

G**Return of allotments of shares**

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

88(2)

(REVISED 1988)

This form replaces forms
PUC2, PUC3 and 88(2)Please do not
write in this
marginPlease complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies (address overleaf)
(see Note 1)

Company number

951043

1. Name of company

Insert full name
of company**Mercury Asset Management Group Ltd**

2. This section must be completed for all allotments

* Distinguish
between
ordinary,
preference etc

Description of shares *	see attachment A - ORDINARY		
A. Number allotted	496,150		
B. Nominal value of each	£ 0.05	£	£
C. Total amount (if any) paid or due and payable on each share (including premium if any)	£ SEE ATTACHED SHEET	£	£

Date(s) on which the shares were allotted

complete (a) or (b)
as appropriate

(a) [on _____] or ^

(b) [from **7 November 1997** to **22 January 1998**]

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. (Notes 2 & 3)

D. Extent to which each share is to be treated as paid up. Please use a percentage			
E. Consideration for which the shares were allotted			

NOTES

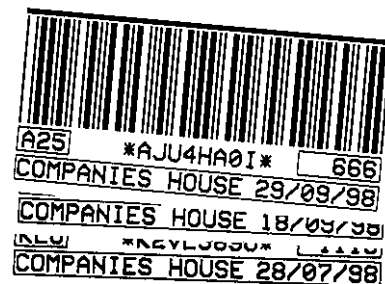
1. This form should be delivered to the Registrar of Companies within one month of the (first) date of allotment.
2. If the allotment is wholly or partly other than for cash, the company must deliver to the registrar a return containing the information at D & E. The company may deliver this information 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):

Mrs H M Perkins
Company Secretary
Mercury Asset Management
Group Ltd
33 King William Street
London EC4R 9AS

For official use

Post room



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

Number of shares allotted

Names and Addresses	Ordinary	Preference	Other
See attachment B			
all addresses are			
33 King William Street			
London EC4R 9AS			
Total			

Signed Helen Perkins Designation* Company Secretary Date 28.8.98

The Registrar of Companies
Companies House
100 - 102 George Street
Edinburgh
EH2 3DJ

Form 88(2) from 7 November 1997 to 22 January 1998							
ordinary shares of 5p each							
99.6p	120p	142.8p	186p	171.2p	562p	863p	957p
11,250	8,250	13,750	31,250	27,650	5,000	4,500	4,500
		6,250	31,250		5,000	6,000	6,000
		25,000			5,000	9,000	9,000
					57,500		
					15,000		
					25,000		
					47,500		
					20,000		
					37,500		
					70,000		
					15,000		
11,250	8,250	45,000	62,500	27,650	302,500	19,500	19,500
					TOTAL		496,150
s:ah/options/88							

ATTACHMENT B

NAME	NUMBER OF SHARES ALLOTTED (Ordinary)
A H H Pettigrew	5,000
M P Morrissey	5,000
A M Hunter Johnston	11,250
A M Hunter Johnston	13,750
G J Birch	5,000
I M Slack	6,250
G C Anthon	7,500
R J Bunce	15,000
D J Causer	10,000
C M Littlejohns	2,500
A P Pickard	7,500
I M Slack	15,000
N J Meadows	5,000
S G B Miles	10,000
S B Cohen	15,000
M J Marks	5,000
M H Shallcross	5,000
M H Shallcross	4,500
M H Shallcross	4,500
R J S Clarke	5,000
N B Lupton	20,000
R A H Nunneley	5,000
R S Tate	2,500
N T Turner	15,000
R S Tate	6,000
R S Tate	6,000
N M Bachop	10,000
C B Farquharson	10,000
F C Jacob	8,250
F C Jacob	25,000
S J Baxter	10,000
C C Prideaux	10,000
J W Sharman	15,000
J T Stratford	2,500
I Armitage	31,250
P J W Harrison	31,250
P W Swarbreck	27,650
N J Charrington	15,000
J N Cotton	20,000
D R Graham	10,000
P J W Harrison	10,000
N R Toovey	15,000
K Yoshida	15,000
D W Armstrong	9,000
D W Armstrong	9,000
TOTAL	496,150