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 1985

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

Company number

955321

The particulars must be stamped with the same stamp duty as would have been the contract had been reduced to writing. A reduced rate of ad valorem duty ma



* insert full name of company

BETACOM Plc

Name of company

gives the following particulars of a contract which has not been reduced to writing

available if this form is properly certified at the appropriate amount.

The number of shares allotted as fully or partly paid up otherwise than in cash	9,489,051	
2 The nominal value of each such share	£	10р
3a The amount of such nominal value to be considered as paid up on each share otherwise than in cash	£	10р
b The value of each share allotted i.e. the nominal value and any premium	£	68.5 _p
c The amount to be considered as paid up in respect of b	£	68.5 _Q

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

Presentor's name address and reference (if any):

TRAVERS SMITH BRAITHWAITE 10 SNOW HILL LONDON EC1A 2AL

Tel: 0171 248 9133 Ref: CMC

For official Use Capital Section



KH7SNX8S 2990 COMPANIES HOUSE 09/07/97

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5 If the allotment is a bonus issue, state the amount of reserves capitalised in respect of this issue	£	
		· ·
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	£	
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	£	
O Male and the second s		
8 If the allotment is made in satisfaction or part satisfactio purchase price of property, give below:	n of the	
a brief description of property:		
The Amstrad Group business of trading in receiving equipment and ancillary electrical goods but excluding computers (save for with an embedded operating system princt of word processing) for the consumer man	al and electronic machines designed ipally for the function	
b full particulars of the manner in which the		
purchase price is to be satisfied	£	р
Amount of consideration payable in cash or bills		
Amount of consideration payable in debentures, etc		
Amount of consideration payable in shares	6,500,000	
Amount of consideration payable in shares	6,500,000	00
Liabilities of the vendor assumed by the purchaser:		
Amount due on mortgages of freeholds and/or		ľ
leaseholds including interest to date of sale		
Hire purchase etc debts in respect of goods acquired		I
Other liabilities of the vendor		!
Other liabilities of the vendor,		
Other liabilities of the vendor,	6,500,000	00

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 1 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) 3,925,000 Goods, wares and merchandise subject to hire purchase or other agreements (written down value) Goodwill and benefit of contracts 1,074,999 Patents, designs, trademarks, licences, copyrights, etc. 1,500,000 Book and other debts Cash in hand and at bank on current account, bills, notes, etc Cash on deposit at bank or elsewhere

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

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

Designation \$ SECRETARY Date 23 JUNE 1997

6,500,000

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 £ 6,500,000=00

Shares, debentures and other investments Other property

Signed

Date 235 VNE 1997

Date 27 June Pri

Notes

The address for companies registered in England and Wales or Wales is:-

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

or, for companies registered in Scotland:-

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