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

Return of allotments of shares

88(2)

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

(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)

Company Number

291848

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

1. Name of company

* insert full name of company

GRAND METROPOLITAN PLC

2. This section must be completed for all allotments

† distinguish between ordinary preference, etc.

Descriptions of shares†	ORDINARY		
A Number allotted	105,608		
B Nominal value of each	£0.25	£	£
C Total amount (if any) paid or due and payable on each share (including premium if any)	SEE SCHEDULE	£	£

‡ complete (a) or (b) as appropriate

Date(s) on which the shares were allotted

(a) [on 29 MARCH 1996]§, 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.			
E Consideration for which the shares were allotted			

NOTES

- This form should be delivered to the Registrar of Companies within one month of the (first) date of allotment.
- 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)).
- Details of bonus issues should be included only in section 2.

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

SM ADAMS (MS)
GRAND METROPOLITAN PLC
20 ST JAMES'S SQUARE
LONDON SW1Y 4RR
(0171 321 6000)

For official Use

Post Room



A42 *AFUKLKEM* 174
COMPANIES HOUSE 03/04/96

4. Names and addresses of the allottees

Please do not write in the margin

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

Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
SEE LIST			
Total	105,608		

Where the space given on this form is inadequate, continuation sheets should be used and the number of sheets attached should be indicated in the box opposite:

3

‡ Insert, Director, Secretary, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate.

Signed Snodan Designation‡ ASSISTANT SECRETARY Date 2/4/96

Companies registered in England and Wales or Wales should deliver this form to:-

Companies registered in Scotland should deliver this form to:-

The Registrar of Companies
Companies House
Crown Way
Maindy
Cardiff
CF4 3UZ

The Registrar of Companies
Companies Registration Office
102 George Street
Edinburgh
EH2 3DJ

SCHEDULE TO COMPANIES FORM 88(2)

ORDINARY SHARES OF 25P EACH

<u>Number Allotted</u>	<u>Nominal Value</u> (pence)	<u>Total amount payable per share (including premium)</u>
36,000	25	270p
68,000	25	380p
1,488	25	\$5.6575
120	25	\$5.3650
<hr/> 105,608 <hr/>		

GRAND METROPOLITAN PLC

ALLOTMENT DATE FRIDAY 29TH MARCH 1996

<u>Name</u>	<u>Address</u>	<u>No. Shares Allotted (Ordinary)</u>
JdP D'Amecourt	6 Rue d'Astore 75008 Paris France	40000
K Frogley	P O Box 722 De Goede Hoop Estate Noordhoek South Africa 7985	36000
IR McMahan	"Trampletts" 53A Bath Street Abingdon Oxon OX14 1EA	28000
Total		<hr/> 104000 <hr/>

GRAND METROPOLITAN PLC**Allotment Date Friday 29th March 1996**

<u>Name</u>	<u>Address</u>	<u>No shares allotted</u> <u>Ordinary</u>
Guaranty Nominees Limited	60 Victoria Embankment London EC4Y 0JP	1608
TOTAL		1608