

31-03-99

M

COMPANIES FORM No. 395

395

ABN
to
107158

Particulars of a mortgage or charge

Please do not
write in this
margin

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

Please complete
legibly, preferably
in black type, or
bold block lettering

112 85

213393

* insert full name
of company

Name of company

DIAGEO FINANCE plc

Date of creation of the charge

15th MARCH 1999

Description of the instrument (if any) creating or evidencing the charge (note 2)

DEPOSIT AGREEMENT AND CHARGE ON CASH DEPOSITS BETWEEN
ABN AMRO BANK N.V., (The 'Bank') and DIAGEO FINANCE plc (The 'Depositor').

Amount secured by the mortgage or charge

All sums due by the Depositor to the Bank (including all interest, costs, commissions, charges and expenses) and all liabilities, present or future, absolute or contingent (including liabilities as surety or guarantor), for which the Depositor is on the date of the Agreement or may at any time thereafter be indebted or liable to the Bank on any account or in any way whatsoever and whether alone or jointly with any other person.

Names and addresses of the mortgagees or persons entitled to the charge

ABN AMRO BANK N.V., Dublin Branch, ABN AMRO House, International Financial
Services Centre, Dublin 1, The Republic of Ireland.

Presentor's name address and reference (if any):

ABN AMRO BANK N.V., London Branch,
101 MOORGATE, LONDON. EC2M 6SB.
Reference Credit Administration - PM

Time critical reference

For official use

Post room



Short particulars of all the property mortgaged or charged

The sum of £120,000,000-00 (One Hundred & Twenty Million Pounds Sterling) deposited by the Depositor at the Bank's offices at ABN AMRO House, International Financial Services Centre, Dublin 1, The Republic of Ireland, and all other sums from time to time standing to the credit of the Depositor on any account of the Bank, whether in the same or in any other currency and whether in addition to or by way of renewal of or replacement for any sums previously deposited with the Bank by the Depositor or otherwise, together with in each case any interest from time to time accruing in respect thereof (all of which are in the Agreement and in this form are called "the Deposit").

Please do not write in this margin

Please complete legibly, preferably in black type or bold block lettering

Particulars as to commission allowance or discount (note 3)

Signed

E. S. Martin Date 24/3/1999

On behalf of (company) (mortgagee/chargee)

*delete as appropriate

Notes

1. The original instrument (if any) creating or evidencing the charge, together with these prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of creation of the charge (section 395). If the property is situated and the charge was created outside the United Kingdom delivery to the Registrar must be effected within 21 days after the date on which the instrument could in due course of post, and if dispatched with due diligence, have been received in the United Kingdom (section 398). A copy of the instrument creating the charge will be accepted where the property charged is situated and the charge was created outside the United Kingdom (section 398) and in such cases the a copy must be verified to be a correct copy either by the company or by the person who has delivered or sent the copy to the registrar. The verification must be signed by or on behalf of the person giving the verification and where this is given by a body corporate it must be signed by an officer of that body. A verified copy will also be accepted where section 398(4) applies (property situate in Scotland or Northern Ireland) and Form No. 398 is submitted.

2. A description of the instrument, e.g. "Trust Deed", "Debenture", "Mortgage" or "Legal Charge", etc as the case may be, should be given.

3. In this section there should be inserted the amount or rate per cent. of the commission, allowance or discount (if any) paid or made either directly or indirectly by the company to any person in consideration of his;

(a) subscribing or agreeing to subscribe, whether absolutely or conditionally, or

(b) procuring or agreeing to procure subscriptions, whether absolute or conditional, for any of the debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered.

4. If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet.

31-03-99

FILE COPY



**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

Pursuant to section 401(2) of the Companies Act 1985

COMPANY No. 00213393

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEPOSIT AGREEMENT AND CHARGE ON CASH DEPOSITS DATED THE 15th MARCH 1999 AND CREATED BY DIAGEO FINANCE PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO ABN AMRO BANK N.V. ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 27th MARCH 1999.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 30th MARCH 1999.

P.S.G.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

