

Return of allotments of shares

88(2)

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

(REVISED 1988)

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

Company number

633480

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 lettering

*insert full name of company

1. Name of company

*M&G GROUP PLC

† distinguish between ordinary
preference, etc

2. This section must be completed for all allotments

| Description of shares † | Ordinary | | |
|--|----------|--|--|
| A Number allotted | 2932 | | |
| B Nominal value of each | 25p | | |
| C Total amount (if any) paid or due and payable on each share (including premium if any) | £5.805 | | |

§ complete (a) or (b) as appropriate

Date(s) on which the shares were allotted

(a) [on 13 May 1998] §, 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.

Presentor's name, address,
telephone number and reference
(if any):
S/SAVE/MW1/X3230/K15

For Official Use

Post room

Lloyds Bank Registrars
The Causeway
Worthing
West Sussex BN99 6DA



4. Names and addresses of the allottees

| Names and Addresses | Number of shares allotted | | |
|-----------------------|---------------------------|------------|-------|
| | Ordinary | Preference | Other |
| SEE ATTACHED SCHEDULE | 2932 | | |
| Total | 2932 | | |

Please do not write in the margin.
Please complete legibly,
preferably in black type, or
bold block lettering

Where the space given on 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 D. H. [Signature] Designation SECRETARY Date 22.5.98

Companies registered in England and Wales
or Wales should deliver this form to:-

The Registrar of Companies
Companies House
Crown Way
Maindy
Cardiff
CF4 3UZ

Companies registered in Scotland
should deliver this form to:-

The Registrar of Companies
Companies House
37 Castle Terrace
Edinburgh
EH1 2EB

M G Group Plc

| Name and Address | Number of Shares |
|---|------------------|
| Mr Keith Vaughan Bowler 4 Rana Court Bocking Braintree Essex CM7 2XJ | 374 |
| Mr Simon James Auger 43 Cotman Avenue Lanford Manningtree Essex CO11 2LB | 624 |
| Miss Sandra Barbara James 33 Grayling Close Braintree Essex CM7 8WW | 249 |
| Mr Anthony Lionel Sutton 2 Harnham Drive Notley Garden Village Braintree Essex CM7 8YX | 312 |
| Mrs Glenys Towers 31 Rous Chase Galleywood Chelmsford Essex CM2 8QF | 749 |
| Mr Robert Patrick Wallace 105 Swiss Avenue Chelmsford Essex CM1 2AF | 624 |
| Total | 2932 |