

## Supplementary Prospectus

### Offer for subscription of up to 2,727,275 Ordinary Shares of 25 pence each at £2.20 per share

A copy of this document, which comprises a supplementary prospectus relating to Wineworld London Plc in accordance with the Public Offers of Securities Regulations 1995 (the "Regulations") has been delivered for registration to the Registrar of Companies in England and Wales in accordance with regulation 10(3) of the Regulations.

This Supplementary Prospectus is supplementary to, and should be read in conjunction with, the prospectus of Wineworld dated 19 October 1998, copies of which have been delivered for registration to the Registrar of Companies in England and Wales in accordance with regulation 4(2) of the Regulations.

#### 1. Definitions

The definitions used in the Prospectus and the following definitions apply throughout this Supplementary Prospectus unless the context otherwise requires:-

**"Prospectus"**: the prospectus of Wineworld dated 19 October 1998 published in connection with the Offer; and

**"Supplementary Prospectus"**: this document

#### 2. Responsibility

The Directors of Wineworld, whose names are set out on page 8 of the Prospectus, accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Directors of Wineworld (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

#### 3. Amendment to terms and conditions of the Offer

During the term of the Offer Mr Alexander Anderson, a Director of Wineworld, has expressed an intention to subscribe for Offer Shares. Mr Anderson currently holds, or has an interest in 1,768,668 Ordinary Shares, representing approximately 24 per cent of the voting share capital of the Company and it has come to the attention of the Directors that, depending on the level of subscriptions received by the Company during the Offer, it is possible that allotments of Ordinary Shares to Mr Anderson pursuant to the Offer could result in Mr Anderson holding or having an interest in 30 per cent or more of the voting share capital of the Company.

Rule 9 of the City Code requires any person who acquires 30 per cent or more of the voting rights of a company to make a general offer to the other shareholders in such a company to acquire their shares.



In order to avoid the application of rule 9 of the City Code to shareholdings acquired under the Offer the Directors intend that in the event that any subscriber under the Offer would otherwise acquire an interest in more than 29.9 per cent of the voting share capital of the Company, to allot and issue non-voting shares (known as A Ordinary Shares, defined below) to such person instead of Ordinary Shares on the basis of 1 A Ordinary Share for every 1 Ordinary Share applied for, to the extent only that person's interest in the voting share capital of the Company immediately following the Offer (assuming satisfaction in full of such person applications) would otherwise exceed 29.9 per cent. The rights attaching to the A Ordinary Shares will be the same in all respects as those of the Ordinary Shares save that (a) the A Ordinary Shares shall carry no voting rights and (b) the holder of any A Ordinary Shares shall be entitled at any time to convert the whole but not part of his or her holdings of A Ordinary Shares to Ordinary Shares by serving a conversion notice on the Company requiring the same.

It has been necessary to make certain changes to the Offer to enable the issue of A Ordinary Shares to be made and these are as follows:-

- 3.1 All references to "Ordinary Shares" in the Prospectus shall be deemed also to include references to "A Ordinary Shares" where the context requires
- 3.2 There shall be added to Part X Definitions the following definition of A Ordinary Shares and modified definition of Offer Shares in replacement of the definition of Offer Shares at page 60 of the Prospectus:-

**"A Ordinary Shares"**: A ordinary shares of 10p each in the capital of the Company, having the same rights in all respects as Ordinary Shares save that they shall not carry any right to vote in a general meeting of the Company and shall be capable of being converted to Ordinary Shares by their holder serving a conversion notice on the Company;

**"Offer Shares"**: the shares in the capital of the Company offered for subscription pursuant to the Offer, being 2,727,275 shares comprising Ordinary Shares and such number of A Ordinary Shares as may be allotted (if any) pursuant to paragraph 2.17 of Part VIII of the Prospectus;

- 3.3 There shall be added a new paragraph 2.17 to Part VIII of the Prospectus as follows:-

"An application under the Offer shall be deemed to be an application to subscribe for A Ordinary Shares to the extent that the applicant would otherwise (assuming the satisfaction in full of such application) acquire an interest in more than 29.9 per cent of the voting share capital of the Company."

Dated 21 December 1998

Wineworld London plc  
Registered office: Devonshire House  
60 Goswell Road, London EC1M 7AD  
Registered number: 2663676

50657116.03