

**Extract from Minutes of a Meeting of the Board of Directors of Grand Metropolitan Public Limited Company held on Wednesday, 15 May 1996**

**10. CREST**

Mr Myddelton reported to the meeting that it was proposed that the Board pass resolutions in respect of each of the classes of shares in the capital of the Company to allow each of the different classes of shares to be held and transferred in uncertificated form in CREST.

It was noted that CRESTCo Limited was applying to the Treasury for approval as the Operator of a relevant system (as defined in the Uncertificated Securities Regulations 1995 (the "Regulations")) to be known as CREST ("CREST").

It was further noted that the members of the Company had not resolved that the directors should not pass resolutions allowing title to classes of shares in the capital of the Company, issued or to be issued, to be transferred by means of a relevant system.

1. The Directors noted that the terms of issue of the ordinary shares were contained in the Company's articles of association and that the ordinary shares did not include any share warrants to bearer;
  - (A) Pursuant to Regulation 16(2) of the Regulations, **IT WAS RESOLVED** that:
    - (i) title to the ordinary shares of 25 pence each in the capital of the Company (the "Ordinary Shares") in issue or to be issued, may be transferred by means of a relevant system (as defined in the Regulations);
    - (ii) CREST (or the system to be operated by such other operator as is approved in accordance with the Regulations) shall be such a relevant system once the necessary approval has been given;
    - (iii) the Ordinary Shares shall not include any shares referred to in Regulation 17;
    - (iv) this resolution (the "Ordinary Share Resolution") shall become effective immediately prior to CRESTCo Limited (or the relevant approved operator) granting permission for the Ordinary Shares to be transferred by means of the CREST (or other approved) system **PROVIDED THAT** the members of the Company have not resolved that the Ordinary Share Resolution shall not come into effect since the date of this meeting.




- (B) It was noted that, upon the Ordinary Share Resolution becoming effective in accordance with its terms, and for as long as it is in force, the articles of association of the Company in relation to the Ordinary Shares will not apply to any uncertificated Ordinary Shares to the extent that they are inconsistent with:-
- (i) the holding of any Ordinary Shares in uncertificated form;
  - (ii) the transfer of title to any Ordinary Shares by means of a relevant system, such as CREST; and
  - (iii) any provisions of the Regulations.
2. The Directors then noted that the terms of issue of the 4¾ per cent Cumulative Preference shares were contained in the Company's articles of association and that the 4¾ per cent Cumulative Preference shares did not include any share warrants to bearer;
- (A) Pursuant to Regulation 16(2) of the Regulations, **IT WAS RESOLVED** that:
- (i) title to the 4¾ per cent Cumulative Preference shares of £1 each in the capital of the Company (the "4¾ per cent Cumulative Preference Shares") in issue or to be issued, may be transferred by means of a relevant system (as defined in the Regulations);
  - (ii) CREST (or the system to be operated by such other operator as is approved in accordance with the Regulations) shall be such a relevant system once the necessary approval has been given;
  - (iii) the 4¾ per cent Cumulative Preference Shares shall not include any shares referred to in Regulation 17;
  - (iv) this resolution ( the "4¾ per cent Cumulative Preference Share Resolution") shall become effective immediately prior to CRESTCo Limited (or the relevant approved operator) granting permission for the 4¾ per cent Cumulative Preference Shares to be transferred by means of the CREST (or other approved) system **PROVIDED THAT** the members of the Company have not resolved that the 4¾ per cent Cumulative Preference Share Resolution shall not come into effect since the date of this meeting.
- (B) It was noted that, upon the 4¾ per cent Cumulative Preference Share Resolution becoming effective in accordance with its terms, and for as long as it is in force, the articles of association of the Company in relation to the 4¾ per cent Cumulative Preference Shares will not apply to any uncertificated 4¾ per cent Cumulative Preference Shares to the extent that they are inconsistent with:-

