

Return of Allotment of Shares

To

Please complete in typescript, or in bold black capitals. CHWP000

Company Number

1950497

Company name in full

| NDS Group p | olc | | |
|-------------|-----|--|--|
| | | | |
| , | • | | |

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)

| Day | Month | Year | Day | Month | Year |
|-------|-------|---------------|-----|-------|------|
| 0 1 | 1 2 | 2 0 0 1 | | | |

From

Class of shares (ordinary or preference etc)

Number allotted

Nominal value of each share

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

| Series A ordinary | |
|-------------------|--|
| 57049 | |
| US\$0.01 | |
| £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 Orbis Technology Limited (further allotment) | |
|---|--|
| Stamped agreement was previously filed with 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

DX 33050 Cardiff

For companies registered in England and Wales

DX 235 Edinburgh



Form revised January 2000

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

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

| Shareholder de | tails | Shares and share | class allotted |
|---|--|-----------------------------|-----------------------|
| Name BoNY Nominees Limited | | Class of shares allotted | Number allotted |
| Address One Canada Square, London | | Series A | 57049 |
| UK Post | code | _ | L |
| Name | | Class of shares allotted | Number allotted |
| Address | | | |
| LIK Poet | code | | \ |
| Name | | Class of shares allotted | Number allotted |
| Address | | _ | |
| LIK Poet | code | | L |
| Name | | Class of shares | Number |
| Address | | allotted | allotted |
| UK Posi | code | | |
| Name | | Class of shares allotted | Number allotted |
| Address | | _ | |
| UK Pos | tcode | | |
| Please enter the number of continuati | on sheets (if any) attached to this | s form | |
| A director / secretary / administrator / admin | | Date 28-(1-01 | delete as appropriate |
| Please give the name, address, | Total Total Transport Tran | - FIBASE | doloto as appropriate |
| elephone 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 | |