

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

DIAGEO HOLLAND INVESTMENTS LIMITED (the "Company")

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

In accordance with section 288 of the Companies Act 2006, WE being the sole member 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 an ordinary resolution:

ORDINARY RESOLUTION

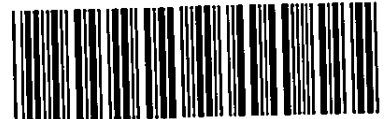
That the entry by the Company into an interest-free intercompany loan agreement (the "**Intercompany Loan Agreement**") pursuant to which the Company would lend to UDV (SJ) Holdings Limited the sum of £10,870,553,924, the obligation of the Company to make an advance under the Intercompany Loan Agreement to be satisfied by the Company assigning to UDV (SJ) Holdings Limited an interest-bearing promissory note originally issued by Diageo Finance plc to UDV (SJ) Limited, be hereby authorised and approved notwithstanding the fact that the Company will be transferring an interest-bearing receivable to UDV (SJ) Holdings Limited but shall not receive any interest from UDV (SJ) Holdings Limited under the Intercompany Loan Agreement.



.....
for and on behalf of
United Distillers & Vintners (SJ) B.V.

Dated: 22 January 2009

WEDNESDAY



LD3 *LBH3M6W4* 48
28/01/2009
COMPANIES HOUSE

SECTION 291(4) OF THE COMPANIES ACT 2006

1. Diageo Holland Investments Limited is a sole member company. The procedure for signifying agreement by the sole eligible member to the written resolution is as follows:

- (a) The sole member signifies its agreement to the proposed written resolution when the company receives from the member (or someone acting on its behalf) an authenticated document –
 - (i) identifying the resolution to which it relates; and
 - (ii) indicating the sole member's agreement to the resolution.
- (b) The document must be sent to the company in hard copy form or in electronic form.
- (c) The sole member's agreement to a written resolution, once signified may not be revoked.
- (d) The written resolution is passed when the sole member has signified its agreement to it.

The period for agreeing to the written resolution is the period of 28 days beginning 22 January 2009 (see section 297 of the Companies Act 2006).