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

Company number

3543

1. Name of company

* insert full name
of company

* VICKERS PUBLIC LIMITED COMPANY

2. This section must be completed for all allotments

† distinguish
between
ordinary
preference, etc.

Description of shares †	ORDINARY	ORDINARY	ORDINARY
A Number allotted	20811	13839	67636
B Nominal value of each	£0.50	£0.50	£0.50
C Total amount (if any) paid or due and payable on each share (including premium if any)	£1.7106	£1.7779	£0.8649

Date(s) on which the shares were allotted

(a) [on 22 MAY 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
appropriate3. 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

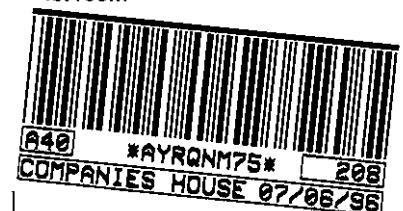
NOTES

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.

Presenter's name address, telephone
number and reference (if any):MR P J CLARKE
VICKERS PLC
MILLBANK TOWER
MILLBANK
LONDON SW1P 4RA

For official use

Post room



4. Names and addresses of the allottees

Please do not
write in the
margin

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

Names and Addresses	Number of shares allotted		
	Ordinary 171.06p	ORDINARY 177.79p	ORDINARY 86.49p
GORDON MOIR 12 THORBURN ROAD EDINBURGH EH13 0BG (PERSHING KEEN NOMINEES LTD HGCF)	20811		
MR J WILSON 18 SOUTH LODGE COURT ASHGATE CHESTERFIELD (PERSHING KEEN NOMINEES LTD HGCF)		13839	46825
MR R MUSSON WOODSIDE COTTAGE, PARK CLOSE ASHLEY PARK, WALTON ON THAMES SURREY KT12 1EW (PERSHING KEEN NOMINEES LTD HGCF)			20811
Total	20811	13839	67636

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 P. J. Chandra Designation Deputy Secretary Date 6 June 1996

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

Companies registered in Scotland
should deliver this form to:-

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

The Registrar of Companies
Companies House
100-102 George Street
Edinburgh
EH2 3DJ