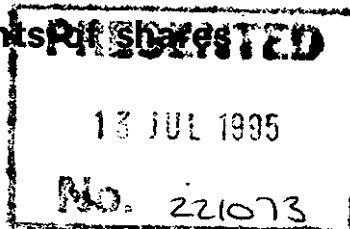


COMPANIES FORM No. 88(2)(Rev 1988)

Return of allotments of shares



88(2)

To the Registrar of Companies (address on page 2)
(see note 1)

(REVISED 1988)

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

Company Number

964234



1. Name of company

Hays Overseas Holdings Limited

2. This section must be completed for all allotments

† distinguish
between
ordinary
preference, etc

Description of shares †	Ordinary		
A Number allotted	123016		
B Nominal value of each	£ 1.00	£	£
C Total amount (if any) paid or due and payable on each share (including premium if any)	£ 1.00	£	£

§ complete
(a) or (b) as
appropriate

Date(s) on which the shares were allotted

(a) [on 23/05 19 95] s, or

(b) [from 19 to 19] s

The names and addresses of the allottees and the number of shares allotted to each should be given on page 2

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	100.00 %		
E Consideration for which the shares were allotted			
Services Transfer of interest in Hays Home Delivery Inc.			

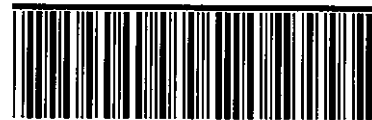
NOTES

- 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 duly stamped prescribed particulars required by section 88(3)(Form No. 88(3)).
- Details of bonus issues should be included only in section 2.

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

L. Sharman
Hays House
Millmead
Guildford
Surrey GU2 5HJ

For official Use



ED2 *ESWAGEP8* 65
COMPANIES HOUSE 11/09/95

COMPANIES HOUSE 03/09/95
COMPANIES HOUSE 28/06/95

BLUEPRINT®

Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
Hays plc	123016		
Hays House			
Millmead			
Guildford			
Surrey GU2 5HJ			
Total	123016		

0

Signed [Signature] Designation \$ DIRECTOR Date 23 Dec 1995

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