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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 company

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

<input type="checkbox"/> description of shares	ORDINARY		
A Number allotted	3,758		
B Nominal value of each	£0.25		
C Total amount (if any) paid or due and payable on each share (including premium if any)	£4.30		

Date(s) on which the shares were allotted

(a) [on 13th JANUARY 2000 § or

(b) [from _ to _]§

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			

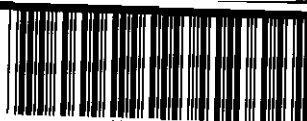
Note

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.

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

IRG/TP/JA/MR
Page 1

For official use



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COMPANIES HOUSE

K48HONFU

0342
25/01/00

4. Names and addresses of the allottees

Please do not write
in the margin

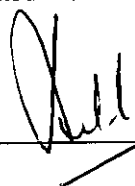
Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
MRS DIANA JACOBS 1 LANTANA GROVE MOTHERWELL ML1 1DN	228		
MR MICHAEL LEWINS 6 JEDBURGH CLOSE THE PRIORYS NORTH SHIELDS NE29 9NU	1,140		
MR CHRISTOPHER JOHN WILLIAMS 3 MAES Y WENNOL PONTPRENNAU CARDIFF CF2 7GW	1,190		
MR TRENT HOLMES 5 BROADLANDS CLOSE BENTLEY FARNHAM SURREY GU10 5LE	1,089		
MR STEPHEN BRAGG 4 CANTERBURY CLOSE WORLE WESTON SUPER MARE NORTH SOMERSET BS22 7TS	111		
TOTAL	3,758		

Please complete
Legibly, preferablyIn 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 SecretaryDate 21. 1. 00

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