

DATED 24 March. 1997

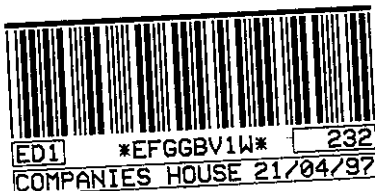
PEPSICO HOLDINGS LIMITED

PEPSICO HOLDINGS LIMITED (1)

- and -

KENTUCKY FRIED CHICKEN (GB) LIMITED (2)

AGREEMENT
for the acquisition of the issued share
capital of ROBERTS RESTAURANTS LIMITED
on a share exchange basis



Certified to be a true
copy of the original
Date: 8/4/97
Signed: Donald Dixon

Donald Dixon
Director
PepsiCo Holdings Limited.

THIS AGREEMENT is dated the 24 day of March.

1997

BETWEEN:

- (1) PEPSICO HOLDINGS LIMITED (No. 1516531) whose registered office is at 63 Kew Road, Richmond, Surrey (the "Vendor"); and
- (2) KENTUCKY FRIED CHICKEN (GB) LIMITED (No. 967403) whose registered office is at 32 Goldsworth Road, Woking, Surrey (the "Purchaser").

IT IS HEREBY AGREED AS FOLLOWS:

1. DEFINITIONS

- 1.1 In this Agreement, unless the context otherwise requires, the following expressions have the following meanings:-

<u>Expression</u>	<u>Meaning</u>
"Company"	Roberts Restaurants Limited (No.1857730);
"Consideration Shares"	8,500,000 new A Ordinary Shares of £1.00 each of the Purchaser ranking pari passu in all respects with the existing issued A Ordinary Shares of £1.00 each of the Purchaser and 8,500,000 new B Ordinary Shares of £1.00 each ranking pari passu in all respects with the existing issued B Ordinary Shares of £1.00 each of the Purchaser;
"Sale Shares"	123826 Ordinary Shares of £1.00 each fully paid of the Company, being the entire issued share capital of the Company.

- 1.2 The heading to the Clauses are for convenience only and have no legal effect.

2. SALE OF THE SALE SHARES

The Vendor with full title guarantee shall sell the Sale Shares to the Purchaser free from all liens, charges and encumbrances and with all rights now attached thereto and the Purchaser shall purchase the Sale Shares.

3. CONSIDERATION

The consideration for the sale of the Sale Shares shall be the allotment and issue by the Purchaser to the Vendor of the Consideration Shares credited as fully paid.



4. COMPLETION

Completion of the sale and purchase of the Sale Shares shall take place immediately following the execution hereof when:

- (a) the Vendor shall deliver or procure to be delivered to the Purchaser transfers in respect of the Sale Shares duly completed in favour of the Purchaser (or as it may direct) together with the certificates therefor; and
- (b) the Purchaser shall allot the Consideration Shares to the Vendor and deliver to the Vendor a share certificate in the name of the Vendor in respect thereof.

IN WITNESS WHEREOF this Agreement has been entered into on the date first stated above.

Executed by DONAL DIXON)
a duly authorised officer on)
behalf of **PEPSICO HOLDINGS**)
LIMITED)

Donal Dixon
DIRECTOR

Executed by DANO ARMSTRONG)
a duly authorised officer on)
behalf of **KENTUCKY FRIED**)
CHICKEN (GB) LIMITED)

A. S. M.
DIRECTOR

