



88(2)

Return of Allotment of Shares

Please complete in typescript, or
in bold black capitals.

CHWP000

Company Number

1950497

Company name in full

NDS GROUP PLC

Shares allotted (including bonus shares):

Date or period during which
shares were allotted

(If shares were allotted on one date
enter that date in the "from" box)

From

Day Month Year

27 11 2002

To

Day Month Year

Class of shares
(ordinary or preference etc)

SERIES A
ORDINARY

Number allotted

306,648

Nominal value of each share

US\$0.01

Amount (if any) paid or due on each
share (including any share premium)

£46.7414

List the names and addresses of the allottees and the number of shares allotted to each overleaf

If the allotted shares are fully or partly paid up otherwise than in cash please state:

% that each share is to be
treated as paid up

100%

Consideration for which
the shares were allotted

(This information must be supported by
the duly stamped contract or by the duly
stamped particulars on Form 88(3) if the
contract is not in writing)

ACQUISITION OF ORBS TECHNOLOGY LIMITED

Further Allotment - Stamped agreement was
previously filed with a Form 88(2) dated 19 March 2001

When you have completed and signed the form send it to
the Registrar of Companies at:

Companies House, Crown Way, Cardiff CF14 3UZ
For companies registered in England and Wales

DX 33050 Cardiff

Companies House, 37 Castle Terrace, Edinburgh EH1 2EB
For companies registered in Scotland

DX 235
Edinburgh



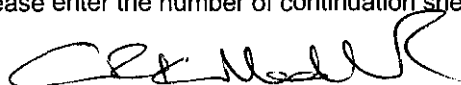
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Names and addresses of the allottees (List joint share allotments consecutively)

Shareholder details		Shares and share class allotted	
Name <u>BONY NOMINEES LIMITED</u> Address <u>ONE CANADA SQUARE</u> <u>LONDON</u> UK Postcode <u>E14 5AL</u>		Class of shares allotted <u>SERIES A ord.</u>	Number allotted <u>306,648</u>
Name _____ Address _____ _____ UK Postcode <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u>		Class of shares allotted _____	Number allotted _____
Name _____ Address _____ _____ UK Postcode <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u>		Class of shares allotted _____	Number allotted _____
Name _____ Address _____ _____ UK Postcode <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u>		Class of shares allotted _____	Number allotted _____

Please enter the number of continuation sheets (if any) attached to this form

Signed



Date

28 November 2002

A director / secretary / administrator / administrative receiver / receiver manager / receiver

Please delete as appropriate

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Tel	
DX number	DX exchange