

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 do not write
in this marginTo the Registrar of Companies (address overleaf)
(see note 1)Please complete legibly,
preferably in black type, or
bold block lettering

*insert full name of company

1. Name of company 1 of 2

*GUARDIAN ROYAL EXCHANGE PLC

2. This section must be completed for all allotments

† distinguish between ordinary
preference, etc

Description of shares †	Ordinary	Ordinary	Ordinary
A Number allotted	5000	24000	54000
B Nominal value of each	£0.05p	£0.05p	£0.05p
C Total amount (if any) paid or due and payable on each share (including premium if any)	£1.7300	£2.2250	£1.2500

§ complete (a) or (b) as appropriate

Date(s) on which the shares were allotted

(a) [on 31 October 1997] §, 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):
EMPBEN/SM/3436/SO/H13

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:

11

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

Signed J R Wain Designation SECRETARY Date 06 NOV 1997

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

Return of allotments of shares

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preferably in black type, or
bold block lettering

*insert full name of company

1. Name of company 2 of 2

*GUARDIAN ROYAL EXCHANGE PLC

2. This section must be completed for all allotments

Description of shares †	Ordinary	Ordinary	Ordinary
A Number allotted	24000	14000	66000
B Nominal value of each	£0.05p	£0.05p	£0.05p
C Total amount (if any) paid or due and payable on each share (including premium if any)	£2.1000	£1.9300	£2.2300

† distinguish between ordinary
preference, etc

§ complete (a) or (b) as appropriate

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(b) [from 19 to 19] §

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

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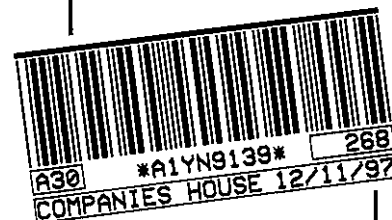
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Presentor's name, address,
telephone number and reference
(if any):
EMPBEN/SM/3436/SO/H13

For Official Use

Post room



4. Names and addresses of the allottees

Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
SEE ATTACHED LIST	187000		
Total	187000		

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preferably in black type, or
bold block lettering

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

Signed RW Allen Designation 1 Date 08/11/00

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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

GUARDIAN ROYAL EXCHANGE PLC

<u>Names and Addresses</u>	<u>No of shares allotted</u>
MR GRAHAM KEVIN LAVIN 246 CLIFTON DRIVE SOUTH LYTHAM ST ANNES LANCASHIRE FY8 1NH	5000
MR LEWIS MALCOLM ELLIOTT 4 BIRCHWOOD CLOSE ABBOTTS LEA SEGHILL CRAMLINGTON NE23 7HH	6000
MRS PATRICIA ANNE HARPER 474 BIRKFIELD DRIVE IPSWICH SUFFOLK IP2 9JE	6000
MRS JOSEPHINE LILIAN ORCHISON 55 JENNETT CLOSE LEICESTER LEICESTERSHIRE LE5 2EZ	12000
MR ALAN JOHN WILSON 11 QUEEN ASTRID PARK 266801 SINGAPORE	12000
MR NICHOLAS LEO FELDMAN 22 PARK ROAD IPSWICH SUFFOLK IP1 3SU	48000
MR JAMES CLELAND 9 MCEWAN GARDENS KITTOCHGLEN EAST KILBRIDE G74 4SW	4000

<u>Names and Addresses</u>	<u>No of shares allotted</u>
MR ANDREW PETER JAKEMAN 19 CYPRUS AVENUE LYTHAM ST ANNES LANCASHIRE FY8 1DY	4000
MR HOWARD STEMPE 6 GOODS STATION LANE PENKRIDGE STAFFORDSHIRE ST19 5AU	12000
MR ALEC WALTER WOOD 134 ROBIN DRIVE IPSWICH SUFFOLK IP2 0TY	4000
MR JEREMY ALAN BURROWS 69 BEECHGROVE AVENUE BELFAST BT6 0ND	2000
MRS MARGARET ELSPETH FOLEY 54 CONSTABLE ROAD IPSWICH SUFFOLK IP4 2UW	2000
MR STEVEN NOEL GAYFER 39 GOODWOOD CLOSE IPSWICH SUFFOLK IP1 6SY	2000
MR JONATHAN STUART LAND 146 MOSELEY WOOD GARDENS COOKRIDGE LEEDS WEST YORKSHIRE LS16 7JB	2000
MRS JACQUELINE MCFALL 28 GLENGOLAND PARK BELFAST COUNTY ANTRIM BT17 0JD	2000

<u>Names and Addresses</u>	<u>No of shares allotted</u>
MR STEPHEN JOHN MURRAY COURT HOUSE 9 COURT GARDENS KEMPSEY WORCESTER WR5 3LP	2000
MR KEVIN MACFARLANE TURNER 19 SIGHTHILL PLACE EDINBURGH EH11 4PF	2000
MR MARK PHILIP HODGKINSON RATTY THE WILLOWS OLD BALDOCK ROAD BUNTINGFORD HERTS SG9 9EN	24000
MRS IRENE PAYNE JOHNS COTTAGE GRAVEL HILL CHALFONT ST PETER GERRARDS CROSS BUCKINGHAMSHIRE SL9 0NP	6000
MRS BRONWYN JEAN REEVES 74 ROUNDHAY LEYBOURNE WEST MALLING KENT ME19 5QG	6000
MR DOUGLAS LIONEL ROBERTS 19 SILVER BIRCH AVENUE FAREHAM HANTS PO14 1SZ	6000
MR ROBERT JAMES TAYLOR 19 VICARY WAY MAIDSTONE KENT ME16 0EJ	6000

Names and AddressesNo of shares allotted

MR STEPHEN DEREK WALKER
79 ST DAVIDS GROVE
ST ANNES ON THE SEA
LANCS
FY8 2QS

6000

MISS JANE YEE NGO WONG
59 SYCAMORE CLOSE
WASHBROOK
IPSWICH
SUFFOLK
IP8 3RL

6000

TOTAL

187000

H14