

Company Number 5045670

UNLIMITED COMPANY

WRITTEN RESOLUTION

OF

DIAGEO EIRE FINANCE & CO (the "Company")

PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN ACCORDANCE WITH
SECTION 291 OF THE COMPANIES ACT 2006

SPECIAL RESOLUTION

- 1 We refer to the written resolution passed by the Company on 11 February, 2008 (the "**Resolution**") While the Resolution was effective to reduce the amount standing to the credit of the share premium account by €805,194,199 8, we note that the numbers from and to which such amount was to be reduced were incorrect
- 2 We hereby acknowledge that the Resolution had the effect of reducing the amount standing to the credit of the share premium account from €806,193,199 8 to €999,000

By order of the board



Director/Secretary

7 MARCH 2008

Date

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**INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) OF THE COMPANIES ACT
2006**

- 1 Eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the written resolution
- 2 The circulation date of the written resolution is 7 March, 2008 (the "**Circulation Date**")
- 3 The procedure for signifying agreement by an eligible members 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 resolution is the period of 28 days beginning with the Circulation Date (see Section 297 Companies Act 2006)

AGREEMENT BY ELIGIBLE MEMBERS TO WRITTEN RESOLUTION

We, being together all the eligible members of the Company

- 1 confirm that we have received a copy of the above written resolution in accordance with section 291 of the Companies Act 2006, and
- 2 hereby resolve and agree that the above resolution is passed as a written resolution pursuant to Section 288 of the Companies Act 2006 and that such resolution shall take effect as a special resolution

For and on behalf of
DEF INVESTMENTS LIMITED



Date 8 MARCH 2008

For and on behalf of
R&A BAILEY & CO

Date

For and on behalf of
DIAGEO IRELAND

Date

AGREEMENT BY ELIGIBLE MEMBERS TO WRITTEN RESOLUTION

We, being together all the eligible members of the Company

- 1 confirm that we have received a copy of the above written resolution in accordance with section 291 of the Companies Act 2006, and
- 2 hereby resolve and agree that the above resolution is passed as a written resolution pursuant to Section 288 of the Companies Act 2006 and that such resolution shall take effect as a special resolution

For and on behalf of
DEF INVESTMENTS LIMITED

Date

For and on behalf of
R&A BAILEY & CO

Date 8 MARCH 2008

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