS

The names of the Directors in office at the date of this report are
A P Bottomley, M C T M Gerichhausen, J F van Haeringen and R C Rivaz

PRINCIPAL ACTIVITIES

The principle activities of the company are the holding and financing of other companies in the Diageo Group No significant change in the nature of those activities is expected in the near future

DIVIDENDS

During the period ended 30 June, 2007 the company did not pay a dividend

RESULTS FOR THE YEAR

The net loss of the company for the financial year was GBP 451,230

Amsterdam, November 13 , 2007

DIRECTORS:

A P Bottomley

M C T M Gerichhausen

J F van Haeringen

R C Rivaz

United Distillers & Vintners (SJ) B.V.

BALANCE SHEET AS AT 30 JUNE, 2007
(After the appropriation of the result)

ASSETS	Notes	30-Jun-07 GBP	30-Jun-06 GBP
FIXED ASSETS			
Financial fixed assets	4	8,120,603,904	8,120,603,904
TOTAL FIXED ASSETS		**8,120,603,904**	**8,120,603,904**
CURRENT ASSETS			
Group accounts receivable		1,593,853	-
Receivables		569,988	569,988
Corporate tax	8	705,000	705,000
Cash and bank		1,191,205	1,180,752
TOTAL CURRENT ASSETS		**4,060,046**	**2,455,740**
TOTAL ASSETS		**8,124,663,950**	**8,123,059,644**

SHAREHOLDER'S EQUITY AND LIABILITIES

SHAREHOLDER'S EQUITY	Notes	30-Jun-07 GBP	30-Jun-06 GBP
Issued and paid-up share capital	5	30,919,000	30,919,000
Share premium	6	8,062,022,446	8,062,022,446
Retained earnings	7	6,968,931	7,420,161
TOTAL SHAREHOLDER'S EQUITY		**8,099,910,377**	**8,100,361,607**
CURRENT LIABILITIES			
Group accounts payable		24,752,897	22,697,347
Corporate tax	8	-	-
Cash and bank		676	690
TOTAL CURRENT LIABILITIES		**24,753,573**	**22,698,037**
TOTAL SHAREHOLDERS' EQUITY AND LIABILITIES		**8,124,663,950**	**8,123,059,644**

See accompanying notes

United Distillers & Vintners (SJ) B.V.

PROFIT AND (LOSS) FOR THE PERIOD ENDED JUNE 30, 2007

GENERAL	Notes	12 months to 30-Jun-07 GBP	12 months to 30-Jun-06 GBP
Net turnover		-	20,789,981
Cost of sales		-	(6,537,049)
Gross margin on turnover		-	**14,252,932**
Selling and distribution costs		-	(1,911,801)
Advertising and promotion (A&P)		-	(5,407,733)
Operating result before interest		-	**6,933,398**
Foreign exchange results		(310,900)	23,464
Other interest receivable and similar income		36,147	215,720
Interest payable and similar charges		(176,477)	(103,168)
Dividends received		-	1,628,151
Operating result before taxation		**(451,230)**	**8,697,565**
Taxation	8	-	-
Net result		**(451,230)**	**8,697,565**
Retained earnings brought forward		**7,420,161**	**29,431,353**
Exchange differences on inter-company loans		-	-
Accumulated results		**6,968,931**	**38,128,918**
Dividends declared and paid		-	(1,628,151)
Dividends proposed		-	-
Conversion of retained earnings to share capital		-	(29,080,606)
Retained earnings carried forward		**6,968,931**	**7,420,161**

See accompanying notes

United Distillers & Vintners (SJ) B.V.

NOTES TO THE ACCOUNTS AT 30 JUNE, 2007

1 GENERAL

The company was incorporated on 1st August 2000 and is a wholly owned subsidiary of J & B Scotland Limited The ultimate parent company is Diageo Plc , a public quoted company with headquarters in London England

2. BASIS OF PRESENTATION

The accompanying accounts have been prepared under the historical cost convention in accordance with accounting principles generally accepted in The Netherlands

3 SIGNIFICANT ACCOUNTING POLICIES

A summary of the significant accounting policies adopted in the preparation of the financial statements is set out below

Annual Reporting

With respect to its statutory reporting, United Distillers & Vintners (SJ) B V , Amsterdam has elected the exemption rule for group companies as provided by Article 403, Part 9, Book 2 of the Dutch Civil Code

The ultimate shareholder, Diageo plc, London have confirmed in writing that they agree to this exemption from the regulations on the preparation of the 2007 statutory accounts of United Distillers & Vintners (SJ) B V

Within this exemption rule the consolidated financial statements of Diageo plc for the year ended 30 June 2007 have been filed with the office of the Trade Register These consolidated financial statements include the financial data of United Distillers & Vintners (SJ) B V

In order to meet the related legal requirements, Diageo plc has guaranteed in writing that joint and several liability is accepted for debts arising from acts of United Distillers & Vintners (SJ) B V This guarantee has been filed with the office of the Trade Register

Financial Fixed assets

The investments in subsidiary companies are valued at cost, adjusted to reflect any permanent diminution in value In assessing this, expected future earnings of the related investments are taken into account

Foreign currency translation

Transactions in foreign currencies and assets and liabilities denominated in foreign currencies, are translated into Sterling at the rate of exchange ruling at the transaction date and at the balance sheet date respectively All exchange differences arising from the foregoing are taken to the profit and loss account except exchange results on long-term assets and liabilities which are adjusted through reserves

Share premium

Where the company has acquired assets in excess of the nominal value of the share capital issued, the difference has been taken to share premium

Other assets and liabilities

All other assets and liabilities are stated at their face value

United Distillers & Vintners (SJ) B.V.

4. FINANCIAL FIXED ASSETS

	June 30, 2007 GBP	June 30, 2006 GBP
Diageo Holdings Netherlands B V (38 53% (2006 - 38 53%))	8,120,603,904	8,120,603 904

5. SHARE CAPITAL

	June 30, 2007 EUR	June 30, 2006 EUR
Authorised share capital		
46,000,000 (2006 - 46,000,000) shares of EUR 1 00 each	46,000,000	46,000,000
Issued and paid up share capital		
45,000,000 (2006 - 45,000,000) shares of EUR 1 00 each	45,000,000	45,000,000
	GBP	GBP
Converted for accounting purposes to Sterling	30,919,000	30,919,000

6 SHARE PREMIUM

	June 30, 2007 GBP	June 30, 2006 GBP
Opening balance	8,062,022,446	6,915,342,799
Addition during the year	-	1,146,679,647
Closing balance	8,062,022,446	8,062 022,446

7. RETAINED EARNINGS

	June 30, 2007 GBP	June 30, 2006 GBP
Opening balance	7,420,161	29,431,353
Result for the year	(451,230)	8,697,565
Dividends declared and paid	-	(1,628,151)
Conversion of retained earnings to share capital	-	(29,080,606)
Closing balance	6,968,931	7,420,161

8 TAXATION

No taxation is due because of the loss incurred No deferred tax has been provided on fiscal losses outstanding as it is unlikely that these will be utilised in the foreseeable future

9. EMPLOYEES

During the year the company had no employees (2005/2006 average - one)

10 DIRECTORS' EMOLUMENTS AND INTERESTS

The Directors did not receive any remuneration in respect of the services during the period concerned There were no contracts of significance during this financial period in which the Directors of the company had a material interest

United Distillers & Vintners (SJ) B V.

