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

COMPANIES FORM NO. 88(2) (Rev 1988)

Return of allotments of shares

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

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

88(2)

(REVISED 1988)

This form replaces forms
PUC2, PUC3 and 88(2)Company Number
497098

1. Name of company

* Insert full name
of company

* RACAL ELECTRONICS PLC

2. This section must be completed for all allotments

f Distinguish
between
ordinary
preference, etc

Description of shares	ORDINARY		
A Number allotted	23,153		
B Nominal value of each	£0.25	£	£
C Total amount (if any) paid or due and payable on each share (including premium if any)	£1.05	£	£

§ Complete
(a) or (b) as
appropriate

Date(s) on which the shares were allotted

(a) [on 2nd June 1997]§, 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

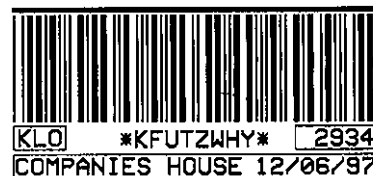
1. This form should be delivered to the Registrar of Companies within one month of the (first) date of allotment.
2. If the allotment is wholly or partly other than for cash, the company must deliver to the Registrar a return containing the information at D & E. The company may deliver this information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

Presenter's name, address
telephone number and reference
(if any)

IRG/TP/SP

For official use

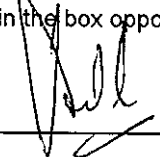
Post Room



4. Names and addresses of the allottees

Please do not write
in the margin

Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
BRIAN MAURICE DOWSE ESQ	5,142		
ELM DENE, 25 OAKLEY LANE, CHINNOR, OXON OX9 4HT			
ALAN STUART DIX ESQ	4,986		
19 SHERWOOD CLOSE			
FETCHAM, LEATHERHEAD, SURREY KT22 9QT			
ALAN BIGGS ESQ	2,057		
39 SHAFTESBURY ROAD, CARSHALTON, SURREY SM5 1HH			
FRANCIS ALLAN ESQ	4,986		
LLANVOE, DUNBEATH, CAITHNESS KW6 6ED			
JOHN CARTWRIGHT GUNNER ESQ	4,985		
CEDAR LODGE, SOUTHBOROUGH LANE			
SURBITON, SURREY KT6 6JN			
LIONEL DAVID HEWER ESQ	997		
11 OAKDENE, TOTTON, HANTS SO40 8EW			
Total	23,153		

Please complete
legibly, preferably
in black type, or
bold block letteringWhere the space given in 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
ReceiverSigned  Designation** Assistant Company Secretary Date 9.6.97Companies registered in England and Wales
or Wales should deliver this form to:The Registrar of Companies
Companies House
Crown Way
Cardiff
CF4 3UZCompanies registered in Scotland
should deliver this form to:The Registrar of Companies
Companies House
100-102 George Street
Edinburgh
EH2 3DJ