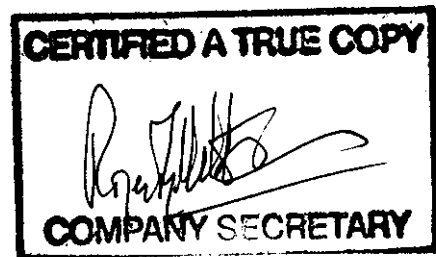


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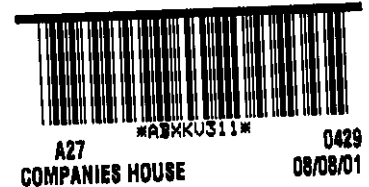
THE COMPANIES ACT 1985 (AS AMENDED)

Company limited by shares

RESOLUTIONS

of

GRAND METROPOLITAN PUBLIC LIMITED COMPANY



At an Extraordinary General Meeting of the above-named Company duly convened and held on 26 July 2001 the following resolutions were passed as special resolutions:

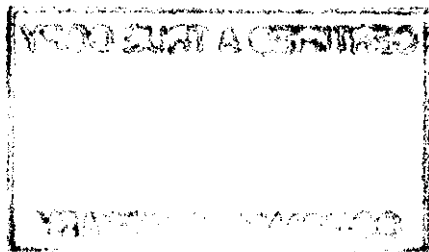
SPECIAL RESOLUTIONS

1. That the objects of the Company be and are hereby altered by the deletion of sub-clause (R) of clause 4 of the memorandum of association of the Company and the substitution therefor of the following new sub-clause:

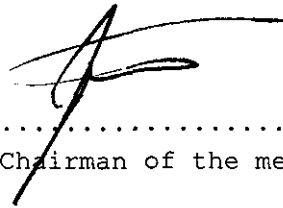
"(R) To sell, exchange, mortgage, charge, let, grant licences, easements, options and other rights over, and in any other manner deal with, or dispose of, all or any part of the undertaking, property and assets (present and future) of the Company for any or for no consideration and in particular (without prejudice to the generality of the foregoing) for any securities or for a share of profit or a royalty or other periodical or deferred payment or as a transfer by way of gift to a subsidiary or holding company of the Company or to any subsidiary of such a holding company."

2. That the objects of the Company be and are hereby altered by the insertion immediately after the words "similar right or obligation" in sub-clause (AA) of clause 4 of the memorandum of association of the Company, of the following words:

"“subsidiary” and “holding company” shall have the same meanings as in section 736 of the Companies Act 1985,”.



3. That the gift of all of the issued ordinary shares in the capital of BurgerKing Limited by the Company to Diageo Nederland B.V. pursuant to the Deed of Gift a copy of which is produced to the meeting and initialled by the Chairman for the purposes of identification only be and is hereby approved and that Diageo plc as holding company of the Company hereby instructs the Company to implement the same.



.....
Chairman of the meeting