

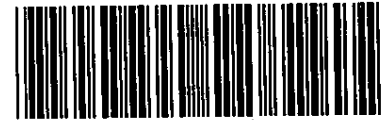
Company Number: SC040795  
THE COMPANIES ACT 2006  
COMPANY LIMITED BY SHARES  
ORDINARY RESOLUTIONS

Of

Diageo Capital plc

Passed on 29 June 2011

WEDNESDAY



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28/12/2011

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COMPANIES HOUSE

The following Resolutions were duly passed by written resolution on 29 June 2011:

ORDINARY RESOLUTION

THAT the provision of the Company's memorandum of association setting out the share capital of the Company, which was in force immediately before 1 October 2009 and which is now deemed to form part of the Company's articles by virtue of section 28 of the Companies Act 2006, be revoked pursuant to paragraph 42 of Schedule 2 to the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008 (SI 2008/2860)

ORDINARY RESOLUTION

THAT with effect from the time of the passing of this resolution the directors be unconditionally authorised, pursuant to section 551 of the Companies Act 2006, to allot shares in the company up to a maximum amount of £200,000 at any time or times during the period of five years from the date hereof, any at any time thereafter pursuant to any offer or agreement made by the Company before the expiry of this authority.

Certified a true copy

P Tunncliffe  
Director  
Diageo Capital plc