

No. 291848

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTION

of

GRAND METROPOLITAN PUBLIC LIMITED COMPANY

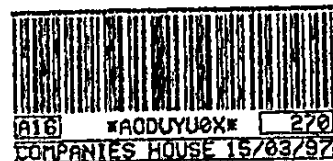
Passed 4th March, 1997

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at the Great Room, Grosvenor House, Park Lane, London W1 on Tuesday 4th March, 1997 at 12.30 p.m. the following Resolution was duly passed as a SPECIAL RESOLUTION:-

RESOLUTION

THAT:

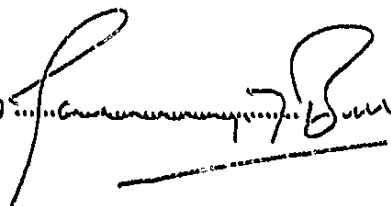
- (a) the authorised share capital of the Company be reduced from £660,000,000 to £647,764,885 by cancelling and extinguishing the 1,217,250 4¼ per cent (now 3.325 per cent plus tax credit) cumulative preference shares of £1 each, the 7,739,411 5 per cent (now 3.5 per cent plus tax credit) cumulative preference shares of £1 each and the 3,278,454 6¼ per cent (now 4.375 per cent plus tax credit) cumulative preference shares of £1 each and in consideration for such cancellation the Company shall pay to the holders of such cumulative preference shares whose names appear on the register of members at the close of business on the day on which the reduction of capital



members at the close of business on the day on which the reduction of capital becomes effective a cash sum of £1 for each such share held together with all accruals of dividend calculated to and including the date of repayment; and

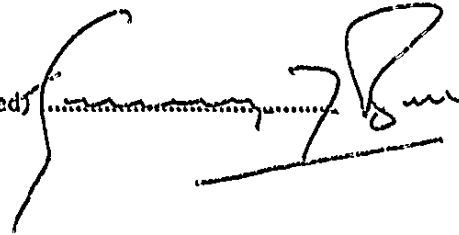
- (b) conditional on the reduction of capital pursuant to (a) above becoming effective; (i) the whole of Article 1(A) of the Articles of Association of the Company at that time be deleted and "1(A) The authorised share capital of the Company is £647,764,885 divided into 2,591,059,540 Ordinary shares of 25p each.", shall be substituted therefor; and (ii) the whole of Article 1(C) of the Articles of Association of the Company at that time be deleted and "1(C) Subject to any special terms as to voting upon which any shares may be issued or may for the time being be held and to any other provision of these Articles, on a show of hands every member who is present in person at a general meeting shall have one vote, and on a poll every member present in person or by proxy shall have one vote for every share in the capital of the Company of which he is the holder." shall be substituted therefor.

(signed)

A handwritten signature in dark ink, appearing to be 'J. B. ...', written over a horizontal line.

directors and employees of the company and its subsidiaries who work outside the UK of awards over ordinary shares of the company and corresponding in all material respects with the Plan but containing such different provisions as the directors shall in their absolute discretion consider appropriate having regard to any securities, exchange control or taxation laws or regulations or similar factors which may have application in relation to awards so granted provided that any shares made available under the overseas schemes are treated as counting against any limits on individual or overall participation in the Plan.

4. THAT the proposed new form of Memorandum and Articles of Association produced to the meeting and initialled by the Chairman for the purpose of identification be adopted as the Memorandum and Articles of Association of the company in substitution for and to the exclusion of the company's existing Memorandum and Articles of Association.

(signed) 

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