

# G

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

## Return of allotments of shares

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

# 88(2)

(REVISED 1988)

This form replaces forms  
PUC2, PUC3 and 88(2)

Please do not  
write in this  
margin

To the Registrar of Companies (address overleaf)  
(see note 1)

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

Company number

989164

\* Insert full name  
of company

1. Name of company

\* St. James's Gate Holdings Limited

† Distinguish  
between  
ordinary,  
preference, etc.

2. This section must be completed for all allotments

| Description of shares †  | Ordinary      |   |   |
|--|---------------|---|---|
| A Number allotted  | 1,523,520,615 |   |   |
| B Nominal value of each  | £50p          | £ | £ |
| C Total amount (if any) paid or due and payable on each share (including premium if any) | £50p          | £ | £ |

§ Complete  
(a) or (b) as  
appropriate

Date(s) on which the shares were allotted

(a) [on 28 September 1998]§, or

(b) [from 19 to 19]§

The names and addresses of the allottees and the number of shares allotted to each should be given overleaf

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

|  |   |  |  |
|--|---|--|--|
| D Extent to which each share is to be treated as paid up. Please use percentage. | 100%  |  |  |
| E Consideration for which the shares were allotted                               | The transfer of the whole of the issued share capital of Grand Metropolitan Incorporated and the transfer of 758,130 shares in Selviac Nederland B.V. |  |  |

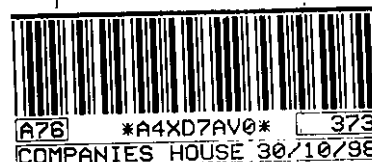
Notes

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.

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

V LYNCH (MRS)  
DIAGEO PLC  
8 NEWRIETH PLACE  
LONDON W1M 9AG

For official use



[illegible]

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

|  |  |
|--|--|
|  |  |
|--|--|

\*Insert Director, Secretary, Administrator, Administrative Receiver, or Receiver (Scotland) as appropriate

Signed Subman Designation: SECRETARY Date 28/9/98

The Registrar of Companies  
Companies House  
37 Castle Terrace  
Edinburgh  
EH1 2EB