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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)

(REVISED 1988)

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

Please do not
write in this
margin

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

FOR INFORMATION ONLY

**This document has not been registered
having been referred to I.R.**

Company number

2065

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

* insert full name
of company

1. Name of company

* LLOYDS BANK PLC

2. This section must be completed for all allotments

† distinguish
between
ordinary
preference, etc.

Description of shares †	ORDINARY		
A Number allotted	144,000,000		
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	£	£

Date(s) on which the shares were allotted

(a) [on 30 DECEMBER 19 96] \$, 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

§ complete
(a) or (b) as
appropriate

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%
E Consideration for which the shares were allotted SALE AGREEMENT PURSUANT TO THE SCHEME OF ARRANGEMENT DATED 11TH OCTOBER 1996 CONSIDERATION FOR THE ACQUISITION OF 267,981,314 ORDINARY SHARES IN LLOYDS ABBEY LIFE PLC PURSUANT TO A SALE AGREEMENT DATED 30TH DEC 96	

NOTES

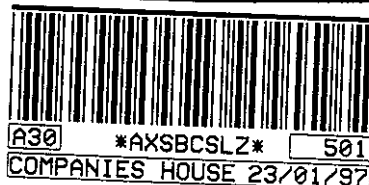
1. This form should be delivered to the Registrar of Companies within one month of the (first) date of allotment.
2. If the allotment is wholly or partly other than for cash, the company must deliver to the registrar a return containing the information at D & E. The company may deliver this information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

PAUL DUNN X2446
CORPORATE ACTIONS

LLOYDS BANK REGISTRARS
THE CAUSEWAY
WORTHING

For official use



Please do not
write in
this margin

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

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

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