

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

Company Number

1698059

1. Name of company

* VICTAULIC PLC

2. This section must be completed for all allotments

Descriptions of sharest	ORDINARY		
A Number allotted	1532		
B Nominal value of each	£0.25p	£	£
C Total amount (if any) paid or due and payable on each share (including premium if any)	£ 1.685	£	£

Date(s) on which the shares were allotted

(a) [on 10 APRIL 19 95] \$, 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.

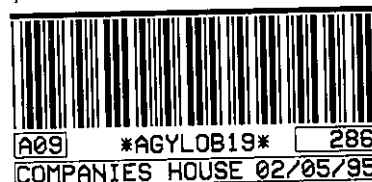
2. If the allotment is wholly or partly other than for cash, the company must deliver to the registrar a return containing the information at D & E. The company may deliver this information by completing D & E and the delivery of the information must be accompanied by the duly stamped contract required 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):Miss M E Woods,
Victaulic PLC,
Matrix House,
2 North Fourth Street,
Central Milton Keynes MK9 1NW

For official Use

Post Room



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