

G 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)

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

Company number

331803

1. Name of company

* insert full name
of company

* **CATERDALE GROUP PLC**

2. This section must be completed for all allotments

† distinguish
between
ordinary
preference, etc.

| | | | |
|--|-----------------|---|---|
| Description of shares † | ORD | | |
| A Number allotted | 251 000 | | |
| B Nominal value of each | £ 0.10 | £ | £ |
| C Total amount (if any) paid or due and payable on each share (including premium if any) | £ 1.2266 | £ | £ |

Date(s) on which the shares were allotted

(a) [on **20 OCTOBER** 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

§ complete
(a) or (b) as
appropriate

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% | | |
| E Consideration for which the shares were allotted EXERCISE OF OPTIONS | | | |
| | | | |
| | | | |

NOTES

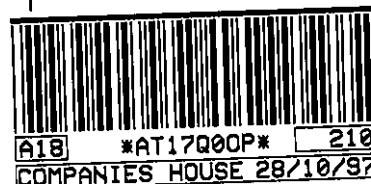
1. This form should be delivered to the Registrar of Companies within one month of the (first) date of allotment.
2. If the allotment is wholly or partly other than for cash, the company must deliver to the registrar a return containing the information at D & E. The company may deliver this information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

CATERDALE GROUP PLC
REDLEIGH HOUSE
ASHLEY ROAD
ST ALBANS
AL1 503
0475 791400

For official use

Post room



4. Names and addresses of the allottees

Please do not write in this margin

| Names and Addresses | Number of shares allotted | | |
|---|---------------------------|------------|-------|
| | Ordinary | Preference | Other |
| MR. BSG MURRAY, 152 THE LORDSHOOT, HUNTERTON CV11 6TH | 37 500 | | |
| MR. R SEADE, 2 WESTLAND, 100 EASTCOTE RD, RUSLIP HA4 3DT | 10 000 | | |
| MR. SG KOSSEY, 10 LILLYS CLOSE, DUNSTABLE, LU5 4QA | 15 000 | | |
| MR. R CURTIS, CROWN END, 15 KINGSDOWN FARM LANE, HULLBRIDGE SS5 6QJ | 10 000 | | |
| MR. P RIGBY, 3 BROADMAN GATE, PINNER HA5 4TN | 15 000 | | |
| MRS J COTTRILL, 10 CHARLIE CLOSE, WATTSBRATE CV2 3BL | 18 500 | | |
| MR. J WILSON, ACHINELVICH, BRIDGEND 2/100, PLUSCARDEN, ELGIN IV30 3ND | 26 500 | | |
| MR. J. SMITH, 41 PEACOCKY DRIVE, THATCHAM, NEWBURY RG13 4LS | 25 000 | | |
| MR. G. MUSTOE, ORANS COTTAGE, LONG ITCHINGTON CV23 8TG | 18 500 | | |
| MR. G. LINTOTT, WREN HOUSE, THARNDON PARK CH14 5NB | 75 000 | | |
| Total | 251 000 | 1/4 | 1/4 |

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

Signed S. Lintott

Designation DIRECTOR/SECRETARY Date 20/10/97

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

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

Companies registered in Scotland should deliver this form to:-

The Registrar of Companies
Companies House
37 Castle Terrace
Edinburgh
EH1 2EB