G

COMPANIES FORM No. 88(2) (Rev 1988)

Return of allotments of shares

88(2)

CHA 101

Pursuant to section 88(2) of the Companies Act 1985 (the Act)

(REVISED 1988) This form replaces forms

To the Registrar of Companies (address on page 2) (see note 1)

Company Number 464950

insert full name

Grand Metropolitan Holdings Limited

1. Name of company

2. This section must be completed for all allotments

† distinguish between ordinary preference, etc

of company

Description of shares †		4.933% H Cumulative Redeemable Preference shares	
A Number allotted		50,000,000	
B Nominal value of each	£	£1.00	£
C Total amount (if any) paid or due and payable on each share (including premium if any)	£	£1.00	£

§ complete
(a) or (b) as
appropriate

Date(s) on which the shares were allotted

(a) [on

22 February 1996

] §, or

(b) [from

to

1 §

The names and addresses of the allottees and the number of shares allotted to each should be given on page 2

3. If the allotment is wholly or partly other than for cash the following information must be given (see notes 2 & 3)

	Extent to which each share is to be treated as paid up. Please use percentage	%	%	%
Ε	Consideration for which the shares were allotted			

NOTES

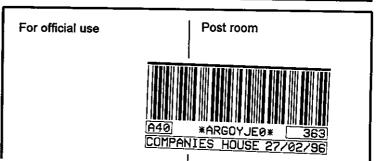
- 1. This form should be delivered to the Registrar of Companies within one month of the (first) date of allotment.
- 2. If the allotment is wholly or partly other than for cash, the company must deliver to the registrar a return containing the information at D & E. The company may deliver this information by completing D & E and the delivery of the information must be accompanied by the duly stamped contract required by section 88(2)(b) of the Act or by the duly stamped prescribed particulars required by section 88(3) (Form No. 88(3)).
- 3. Details of bonus issues should be included only in section 2.



Company Secretary

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

S M Adams (Ms)
Grand Metropolitan PLC
20 St James's Square
London SW1Y 4RR
(0171 - 321 6000)



4. Names and addresses of the allottees

Names and Addresses	Number of shares allotted			
		Ordinary	Preference	Other
Royal Bank of Canada Europe Limited				
71 Queen Victoria Street, London, EC4V 4DE, England,			50,000,000	
	.,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,			
				
				
				· <u>-</u>
	Total	0	50,000,000	0
Where the space given on this form is inadequate, or sheets should be used and the number of sheets attached in the box opposite:	continuation ached		0	§ Insert Director Secretary, Administrator Administrative
Signed <u>Snodom</u> Designation §	SECRE	-TALY Date	23/2/96	Receiver or Receiver (Scotland) as
Companies registered in England and Wales or Wales should deliver this form to:- The Registrar of Companies	should deliv	registered in Sover this form to:	-	
Companies House Crown Way	Companies 37 Castle T	House	-	
Cardiff CF4 3UZ	Edinburgh F			

Edinburgh EH1 2EB