NOTES TO THE ACCOUNTS AT 30 JUNE, 2007

GENERAL

1 APPROPRIATION OF PROFIT

Article 19 of the company's articles of association states that the result for the year is at the disposal of the shareholders

2. PROFIT APPROPRIATION - MANAGEMENT PROPOSAL

The Directors propose to deduct the loss for 30 June 2007 to the retained profits of the company

3. AUDIT

This annual report has not been audited, because the standards are fulfilled which have been set out in Article 396, Book 2 of the Dutch Civil Code

4. SUBSEQUENT EVENTS

There have been no significant changes to the company's activities subsequent to June 30, 2007 and to the date of this report

DOORLOPENDE TEKST VAN DE STATUTEN VAN
United Distillers & Vintners (SJ) B V , gevestigd te Amsterdam,
per 1 februari 2006

Doorlopende tekst van de statuten van
United Distillers & Vintners (SJ) B V , gevestigd te Amsterdam,
per 1 februari 2006

DEFINITIES
ARTIKEL 1
In deze statuten wordt verstaan onder
- orgaan de directie of de algemene vergadering,
- algemene vergadering het orgaan dat gevormd wordt door aandeelhouders,
- algemene vergadering van aandeelhouders bijeenkomst van aandeelhouders,
- directeur(en) de bestuurder(s) in de zin van de wet,
- directie het orgaan gevormd door de directeur(en)

NAAM EN ZETEL
ARTIKEL 2
1 De vennootschap draagt de naam United Distillers & Vintners (SJ) B V
2 De vennootschap heeft haar zetel te Amsterdam

DOEL
ARTIKEL 3
De vennootschap heeft ten doel
- de import, export en handel in likeuren, spiritualien, wijn en andere alcoholische en niet-alcoholische dranken, alsmede in alle andere produkten, met name levensmiddelen,
- het verkrijgen, vervreemden, in licentie geven en anderszins exploiteren van handelsmerken, licenties en distributie-, produktie- en andere rechten met betrekking tot bovengenoemde produkten,
- het oprichten van, het op enigerlei wijze deelnemen in, het besturen van en het toezichthouden op ondernemingen en vennootschappen,
- het verstrekken van garanties en het verbinden van de vennootschap ten behoeve van ondernemingen en vennootschappen, waarmee de vennootschap in een groep is verbonden,
- het verlenen van diensten aan ondernemingen en vennootschappen,
- het financieren van ondernemingen en vennootschappen,
- het verkrijgen, vervreemden, beheren en exploiteren van onroerende goederen en van vermogenswaarden in het algemeen,
- het verrichten van alle soorten industriele, financiële en commerciele activiteiten,

alsmede het verrichten van al hetgeen met het vorenstaande verband houdt of daartoe bevorderlijk kan zijn, alles in de ruimste zin van het woord

KAPITAAL EN AANDELEN

62108318/188811 1

ARTIKEL 4

1 Het maatschappelijk kapitaal bedraagt zesenveertig miljoen euro (€ 46 000 000 --) en is verdeeld in zesenveertig miljoen (46 000 000) aandelen met een nominale waarde van een euro (€1,--)

2 De aandelen luiden op naam en zijn doorlopend genummerd van 1 af

3 Door de vennootschap worden geen aandeelbewijzen afgegeven

4 Indien aandelen of rechten op aandelen tot een gemeenschap behoren kunnen de deelgenoten zich slechts tegenover de vennootschap doen vertegenwoordigen door een persoon, daartoe schriftelijk door hen allen gemachtigd

UITGIFTE

ARTIKEL 5

1 Uitgifte van aandelen geschiedt krachtens een besluit van de algemene vergadering dat tevens de koers en de verdere voorwaarden van uitgifte bevat
De koers van uitgifte mag niet beneden pari zijn

2 De algemene vergadering kan haar bevoegdheid als in het vorige lid bedoeld overdragen aan een ander orgaan en kan deze overdracht herroepen

3 Bij uitgifte van aandelen heeft iedere aandeelhouder een voorkeursrecht naar evenredigheid van het gezamenlijk bedrag van zijn aandelen behoudens het bepaalde in de wet
Het voorkeursrecht is niet overdraagbaar
Het voorkeursrecht kan, telkens voor een enkele uitgifte van aandelen, worden beperkt of uitgesloten bij besluit van de algemene vergadering

4 Het in de vorige leden van dit artikel bepaalde is van overeenkomstige toepassing op het verlenen van rechten tot het nemen van aandelen

EIGEN AANDELEN

ARTIKEL 6

1 De vennootschap kan bij uitgifte van aandelen geen eigen aandelen nemen

2 Verkrijging door de vennootschap van niet volgestorte eigen aandelen is nietig, tenzij wordt verkregen onder algemene titel

3 De vennootschap mag volgestorte eigen aandelen slechts verkrijgen om niet of met inachtneming van het bepaalde in de wet

4 Met betrekking tot vervreemding van door de vennootschap gehouden eigen aandelen is het bepaalde in de blokkeringsregeling in deze statuten van toepassing

5 Onder aandelen in dit artikel zijn certificaten daarvan begrepen

ARTIKEL 7

1 De vennootschap mag niet, met het oog op het nemen of verkrijgen van aandelen in haar kapitaal of van certificaten daarvan, zekerheid stellen, een koersgarantie geven, zich op andere wijze sterk maken of zich hoofdelijk of anderszins naast of voor anderen verbinden

2 Leningen met het oog op het nemen of verkrijgen van aandelen in haar kapi-

taal of van certificaten daarvan, mag de vennootschap slechts verstrekken tot ten hoogste het bedrag van de uitkeerbare reserves

3 De vennootschap houdt een niet uitkeerbare reserve aan tot het uitstaande bedrag van de in het vorige lid genoemde leningen

KAPITAALVERMINDERING

ARTIKEL 8

1 De algemene vergadering kan besluiten tot vermindering van het geplaatste kapitaal door intrekking van aandelen of door het bedrag van de aandelen bij statutenwijziging te verminderen

2 Op voormeld besluit en de uitvoering daarvan is het bepaalde in de wet van toepassing

CERTIFICERING, VERPANDING EN VESTIGING VAN VRUCHTGEBRUIK OP AANDELEN

ARTIKEL 9

1 De vennootschap verleent geen medewerking aan uitgifte van certificaten van aandelen van de vennootschap

2 Op aandelen kan vruchtgebruik en pandrecht worden gevestigd
Aan de vruchtgebruiker en pandhouder van aandelen kan het stemrecht niet worden toegekend

AANDEELHOUDERSREGISTER

ARTIKEL 10

1 De directie houdt een register waarin de namen en adressen van alle houders van aandelen zijn opgenomen met vermelding van de datum waarop zij de aandelen hebben verkregen, de datum van de erkenning of betekening, alsmede van het op ieder aandeel gestorte bedrag
Daarin worden tevens opgenomen de namen en adressen van hen die een recht van vruchtgebruik of pandrecht op aandelen hebben, met vermelding van de datum waarop zij het recht hebben verkregen alsmede de datum van erkenning of betekening

2 Iedere aandeelhouder, vruchtgebruiker of pandhouder is verplicht er voor te zorgen dat zijn adres bij de vennootschap bekend is

3 Het register wordt regelmatig bijgehouden overeenkomstig de bepalingen van de wet

4 Alle aantekeningen in en afschriften of uittreksels uit het aandeelhoudersregister zullen worden ondertekend door een directeur

BLOKKERINGSREGELING

ARTIKEL 11

1 Aandelen kunnen slechts worden overgedragen nadat de betreffende aandeelhouder ("de verzoeker") goedkeuring heeft verkregen van de algemene vergadering voor de voorgenomen overdracht

2 Het verzoek tot goedkeuring moet worden ingediend door middel van een aan

de directie gerichte brief, vermeldende het aantal aandelen waarvoor goedkeuring wordt verzocht en de naam van de persoon aan wie de verzoeker wenst over te dragen

