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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	33,401		
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	£	£

† distinguish
between
ordinary
preference, etc.

Date(s) on which the shares were allotted

(a) [on 8 SEPTEMBER 1998] §, 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			

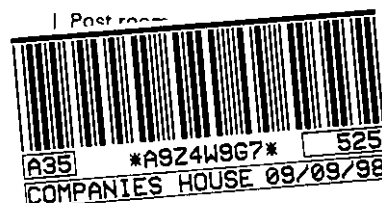
NOTES

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



Please do not
write in the
margin

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

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Signed [Signature] Designation Assistant to Company Secretary Date 8.9.98

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

EXERCISE RETURN 68

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

SURNAME	FORENAME	TITLE	ADDRESS	PAYROLL NO	ROLL NUMBER	1993 SHARES EX'D	COST
BRODRICK	PAUL ANDREW A	Mr	4 Staffords Acre Kegworth Derby DE74 2hy DE74 2HY	42350	C/3320393-09	901	2757.06
CARTER	LESLIE	Mr	45 Baden Powell Crescent Carleton Pontefract West Yorkshire WF8 3qd WF8 3QD	0255992	C/3320449-08	1691	5174.46
HARGRAVES	GREGORY IAN I	Mr	39 Bateman Road East Leake Loughborough Leics LE12 6nl LE12 6NL	232833	C/3320468-04	225	688.50
HATTON	ANTHONY EDWARD E	Mr	42 Keyes Close Oakwood Warrington WA3 6ru WA3 6RD	3792918	C/3319803-10	2254	6897.24
HAWKINS	ALLAN	Mr	59 Hackthorn Road Welton Lincoln LN2 3LY	3991084	C/3320852-03	1127	3448.62
HENRY	CLIFFORD PETER P	Mr	39 Green Lane Isle Of Grain Rochester Kent ME3 0dq ME3 0DQ	4190558	C/3320819-01	676	2068.56
JOHNSTON	MICHAEL ROBERT R	Mr	Birds Cottage 17 Mill Street Harbury Leamington Spa Warwickshire CV33 9hr CV8 2AZP	4797627	C/3319814-05	2254	6897.24
JOHNSTONE	JAMES HAMILTON H	Mr	166 Baghill Lane Pontefract West Yorkshire WF8 2he WF8 2HE	4799822	C/3319826-09	1127	3448.62

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SURNAME	FORENAME	TITLE	ADDRESS	PAYROLL NO	ROLL NUMBER	1993	
						SHARES	COST
-----	-----	-----	-----	-----	-----	EX'D	-----
KNIGHTON	STEPHEN	Mr	32 Moor Lane Bolehall Tamworth Staffs B77 3LJ	0124794	C/3321029-03	2254	6897.24
LANGFORD	CAROLE ANN A	Mrs	5 Trubridge Road Hoo Rochester Kent Me3 9en ME3 9EN	5266697	C/3320533-08	270	826.20
MELONOPHY	RAYMOND GERALD	Mr	The Shires Holton Road Tetney Grimsby South Humberstone Dn36 51r DN36 5LR	4878	C/3321100-01	676	2068.56
MORELAND	DAVID	Mr	80 Widney Road Knowle Solihull West Midlands B93 9aw B93 9AW	36041	C/3320697-00	1127	3448.62
NICHOLLS	ROBERT J	Mr	9 Orchard Close Osgathorpe Loughborough Leics Le12 9uf LE12 9UF	6297048	C/3320975-09	2818	8623.08
OAKES	BERNARD LESLIE L	Mr	25 Babbacombe Road Penketh Warrington Wa5 2px WA5 2PX	6583575	C/3319983-04	4509	13797.54
PENN	NEIL JOHN J	Mr	9 Byfield Close Tile Cross Birmingham B33 0xt B33 0XT	6692503	C/3320724-01	1127	3448.62
RABONE	SIMON JOHN	Mr	7 Alpha Close Balsall Heath Birmingham B12 9hf B12 9HF	31483	C/3321129-10	1578	4828.68

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1993						
SURNAME	FORENAME	TITLE	ADDRESS	PAYROLL NO	ROLL NUMBER	SHARES EX'D
RATTIGAN	MICHAEL	Mr	115 Dewsbury Road Wakefield West Yorkshire WF2 9BQ	7040275	C/3320265-07	789
SCOINS	COLIN R	Mr	Elcp Power Ltd 10th Floor Grand Amarin Tower 1550 New Petchburi Road Bangkok 10320 Thailand	0567829	C/3320325-04	4509
TARRANT	LIZA ANN A	Miss	12 Newfield Close Solihull West Midlands B91 2sh B91 2SH	0655952	C/3321124-09	2254
Total:						32166
						98427.96

(£3.06 per share)

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SURNAME	FORENAME	TITLE	ADDRESS	PAYROLL NO	ROLL NUMBER	1996	
						SHARES EX'D	COST
BRADBURY	STEVEN	Mr	28 Bronte Street St Helens Merseyside WA10 4JB		C/06156081-03	108	407.16
RICHARDSON	KEITH	Mr	Southolme The Green Beckingham Doncaster South Yorkshire DN10 4NL	7209448	C/06155892-04	409	1541.93
Total:							517 1949.09

(£3.77 per share)

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H A L I F A X P L C
POWERGEN SHARES/SAVE SHARE OPTION REGISTER
EXERCISED OPTIONS 1997 ISSUE

SURNAME	FORENAME	TITLE	ADDRESS	PAYROLL NO	ROLL NUMBER	1997	
						SHARES EX'D	COST
GILL	DEREK	Mr	26 Underwood Avenue Torworth Retford Notts DN22 8NS	557372	C/06494384-05	314	1824.34
PEPPER	GLENN JAMES J	Mr	67 Portland Place Sutton Cum Lound Retford Notts DN22 8QB	6701137	C/06494752-02	314	1824.34
RICHARDSON	KEITH	Mr	Southolme The Green Beckingham Doncaster South Yorkshire DN10 4NL	7209448	C/06494808-01	90	522.90
Total:						718	4171.58

(£5.81 per share)