

Company Number: 1732518

Written Resolutions under Companies Act 2006 (the "Act") of

Diageo CL1 Limited (the "Company")

27 March 2013 (the "Circulation Date")

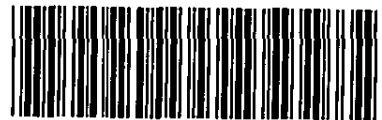
Resolution 1 is proposed as an ordinary resolution by the board of directors of the Company in accordance with section 291 of the Act.

ORDINARY RESOLUTION

- (1) THAT pursuant to section 551 of the Act, the directors are unconditionally authorised to exercise all powers of the Company to allot shares of any class in the Company up to an aggregate nominal amount of £1,000 provided that this authority, unless renewed, shall expire on the date five years from the date on which this resolution is passed save that the Company may before such expiry make an offer or agreement which would or might require shares in the Company to be allotted after such expiry and the directors may allot shares in the Company in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

1732518
DIRECTOR

FRIDAY



A25OBPPM
A10 05/04/2013 #238
COMPANIES HOUSE

INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) OF THE ACT

- 1 Eligible members are the members who would have been entitled to vote on the resolutions on the circulation date of the written resolutions
2. The circulation date of the written resolutions is 27 March 2013 (the "Circulation Date")
3. The procedure for signifying agreement by an eligible member to a written resolution is as follows:
 - (A) A member signifies his agreement to a proposed written resolution when the company receives from him (or someone acting on his behalf) an authenticated document
 - (i) identifying the resolution to which it relates, and
 - (ii) indicating his agreement to the resolution.
 - (B) The document must be sent to the company in hard copy form or in electronic form
 - (C) A member's agreement to a written resolution, once signified, may not be revoked
 - (D) A written resolution is passed when the required majority of eligible members have signified their agreement to it.
- 4 The period for agreeing to the written resolutions in this document is the period of 28 days beginning with the Circulation Date (see section 297 of the Act)

AGREEMENT BY ELIGIBLE MEMBERS TO WRITTEN RESOLUTIONS

We, being together all the eligible members of the Company

- 1 confirm that we have received a copy of the above written resolutions in accordance with section 291 of the Act, and
2. hereby resolve and agree that the above resolutions are passed as written resolutions pursuant to section 288 of the Act and that resolution 1 shall take effect as an ordinary resolution and resolution 2 shall take effect as a special resolution


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For and on behalf of Grand Metropolitan
Limited

Dated the 27 day of March, 2013

NANDEKAR NAIKOS