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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
margin

To the Registrar of Companies (address overleaf)
(see note 1)

Please complete
legibly, preferably
in black type, or
bold block lettering

Company number

2366970

1. Name of company

* POWERGEN plc

* insert full name
of company

2. This section must be completed for all allotments

Description of shares †	Ordinary		
A Number allotted	11,984		
B Nominal value of each	£ 50p	£	£
C Total amount (if any) paid or due and payable on each share (including premium if any)	£ See attached list	£	£

† distinguish
between
ordinary
preference, etc.

Date(s) on which the shares were allotted

(a) [on 9 OCTOBER 19 97] £, 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

§ complete
(a) or (b) as
appropriate

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

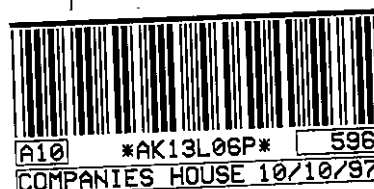
1. This form should be delivered to the Registrar of Companies within one month of the (first) date of allotment.
2. If the allotment is wholly or partly other than for cash, the company must deliver to the registrar a return containing the information at D & E. The company may deliver this information 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):

David J Jackson
Powergen plc
53 New Broad Street
London EC2

For official use

Post room



4. Names and addresses of the allottees

Please do not
write in the
margin

**Please complete
legibly, preferably
in black type, or
bold block lettering**

[illegible]

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:

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

Signed [Signature] Designation Assistant to Company Secretary Date 9.10.97

Companies registered in England and Wales or Wales should deliver this form to:-

**Companies registered in Scotland
should deliver this form to:-**

The Registrar of Companies
Companies House
Crown Way
Maindy
Cardiff
CF4 3UZ

**The Registrar of Companies
Companies Registration Office
102 George Street
Edinburgh
EH2 3DJ**

H A L I F A X p l c
POWERGEN SHARES/SAVE SHARE OPTION REGISTER
EXERCISED OPTIONS 1993 ISSUE

					1993	SHARES	
SURNAME	FORENAME	TITLE	ADDRESS	PAYROLL NO	ROLL NUMBER	EX'D	COST

JONES	WILLIAM ALUN	Mr	3 Blenheim Court Harrogate North Yorkshire HG2 9DT	4861435	C/3320878-07	852	2607.12

WARBURTON	WILLIAM	Mr	50 Guarlford Road Malvern Worcs WR14 3QP	2852106	C/3320197-09	1705	5217.30

WHITE	PETER DAVID	Mr	31 Neston Drive Upton Chester CH2 2HP	9332453	C/3320072-07	852	2607.12

Total:						3409	10431.54

(£ 3.06 per share)

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EXERCISED OPTIONS 1996 ISSUE

SURNAME	FORENAME	TITLE	ADDRESS	PAYROLL NO	ROLL NUMBER	1996 SHARES	
						EX'D	COST
BECKETT	ERNEST JOHN J	Mr	Bonnets High Warnham Newark Nottinghamshire NG23 6SG	0660246	C/06156957-08	525	1979.25
BENTON	SIDNEY JOHN J	Mr	29 Tatenhill Lane Branston Burton On Trent Staffs DE14 3EZ	0759595	C/06156960-08	525	1979.25
CARLEY	PETER	Mr	45 Wellfield Road Hall Green Birmingham B28 9ND	0153859	C/06155290-10	350	1319.50
CROSS	KIMBERLEY ANHOLM	Mrs	8 Dartmouth Road Cantley Doncaster South Yorkshire DN4 6EW	0145750	C/06155284-05	525	1979.25
DOYLE	BARRIE	Mr	Goosemoor House Tuxford Newark Notts NG22 ONE	0031814	C/06156724-09	876	3302.52
EVANS	JOHN	Mr	28 Welcombe Grove Solihull West Midlands B91 1PD	0139203	C/06156775-03	525	1979.25
EVANS	NEIL STUART	Mr	7 Moat House Court Pratts Lane Mappleborough Green Studley Warwickshire B80 7bn		C/06156834-02	874	3294.98
FRYER	JOHN DOUGLASS D	Mr	41 Spring Terrace Road Stapenhill Burton On Trent Staffs DE15 9DU	3169283	C/06156990-10	525	1979.25

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SURNAME	FORENAME	TITLE	ADDRESS	PAYROLL NO	ROLL NUMBER	1996	
						SHARES	EX'D COST
GRADY	ANTHONY	Mr	19 Hillside Abbots Bromley Rugeley Staffs WS15 3DP	3466890	C/06156993-04	525	1979.25
JACOBS	IVAN	Mr	36 Avon Rise Retford Notts DN22 6QH	0133477	C/06156767-02	525	1979.25
JONES	WILLIAM ALUN A	Mr	3 Blenheim Court Harrogate North Yorkshire HG2 9DT	4861435	C/06157010-10	175	659.75
POWELL	ROGER	Mr	Maree South Street Uley Dursley Glos GL11 5SS	0152542	C/06155288-08	175	659.75
TANDY	JEREMY ANDREW A	Mr	The Knoll 940 Warwick Road Solihull West Midlands B91 3HW	8445474	C/06155723-05	525	1979.25
TURNER	GERALD	Mr	Braemar Rabbit Hill Lane Spalford Newark Notts NG23 7HE	8840043	C/06157055-10	350	1319.50
WALSH	NORMAN EDWARD E	Mr	35 Eastwood Avenue Grimsby South Humberside DN34 5BE	0656853	C/06156934-09	525	1979.25
WARBURTON	WILLIAM	Mr	50 Guarlford Road Malvern Worcs WR14 3QP	2852106	C/06155581-10	525	1979.25
WHITE	PETER DAVID D	Mr	31 Neston Drive Upton Chester CH2 2HP	9332453	C/06156234-04	525	1979.25

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SHARES

SURNAME	FORENAME	TITLE	ADDRESS	PAYROLL NO	ROLL NUMBER	EX'D	COST
Total:							
						8575	32327.75

(£3.77 per share)