

Return of allotments of shares

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

88(2)

Please do not write
in this marginTo the Registrar of Companies (address overleaf)
(see note 1)

(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	25,000		
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)	375p	£	£

Date(s) on which the shares were allotted

(a) [on 5 March 1999] §, 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.			
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)).
3. Details of bonus issues should be included only in section 2.

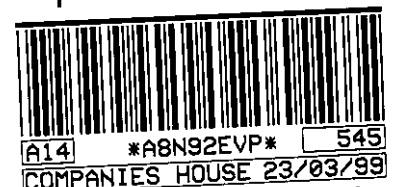
Presentor's name, address,
telephone number and reference
(if any):

DEPUTY SECRETARY

OCEAN GROUP plc
OCEAN HOUSE
THE RING
BARNWELL
ROCHESTER

For Official Use

Post room



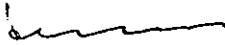
4. Names and addresses of the allottees

Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
CAZENOVE NOMINEES LIMITED 12 TOKEN HOUSE YARD LONDON EC2R 7AN PART ID 142CN DESIG A/C ESOS	25,000		
Total	25,000		

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:

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

Signed  Designation DEPUTY SECRETARY Date 17 MAR 1999

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

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

Companies registered in Scotland should deliver this form to:-

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