

G

CHFP000

Please do not  
write in  
this margin

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

COMPANIES FORM No. 88(3)  
Particulars of a contract  
relating to shares allotted  
as fully or partly paid up  
otherwise than in cash

Pursuant to section 88(3) of the Companies Act



88(3)

exempt

Note: This form is only for use when the contract  
has not been reduced to writing

To the Registrar of Companies  
(address overleaf)

For official use

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Company number

633480
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Please do not  
write in the space  
below. For Inland  
Revenue use only

The particulars must be stamped with the same stamp duty as would have been payable if  
the contract had been reduced to writing. A reduced rate of ad valorem duty may be  
available if this form is properly certified at the appropriate amount.

Name of company

\* insert full name  
of company

* M&G GROUP P.L.C.
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gives the following particulars of a contract which has not been reduced to writing

1 The number of shares allotted as fully or partly paid up otherwise than in cash	9,349,999
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2 The nominal value of each such share	£ 0.25
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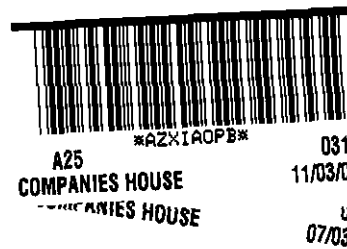
3a The amount of such nominal value to be considered as paid up on each share otherwise than in cash	£ 0.25
b The value of each share allotted i.e. the nominal value and any premium	£ 4.22
c The amount to be considered as paid up in respect of b	£ 4.22

4 If the consideration for the allotment of such shares is services, or any consideration other than that mentioned below in 8, state the nature and amount of such consideration, and the number of shares allotted	The acquisition of shares in an intra-group transfer.
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Presentor's name address and  
reference (if any) :

JP McClelland  
M&G  
7th floor  
3 Minster Court  
Great Tower Street  
London EC3R 7XH

For official Use  
Capital Section



5 If the allotment is a bonus issue, state the amount of reserves capitalised in respect of this issue	£	N/A	
6 If the allotment is made in consideration of the release of a debt, e.g., a director's loan account, state the amount released	£	N/A	
7 If the allotment is made in connection with the conversion of loan stock, state the amount of stock converted in respect of this issue	£	N/A	
8 If the allotment is made in satisfaction or part satisfaction of the purchase price of property, give below: <div style="text-align: right;">N/A</div>			
a brief description of property:			
b full particulars of the manner in which the purchase price is to be satisfied	£	p	
Amount of consideration payable in cash or bills .....			
Amount of consideration payable in debentures, etc .....			
Amount of consideration payable in shares .....			
<i>Liabilities of the vendor assumed by the purchaser:</i>			
Amount due on mortgages of freeholds and/or leaseholds including interest to date of sale .....			
Hire purchase etc debts in respect of goods acquired ....			
Other liabilities of the vendor, .....			
Any other consideration .....			

Please do not  
write in  
this margin

\* Where such  
properties are  
sold subject  
to mortgage,  
the gross  
value should  
be shown

9 Give full particulars in the form of the following table, of the property which is the subject of the sale, showing in detail how the total purchase price is apportioned between the respective heads:

	£
Legal estates in freehold property and fixed plant and machinery and other fixtures thereon* .....	
Legal estates in leasehold property* .....	
Fixed plant and machinery on leasehold property (including tenants', trade and other fixtures) .....	
Equitable interests in freehold or leasehold property* .....	
Loose plant and machinery, stock-in-trade and other chattels (plant and machinery should not be included under this head unless it was in actual state of severance on the date of the sale) .....	
Goods, wares and merchandise subject to hire purchase or other agreements (written down value) .....	
Goodwill and benefit of contracts .....	
Patents, designs, trademarks, licences, copyrights, etc. ....	
Book and other debts .....	
Cash in hand and at bank on current account, bills, notes, etc .....	
Cash on deposit at bank or elsewhere .....	
Shares, debentures and other investments .....	
Other property .....	

† Insert  
Director,  
Secretary,  
Administrator,  
Administrative  
Receiver or  
Receiver  
(Scotland) as  
appropriate

Signed *J McClelland* Designation † SECRETARY Date 10/1/2000

§ This certificate  
must be signed  
by the persons to  
whom the shares  
have been allotted,  
as well as by an  
officer of the  
company.

Certificate of value §

It is certified that the transaction effected by the contract does not form part of a larger transaction or series of transactions in respect of which the amount or value, or aggregate amount or value, of the consideration exceeds £ 39,465,000

Signed

*10/1/2000*

Date 10/1/00

Signed

*A. J. Ashplant* (for M & G GROUP P.L.C.) Date 10/1/00

1. Before this form is delivered to Companies House it must be "stamped" by an Inland Revenue Stamp Office to confirm that the appropriate amount of Stamp Duty has been paid. Inland Revenue Stamp Offices are located at:

Birmingham Stamp Office  
Ground Floor  
City House  
140-146 Edmund Street  
Birmingham B3 2LG

DX: 15001 Birmingham 1  
Tel: 0121 200 3001

Bristol Stamp Office  
The Pithay  
All Saints Street  
Bristol  
BS1 2NY

DX: 7899 Bristol 1  
Tel: 0117 945 6874 / 5

Manchester Stamp Office  
Alexandra House  
Parsonage  
Manchester  
M60 9BT

DX: 14430 Manchester  
Tel: 0161 833 2752

Newcastle Stamp Office  
15th Floor, Cale Cross House  
156 Pilgrim Street  
Newcastle Upon Tyne  
NE1 6TF

DX: 61021 Newcastle Upon Tyne  
Tel: 0191 245 0200

Edinburgh Stamp Office  
Mulberry House  
16 Picardy Place  
Edinburgh  
EH1 3NF

DX: ED 303 Edinburgh 1  
Tel: 0131 556 8511

London Stamp Office  
(*Personal callers only*)  
South West Wing  
Bush House  
Strand  
London WC2B 4QN

Tel: 0171 438 7252/7452

Worthing Stamp Office  
(*Postal applications only*)  
Ground Floor  
East Block  
Barrington Road  
Worthing BN12 4SE

DX: 3799 Worthing 1  
Tel: 01903 508930

Cheques for Stamp Duty must be made payable to "Inland Revenue - Stamp Duties" and crossed "Not Transferable".

**NOTE. This form must be presented to an Inland Revenue Stamp Office for stamping together with the payment of duty within 30 days of the allotment of shares, otherwise Inland Revenue penalties may be incurred.**

2. After this form has been "stamped" and returned to you by the Inland Revenue it must be delivered to Companies House within one month of the allotment of shares. The form must be sent to:

For companies registered in:

England or Wales:

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

DX: 33050 Cardiff

Scotland:

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

DX: 235 Edinburgh