

Return of allotments of shares

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

88(2)

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 & G GROUP PLC

2. This section must be completed for all allotments

† distinguish between ordinary
preference, etc

Description of shares †	Ordinary	Ordinary	
A Number allotted	712	152	
B Nominal value of each	25p	25p	£
C Total amount (if any) paid or due and payable on each share (including premium if any)	£10.62	£8.766	£

§ complete (a) or (b) as appropriate

Date(s) on which the shares were allotted

(a) [on 26 April 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. Please use percentage.			
E Consideration for which the shares were allotted			

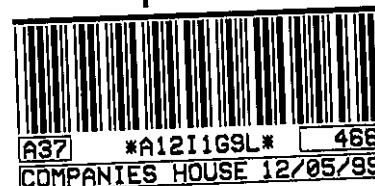
NOTES

- This form should be delivered to the Registrar of Companies within one month of the (first) date of allotment.
- 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)).
- Details of bonus issues should be included only in section 2.

Presenter's name, address,
telephone number and reference
(if any): SS/HP/X3899/j5Lloyds 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
MISS JUSTINE HARVEY 28 KIRBY RISE CHELMER VILLAGE CHELMSFORD ESSEX CM2 6UY	162		
MISS KAREN ANN HATTEMORE 10 BARNSTON GREEN BARNSTON GREAT DUNMOW ESSEX CM6 1PH	194		
MR RAYMOND BARRY RENDELL 4 PADDOCK DRIVE SPRINGFIELD CHELMSFORD ESSEX CM1 6SS	194		
MR ALAN PETER THOROGOOD KWITTA STATION ROAD WAKES COLNES COLCHESTER ESSEX CO6 2DS	162		
MR CHRISTOPHER JOHN FENNESSY 144 SAVAGE GARDENS BECKTON LONDON E6 5PU	152		
Total	864		

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  Designation SECRETARY Date 1.5.99

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