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COMPANIES FORM No. 88(2)(Rev 1988)

Return of allotments of shares

88(2)

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

To the Registrar of Companies (address overleaf)
(see note 1)

(REVISED 1988)

This form replaces forms
PUC2, PUC3 and 88(2)Please do not
write in this
marginPlease complete
legibly, preferably
in black type, or
bold block lettering

Company number

2264638

1. Name of company

Insert full name
of company• **Lyonnaise Europe plc**

2. This section must be completed for all allotments

Distinguish
between
ordinary
preference, etc.

| | | |
|--|--|---|
| Description of shares † 7% Redeemable Convertible Preference Shares | | |
| A Number allotted | 250,000,000 (two hundred and fifty million) | |
| B Nominal value of each | £ 1 (one pound) | £ |
| C Total amount (if any) paid or due and payable on each share (including premium if any) | £ | £ |

Date(s) on which the shares were allotted

(a) [on **19th March** 19 **96**] &, or

(b) [from _____ 19 _____ to _____ 19 _____] &

The names and addresses of the allottees and the number of shares allotted to each should be given overleaf

3. If the allotment is wholly or partly other than for cash the following information must be given
(see notes 2 & 3)

| | |
|---|--|
| D Extent to which each share is to be treated as paid up. Please use percentage. | Fully Paid Up |
| E Consideration for which the shares were allotted | Release of Debt by Parent Company in consideration of Allotment of Shares |

NOTES

1. This form should be delivered to the Registrar of Companies within one month of the (first) date of allotment.
2. If the allotment is wholly or partly other than for cash, the company must deliver to the registrar a return containing the information at D & E. The company may deliver this information by completing D & E and the delivery of the information must be accompanied by the duly stamped contract required by section 88(2)(b) of the Act or by the duly stamped prescribed particulars required by section 88(3) (Form No 88(3)).
3. Details of bonus issues should be included only in section 2.

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

For official use

Post room

KLO *KUG2TKDM* 1064
COMPANIES HOUSE 02/04/96

Please complete legibly, preferably in black type, or bold block lettering

[illegible]

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,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed Ade Vojni Designation: Secretary Date 26.3.96

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

Companies registered in Scotland
should deliver this form to:-

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

The Registrar of Companies
Companies House
100-102 George Street
Edinburgh
EH2 3DJ