COMPANIES FORM No. 88(2)

G

CHFP000

Please do not write in this margin

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

Return of allotments of shares

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

88(2)

(**REVISED 1988**)

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

73975

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

*insert full name of company

† distinguish between ordinary preference, etc

§ complete (a) or (b) as appropriate

1. Name of company		
*OCEAN GROUP plc		

2. This section must be completed for all allotments

Description of shares †	Ordinary	
A Number allotted	8595	
B Nominal value of each	27 7/9p	
C Total amount (if any) paid or due and payable on each share (including premium if any)	523.5p	

Date(s) on which the shares were allotted

(a) [on 19 April 2000] §, or

(b) [from to] §

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.

E Consideration for which the shares were allotted

NOTES

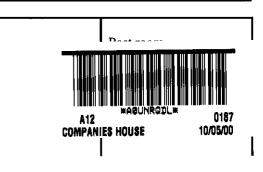
- 1. This form should be delivered to the Registrar of Companies within one month of the (first) date of allotment.
- 2. If the allotment is wholly or partly other than for cash, the company must deliver to the registrar a return containing the information at D & E. The company may deliver this information 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)).

For Official Use

3. Details of bonus issues should be included only in section 2.

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

OCEAN GROUP PIC OCEAN HOUSE THE RING BRACKNELL BG12 TAN



4. Names and addresses of the allottees

Names and Addresses	Number of shares allotted			
	Ordinary	Preference	Other	
CAZENOVE NOMINEES LIMITED	8595			
12 TOKENHOUSE YARD				
LONDON				
EC2R 7AN				
DESIG:ESOS		-		
PART ID:142CN				
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Total	8595			

Please do not write in the margin. Please complete legibly, preferably in black type, or bold block lettering

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:

7
¶ Insert Director,
Secretary,
Administrator,
Administrative
Receiver or Receiver
(Scotland) as
appropriate

	Lun		DENIA SECRETARY		- 9	MAY	2000
Signed		Designation ¶_		Date_			

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

The Registrar of Companies Companies House Crown Way Cardiff CF4 3UZ Companies registered in Scotland should deliver this form to:-

The Registrar of Companies Companies House 37 Castle Terrace Edinburgh EH1 2EB