

GPlease do not write
in this margin**Return of allotments of shares**

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

88(2)**(REVISED 1988)**This form replaces forms
PUC2, PUC3 and 88(2)

Company number

1821312

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

*insert full name of company

1. Name of company

*GUARDIAN ROYAL EXCHANGE plc

2. This section must be completed for all allotments

† distinguish between ordinary
preference, etc

| Description of shares † | Ordinary | | |
|--|----------|--|--|
| A Number allotted | 120307 | | |
| B Nominal value of each | 5.25p | | |
| C Total amount (if any) paid or due and payable on each share (including premium if any) | 351.0p | | |

§ complete (a) or (b) as appropriate

Date(s) on which the shares were allotted

(a) [on 16 June 1998] §, 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):
EMPBEN/SM/3250/K2

For Official Use

Post room




4. Names and addresses of the allottees

| Names and Addresses | Number of shares allotted | | |
|---|---------------------------|------------|-------|
| | Ordinary | Preference | Other |
| GUARDIAN ROYAL EXCHANGE QUALIFYING EMPLOYEE SHARE OWNERSHIP TRUST C/O ROYAL EXCHANGE LONDON EC3V 3LS | 120307 | | |
| Total | 120307 | | |

Please do not write in the margin.
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  Designation ¶ SECRETARY Date 13-7-98

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