3 Op het verzoek moet binnen drie maanden na ontvangst van de in het vorige lid omschreven brief worden besloten

Het verzoek zal geacht worden te zijn goedgekeurd indien

- de verzoeker geen mededeling heeft ontvangen omtrent het besluit binnen de termijn van drie maanden als hiervoor bedoeld, of
- de algemene vergadering tezamen met haar weigering van het verzoek geen gegadigde(n) heeft aangewezen (de "aangewezen gegadigde") en aan de verzoeker heeft medegedeeld, die bereid en in staat is (zijn) om alle in het verzoek begrepen aandelen te kopen tegen betaling in contanten

De vennootschap zelf mag slechts gegadigde zijn met de goedkeuring van de verzoeker

Indien, vóór het verlopen van voormelde termijn, wordt vastgesteld dat er omstandigheden zijn op grond waarvan het verzoek geacht wordt te zijn goedgekeurd, zal de directie de verzoeker daarvan zo spoedig mogelijk op de hoogte stellen

4 De prijs van de aandelen, waarop het verzoek betrekking heeft, zal door partijen in onderling overleg worden vastgesteld

Indien partijen het niet eens worden over de prijs zal de prijs worden vastgesteld door één of meer onafhankelijke deskundigen die door de verzoeker en de gegadigden in gemeenschappelijk overleg zullen worden benoemd

Komen zij hieromtrent binnen één maand na de verzending van de in het vorige lid bedoelde kennisgeving niet tot overeenstemming, dan zal de meest gerede partij aan de voorzitter van de Kamer van Koophandel en Fabrieken voor het gebied waar de vennootschap haar zetel heeft de benoeming van drie onafhankelijke deskundigen verzoeken

De deskundigen zijn gerechtigd tot inzage van alle boeken en bescheiden van de vennootschap en tot het verkrijgen van alle inlichtingen, waarvan kennisneming voor hun waardering dienstig is

De door deskundigen binnen drie maanden na hun benoeming gezamenlijk vastgestelde prijs wordt ter kennis gebracht van de directie, die deze prijs onverwijld meedeelt aan de aanbieder en de gegadigde(n)

5 De verzoeker is bevoegd zijn aanbod in te trekken binnen één maand nadat hem de kennisgevingen omtrent gegadigde(n) en prijs zijn gedaan

Een gegadigde is bevoegd zich als zodanig terug te trekken binnen één maand nadat hem de kennisgeving omtrent de prijs is gedaan

Indien na de terugtrekking van één of meer van de gegadigden, de overblijvende gegadigden niet bereid zijn alle aandelen binnen twee weken na die terugtrekking te kopen, zal de goedkeuring geacht worden te zijn verleend

6 De gekochte aandelen moeten tegen gelijktijdige betaling van de prijs worden geleverd binnen één maand na het verstrijken van de termijn, gedurende welke het verzoek kan worden ingetrokken

7 De verzoeker, die zijn aanbod niet heeft ingetrokken, kan de aandelen, waarop het verzoek betrekking heeft, overdragen binnen drie maanden, nadat het verzoek is goedgekeurd of geacht wordt te zijn goedgekeurd

8 De kosten van de benoeming van de in lid 4 bedoelde deskundigen en hun honorarium komen ten laste van

a de verzoeker, indien deze zijn verzoek intrekt,

b de vennootschap, indien de gegadigde(n) zich terugtrekt (terugtrekken),

c de verzoeker voor de helft en de gegadigden voor de andere helft, indien de aandelen door de gegadigde(n) zijn gekocht, met dien verstande dat iedere koper in de kosten bijdraagt in verhouding tot het aantal door hem gekochte aandelen

9 Indien en voorzover een aandeelhouder enige verplichting ingevolge dit artikel niet tijdig nakomt, is de vennootschap onherroepelijk gemachtigd namens deze aandeelhouder alle hiervoor omschreven verplichtingen na te komen
De vennootschap zal van de volmacht, voorzover betrekking hebbende op de overdracht, geen gebruik maken dan nadat de verschuldigde prijs ten behoeve van de verzoeker aan de vennootschap is betaald

10 Het aan de aandelen verbonden vergader- en stemrecht kan niet worden uitgeoefend en het aan de aandelen verbonden recht op uitkering wordt opgeschort, gedurende de periode, waarin de verzoeker enige op hem ingevolge het vorenstaande rustende verplichting niet nakomt

11 Alle kennisgevingen en mededelingen krachtens dit artikel en artikel 12 geschieden bij aangetekend schrijven

12 Voor de toepassing van dit artikel wordt onder aandelen tevens begrepen het recht tot het nemen van aandelen

13 Het in dit artikel bepaalde geldt niet indien de aandeelhouder krachtens de wet tot overdracht van zijn aandeel aan een eerdere aandeelhouder verplicht is

ARTIKEL 12

1 In geval van

- verkrijging van aandelen krachtens erfopvolging,
- verkrijging van aandelen krachtens juridische fusie of splitsing, tenzij ten gevolge daarvan geen wijziging optreedt in de zeggenschap als bedoeld in het "S E R -besluit Fusiegedragsregels 1975", ongeacht of dit van toepassing is,
- faillissement van- of verlening van surséance van betaling aan een aandeelhouder,

- ondercuratelestelling van een aandeelhouder-natuurlijke persoon,
- wijziging van de zeggenschap in een aandeelhouder-rechtspersoon als bedoeld in het "S E R -besluit Fusiegedragsregels 1975", ongeacht of dit van toepassing is,

moeten de betreffende aandelen respectievelijk alle aandelen van de betreffende aandeelhouder worden overgedragen aan de door de algemene vergadering aangewezen gegadigde(n) die bereid en in staat zijn om alle aandelen tegen betaling in contanten te verkrijgen

2 Uiterlijk dertig dagen nadat een in het vorige lid bedoeld geval zich voordoet moet(en) de betreffende aandeelhouder(s) mededeling daarvan doen aan de directie

3 Binnen één maand nadat de directie schriftelijk zowel de na(a)m(en) van de gegadigde(n) en de prijs heeft medegedeeld aan de perso(o)n(en), die verplicht is (zijn) over te dragen, moeten de aandelen aan de gegadigde(n) worden overgedragen

4 De verplichting tot overdracht is niet van toepassing in geval van een juridische fusie als bedoeld in artikel 2 333 van het Burgerlijk Wetboek

5 Het bepaalde in het vorige artikel is voorzover mogelijk van overeenkomstige toepassing, met dien verstande dat de tot overdracht verplichte persoon niet bevoegd is zijn verzoek in te trekken en dat, indien de algemene vergadering geen gegadigde(n) aanwijst als bedoeld in lid 1, de tot overdracht verplichte persoon alsdan niet bevoegd is de betreffende aandelen vrijelijk over te dragen en de betreffende aandelen kan behouden

6 De verplichting tot overdracht wordt gedurende twee jaar opgeschort, indien van de nieuwe gerechtigden deel (uitmaakt) (uitmaken) perso(o)n(en) te wiens (wier) name de aandelen bij de verkrijging van aandelen krachtens erfopvolging stonden

De verplichting tot overdracht vervalt, indien de aandelen binnen twee jaar zijn toegedeeld of overdragen aan of overgegaan op de perso(o)n(en) bedoeld in de vorige zin

LEVERING VAN AANDELEN

ARTIKEL 13

1 Voor de uitgifte en levering van een aandeel of de levering of afstanddoening van een beperkt recht daarop is vereist een daartoe bestemde ten overstaan van een in Nederland gevestigde notaris verleden akte, waarbij de betrokkenen partij zijn

2 De levering van een aandeel of de levering van een beperkt recht daarop overeenkomstig het in lid 1 bepaalde werkt mede van rechtswege tegenover de vennootschap

Behoudens in het geval dat de vennootschap zelf bij de rechtshandeling partij is, kunnen de aan het aandeel verbonden rechten eerst worden uitgeoefend nadat zij de rechtshandeling heeft erkend of de akte aan haar is betekend overeenkomstig het daaromtrent bepaalde in de wet

