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

Return of allotments of shares

88(2)

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

(REVISED 1988)

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

Company number

2366623

1. Name of company

* insert full name
of company

* THAMES WATER PLC

2. This section must be completed for all allotments

† distinguish
between
ordinary
preference, etc.

Description of shares †	ORDINARY	ORDINARY	ORDINARY
A Number allotted	5564	537	919
B Nominal value of each	£ 1-00	£ 1-00	£ 1-00
C Total amount (if any) paid or due and payable on each share (including premium if any)	£ 1-76	£ 2-88	£ 2-96

§ complete
(a) or (b) as
appropriate

Date(s) on which the shares were allotted

(a) [on 19 JANUARY 1996] §, 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			

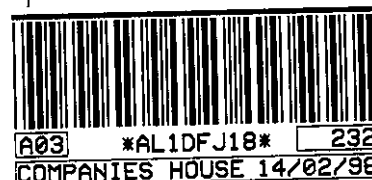
NOTES

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):MRS. E. THORPE
NUCENT HOUSE
EASTERN ROAD
READING
BERKS. RG1 8DB.

For official use

Post room



4. Names and addresses of the allottees

Please do not
write in the
margin

Names and Addresses	Number of shares allotted		
	Ordinary 1-70	ORDINARY Preference 2-88	ORDINARY Other 2-96
MR. ALEXANDER CHRISTOPHER FOLEY. 95 BEAMWAY, DAGENHAM ESSEX RM10 8XR.	1712		
MR. PETER DOUGLAS JOHN HIMPEN 46 HOPPETT ROAD CHINGFORD, LONDON E4 6EX.	1712		
MR. EDWIN VAUGHAN THOMAS WEALD HOUSE VICARAGE LANE, NORTH WEALD EPPING, ESSEX CM16 6AL	1284		919
MR. EDWARD JOHN WOLF 49 LAMBS LANE RAINHAM, ESSEX RM13 9XA.	856		
MR. JOHN HENRY INSTON 12 PRINCES ROAD DARTFORD DA1 3HH		537	
Total	5564	537	919

Please complete
legibly, preferably
in black type, or
bold block letteringWhere 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
appropriateSigned SE Thorpe

Designation†

Assistant
SecretaryDate 13/2/96Companies registered in England and Wales
or Wales should deliver this form to:-The Registrar of Companies
Companies House
Crown Way
Cardiff
CF4 3UZCompanies registered in Scotland
should deliver this form to:-The Registrar of Companies
Companies House
100-102 George Street
Edinburgh
EH2 3DJ