CHA252



Please do not write in this margin

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

*insert full name of company

† distinguish between ordinary preference, etc

§ complete (a) or (b) as appropriate

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

Return of allotments of shares

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



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

(**REVISED 1988**)

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

1821312

1.	Name of company	1 OF 2
<u> </u>	Traine of company	I OF 2

*GUARDIAN ROYAL EXCHANGE plc

This section must be completed for all allotments

Description of shares †	Ordinary	Ordinary	Ordinary
A Number allotted	69,000	6,000	2,000
B Nominal value of each	5.25p	5.25p	5.25p
C Total amount (if any) paid or due and payable on each share (including premium if any)	£2.2250	£1.2500	£1.9300

Date(s) on which the shares were allotted

- (a) [on 26 February 1999
-] §, or

(b) [from

to

19] §

The names and addresses of the allottees and the number of shares allotted to each should be given overleaf

- If the allotment is wholly or partly other than for cash the following information must be given (see notes 2 & 3)
- Extent to which each share is to be treated as paid up. Please use percentage.
- Consideration for which the shares were allotted

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 2. 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)).
- Details of bonus issues should be included only in section 2.

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

EMP BEN/SM/3436/SO/A8

For Official Use Post room PANIES HOUSE 12/03/99

4. Names and addresses of the allottees

Names and Addresses	Number of shares allotted			Please do not write in the margin.
	Ordinary	Preference	Other	Please complete legibly, preferably in black type, bold block lettering
			v	
Tot	al			-
Where the space given on this form is inadequate, cont used and the number of sheets attached should be indic	inuation sheets sho ated in the box op	ould be posite:		¶ Insert Director, Secretary, Administrator,
				Administrative Receiver or Receiver
				(Scotland) as appropriate
m.				
Signed KWam Designation ¶	SECRETARY	Date	4 MAR 1999)

or Wales should deliver this form to:-

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

should deliver this form to:-

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

CHA252



Please do not write in this margin

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

Return of allotments of shares

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



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

(**REVISED 1988**)

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

1821312

Please complete legibly,	
preferably in black type, o	ı
bold block lettering	

*insert full name of company

† distinguish between ordinary preference, etc

§ complete (a) or (b) as appropriate

1. Name of company	2 OF 2		
*GUARDIAN ROYAL EXC	CHANGE plc		
		i i	

2. This section must be completed for all allotments

Description of shares †	Ordinary	Ordinary	Ordinary
A Number allotted	315,913	11,404	3,200
B Nominal value of each	5.25p	5.25p	5.25p
C Total amount (if any) paid or due and payable on each share (including premium if any)	£2.2300	£2.8200	£2.8600

Date(s) on which the shares were allotted

- (a) [on 26 February 1999
-] §, or
- 10 1

(b) [from

19 to

9] §

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.	
-	0 11 1 0 111 1	

E Consideration for which the shares were allotted

NOTES

- 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):

EMP BEN/SM/3436/SO/A8

The state of the s		 _
For Official Use	Post room	

COMPANIES HOUSE 12/03/99

5. Names and addresses of the allottees

Names and Addresses	Number of shares allotted			
	Ordinary	Preference	Other	margin. Please complete leg preferably in black bold block lettering
SEE ATTACHED LIST	407,517			bold block lettering
		:		
				ė
				·
Total	407.517			
Total	407,517	I		
Where the space given on this form is inadequate, continuused and the number of sheets attached should be indicated.	ation sheets sho	ould be		¶ Insert Director, Secretary,
and the number of sheets attached should be higheate	ı in me oox op	posite:		Administrator, Administrative
				Receiver or Receiv
				(Scotland) as appropriate

e in the egibly, k type, or

iver appropriate

Signed	JR Wcen	

__ Designation ¶

SECRETARY

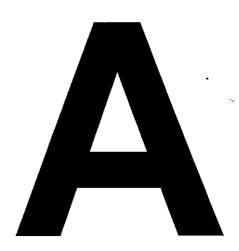
-4 MAR 1999 Date

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

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

Companies registered in Scotland should deliver this form to:-

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



BULK LIST OF SHAREHOLDERS OR MEMBERS

A BULK LIST OF SHAREHOLDERS OR MEMBERS FOR THIS COMPANY HAS BEEN LODGED BUT DOES NOT APPEAR ON THIS ANNUAL RETURN MICROFICHE.

IF YOU WISH TO SEARCH THE LIST, PLEASE ENQUIRE AT THE SEARCH CONTROL COUNTER.

COMPANY NUMBER 1821312