DIRECTIE

ARTIKEL 14

1 De vennootschap heeft een directie Het aantal directeuren wordt door de algemene vergadering vastgesteld

2 Directeuren worden benoemd door de algemene vergadering

3 Directeuren kunnen te allen tijde door de algemene vergadering worden geschorst of ontslagen

4 Een schorsing kan, ook na één of meermalen verlengd te zijn, in totaal niet langer duren dan drie maanden

5 De bezoldiging en verdere arbeidsvoorwaarden worden, voor iedere directeur afzonderlijk, bepaald door de algemene vergadering

ARTIKEL 15

1 De directie besluit bij volstrekte meerderheid van het in totaal door alle directeuren uit te brengen aantal stemmen

2 In de vergaderingen van de directie brengt iedere directeur één stem uit

3 Iedere directeur kan zich in de directievergaderingen uitsluitend door een mede-directeur doen vertegenwoordigen krachtens een schriftelijke volmacht

4 De directie kan ook buiten vergadering besluiten, indien alle directeuren zijn geraadpleegd en geen van hen zich tegen deze wijze van besluitvorming heeft verklaard

5 Aan de voorafgaande goedkeuring van de algemene vergadering zijn onderworpen alle besluiten van de directie, die door de algemene vergadering zullen worden bepaald en duidelijk omschreven en aan de directie medegedeeld Het ontbreken van de goedkeuring bedoeld in dit lid zal de bevoegdheid van het bestuur of van de directeuren om de vennootschap te vertegenwoordigen niet aantasten

ARTIKEL 16

In geval van belet of ontstentenis van één of meer directeuren berust het bestuur van de vennootschap bij de overblijvende directeuren dan wel de enig overgebleven directeur

In geval van belet of ontstentenis van alle directeuren of van de enige directeur, berust het bestuur van de vennootschap tijdelijk bij een door de algemene vergadering daartoe aangewezen persoon

VERTEGENWOORDIGING

ARTIKEL 17

1 Voorzover uit de wet niet anders voortvloeit wordt de vennootschap vertegenwoordigd door

- hetzij de directie,
- hetzij twee gezamenlijk handelende directeuren, of

- een directeur tezamen met een procuratiehouder met volledige volmacht

2 Ingeval de vennootschap een tegenstrijdig belang heeft met een of meer directeuren in privé, in kwaliteit of anderszins, wordt de vennootschap vertegenwoordigd op de wijze als bepaald in lid 1

Ook de desbetreffende directeur(en) is/zijn bevoegd tot vertegenwoordiging van de vennootschap

BOEKJAAR, JAARREKENING, JAARVERSLAG

ARTIKEL 18

1 Het boekjaar van de vennootschap loopt van één juli tot en met dertig juni

2 Binnen vijf maanden na afloop van elk boekjaar, behoudens verlenging van deze termijn door de algemene vergadering met ten hoogste zes maanden op grond van bijzondere omstandigheden, wordt door de directie de jaarrekening (bestaande uit de balans en de winst- en verliesrekening met toelichting) opgemaakt

De jaarrekening wordt ondertekend door alle directeuren

Ontbreekt de ondertekening van één of meer van hen dan wordt daarvan onder opgaaf van reden melding gemaakt

Tenzij artikel 2 403 van het Burgerlijk Wetboek voor de vennootschap geldt, maakt de directie binnen voornoemde termijn een jaarverslag op

3 Indien en voorzover het dienaangaande in de wet bepaalde op de vennootschap van toepassing is, zal door de algemene vergadering opdracht worden verleend aan een deskundige of organisatie van deskundigen als bedoeld in artikel 2 393 lid 1 van het Burgerlijk Wetboek teneinde de door de directie ontworpen jaarrekening alsmede - indien opgemaakt - het jaarverslag te onderzoeken en daarover verslag uit te brengen en een verklaring af te leggen

4 De jaarrekening wordt vastgesteld door de algemene vergadering

Vaststelling van de jaarrekening zonder voorbehoud strekt de directie tot decharge voor het door haar in het betreffende boekjaar gevoerde bestuur, onverminderd hetgeen uit de wet voortvloeit

5 De vennootschap is verplicht tot openbaarmaking bij het handelsregister indien en voorzover de wet dit vereist

WINSTBESTEMMING

ARTIKEL 19

1 De vennootschap kan aan de aandeelhouders en andere gerechtigden tot de voor uitkering vatbare winst slechts uitkeringen doen voorzover het eigen vermogen van de vennootschap groter is dan het bedrag van het gestorte en opgevraagde deel van het kapitaal van de vennootschap, vermeerderd met de reserves die krachtens de wet moeten worden aangehouden

2 De winst blijkende uit de door de algemene vergadering vastgestelde winst- en verliesrekening staat ter beschikking van de algemene vergadering

3 De vennootschap mag tussentijds slechts (winst-)uitkeringen doen, indien

aan het vereiste van lid 1 is voldaan en na voorafgaande goedkeuring van de algemene vergadering

4 Op door de vennootschap gehouden aandelen in haar kapitaal of certificaten daarvan vindt geen uitkering ten behoeve van de vennootschap plaats

5 Bij de berekening van de winstverdeling tellen de aandelen of certificaten van aandelen, waarop ingevolge het in lid 4 bepaalde geen uitkering ten behoeve van de vennootschap plaatsvindt, niet mee

6 De vordering tot uitkering verjaart door een tijdsverloop van vijf jaren te rekenen vanaf de dag van betaalbaarstelling

VERGADERINGEN VAN AANDEELHOUDERS

ARTIKEL 20

1 Jaarlijks, binnen zes maanden na afloop van het boekjaar wordt de jaarlijkse vergadering van aandeelhouders gehouden, waarin onder meer - tenzij de termijn als bedoeld in artikel 18 lid 2 van deze statuten overeenkomstig het aldaar bepaalde is verlengd -, aan de orde wordt gesteld

- de behandeling van het jaarverslag,
- de vaststelling van de jaarrekening,
- het verlenen van een opdracht aan een deskundige als bedoeld in artikel 2 393 van het Burgerlijk Wetboek, voorzover wettelijk vereist,
- de taal waarin de posten van de eerstvolgende jaarrekening worden gesteld en de geldeenheid

2 De algemene vergadering van aandeelhouders wordt gehouden in de gemeente waar de vennootschap haar zetel heeft

3 De oproeping van aandeelhouders geschiedt door de directie of door een directeur door middel van oproepingsbrieven welke moeten worden verzonden niet later dan op de vijftiende dag vóór die van de vergadering

4 De oproepingsbrieven vermelden plaats, dag en uur van de vergadering alsmede de te behandelen onderwerpen

De oproepingsbrieven worden verzonden aan de adressen vermeld in het aandeelhoudersregister

Wanneer één of meer oproepingsbrieven, overeenkomstig het hiervoor bepaalde verzonden, hun bestemming niet bereiken, dan zal dit geen invloed uitoefenen op de geldigheid van de algemene vergadering van aandeelhouders en de daarin te nemen besluiten

5 De algemene vergadering van aandeelhouders voorziet zelf in haar leiding

6 Van het verhandelde in een algemene vergadering van aandeelhouders worden notulen gehouden tenzij een notarieel proces-verbaal wordt opgemaakt

De notulen worden ingeschreven in een daartoe bestemd register en vastgesteld en getekend door de voorzitter van de vergadering en de door deze bij de aanvang van de vergadering aangewezen secretaris van de vergadering

De notulen of het notarieel proces-verbaal strekken tot bewijs van het in de vergadering beslotene

