

G

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)

Please do not
write in this
margin

CHA 116

Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies (address overleaf)
(See note 1)

(REVISED 1988)

This form replaces forms
PUC2, PUC3 and 88(2)

Company number

3162838

1. Name of Company

* Insert full name
of company

* Lister-Petter Group Limited

2. This section must be completed for all allotments

† Distinguish
between
ordinary,
preference, etc.

Description of shares †	A Ordinary	Preference	
A Number allotted	605,217	5,000,000	
B Nominal value of each	£ 0.01	£ 1.00	£
C Total amount (if any) paid or due and payable on each share (including premium if any)	£ 15,000	£	£

Date(s) on which the shares were allotted

§ Complete
(a) or (b) as
appropriate

(a) [on 16 December 19 99] §, 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.	100%	100%	
E Consideration for which the shares were allotted	Ordinary Shares - Cash.		
	Preference Shares - Loan note conversion as per attached contract		

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.

Presentor's name, address,
telephone number and reference
(if any):
Clifford Chance
200 Aldersgate Street
London
EC1A 4JJ
NAT/H2760/00090/DJW
DX No 606 LONDON

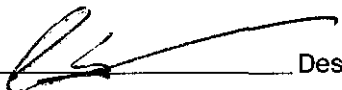
For official use



4. Names and addresses of allottees

Please do not
write in the
margin

Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
Malcolm Brand Upton House, Pershore Road, Upton Snodsbury, Worcester, Worcestershire, WR7 4NR	201,739		
The Phillip Wright Family Settlement, 2nd Floor, 60 Circular Road, Douglas, Isle of Man, IM1 1SA	403,478		
Hawker Siddeley Management Limited, Invensys House, Carlisle Place, London, SW1 1BX		5,000,000	
Total	605,217	5,000,000	

Please complete
legibly, preferably
in black type, or
bold block
letteringWhere 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
appropriateSigned  Designation † DIRECTOR Date 21/12/99Companies registered in England and Wales
or Wales should deliver this form to:-The Registrar of Companies
Companies House
Crown Way
Maindy
Cardiff
CF4 3UZCompanies registered in Scotland
should deliver this form to:-The Registrar of Companies
Companies Registration Office
102 George Street
Edinburgh
EH2 3DJ