

Company Number 04271628

WEDNESDAY



"LBH306W6"

LD3

28/01/2009

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COMPANIES HOUSE

**PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
TREAT (UK) VENTURE LIMITED (the "Company")**

**PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN
ACCORDANCE WITH SECTION 291 OF THE COMPANIES ACT 2008**

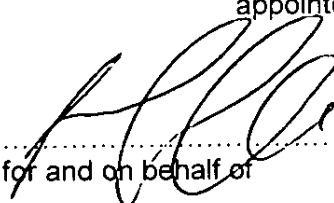
In accordance with section 288 of the Companies Act 2006, WE being the only members of the Company who at the date this resolution is circulated would have been entitled to vote on this resolution, DECLARE that the following written resolution shall take effect as a special resolution:

SPECIAL RESOLUTION


That, the Articles of Association be amended;

(A) by deleting in article 26.1 the words 'A quorum shall exist at any directors' meeting if at least one A director and at least one B director are present or presented by an alternate. Regulation 89 of Table A shall not apply.' and therefore substituting with the words 'The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be two. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum; and

(B) by deleting in article 7 the words 'No resolution of the directors shall be effective unless at least one A director (or an alternate director attending the meeting on behalf of an A director) and unless at least one B director (or an alternate director attending the meeting on behalf of an B director) shall have voted in favour of the resolution.' and substituting therefore with the words 'Subject to the provisions of the articles, the directors may regulate their proceedings as they think fit. A director may, and the secretary at the request of a director shall, call a meeting of the directors. It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote. A director who is also an alternate director shall be entitled in the absence of his appointor to a separate vote on behalf of his appointor in addition to his own vote.'


for and on behalf of

Diageo Great Britain Limited
Dated: 27 January 2009


Emmanuel BABAOU – Deputy Managing
Director in charge of Finance
for and on behalf of

Pernod Ricard SA
Dated: 27 January 2009

SECTION 291(4) OF THE COMPANIES ACT 2006

1. 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.

2. The period for agreeing to the written resolution is the period of 28 days beginning 27 January 2009 (see section 297 of the Companies Act 2006).