

GPlease do not write
in this marginPlease 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)**88(2)****(REVISED 1988)**This form replaces forms
PUC2, PUC3 and 88(2)
Company number

1821312

1. Name of company

*GUARDIAN ROYAL EXCHANGE plc

2. This section must be completed for all allotments

Description of shares †	Ordinary		
A Number allotted	159731		
B Nominal value of each	5.25p	£	£
C Total amount (if any) paid or due and payable on each share (including premium if any)	336.5p	£	£

Date(s) on which the shares were allotted

(a) [on 31 December 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)

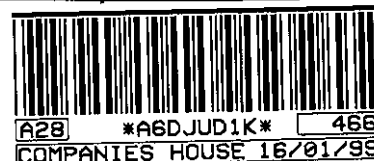
D Extent to which each share is to be treated as paid up. Please use percentage.			
E Consideration for which the shares were allotted			

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): EMP BEN/SM/3436/SS
A3

For Official Use



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	159731		
Total	159731		

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 11 JAN 1999

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

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

Return of allotments of shares

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

88(2)

Please do not write
in this marginTo the Registrar of Companies (address overleaf)
(see note 1)

Bulk List

(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 1 OF 3

*GUARDIAN ROYAL EXCHANGE plc

2. This section must be completed for all allotments

Description of shares †	Ordinary	Ordinary	Ordinary
A Number allotted	234000	4000	2000
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	£1.8900	£1.8800

† distinguish between ordinary
preference, etc

§ complete (a) or (b) as appropriate

Date(s) on which the shares were allotted

(a) [on 31 December 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			

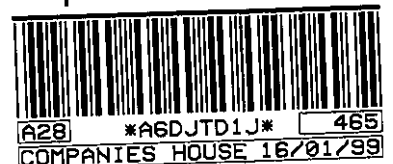
NOTES

- 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 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
A4

For Official Use

Post room



4. Names and addresses of the allottees

Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
Total			

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 JRW Designation SECRETARY Date 11 JAN 1988

**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

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

Return of allotments of shares

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

88(2)

Please do not write
in this marginTo 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, or
bold block lettering

*insert full name of company

1. Name of company 2 OF 3

*GUARDIAN ROYAL EXCHANGE plc

2. This section must be completed for all allotments

Description of shares †	Ordinary	Ordinary	Ordinary
A Number allotted	6000	4000	599524
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)	£1.2500	£2.1000	£2.2300

† distinguish between ordinary
preference, etc

§ complete (a) or (b) as appropriate

Date(s) on which the shares were allotted

(a) [on 31 December 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.
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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
A4

For Official Use

COMPANIES HOUSE 16/01/99

5. Names and addresses of the allottees

[illegible]

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:

11

¶ Insert Director,
Secretary,
Administrator,
Administrative
Receiver or Receiver
(Scotland) as
appropriate

Signed J. M. W. C. Designation SECRETARY Date 11 JAN 1959

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

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

Return of allotments of shares

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

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(REVISED 1988)

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Company number

1821312

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

*insert full name of company

1. Name of company 3 OF 3

*GUARDIAN ROYAL EXCHANGE plc

2. This section must be completed for all allotments

Description of shares †	Ordinary		
A Number allotted	6000		
B Nominal value of each	5.25p		
C Total amount (if any) paid or due and payable on each share (including premium if any)	£2.8200		

† distinguish between ordinary
preference, etc

§ complete (a) or (b) as appropriate

Date(s) on which the shares were allotted

(a) [on 31 December 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 overleaf3. 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			

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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
A4

For Official Use

Post

COMPANIES HOUSE 16/01/99

6. Names and addresses of the allottees

Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
SEE ATTACHED LIST	855524		
Total	855524		

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bold block lettering

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**Insert Director,
Secretary,
Administrator,
Administrative
Receiver or Receiver
(Scotland) as
appropriate**

Signed

JR Wann

Designation ¶

SECRETARY

Date _____

11 JAN 1999

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Edinburgh
EH1 2EB

FORM ML8/1

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BULK LIST OF ALLOTMENT OF SHARES

**A BULK LIST OF ALLOTMENTS FOR THIS COMPANY HAS BEEN
LODGED BUT DOES NOT APPEAR ON THIS MICROFICHE.**

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

COMPANY NUMBER 1821312