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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)

Please do not
write in this
margin

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

(REVISED 1988)

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

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

Company number

169249

* insert full name
of company

1. Name of company

API GROUP PLC

† distinguish
between
ordinary
preference, etc.

2. This section must be completed for all allotments

Description of shares †	ORDINARY	ORDINARY	ORDINARY
A Number allotted	12400	8000	5200
B Nominal value of each	£ 0.25	£ 0.25	£ 0.25
C Total amount (if any) paid or due and payable on each share (including premium if any)	£ 1.83	£ 2.11	£ 2.18

‡ complete
(a) or (b) as
appropriate

Date(s) on which the shares were allotted

(a) [on _____ 19 ____] \$, or

(b) [from 3 September 19⁹⁶ to 10 September 19⁹⁶] \$

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

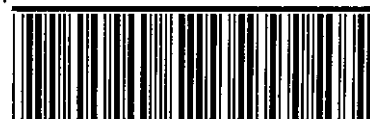
1. This form should be delivered to the Registrar of Companies within one month of the (first) date of allotment.
2. If the allotment is wholly or partly other than for cash, the company must deliver to the registrar a return containing the information at D & E. The company may deliver this information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

BR/TP/JA/MJP

For official use

Post room



KLO *K26G0P8T* 170
COMPANIES HOUSE 24/09/96

Please do not
write in the
margin

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

113

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

[Handwritten signature]

DIRECTOR

21 Sept 96

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