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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

88(2)

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

To the Registrar of Companies (address overleaf)
(see note 1)

(REVISED 1988)

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

Company Number

715143

1. Name of company

* GWR Group PLC

2. This section must be completed for all allotments

Descriptions of shares†	Ord 5p		
A Number allotted	852111		
B Nominal value of each	£ 0.05	£	£
C Total amount (if any) paid or due and payable on each share (including premium if any)	£ 0.05	£	£

Date(s) on which the shares were allotted

(a) [on _____ 19 X]§, or X

(b) [from 22 May 19 1998 to 31st March 19 1999]§

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.

Presenter's name address, telephone
number and reference (if any):

Ms W Pallot, GWR Group plc,
Terminal 4, 3B2 Stonehill Green, Westlea,
Swindon, Wiltshire SN5 7HF
0118 928 4314

For official use

Post room



4. Names and addresses of the allottees

Please do not
write in the
margin

Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
	Ord 5p		
S. JANOO, 3 GREENLEAS, FRIMLEY	642		
CAMBERLEY, SURREY, GU16 5TS			
CRW YOUNG, FREESTONE COTTAGE,	2,890		
BECKHITHE, LITTLE MELTON,			
NORWICH, NR9 3NP			
AA LEWIS, 74 BRITTEN ROAD,	115		
BRIGHTON HILL, BASINGSTOKE,			
HANTS., RG22 4HP			
N TRESILIAN, THE OLD VICARAGE,	1,818		
MARSHFIELD, CHIPPENHAM, WILTS.			
S ORCHARD, CLEMENTS MEADOW,	203,154		
CROSS LANE, MARLBOROUGH,			
WILTSHIRE, SN8 1JZ			
RM BERNARD, HYDECROSS,	325,046		
CROSS LANE, MARLBOROUGH,			
WILTSHIRE, SN8 1JZ			
J LEWIS, 2 KINGS ACRE, HYDE LANE,	8,846		
PURTON, SWINDON, WILTSHIRE			
SCB COOPER, 338 WELLS ROAD,	65,009		
BRISTOL, BS4 2OL			
NMS SOUTHALL, 47 CHAFFINCH DRIVE,	772		
KIDDERMINSTER, WORCESTER, DY10 4SZ			
J BRADLEY, WOODLANDS FARM,	20,000		
WATERY LANE, DOYNTON,			
BRISTOL, BS30 5TB			
C/F TO CONTINUATION SHEET Table	628,292		

Please complete
legibly, preferably in
black type, or bold
block letteringWhere the space given on the form is inadequate, continuation
sheets should be used and the number of sheets attached should
be indicated in the box opposite:

ONE

† Insert,
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate.Signed *[Signature]* Designation: Secretary Date 31/03/1999Companies registered in England and Wales
or Wales should deliver this form to:-The Registrar of Companies
Companies House
Crown Way
Maundy
Cardiff
CF4 3UZCompanies registered in Scotland
should deliver this form to:-The Registrar of Companies
Companies House
37 Castle Terrace
Edinburgh
EH1 2EBCompany Number: 715143

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

Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
	Ord 5p		
B/F FROM PREVIOUS SHEET	628,292		
ID RUEUS, 1 WILKINS CLOSE, BARFORD, WARWICK, CV35 8EX	18,600		
PM BESSANT, 4 RUNNYMEDE AVENUE, BEARWOOD, BOURNEMOUTH, DORSET, BH11 9SF	150		
S EVANS, 84 BONNEVILLE GARDENS LONDON SW4 9LE	1,915		
SC WARD, MILL FARM, THE FOX, PURTON, SWINDON, WILTSHIRE, SN5 9EP	203,154		
Total	852,111		

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