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COMPANIES FORM NO. 88(2) (Rev 1988)
Return of allotments of shares

88(2)

CHA342

Please do not write
in this margin

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

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

(REVISED 1988)

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

Company Number
497098

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

1 Name of company

RACAL ELECTRONICS PLC

* Insert full name
of company

2. This section must be completed for all allotments

~~f~~Distinguish
between
ordinary
preference, etc

f Description of shares	ORDINARY		
A Number allotted	61,675		
B Nominal value of each	£0.25		
C Total amount (if any) paid or due and payable on each share (including premium if any)	£3.78		

§. Complete
(a) or (b) as
appropriate

Date(s) on which the shares were allotted

(a) [on 12TH FEBRUARY 1999 § 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 _____ _____ _____			

Note

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

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For official use

Post Room



4. Names and addresses of the allottees

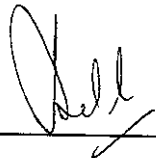
Please do not write
in the margin

Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
MR ALASTAIR REVANS MACDONALD THE LAURELS LANGFORD LECHLADE GLOS GL7 3LW	10,000		
MR BRIAN MAURICE DOWSE ELMDENE 25 OAKLEY LANE CHINNOR OXON OX9 4HT	6,700		
MR BRIAN JAMES KINNEAR LATTO 19 MORAY COURT DALGETY BAY FIFE KY11 9XN	2,575		
MORLEY SLADE 2 THE WOODLANDS NORTH MILLERS DALE CHANDLERS FORD HANTS SO53 1SZ	14,000		
MR PAUL DOUGLAS GOODENOUGH 11 GUILDFORD ROAD LIGHTWATER SURREY GU18 5RZ	28,400		
TOTAL	61,675		

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

Where 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
Receiver (Scotland)
as appropriate

Signed  Designation** Assistant Company Secretary

Date 26.2.99

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
100-102 George Street
Edinburgh
EH2 3D