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

Return of allotments of shares

88(2)

To the Registrar of Companies (address on page 2)
(see note 1)

(REVISED 1988)

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

Company Number

14259

1. Name of company

Midland Bank Public Limited Company

2. This section must be completed for all allotments

† distinguish
between
ordinary
preference, etc

| Description of shares † | Ordinary Shares | | |
|--|-----------------|---|---|
| A Number allotted | 1 | | |
| B Nominal value of each | £ 1.00 | £ | £ |
| C Total amount (if any) paid or due and payable on each share (including premium if any) | £ 1.00 | £ | £ |

§ complete
(a) or (b) as
appropriate

Date(s) on which the shares were allotted

(a) [on 31/05 19 96] , or

(b) [from 19 to 19] s

The names and addresses of the allottees and the number of shares allotted to each should be given on page 2

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 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):

Nigel Barker
Assistant Secretary
HSBC Holdings plc
10 Lower Thames Street
London EC3R 6AE

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|---|

Signed N. P. [Signature] Designation Asst. Secretary Date 12-6-96

Companies registered in Scotland
should deliver this form to :-
The Registrar of Companies
Companies House
100-102 George Street
Edinburgh EH2 3DJ