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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

224163

Sheet 1 of 2

1. Name of company

*insert full name
of company

Vaux Group plc

2. This section must be completed for all allotments

† distinguish
between
ordinary
preference, etc.

Descriptions of sharest	Ordinary	Ordinary	Ordinary
A Number allotted	3,850	2,726	544
B Nominal value of each	£ 0.10	£ 0.10	£ 0.10
C Total amount (if any) paid or due and payable on each share (including premium if any)	£ 1.68	£ 1.79	£ 2.20

§ complete
(a) or (b) as
appropriate

Date(s) on which the shares were allotted

(a) [on 24th November 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.	100%	100%	100%
E Consideration for which the shares were allotted	S.A.Y.E. Share Option Scheme		

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):

C J Storey
Vaux Group plc
The Brewery
Sunderland
SR1 3AN

MJW/AS
(0191) 567 6277

For official Use

Post Room



A37 *A8YV41HX* 643
COMPANIES HOUSE 26/11/97

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 Registration Office
102 George Street
Edinburgh
EH2 3DJ**

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Return of allotments of shares

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(see note 1)

(REVISED 1988)

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Company Number

224163

1. Name of company Sheet 2 of 2

*insert full name
of company

• Vaux Group plc

2. This section must be completed for all allotments

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ordinary
preference, etc.

Descriptions of sharest	Ordinary	Ordinary	
A Number allotted	578	714	
B Nominal value of each	£ 0.10	£0.10	£
C Total amount (if any) paid or due and payable on each share (including premium if any)	£1.82	£2.28	£

§ complete
(a) or (b) as
appropriate

Date(s) on which the shares were allotted

(a) [on 24th November 1997]\$, or

(b) [from _____ 19_____ to _____ 19_____]§

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E Consideration for which the shares were allotted	S.A.Y.E. Share Option Scheme		

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Presentor's name address, telephone
number and reference (if any):C J Storey
Vaux Group plc
The Brewery
Sunderland
SR1 3ANMJW/AS
(0191) 567 6277

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COMPANIES HOUSE 26/11/97

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margin

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

[illegible]

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:

Signed [Signature] Designation Director/Secretary Date 25.11.97

‡ 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 Registration Office
102 George Street
Edinburgh
EH2 3DJ**

VAUX GROUP plc
S.A.Y.E. SHARE OPTION SCHEME
OPTIONS EXERCISED ON 21ST NOVEMBER, 1997.

Name/Address	Company	Options Issued	Option Price	Total Cost of Options
Mr Edward Clapton 32 Victoria Street South Normanton Alfreton Derbyshire DE55 2BX	Swallow	892	£1.68	£1,498.56
Mr Robert Alan Cutty Alexander Burnett - deceased Swinburne Jackson & Co Solicitors Cestria House High Chare Chester le Street County Durham DH3 3PY	Vaux	1,619	£1.68	£2,719.92
Ms Jennifer Lopez Thomas Lopez - deceased 21 Dundee Road London E13 8QB	Swallow	557	£1.79	£997.03
Mr John McLean Smyth 42 Woodburn Drive Woodburn Estate Whitley Bay NE26 3HX	Vaux	1,263 714	£1.79 2.28	£2,260.77 £1,627.92
		5,045		£9,104.20