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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

* insert full name
of company

* POWERGEN plc

2. This section must be completed for all allotments

† distinguish
between
ordinary
preference, etc.

Description of shares †	Ordinary		
A Number allotted	33,002		
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	£	£

Date(s) on which the shares were allotted

(a) [on 26 February 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			

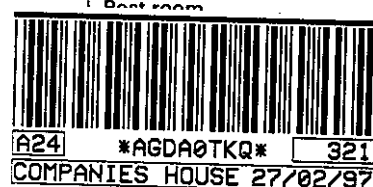
NOTES

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.

Presenter's name address, telephone
number and reference (if any):

David J Jackson
Powergen plc
53 New Broad Street
London EC2

For official use



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:

3

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

Signed

~~af Sami~~

Designation#

Assisted to

Company Searches

Date 26.2.97

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**

HALIFAX BUILDING SOCIETY
POWERGEN SHARESAVE SHARE OPTION REGISTER
EXERCISED OPTIONS 1992 SCHEME

SURNAME	FORENAME	TITLE	ADDRESS	PAYROLL NO	ROLL NUMBER	EX'D	1992 SHARES	1992 COST
BERRIDGE	JOHN W	Mr	276 Hykeham Road Lincoln LN6 8bj LN6 8EJ	0764500	C/2401125-09	3502		6163.52
GRIST	DAVID R	Mr	10 Piercefield Avenue Chepstow Gwent NP6 5jb NP6 5JB	0659176	C/2412461-04	1136		1999.36
HART	AUBREY I	Mr	110 Woodville Road Overseal Swadlincote Derbyshire DE12 6Lx DE12 6LX	3927243	C/2402090-08	1651		2905.76
HASKAYNE	HAROLD W	Mr	16 Belmont Drive Pensby Merseyside L61 9nb L61 9NB	3779791	C/2401211-05	672		1182.72
JABIN	CLAUDE R	Mr	17 Prince St Allerton Bywater Castleford West Yorkshire WF10 2hp WF10 2HP	4594010	C/2401081-03	3964		6976.64
LOBBAN	DAVID PM	Mr	25 Medley St Castleford West Yorkshire WF10 4bb WF10 4BB	5305439	C/2401745-01	1327		2335.52
MADIGAN	WILLIAM	Mr	7 Redmayne Grove Knottingley West Yorkshire WF11 0hn WF11 0HN	5456765	C/2401265-04	4535		7981.60

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HALIFAX BUILDING SOCIETY
POWERGEN SHARESAVE SHARE OPTION REGISTER
EXERCISED OPTIONS 1992 SCHEME

SURNAME	FORENAME	TITLE	ADDRESS	PAYROLL NO	ROLL NUMBER	1992	
						SHARES	COST
MINORS	STANLEY C	Mr	76 Malthouse Lane Kenilworth Warwickshire CV8 1AD CV8 1AD	6136203	C/2412506-08	3318	5839.68
OSBORNE	FREDERICK	Mr	10 Brandon Way Birch Hill Park Birchington Kent CT7 9XE CT7 9XE	6647812	C/2401369-03	663	1166.88
STACEY	DAVID	Mr	26 Frederick St Retford Notts DN22 6ht DN22 6HT	8182756	C/2401571-08	1242	2185.92
SUMNER	JOHN E	Mr	Hafod Lwyfog Carmel Caernarfon Gwynedd LL54 7ap LL54 7AP	8443813	C/2401907-01	4977	8759.52
WORSLEY	MICHAEL	Mr	Heathcliffe High Street South Leverton Retford Notts DN22 0bn DN22 0BN	9749567	C/2401244-01	331	582.56
Total:						27318	48079.68

(1.76 per share)

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HALIFAX BUILDING SOCIETY
POWERGEN SHARES/SAVE SHARE OPTION REGISTER
EXERCISED OPTIONS 1993 ISSUE

SURNAME	FORENAME	TITLE	ADDRESS	PAYROLL NO	ROLL NUMBER	1993	
						SHARES	COST
						EX'D	
ANDREW	GARY I	Mr	82 Fosse Rd Newark Notts NG24 3tj NG24 3TJ	0656865	C/3320246-00	739	2261.34
CASHMORE	DAVID T	Mr	16 Brixworth Way Retford Notts DN22 6tt DN22 6TT	1563316	C/3321098-06	634	1940.04
DAVIES	ANTHONY J	Mr	31 Main St Blidworth Mansfield Notts NG21 0px NG21 OPX	2240161	C/3320519-02	339	1037.34
GRIST	DAVID R	Mr	10 Piercefield Avenue Chepstow Gwent NP6 5jb NP6 5JB	0659176	C/3320943-00	926	2833.56
GROUNDS	DAVID	Mr	The Cider House Capland Court Hatch, Beauchamp Taunton Somerset Ta3 6tp TA3 6TP	3469026	C/3321147-08	1271	3889.26
HART	AUBREY I	Mr	110 Woodville Road Overseal Swadlincote Derbyshire DE12 6lx DE12 6LX	3927243	C/3321006-04	1268	3880.08
JABIN	CLAUDE R	Mr	17 Prince St Allerton Bywater Castleford West Yorkshire WF10 2hp WF10 2HP	4594010	C/3319775-00	126	385.56
OSBORNE	FREDERICK	Mr	10 Brandon Way Birch Hill Park Birchington Kent CT7 9xe CT7 9XE	6647812	C/3319995-08	254	777.24
WORSLEY	MICHAEL	Mr	Heathcliffe High Street South Leverton Retford Notts DN22 0bn DN22 0BN	9749567	C/3320096-04	127	388.62
Total:						5684	17393.04

(£3.06 per share)