

THE COMPANIES ACT 1985

A PUBLIC COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

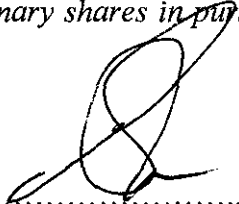
OF

ALLIED DOMECQ PLC

At the ANNUAL GENERAL MEETING of the company duly convened and held on 31 January 2002 at Le Meridien Grosvenor House Hotel, Park Lane, London, W1K 7TN, the following resolution was duly passed as a Special Resolution:-

"THAT the company be and is hereby generally and unconditionally authorised for the purposes of Section 166 of the Companies Act 1985 (the 'Act') to make one or more market purchases (within the meaning of Section 163(3) of the Act) on the London Stock Exchange of ordinary shares of 25 pence each in the capital of the company provided that:

- (a) the maximum aggregate number of ordinary shares hereby authorised to be purchased is 106,757,031 (representing 10 per cent of the company's issued ordinary share capital);*
- (b) the minimum price which may be paid for such shares is 25 pence per ordinary share (exclusive of expenses);*
- (c) the maximum price (exclusive of expenses) which may be paid for an ordinary share shall not be more than 5 per cent above the average of the middle market quotations for an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the date on which the ordinary share is purchased;*
- (d) unless previously renewed, varied or revoked, the authority hereby conferred shall expire at the conclusion of the company's next Annual General Meeting or 15 months from the date of passing this resolution, if earlier;*
- (e) the company may make a contract or contracts to purchase ordinary shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of ordinary shares in pursuance of any such contract or contracts."*



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Charles B Brown
Deputy Company Secretary

