

Company Number: 4245744

THE COMPANIES ACT 1985 (as amended)

COMPANY LIMITED BY SHARES

**ELECTIVE RESOLUTION OF
DIAGEO FINANCE (NETHERLANDS) & CO
PASSED ON 20 FEBRUARY 2004**

At the ANNUAL GENERAL MEETING of the above named company duly convened and held at 8 Henrietta Place, London, W1G 0NB, 20 February 2004, the following ELECTIVE RESOLUTIONS were duly passed:

In accordance with S.379A of the Companies Act 1985, ("the Act") the company hereby elects:-

- a) pursuant to S.366A of the Act, to dispense with the holding of annual general meetings;
- b) pursuant to S.252 of the Act, to dispense with the laying of accounts before the company in general meeting; and
- c) pursuant to S.386 of the Act, to dispense with the obligation to appoint auditors annually.



CHAIRMAN

