

† distinguish between ordinary preference, etc

> complete (a) or (b) as appropriate

Return of allotments of shares

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

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



(REVISED 1988)

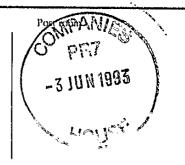
This form replaces forms PUC2,PUC3 and 88(2)

Company Number

	Compary Number		
1. Name of company	me of company SINNESS EXPORTS LIMITED s section must be completed for all allotments ription of shares † ORDINARY Imber allotted 15,000,000 punial value of each 15,000,000 cach share (including premium if any) 15,000,000 (s) on which the shares were allotted con 27 May 1993], or s from 19 to 19 j s mames and addresses of the allottees and the number of shares allotted to each lid be given on page 2 te allotment is wholly or partly other than for eash the following information must given (see notes 2 & 3) stent to which each share is to be cated as paid up. Please use percentage consideration for which the ares were allotted		
GUINNESS EXPORTS LIMITED	The Control of the Co		*****
2. This section must be completed for all allotments	any XPORTS LIMITED st be completed for all allotments tares † ORDINARY ed 15,000,000 for each (if any) paid or due and payable (including premium if any) at the shares were allotted 7 1993], or s 19 10 19 3 s addresses of the allottees and the number of shares allotted to each one page 2 is wholly or partly other than for eash the following information must less 2 & 3) the each share is to be dup. Please use percentage for which the llotted de de delivered to the Registrar of Companies within one month of the (first) date of the information at 0 & E. The company may deliver this information by completing 0 & E by of the information must be accompanied by the duly stamped contract required by section as Act or by the duly stamped preservibed particulars required by section 88(3)(Form No. 88(3))		
Description of shares †	ORDINARY		
A Number allotted	15,000,000		
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	£15,000,000
(a) [on 27 May 1993], or \$ (b) [from 19 to	r of shares allotted to eac		S
D Extent to which each share is to be treated as paid up. Please use percentage			
E Consideration for which the shares were allotted			
allotment 2. If the allotment is wholly or partly other than for eareturn containing the information at D & E. The comparand the delivery of the information must be accompanied.	ash, the company must delay may deliver this info d by the duly stamped co particulars required by	liver to the I rmation by com ontract require	Registrar a mpleting D & E red by section

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

M D Peters Company Secretary Guinness Exports Limited Park Royal Brewery London NW10 7RR For official Use



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Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
GUINNESS PLC, 39 PORTMAN SQUARE,			,
LONDON, W1H 9HB	15,000,000		
		· · · · · · · · · · · · · · · · · · ·	**********
		-	
		 	
		0	
			
			
'Total	15,000,000		

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:

§ Insert Director Secretary, A' strator, Adr .: ative In the er or Mr. La (Scotland) as

Signed

SECRETARY Designation

Date 284May 1998 appropriate

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

The Registrar of Companies Companies Heuse Crown Way Cardiff CF4 3UZ

Companies registered in Scotland should deliver this form to :-The Registrar of Companies Companies House 100-102 George Street Edinburgh EH2 3DJ