

G**Return of allotments of shares****88(2)**

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

(REVISED 1988)To the Registrar of Companies (address overleaf)
(see note 1)This form replaces forms
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) or (b) as
appropriate

Company number

55973

1. Name of company

*** SWAN HILL GROUP PLC**

2. This section must be completed for all allotments

Description of shares † ORDINARY	856		
A Number allotted			
B Nominal value of each 25p	£	£	£
C Total amount (if any) paid or due and payable on each share (including premium if any)	£ 0.6201	£	£

Date(s) on which the shares were allotted

(a) [on **3 FEB** 19 **97**] §, 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			

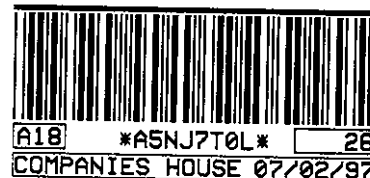
NOTES

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):

For official use

Post room



**Please do not
write in the
margin**

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

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

**Companies registered in Scotland
should deliver this form to:-**

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