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Please do not write in this margin

Please complete legibly,
preferably in black type, or
bold block lettering* Insert full name
of companyf Distinguish
between
ordinary
preference, etc§ Complete
(a) or (b) as
appropriate

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

* RACAL ELECTRONICS PLC

2. This section must be completed for all allotments

Description of shares	ORDINARY		
A Number allotted	17,230		
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	£	£

Date(s) on which the shares were allotted

(a) [on 7th March 1997]

(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

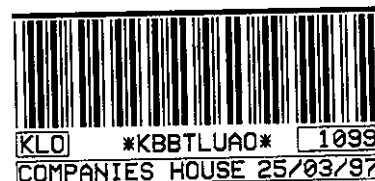
1. This form should be delivered to the Registrar of Companies within one month of the (first) date of allotment.
2. If the allotment is wholly or partly other than for cash, the company must deliver to the Registrar a return containing the information at D & E. The company may deliver this information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

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

IRG/TP/SP

For official use

Post Room



4. Names and addresses of the allottees

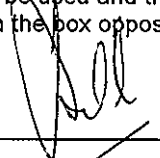
Please do not write
in the margin

Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
DAVID POTTS ESQ	549		
50 PRESTBURY DRIVE			
THELWALL, WARRINGTON, CHESHIRE WA4 2HZ			
MICHAEL CHARLES CLAY ESQ	4,773		
22 WHITFIELD PARK			
ASHLEY HEATH, RINGWOOD, HANTS BH24 2DX			
BRIAN PETER GODFREY ESQ	4,773		
BUCKHILL COTTAGE, SALISBURY ROAD			
SHERFIELD ENGLISH, ROMSEY, HANTS SO51 6FF			
RONALD KELLY ESQ	1,019		
54 DELERY DRIVE			
PADGATE, WARRINGTON, CHESHIRE WA1 3DJ			
ALAN ERIC BURSILL ESQ	1,867		
43 POULTON CRESCENT			
WOOLSTON, WARRINGTON, CHESHIRE WA1 4QW			
DAVID FLEMING WHITEHEAD DECEASED	4,249		
EXOR ALBERT STILL LOMAX			
16 WHITE HEATHER COURT, HYTHE MARINA VILLAGE			
SOUTHAMPTON, HANTS SO45 6DT			
Total	17,230		

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

Signed  Designation** Assistant Company Secretary Date 19.3.97

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
100-102 George Street
Edinburgh
EH2 3DJ