ARTIKEL 21

1 Iedere aandeelhouder is bevoegd, in persoon of bij schriftelijk gevolmachtigde, de algemene vergadering van aandeelhouders bij te wonen en daarin het woord te voeren De directeur(en) heeft (hebben) als zodanig in de algemene vergadering van aandeelhouders een raadgevende stem

2 Om aan de stemmingen te kunnen deelnemen, moeten de aandeelhouders, respectievelijk hun vertegenwoordiger, de presentielijst tekenen, onder vermelding van het aantal door ieder vertegenwoordigde aandelen

3 Elk aandeel geeft recht op één stem

4 Voor een aandeel dat toebehoort aan de vennootschap of aan een dochtermaatschappij daarvan kan in de algemene vergadering van aandeelhouders geen stem worden uitgebracht,
evenmin voor een aandeel waarvan een van hen de certificaten houdt

5 Bij de vaststelling in hoeverre de aandeelhouders stemmen, aanwezig of vertegenwoordigd zijn, of in hoeverre het aandelenkapitaal verschaft wordt of vertegenwoordigd is, wordt geen rekening gehouden met aandelen waarvan de wet bepaalt dat daarvoor geen stem kan worden uitgebracht

6 De besluiten in de algemene vergadering van aandeelhouders worden genomen met volstrekte meerderheid van stemmen
Blanco stemmen gelden als niet uitgebracht

7 Stemming geschiedt mondeling, tenzij de voorzitter van de vergadering anders bepaalt

8 Bij staking van stemmen is het voorstel verworpen

9 In een algemene vergadering van aandeelhouders, waarin het gehele geplaatste kapitaal vertegenwoordigd is, kunnen, mits met algemene stemmen, rechtsgeldige besluiten worden genomen ook al zijn de voorschriften met betrekking tot het oproepen en houden van vergaderingen niet in acht genomen

10 Het bestuur van de vennootschap houdt van de genomen besluiten aantekening De aantekeningen liggen ten kantore van de vennootschap ter inzage van de aandeelhouders Aan ieder van dezen wordt desgevraagd afschrift of uittreksel van deze aantekeningen verstrekt tegen ten hoogste de kostprijs

ARTIKEL 22

Besluitvorming door aandeelhouders kan op andere wijze dan in een vergadering van aandeelhouders plaatsvinden doordat alle aandeelhouders zich schriftelijk (waaronder begrepen per telegram, telex en telefax) vóór het voorstel hebben verklaard, en mits de directeur(en) de gelegenheid heeft (hebben) gehad raadgevende stem uit te brengen

FUSIE, SPLITSING, STATUTENWIJZIGING, ONTBINDING

ARTIKEL 23

1 De algemene vergadering kan besluiten tot fusie, splitsing, wijziging van de

statuten en tot ontbinding van de vennootschap

2 Degenen, die een oproeping tot een algemene vergadering van aandeelhouders hebben gedaan, waarin een voorstel tot het nemen van een besluit tot statutenwijziging aan de orde zal worden gesteld, moeten tegelijkertijd met de oproeping een afschrift van het voorstel, waarin de voorgedragen wijziging woordelijk is opgenomen, ten kantore van de vennootschap neerleggen ter inzage van aandeelhouders tot de afloop van de vergadering

De aandeelhouders moeten in de gelegenheid worden gesteld van de dag van de nederlegging tot die van de algemene vergadering van aandeelhouders een afschrift van het voorstel, zoals in de vorige zin bedoeld, te verkrijgen

Deze afschriften worden kosteloos verstrekt

3 Ingeval tot ontbinding van de vennootschap is besloten, geschiedt de vereffening door de directie tenzij de rechter een andere vereffenaar of andere vereffenaars benoemt

Bij het besluit tot ontbinding zal tevens de beloning worden bepaald door de vereffenaar of de vereffenaars gezamenlijk te genieten

4 Tijdens de vereffening blijven de statuten zoveel mogelijk van kracht

5 Het overschot na vereffening wordt aan aandeelhouders en andere rechthebbenden in verhouding tot ieders recht uitgekeerd

6 Na afloop van de vereffening zullen de boeken en bescheiden van de ontbonden vennootschap gedurende zeven jaren blijven berusten onder de persoon, daartoe door de algemene vergadering te benoemen

ARTIKEL 24

Het eerste boekjaar eindigt op dertig juni tweeduizend één

The undersigned·

Martine Bijkerk, civil-law notary, practising at Amsterdam, declares that the attached document is the continuous text of the Articles of Association of **United Distillers & Vintners (SJ) B.V.**, registered at Amsterdam, in force as of the 1st day of February 2006.

Signed at Amsterdam
on 8 February 2008

APOSTILLE
Convention de La Haye du 5 octobre 1961

1 Country THE NETHERLANDS
This public document
2 Has been signed by mr M Bijkerk
3 Acting in the capacity of notaris te Amsterdam
4 Bears the seal/stamp of
mr M Bijkerk
Certified
5 At Amsterdam
6 The 8 Februari 2008
7 By the registrar of the Court in Amsterdam
8 No 00527
9 Seal/Stamp
10 Signature
mw L G van der Horst

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STATUTENWIJZIGING
United Distillers & Vintners (SJ) B V ,
met zetel te Amsterdam
Akte de dato 1 februari 2006

100/227878 1

-1-

KONINKLIJKE NOTARIELE BEROEPSORGANISATIE

STATUTENWIJZIGING

Op een februari --
tweeduizend zes, verschijnt voor mij, ---
mr Martine Bijkerk, notaris te Amsterdam ---
de heer mr Philippe Eugène Auguste Gérard Stille, werkzaam bij het kantoor Houthoff Buruma N V in de vestiging te 1082 MA Amsterdam, Gustav Mahlerplein 50, geboren te Veenendaal op drieentwintig mei negentienhonderd eenenzeventig, houder van een rijbewijs met nummer 3106014017 --
De comparant verklaarde dat --

- de statuten van de besloten vennootschap met beperkte aansprakelijkheid United Distillers & Vintners (SJ) B V , met zetel te Amsterdam, laatstelijk zijn gewijzigd bij akte op een december tweeduizend vijf verleden voor Mr M Bijkerk, notaris te Amsterdam, --
- de enige aandeelhouder van voormelde vennootschap heeft besloten om een wijziging in de statuten van de vennootschap aan te brengen, ------------------
- voorts werd besloten om de comparant te machtigen de betreffende akte van statutenwijziging te doen verlijden, --
- van voormelde besluiten blijkt uit een - aan deze akte te hechten - aandeelhoudersbesluit --

Vervolgens verklaarde de comparant ter uitvoering van voormelde besluiten de navolgende wijziging in de statuten van de vennootschap aan te brengen ---------------

Artikel 4 lid 1 komt te luiden als volgt: --

1 Het maatschappelijk kapitaal bedraagt zesenveertig miljoen euro ----------------- (€ 46 000 000 --) en is verdeeld in zesenveertig miljoen (46 000 000) aandelen met een nominale waarde van een euro (€1,--) ---------------------------------------

Slotverklaringen --

Ten slotte verklaarde de comparant ---

- dat het thans geplaatste kapitaal bedraagt drieenveertig miljoen tweehonderd negentienduizend zevenhonderd zevenenzestig euro (€43 219 767 --), -------
- dat de ministeriele verklaring van geen bezwaar is verleend op een februari tweeduizend zes onder nummer B V 1125983, waarvan blijkt uit een aan deze akte te hechten beschikking ---

SLOT ---

De bij deze akte betrokken comparant is mij, notaris, bekend en de identiteit van de comparant is door mij, notaris, aan de hand van het hiervoor gemelde en daartoe bestemde document vastgesteld ---

WAARVAN AKTE --

wordt verleden te Amsterdam op de datum als in het hoofd van deze akte is vermeld

