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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)

(REVISED 1988)

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

Please do not
write in this
margin

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

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

Company number

1655859

1. Name of Company

* Insert full name
of company

* PROCEED AUTOMATION & COMPUTER SYSTEMS LTD

2. This section must be completed for all allotments

† Distinguish
between
ordinary
preference, etc.

Description of shares †	ORD		
A Number allotted	937500		
B Nominal value of each	£ 5p	£	£
C Total amount (if any) paid or due and payable on each share (including premium if any)	£ 8p	£	£

Date(s) on which the shares were allotted

§ Complete
(a) or (b) as
appropriate

(a) [on 31.1.1999] \$, 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			

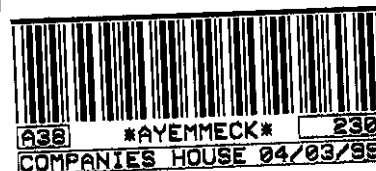
Notes

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):
PARIS SMITH & RANDALL
Number 1 London Road
SOUTHAMPTON
SO15 2AE

For official use

Post Room



DX: 38534 SOUTHAMPTON 3
01703 482482

4. Names and addresses of allottees

Please do not write in the margin

Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
GRAEME WOOD 2 High Pines Horseshoe Ln Warrington Surrey CB6 9HQ	312500		
Brian Douglas Nave Beasgate Manor, Abbey Hill, Netley Abbey, Southampton SO31 575	312500		
Michael Gentry Gleeson House, Lower Pinner Loudwater, Rickmansworth Herts WD3 4PQ.	312500		
Total			

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 *[Signature]* Designation G. Sec Date 3/3/99

Companies registered in England and Wales or Wales should deliver this form to:-

Companies registered in Scotland should deliver this form to:-

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

The Registrar of Companies
Companies Registration Office
102 George Street
Edinburgh
EH2 3DJ