

G**Return of allotments of Shares**

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

88(2)**To the Registrar of Companies**

Company Number

(REVISED 1988)

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

1. Name of company

2221960

ROYAL INSURANCE HOLDINGS PLC

2. This section must be completed for all allotments

Description of Shares	25P		
A Number allotted	111		
B Nominal value of each	£ 0.25		
C Total amount (if any) paid or due and payable on each share (including premium if any)	£ 2.74		

Date(s) on which shares were allotted
from 31 January 1997 to 31 January 1997

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 (%)			
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):

CHAPPMISS J HERBERT, 1 BARTHOLOMEW LANE,
LONDON, EC2N 2AB

For official use

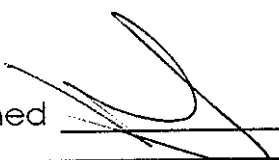
Post room

A32 *A6GUYT11* 233
COMPANIES HOUSE 08/02/97

Names and addresses of the allottees

Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
IVAN LEPAK 25 COLLINGS AVENUE, HARLEY-WARREN, WORCHESTER, ENGLAND, WR4 0DL	111		
TOTAL	111		

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

Signed  Designation CO. SECRETARY Date 6.2.94