- (i) the holding of any 4¾ per cent Cumulative Preference Shares in uncertificated form;
  - (ii) the transfer of title to any 4¾ per cent Cumulative Preference Shares by means of a relevant system, such as CREST; and
  - (iii) any provisions of the Regulations.
3. The Directors then noted that the terms of issue of the 6¼ per cent Cumulative Preference shares were contained in the Company's articles of association and that the 6¼ per cent Cumulative Preference shares did not include any share warrants to bearer;
- (A) Pursuant to Regulation 16(2) of the Regulations, **IT WAS RESOLVED** that:
- (i) title to the 6¼ per cent Cumulative Preference shares of £1 each in the capital of the Company (the "6¼ per cent Cumulative Preference Shares") in issue or to be issued, may be transferred by means of a relevant system (as defined in the Regulations);
  - (ii) CREST (or the system to be operated by such other operator as is approved in accordance with the Regulations) shall be such a relevant system once the necessary approval has been given;
  - (iii) the 6¼ per cent Cumulative Preference Shares shall not include any shares referred to in Regulation 17;
  - (iv) this resolution (the "6¼ per cent Cumulative Preference Share Resolution") shall become effective immediately prior to CRESTCo Limited (or the relevant approved operator) granting permission for the 6¼ per cent Cumulative Preference Shares to be transferred by means of the CREST (or other approved) system PROVIDED THAT the members of the Company have not resolved that the 6¼ per cent Cumulative Preference Shares shall not come into effect since the date of this meeting.
- (B) It was noted that, upon the 6¼ per cent Cumulative Preference Share Resolution becoming effective in accordance with its terms, and for as long as it is in force, the articles of association of the Company in relation to the 6¼ per cent Cumulative Preference Share Resolution will not apply to any uncertificated 6¼ per cent Cumulative Preference Shares to the extent that they are inconsistent with:-
- (i) the holding of any 6¼ per cent Cumulative Preference Shares in uncertificated form;

- (ii) the transfer of title to any 6¼ per cent Cumulative Preference Shares by means of a relevant system, such as CREST; and
  - (iii) any provisions of the Regulations.
- 4. The Directors then noted that the terms of issue of the 5 per cent Cumulative Preference shares were contained in the Company's articles of association and that the 5 per cent Cumulative Preference shares did not include any share warrants to bearer;
  - (A) Further, pursuant to Regulation 16(2) of the Regulations, **IT WAS RESOLVED** that:
    - (i) title to the 5 per cent Cumulative Preference shares of £1 each in capital of the Company (the "5 per cent Cumulative Preference Shares") in issue or to be issued, may be transferred by means of a relevant system (as defined in the Regulations);
    - (ii) CREST (or the system to be operated by such other operator as is approved in accordance with the Regulations) shall be such a relevant system once the necessary approval has been given;
    - (iii) the 5 per cent Cumulative Preference Shares shall not include any shares referred to in Regulation 17;
    - (iv) this resolution (the "5 per cent Cumulative Preference Share Resolution") shall become effective immediately prior to CRESTCo Limited (or the relevant approved operator) granting permission for the 5 per cent Cumulative Preference Shares to be transferred by means of the CREST (or other approved) system **PROVIDED THAT** the members of the Company have not resolved that the 5 per cent Cumulative Preference Shares shall not come into effect since the date of this meeting.
  - (B) It was noted that, upon the 5 per cent Cumulative Preference Shares Resolution becoming effective in accordance with its terms, and for as long as it is in force, the articles of association of the Company in relation to the 5 per cent Cumulative Preference Shares Resolution will not apply to any uncertificated 5 per cent Cumulative Preference Shares to the extent that they are inconsistent with:-
    - (i) the holding of any 5 per cent Cumulative Preference Shares in uncertificated form;
    - (ii) the transfer of title to any 5 per cent Cumulative Preference Shares by means of a relevant system, such as CREST; and
    - (iii) any provisions of the Regulations.

5. There was produced to the meeting a notice (to be incorporated in the Chairman's letter to shareholders dated 7 June 1996) (the "Notice") of the passing of the Ordinary Share Resolution, the 4¾ per cent Cumulative Preference Share Resolution, the 6¼ per cent Cumulative Preference Share Resolution and the 5 per cent Cumulative Preference Share Resolution (the "Resolutions"). **IT WAS RESOLVED** that the Notice be approved and sent to every member of the Company in accordance with the Company's articles of association within 60 days of the passing of the Resolutions, as required by Regulation 16(4).
  
6. **IT WAS RESOLVED** that a copy of each of the Resolutions be forwarded to the registrar of companies within 15 days of their being passed, as required by section 380 of the Companies Act 1985 (as amended by Regulation 40(3)).

Certified a true copy, dated this 21st day of May, 1996



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**B E Wickham**  
**Deputy Secretary**