Na zakelijke opgave van de inhoud van deze akte en het geven van een toelichting daarop aan de comparant, heeft deze verklaard van de inhoud van deze akte te hebben kennisgenomen en met beperkte voorlezing in te stemmen ---------------------------
Na beperkte voorlezing overeenkomstig de wet is deze akte door de comparant en door mij, notaris, ondertekend ---
(Volgt ondertekening) ---
Volgt aangehechte verklaring van geen bezwaar ---

Justitie

KONINKLIJKE NOTARIËLE BEROEPSORGANISATIE

Ministerie van Justitie

Dienst Justis
Justitiele uitvoeringsdienst Toetsing, Integriteit en Screening

Referentie 62 108318-1-MBY

Mw Mr M Bijkerk

Postbus 75505

1070 AM AMSTERDAM

Verklaring van geen bezwaar

Naar aanleiding van uw verzoek tot het verkrijgen van de verklaring van geen bezwaar ten aanzien van de hieronder genoemde

Statutenwijziging

deel ik u het volgende mede

Mij is van bezwaren niet gebleken

Naam United Distillers & Vintners (SJ) B V

Nummer BV 1125983

Beslissingsdatum 01 februari 2006

De minister van Justitie,
Namens deze,

De coordinator Integriteit Bedrijfsleven
A A A M Huldy

Indien van toepassing gaarne onderstaande aankruisen en deze verklaring retourneren
[ ] Van deze verklaring is geen gebruik gemaakt

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VOOR AFSCHRIFT

APOSTILLE

Convention de La Haye du 5 octobre 1961

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9 Seal/Stamp
10 Signature
mw L G van der Horst

RECHTBANK AMSTERDAM

62108318/183967 2

Certified translation of the Articles of Association
of United Distillers & Vintners (SJ) B V , established at Amsterdam,
in force as of 1 February 2006

DEFINITIONS

ARTICLE 1

In these articles of association the following expressions shall have the following meanings

- constituent body the Management Board or the general meeting,
- general meeting the constituent body formed by shareholders,
- general meeting of shareholders the meeting of shareholders,
- Managing Director(s) Managing Director(s) as meant in Netherlands law,
- Management Board the constituent body formed by Managing Directors

NAME AND SEAT

ARTICLE 2

1 The name of the company is United Distillers & Vintners (SJ) B V

2 The company has its registered office in Amsterdam

OBJECTS

ARTICLE 3

The objects of the company are

- the import, export and trade in liquors, spirits, wines and other alcoholic and non-alcoholic beverages, as well as in all other products, especially in food products,
- to acquire, alienate, license and otherwise exploit trade marks, licenses and distribution-, production- and other rights in relation to the products mentioned hereinbefore,
- to incorporate, to participate in any way whatsoever, to manage and to supervise enterprises and companies,
- to render guarantees and to bind the company or assets of the company on behalf of enterprises and companies with which the company forms a group,
- to render services to enterprises and companies,
- to finance enterprises and companies,
- to obtain, alienate, manage and to exploit real estate and items of property in general,
- to perform all kind of industrial, financial and commercial activities,

as well as performing all of that which is incidental to the above or which could be conducive thereto, in the broadest sense of the word

CAPITAL AND SHARES

ARTICLE 4

1 The authorised capital amounts to forty-six million euros (€46,000,000) and is divided into forty-six million (46,000,000) shares with a nominal value of one euro (€1)
2 The shares are registered and are numbered consecutively from 1 onwards
3 The company shall not issue share certificates
4 If shares or rights to shares form part of jointly-held property each of the holders may only be represented by a person holding a written proxy signed by them all

ISSUE

ARTICLE 5

1 The issue of shares is effected by virtue of a resolution adopted by the general meeting
Such a resolution shall also set out the rates and other terms and conditions of issue
The rate of issue may not be below par
2 The general meeting may delegate its powers in this respect to another constituent body and may revoke such delegation
3 Without prejudice to any provision of Netherlands law, every shareholder shall have a pre-emptive right on any issue of shares "pro rata" to the aggregate amount of his shares
The pre-emptive right is non-transferable
The pre-emptive right may, but only in respect of individual issues of shares, be limited or excluded by virtue of a resolution adopted by the general meeting
4 The provisions of the above subsections are applicable "mutatis mutandis" to the granting of a right to subscribe for shares

OWN SHARES

ARTICLE 6

1 The company may not subscribe for shares in its own capital upon the issue of shares
2 The acquisition by the company of not fully-paid-up shares in its own capital shall be null and void, unless such shares are acquired under general title
3 The company may only acquire fully paid-up shares in its own capital under gratuitous title or in accordance with Netherlands law
4 The provisions set out below for the restriction on the transfer of shares are applicable to the disposal of shares which the company holds in its own capital
5 "Shares" as used in this article shall include depository receipts issued in respect thereof

ARTICLE 7

1 The company may not provide collateral, guarantee the price, otherwise

guarantee or otherwise bind itself jointly and severally with or on behalf of third parties, for the purpose of subscription to or acquisition of shares in its own capital, or of depository receipts issued in respect thereof

2 Loans for the purpose of subscription to, or acquisition of shares in its own capital, or depository receipts issued in respect thereof, may be provided by the company only to the extent of its distributable reserves

3 The company shall maintain a non-distributable reserve for the outstanding amount of the loans mentioned in the preceding subsection

REDUCTION OF CAPITAL

ARTICLE 8

1 The general meeting may resolve to reduce the issued capital by cancellation of shares or by reduction of the nominal amount of the shares by amendment of the articles of association

2 The provisions of Netherlands law are applicable to the resolution described above and the execution thereof

THE ISSUE OF DEPOSITORY RECEIPTS FOR, THE PLEDGING OF AND THE ESTABLISHMENT OF A RIGHT OF USUFRUCT ON SHARES

ARTICLE 9

1 The company shall not co-operate in issuing depositary receipts in respect of shares in the company

2 A right of usufruct, or a right of pledge, may be granted on shares
Voting rights may not be attributed to an usufructuary or a pledgee of shares

REGISTER OF SHAREHOLDERS

ARTICLE 10

1 The Management Board shall keep a register recording the names and addresses of all shareholders, stating the date on which they acquired the shares, the date of acknowledgement by, or service upon the company, and the amount paid up on each share
The names and addresses of those persons who have a right of usufruct or pledge in respect of shares shall also be recorded, stating the date on which they acquired the right, the date of acknowledgement by, or service upon, the company

2 All shareholders, usufructuaries and pledgees are obliged to ensure that the company has been notified of their address

3 The register shall be regularly updated in accordance with Netherlands law

4 All entries in, copies of, or extracts from the register of shareholders shall be authenticated by a Managing Director

RESTRICTION ON THE TRANSFER OF SHARES

ARTICLE 11

1 Shares may be transferred only after the shareholder concerned ("the requestor") has obtained approval for the intended transfer from the general

meeting

2 The approval shall be applied for by means of a letter directed to the Management Board setting out the number of shares for which the approval is being sought and the name of the person to whom the requestor wishes to make the transfer

3 A decision on the request must be made within three months after receipt of the letter described in the previous subsection

The request shall be deemed to have been approved if

- the requestor has not yet been notified of a decision within the three-month period referred to above, or
- together with a rejection of the request, the requestor has not been notified of (a) prospective purchaser(s) designated by the general meeting (the "designated prospective purchaser") who is (are) willing and able to purchase all the shares included in the request against payment in cash

The company itself may be a prospective purchaser only with the consent of the requestor

If, before the lapse of the above-mentioned period, it has already been established that there are circumstances on the grounds of which the request is deemed to have been approved, the Management Board shall notify the requestor thereof at the earliest possible opportunity

4 The price to be paid for the shares for which a decision is being sought shall be determined by the parties by mutual consent

