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COMPANIES FORM No. 88(3)

Particulars of a contract relating to shares allotted as fully or partly paid up otherwise than in cash

88(3)

Pursuant to section 88(3) of the Companies Act 1985

Please do not
write in
this margin

**Note: This form is only for use when the contract
has not been reduced to writing**

PASSED FOR FILING

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

To the Registrar of Companies
(Address overleaf)

For official use

Company number

| | | | |
|--|--|--|--|
| | | | |
|--|--|--|--|

47169

Please do not
write in the space
below. For Internal
Revenue use only

The particulars must be stamped with the same stamp duty as would have been payable if the contract had been reduced to writing. A reduced rate of ad valorem duty may be available if this form is properly certified at the appropriate amount.

Name of company

* insert full name
of company

* ASH & LACY PLC

gives the following particulars of a contract which has not been reduced to writing

1 The number of shares allotted as fully or
partly paid up otherwise than in cash

577437

2 The nominal value of each such share

£ 0 05

3a The amount of such nominal value to be considered
as paid up on each share otherwise than in cash

£

b The value of each share allotted
i.e. the nominal value and any premium

£

c The amount to be considered
as paid up in respect of b

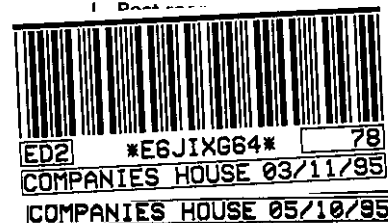
£

4 If the consideration for the allotment of such
shares is services, or any consideration other
than that mentioned below in 8, state the
nature and amount of such consideration,
and the number of shares allotted

Presentor's name address and
reference (if any):
LLOYDS BANK REGISTRARS
THE CAUSEWAY
WORTHING
WEST SUSSEX BN99 6DA
RBS/CG/EXT2515

For official Use

Capital Section



| | | |
|--|----------|----------|
| 5 If the allotment is a bonus issue, state the amount of reserves capitalised in respect of this issue | £ | |
| 6 If the allotment is made in consideration of the release of a debt, e.g., a director's loan account, state the amount released | £ | |
| 7 If the allotment is made in connection with the conversion of loan stock, state the amount of stock converted in respect of this issue | £ | |
| 8 If the allotment is made in satisfaction or part satisfaction of the purchase price of property, give below: | | |
| <p>a brief description of property:</p> | | |
| <p>b full particulars of the manner in which the purchase price is to be satisfied</p> <p>Amount of consideration payable in cash or bills</p> <p>Amount of consideration payable in debentures, etc.....</p> <p>Amount of consideration payable in shares</p> <p><i>Liabilities of the vendor assumed by the purchaser:</i></p> <p>Amounts due on mortgages of freeholds and/or leaseholds including interest to date of sale</p> <p>Hire purchase etc debts in respect of goods acquired ...</p> <p>Other liabilities of the vendor,.....</p> <p><i>Any other consideration</i></p> | <p>£</p> | <p>p</p> |

Please do not write in this margin

* Where such properties are sold subject to mortgage, the gross value should be shown

9 Give full particulars in the form of the following table, of the property which is the subject of the sale, showing in detail how the total purchase price is apportioned between the respective heads:

| | |
|--|---|
| Legal estates in freehold property and fixed plant and machinery and other fixtures thereon* | £ |
| Legal estates in leasehold property* | |
| Fixed plant and machinery on leasehold property (including tenants', trade and other fixtures) | |
| Equitable interests in freehold or leasehold property* | |
| Loose plant and machinery, stock-in-trade and other chattels (plant and machinery should not be included under this head unless it was in actual state of severance on the date of the sale) | |
| Goods, wares and merchandise subject to hire purchase or other agreements (written down value) | |
| Goodwill and benefit of contracts | |
| Patents, designs, trademarks, licences, copyrights, etc. | |
| Book and other debts | |
| Cash in hand and at bank on current account, bills, notes, etc | |
| Cash on deposit at bank or elsewhere | |
| Shares, debentures and other investments | |
| Other property | |

† Insert Director, Secretary, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

Signed

Reflex

Designation†

Secretary

Date

22.9.95

§ This certificate must be signed by the persons to whom the shares have been allotted, as well as by an officer of the company.

Certificate of value§

It is certified that the transaction effected by the contract does not form part of a larger transaction or series of transactions in respect of which the amount or value, or aggregate amount or value, of the consideration exceeds £

Signed

Date

Signed

Date

Notes

The address for companies registered in England and Wales or Wales is:-

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

or, for companies registered in Scotland:-

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

ASH & LACY PLC

OFFER FOR

CI GROUP PLC

DISSENTERS

STATEMENT OF CONSIDERATION FOR ALLOTMENT OF SHARES

577435 Ordinary Shares of 5p each fully paid issued in part consideration of the acquisition of 4,898,738 Ordinary Shares of 10p each in CI GROUP PLC pursuant to the Offer dated the 26th May 1995 made by ASH & LACY PLC.