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88(2)

Return of allotments of shares

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

(REVISED 1988)

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

CHA342

Please do not write in this
marginTo the Registrar of Companies (address overleaf)
(see note 1)Please complete legibly,
preferably in black type, or
bold block letteringCompany 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	2,032		
B Nominal value of each	£0.25	£	£
C Total amount (if any) paid or due and payable on each share (including premium if any)	£2.95	£	£

Date(s) on which the shares were allotted

(a) [on 28th February 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.

§ Complete
(a) or (b) as
appropriate3. 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

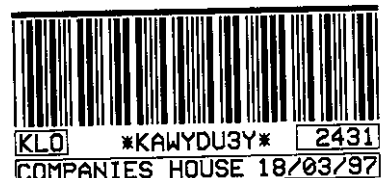
1. This form should be delivered to the Registrar of Companies within one month of the (first) date of allotment.
2. If the allotment is wholly or partly other than for cash, the company must deliver to the Registrar a return containing the information at D & E. The company may deliver this information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

For official use

Post Room



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

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Signed [Signature] Designation** Assistant Country Secretary Date 7. 3. 97

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