If the parties fail to reach agreement on this, the price shall be determined by one or more independent experts to be appointed by the requestor and the designated prospective purchasers by mutual consent

If the parties fail to reach agreement on this within one month of the despatch of the notification to the requestor from the Management Board notifying him of the designated prospective purchaser(s) and the shares allocated to him or them, the party most willing to institute proceedings shall request the chairman of the Chamber of Commerce, within whose area the company has its registered office, to appoint three independent experts

The experts are authorised to examine all the company's books and records and to obtain all the information which may assist in the valuation

The experts shall notify the Management Board, within three months after their appointment, of the price determined by them, whereafter the Management Board shall immediately notify the requestor and the designated prospective purchaser(s) of this price

5 The requestor may withdraw his request at any time, provided this is done within a period of one month after he has been notified to which designated prospective purchaser(s) he may sell the shares, and at what price

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A designated prospective purchaser is entitled to withdraw within one month of having been notified of the price
If, after the withdrawal of one or more designated prospective purchasers, the remaining prospective purchasers are not prepared to purchase all shares within two weeks after such withdrawal, the approval shall be deemed to be granted

6 The shares purchased must be transferred against simultaneous payment of the price within one month after the period during which the request can be withdrawn has lapsed

7 If he has not withdrawn his request, the requestor can transfer the shares for which the approval has been sought, within three months after the approval has been granted, or is deemed to have been granted

8 The expenses incurred in connection with the appointment of the experts described above in subsection 4 and their fees shall be for the account of
   a the requestor if he withdraws his request,
   b the company if the designated prospective purchaser(s) withdraw(s),
   c if the shares have been purchased by the designated prospective purchaser(s), the requestor for fifty percent and the designated prospective purchaser(s) for the other half, in the sense that each purchaser shall contribute to the costs in proportion to the number of shares purchased by him

9 If, and to the extent that, a shareholder fails to comply with any obligation arising out of the present article in time, the company is irrevocably authorised to comply with all the obligations described above on behalf of such shareholder
The company may make use of such authorization, in as far as it concerns the transfer, only after the price payable has been paid for benefit of the requestor to the company

10 The rights attached to the shares with respect to voting and the attendance of meetings can not be exercised and the right attached to the shares with respect to distribution is suspended for the period during which the requestor remains in default to comply with any of the obligations in pursuance of the above

11 All notices and other communications pursuant to this article and to article 12 shall be sent by registered mail

12 For the application of this article the term "shares" shall also imply the right to subscribe for shares

13 The provisions of this article do not apply if the holder is obliged under Netherlands law to transfer his share to a former holder

ARTICLE 12

1 In the event of

- acquisition of shares through inheritance,
- acquisition of shares through legal merger or division, unless as a result of that no change of control occurs in the sense of the "*S E R -besluit Fusiegedragsregels 1975*" (the Decree on the Rules relating to Mergers of the Dutch Social and Economic Council), regardless of its applicability,
- the involuntary liquidation of a shareholder or of a shareholder being granted a moratorium of payments,
- a shareholder, which is a natural person, is placed under legal restraint *("onder curatele gesteld")*,
- change of control of a shareholder which is a legal entity in the sense of the "*S E R -besluit Fusiegedragsregels 1975*" (the Decree on the Rules relating to Mergers of the Dutch Social and Economic Council), regardless of its applicability,

the shares concerned or all shares belonging to the shareholder concerned must be transferred to (a) prospective purchaser(s) designated by the general meeting who is/are willing and able to acquire all the shares against payment in cash

2 The shareholder(s) concerned must notify the Management Board of the occurrence of the events described in subsection 1 above within thirty days after the occurrence thereof

3 The shares must be transferred to the designated prospective purchaser(s) within one month after the Management Board has notified in writing the person(s) who is (are) obliged to transfer of both the name(s) of the designated prospective purchaser(s) and the price

4 The obligation to transfer the shares does not apply in the event of a legal merger as defined in section 2 333 of the Netherlands Civil Code

5 In as far as possible, the provisions of the previous article shall be applicable "mutatis mutandis", to the extent, however, that the person obliged to make a transfer is not authorised to withdraw his request, and that, if the general meeting does not designate (a) prospective purchaser(s) as described in subsection 1 above the person obliged to make a transfer shall not be authorised to transfer the shares concerned freely and is authorised to retain the shares concerned

6 The obligation to offer the shares is suspended for a period of two years if (a) person(s) in whose name the shares were registered by the acquisition through inheritance form part of the new owners
The obligation to transfer the shares is cancelled if, within a period of two years, the shares have been allocated, transferred to or acquired through succession of title by the person(s) described in the previous sentence

TRANSFER OF SHARES

ARTICLE 13

1 The issue and transfer of a share, or the transfer of a limited right to a share, requires a deed executed before a notary officiating in the Netherlands, to which all persons involved are party

2 The transfer of a share, or the transfer of a limited right to a share, in accordance with the provisions of the previous section shall, by operation of Netherlands law, have effect against the company
Save in the event that the company itself is party to the legal transaction, the rights accruing to the share may not be exercised before the company has acknowledged this legal transaction or before the deed of transfer is served upon it in accordance with Netherlands law

MANAGEMENT BOARD

ARTICLE 14

1 The company has a Management Board The number of Managing Directors shall be laid down by the general meeting

2 Managing Directors shall be appointed by the general meeting

3 Managing Directors may be suspended or dismissed by the general meeting at all times

4 A suspension may last no longer than three months in total, even after it has been extended one or more times

5 The remuneration of and other terms and conditions upon which each individual Managing Director is appointed, shall be laid down by the general meeting

ARTICLE 15

1 The Management Board shall adopt resolutions by an absolute majority of the total number of votes to be cast by all the Managing Directors

2 In meetings of the Management Board each Managing Director shall be entitled to cast one vote

3 Managing Directors may only be represented in meetings of the Management Board by a fellow-Managing Director pursuant to a written power of attorney

4 The Management Board may also adopt resolutions without convening a meeting, provided that all the Managing Directors have been consulted and that none of them have objected to adopting resolutions in this manner

5 All resolutions to be adopted by the Management Board concerning the following matters are subject to the prior approval of the general meeting such legal acts as shall be determined and clearly defined by the general meeting and brought to the attention of the Managing Board in writing
The absence of the approval defined in this paragraph shall not affect the powers of the Managing Board or of the Managing Directors to represent the company

ARTICLE 16

In the event that one or more Managing Directors is/are absent or prevented from acting, the management of the company shall be vested in the remaining Managing Directors or the sole remaining Managing Director

In the event that all the Managing Directors are, or the sole Managing Director is absent or prevented from acting, the management of the company shall temporarily be vested in a person appointed for that purpose by the general meeting

REPRESENTATION

ARTICLE 17

1 To the extent that Netherlands law does not provide otherwise, the company shall be represented by

- either the Management Board, or
- two Managing Directors acting together,
- a Managing Director together with a proxyholder with general power of attorney

2 In the event of the company having a conflict of interests with one or more Managing Directors in his or their official capacity, private capacity or otherwise, the company shall continue to be represented in the manner described in paragraph 1 above

The Managing Director(s) concerned is/are also authorised to represent the company

FINANCIAL YEAR, ANNUAL ACCOUNTS, ANNUAL REPORT

ARTICLE 18

1 The company's financial year runs from the first day of July up to and including the thirtieth day of June

2 The Management Board shall prepare the annual accounts (consisting of the balance-sheet and profit and loss account with explanatory notes thereto) within five months of the end of each financial year, unless such a period is extended by the general meeting with a maximum of six months on account of special circumstances

The annual accounts shall be signed by all the Managing Directors

If one or more of their signatures is missing, this shall be stated giving the reason therefor

