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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)

Company number

169249

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

1. Name of company

* insert full name
 of company

* API GROUP plc

2. This section must be completed for all allotments

† distinguish
 between
 ordinary
 preference, etc.

Description of shares †	ORDINARY		
A Number allotted	20,000		
B Nominal value of each	£ 0.25	£	£
C Total amount (if any) paid or due and payable on each share (including premium if any)	£ 2.11	£	£

§ complete
 (a) or (b) as
 appropriate

Date(s) on which the shares were allotted

(a) [on 19 FEBRUARY 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

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

BR/CL/TL/SD
 BARCLAYS REGISTRARS
 34 BECKENHAM ROAD
 BECKENHAM, KENT
 BR3 4TU



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

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