

**Return of allotments of shares**

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

**88(2)****G**Please do not write  
in this marginTo the Registrar of Companies (address overleaf)  
(see note 1)**(REVISED 1988)**This form replaces forms  
PUC2, PUC3 and 88(2)

Company number

633480

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

\*insert full name of company

## 1. Name of company

\*M &amp; G GROUP PLC

## 2. This section must be completed for all allotments

† distinguish between ordinary  
preference, etc

| Description of shares †                                                                  | Ordinary |   |   |
|------------------------------------------------------------------------------------------|----------|---|---|
| A Number allotted                                                                        | 7500     |   |   |
| B Nominal value of each                                                                  | 25p      | £ | £ |
| C Total amount (if any) paid or due and payable on each share (including premium if any) | £9.40    | £ | £ |

§ complete (a) or (b) as appropriate

## Date(s) on which the shares were allotted

(a) [on 8 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.<br>Please use percentage. |  |  |  |
| E Consideration for which the shares were allotted                                  |  |  |  |

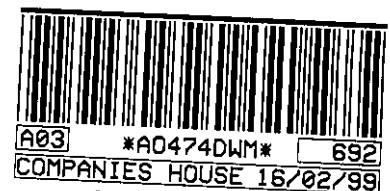
**NOTES**

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.

Presenter's name, address,  
telephone number and reference  
(if any): 3/SS/MH/X3894/H20Lloyds TSB Registrars  
The Causeway  
Worthing  
West Sussex BN99 6DA

For Official Use

Post room



#### 4. Names and addresses of the allottees

| Names and Addresses                                                                       | Number of shares allotted |            |       |
|-------------------------------------------------------------------------------------------|---------------------------|------------|-------|
|                                                                                           | Ordinary                  | Preference | Other |
| CAZENOVE NOMINEES LTD<br>A/C DESIGNATION ESOS<br>12 TOKENHOUSE YARD<br>LONDON<br>EC2R 7AN | 7500                      |            |       |
| <b>Total</b>                                                                              | 7500                      |            |       |

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 *Officer* Designation *SECRETARY* Date *15.2.99*

**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