

No: 291848

THE COMPANIES ACT 1985 (AS AMENDED)

Company limited by shares

RESOLUTION

of

GRAND METROPOLITAN PUBLIC LIMITED COMPANY

At an Extraordinary General Meeting of the above-named Company duly convened and held on 26th November, 1997 the following resolution was passed as a special resolution:

SPECIAL RESOLUTION

THAT:

- (i) the Scheme of Arrangement dated 3 November 1997 (the "Scheme") between the Company and the holders of GrandMet Shares (other than Guinness-held GrandMet Shares and LVMH Shares) and the holders of LVMH Shares (each as defined in the Scheme), a print of which has been produced to this meeting and for the purposes of identification has been signed by the chairman of this meeting, be hereby approved;
- (ii) for the purpose of giving effect to the Scheme in its original form or with or subject to any modification, addition or condition approved or imposed by the Court:
 - (a) the share capital of the Company be reduced by cancelling all the Scheme Shares (as defined in the Scheme);
 - (b) forthwith and contingent on such reduction of capital taking effect:
 - (1) the share capital of the Company be increased by £499,999,999.25 by the creation of 1,999,999,997 new ordinary shares of 25 pence each; and
 - (2) £499,999,999.25 of the credit arising in the books of account of the Company as a result of the cancellation of the Scheme Shares be applied in paying up in full at par the new ordinary shares of 25 pence each referred to in paragraph (b)(1) above, such new ordinary shares to be allotted and issued credited as



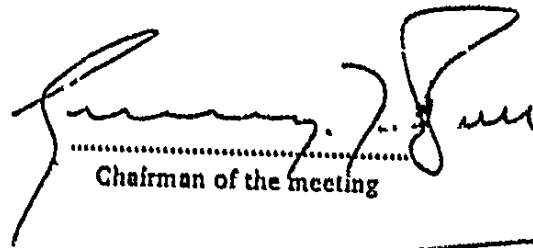
fully paid to Guinness PLC ("Guinness") and/or its nominee(s);
and

- (c) the directors of the Company be hereby authorised pursuant to and in accordance with section 80 of the Companies Act 1985 to give effect to this resolution and accordingly to effect the allotment of the new ordinary shares referred to in paragraph (b) above, provided that (i) this authority shall expire on 31 December 1998, (ii) the maximum aggregate nominal amount of shares which may be allotted hereunder shall be £499,999,999.25 and (iii) this authority shall be without prejudice to any other authority under the said section 80 previously granted before the date on which this resolution is passed; and
- (iii) the articles of association of the Company be hereby amended by the adoption and inclusion of the following new article 153:

"Shares not subject to Scheme of Arrangement

- (A) In this article, references to the "Scheme" are to the Scheme of Arrangement between the Company and the holders of GrandMet Shares (other than Guinness-held GrandMet Shares and LVMH Shares) and the holders of LVMH Shares (each as defined in the Scheme) dated 3 November 1997 under section 425 of the Companies Act 1985 and terms defined in the Scheme shall have the same meanings in this article.
- (B) If the Company issues any GrandMet Shares (other than to Guinness or any subsidiary undertaking of Guinness or anyone acting on behalf of Guinness or any subsidiary undertaking of Guinness) after the Voting Record Time and prior to 6.00 p.m. on the day before the Hearing Date such GrandMet Shares shall be subject to the terms of the Scheme and the holder or holders of such GrandMet Shares shall be bound by the Scheme accordingly.
- (C) If any shares in the Company, other than Scheme Shares, are allotted or issued to any person (a "new number") (other than to Guinness or any subsidiary undertaking of Guinness or anyone acting on behalf of Guinness or any subsidiary undertaking of Guinness) at or after 6.00 p.m. on the day before the Hearing Date they will, provided that the Scheme has become effective, be immediately transferred to Guinness in consideration of and conditional on the issue to the new member of one ordinary share in Guinness for each share in the Company transferred, being ordinary shares in Guinness which rank *pari passu* with all other ordinary shares in Guinness for the time being in issue and ranking for any dividends or distributions made, paid or declared thereon following the date on which the transfer of the shares in the Company is executed.

- (D) The number of ordinary shares in Guinness to be issued to the new member under this article 153 may be adjusted by the directors in such manner as the Company's auditor may determine, on any reorganisation of the share capital of the Company or of Guinness.
- (E) To give effect to any such transfer required by this article 153, the Company may appoint any person to execute a form of transfer on behalf of the new member in favour of Guinness and to agree for and on behalf of the new member to become a member of Guinness. Pending the registration of Guinness as the holder of any share to be transferred pursuant to this article 153, Guinness shall be empowered to appoint a person nominated by the directors to act as attorney on behalf of each holder of the share in accordance with such directions as Guinness may give in relation to any dealings with or disposal of a share (or any interest therein), exercising any rights attached thereto or receiving any distribution or other benefit accruing or payable in respect thereof and the registered holders of such share shall exercise all rights attaching thereto in accordance with the directions of Guinness but not otherwise."



 Chairman of the meeting