Unless the provisions of section 2 403 of the Netherlands Civil Code are applicable to the company, the Management Board shall also prepare an annual report within the above-mentioned period

3 If, and to the extent that, on that subject any provisions of Netherlands law are applicable to the company, the general meeting shall instruct a registered accountant or a firm of registered accountants as defined in section 2 393, subsection 1 of the Netherlands Civil Code, to examine the annual accounts and - if this has been prepared - the annual report prepared by the Management Board, to write a report thereon and to issue a certificate therefor

4 The annual accounts shall be adopted by the general meeting
Without prejudice to that which is laid down in Netherlands law, the unconditional adoption of the annual accounts shall constitute a discharge from liability in respect of the Management Board for the acts performed by it during the financial year concerned

5 If, and to the extent that, it is required under Netherlands law, the company is obliged to make the annual accounts public at the Commercial Register

APPROPRIATION OF PROFITS

ARTICLE 19

1 The company may make distributions to the shareholders and other persons entitled to the distributable profits only to the extent that the company's shareholders' equity exceeds the paid-up and called-up part of the company's capital, plus the reserves which must be maintained under Netherlands law

2 The profits evidenced by the profit and loss accounts adopted by the general meeting shall be at the disposal of the general meeting

3 The company may make interim (profit-)distributions only to the extent that the stipulations set out in subsection 1 above have been complied with, and provided that it has obtained the prior approval of the general meeting

4 There shall be no distribution of profits in favour of the company on shares or depository receipts issued in respect thereof, which the company has acquired in its own capital

5 In computing the distribution of profits, the shares or depository receipts issued in respect thereof on which no distribution shall be made in favour of the company in pursuance of the provisions of subsection 4 above, shall be disregarded

6 The right to receive a distribution shall be precluded after the lapse of five years, to be calculated from the day on which such a distribution became payable

MEETINGS OF SHAREHOLDERS

ARTICLE 20

1 The annual meeting of shareholders shall be held every year within six months after the end of the financial year
In this meeting the following shall at any rate be considered, unless the period laid down in article 18, subsection 2 above is extended in conformity with the provisions set out in the said article
- the annual report,
- the adoption of the annual accounts,
- the instruction to an expert as referred to in section 2 393 of the Netherlands Civil Code, if obligatory under Netherlands law,
- the language in which the items of the next annual accounts shall be stated and the currency

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2 The general meeting of shareholders shall be held in the municipality where the company has its registered office

3 The notice convening the shareholders shall be issued by the Management Board, or one of the Managing Directors, by means of convening letters which must be despatched no later than on the fifteenth day before the date of the meeting

4 The convening letters shall set out the place, date and time of the meeting and the matters to be considered

The convening letters shall be despatched to the addresses recorded in the register of shareholders

If one or more convening notices which have been despatched in accordance with the stipulations set out above, fail to reach their destination, this fact shall not affect the validity of the general meeting of shareholders, or the resolutions to be adopted therein

5 The general meeting of shareholders shall appoint its own chairman

6 Minutes shall be drawn op of the matters dealt with in a general meeting of shareholders unless a notarial record is drawn up of the proceedings

The minutes shall be entered into a register intended for that purpose and shall be adopted and signed by the chairman of the meeting and by the secretary of the meeting to be appointed by the chairman at the commencement of the meeting

The minutes or the notarial record of the proceedings shall serve as evidence of the resolutions adopted in the general meeting of shareholders

ARTICLE 21

1 All shareholders, either in person or by means of a person holding a written proxy, shall be entitled to attend general meetings of shareholders and to address that meeting The Managing Director(s) shall have an advisory vote at the general meeting of shareholders in that capacity

2 In order to be able to participate in the voting, the shareholders or their representatives must sign the attendance book, recording the number of shares represented by them

3 Every share entitles the holder thereof to cast one vote

4 In general meetings of shareholders, no votes may be cast for shares belonging to the company or to any subsidiary thereof, nor may votes be cast for a share for which either of them holds depositary receipts

5 The sum of the shares in respect whereof, according to the provisions in Netherlands law, no voting rights may be exercised, shall be disregarded in determining the extent to which the shareholders entitled to vote are present or represented, or to which extent the share capital is provided or represented

6 Resolutions passed in a general meetings of shareholders shall be adopted

by an absolute majority of the votes cast
Blank votes shall be deemed not to have been cast

7 Voting shall be done orally, unless the chairman of the general meeting of shareholders decides otherwise

8 In the event of a tie vote, the proposal shall be deemed to be rejected

9 In a general meeting of shareholders in which the entire issued capital is represented, resolutions which are valid in Netherlands law may be adopted, even if the requirements in respect of the convening and holding of meetings have not been complied with, provided such resolutions are adopted unanimously

10 The Management Board of the company shall keep a record of its adopted resolutions Such record shall be available at the office of the company for inspection by the shareholders Each of them shall, upon request, be provided with a copy or extract from such record at no more than cost

ARTICLE 22

Shareholders may also adopt resolutions without convening a meeting of shareholders, provided that all the shareholders have declared in writing (including telegrams, telexes and telecopier) to be in favour of the resolution and provided that the Managing Director(s) has (have) had the opportunity to cast an advisory vote

MERGER, DIVISION, AMENDMENT TO THE ARTICLES
OF ASSOCIATION, DISSOLUTION

ARTICLE 23

1 The general meeting may resolve to merge, to divide the company, to amend the articles of association, or to dissolve the company

2 The persons who convened a general meeting of shareholders in which a proposal to adopt a resolution to amend the articles of association is to be considered, must deposit a copy of the proposal, citing the verbatim text of the proposed amendment, for examination at the offices of the company until after the close of the meeting
The shareholders must be given the opportunity to obtain a copy of the proposal described in the previous sentence as from the day on which the convening notice for that meeting is despatched until the day of the general meeting of shareholders
Such copies shall be provided free of charge

3 In the event that a resolution to dissolve the company is adopted, the liquidation shall be arranged by the Management Board, unless the court should appoint another liquidator or other liquidators
The remuneration to be paid to the liquidator, or the joint liquidators, shall be resolved simultaneously with a resolution to liquidate the company

4 The articles of association shall remain effective during the course of liquidation in as far as possible

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5 The liquidation surplus shall be distributed to shareholders and other parties entitled thereto in proportion to their respective rights

6 After the liquidation has been completed, the books and documents of the dissolved company shall remain in the possession of a person to be appointed for that purpose by the general meeting for a period of seven years

ARTICLE 24

The company's first financial year shall end on the thirtieth day of June two thousand one

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The undersigned, Gerrit Willem van Beem, sworn in as a translator for the English language by the Amsterdam District Court in the Netherlands, declares that the attached document is a faithful English translation of the document in Dutch also attached hereto

Amsterdam, 6 February 2008

G.W van Beem * Beëdigd vertaler Engels / Sworn translator

APOSTILLE

Convention de La Haye du 5 octobre 1961

1 Country THE NETHERLANDS
This public document
2 Has been signed by mr G W van Beem
3 Acting in the capacity of beedigd vertaler
4 Bears the seal/stamp of
G W van Beem
Certified
5 At Amsterdam
6 The 7 Februari 2008
7 By the registrar of the Court in Amsterdam
8 No 004945
9 Seal/Stamp 10 Signature
mw L G van der Horst

FILE COPY

CERTIFICATE OF REGISTRATION

OF AN OVERSEA COMPANY

(Establishment of a branch)

Company No. FC028175

Branch No. BR009839

The Registrar of Companies for England and Wales hereby certifies that

UNITED DISTILLERS & VINTNERS (SJ) B.V.

has this day been registered under Schedule 21A to the Companies Act 1985 as having established a branch in England and Wales

Given at Companies House, Cardiff, the 13th February 2008

THE OFFICIAL SEAL OF THE REGISTRAR OF COMPANIES