

**G**

**Return of allotments of Shares**

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

To the Registrar of Companies

Company Number

**88(2)**

(REVISED 1988)

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

1. Name of company

2455416

Del Monte Foods International Limited

2. This section must be completed for all allotments

| Description of shares                                                                    | B ord   | D Ord  | Preference |
|------------------------------------------------------------------------------------------|---------|--------|------------|
| A Number allotted                                                                        | 1870638 | 5531   | 15834790   |
| B Nominal value of each                                                                  | £ 0.01  | £ 0.01 | £ 1.00     |
| C Total amount (if any) paid or due and payable on each share (including premium if any) | £ 0.60  | £ 0.60 | £ 1.00     |

Date(s) on which shares were allotted  
on 8 May 1991

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 (%) | N/A | N/A | N/A |
| 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.

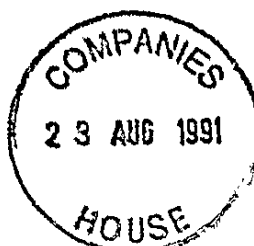
Presentor's name, address, telephone number and reference (if any):

CHAPP

R M H Malthouse  
Del Monte House  
London Road  
STAINES  
Middlesex TW18 4JD

Tel: 0784-461555

For official use



Post room



Form No 88(2)

Names and addresses of the allottees

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

Page 2

Form No 88(2)  
Form No 88(2)

(Company 2455416)

Names and addresses of the allottees

| Names and Addresses                                                                                                            | Number of shares allotted |            |        |
|--------------------------------------------------------------------------------------------------------------------------------|---------------------------|------------|--------|
|                                                                                                                                | Ordinary                  | Preference | Other  |
| Charterhouse Development Limited<br>7 Ludgate Broadway, LONDON,<br>EC4V 6DX                                                    |                           | 907537     |        |
| Charterhouse European<br>Syndications Limited<br>PO Box 348, Capital House,<br>Bath Street, ST HELIER, Jersey, Channel Islands |                           |            | 79587  |
| (continued)                                                                                                                    |                           | 671711     |        |
| Chase Investment Bank Limited<br>Woolgate House, Coleman Street,<br>LONDON, EC2P 2HD                                           |                           |            | 292664 |
| (continued)                                                                                                                    |                           | 2470067    |        |
| Compagnie De Participations et<br>Investissements Holdings SA<br>26 A Boulevard Royal, LUXEMBOURG,<br>Luxembourg               |                           |            | 64733  |
| (continued)                                                                                                                    |                           | 546346     |        |
| Del Monte Foods Trustees ( Europe<br>) Limited<br>Del Monte House, London Road,<br>STAINES, Middlesex, TW18 4JD                | 5531                      |            |        |
| (continued)                                                                                                                    |                           | 46681      |        |
| (details continued on next sheet)                                                                                              |                           |            |        |

Continuation sheet no

1

Signed

*P. M. M. M. M.*

Designation

*Secretary*

Date *11.07.91*

Form No 08(2)

(Company 2455416)

**Names and addresses of the allottees**

| Names and Addresses                                                                                                         | Number of shares allotted |            |                   |
|-----------------------------------------------------------------------------------------------------------------------------|---------------------------|------------|-------------------|
|                                                                                                                             | 'D' ORD<br>Ordinary       | Preference | 'B' ORD.<br>Other |
| Dillon Reed Limited<br>Devonshire House, Mayfair Place,<br>LONDON, W1X 5FH                                                  |                           |            | 19300             |
| (continued)                                                                                                                 |                           | 162892     |                   |
| Excelsis Company Limited<br>PO Box N3045, NASSAU N P, Bahamac                                                               |                           |            | 16593             |
| (continued)                                                                                                                 |                           | 140044     |                   |
| F & C Nominees Limited<br>1 Laurence Pountney Hill, LONDON,<br>EC4R 0BA                                                     |                           |            | 564162            |
| (continued)                                                                                                                 |                           | 4761496    |                   |
| Martin Currie European Investment<br>Trust<br>29 Charlotte Square, EDINBURGH,<br>EH2 4HA, Scotland                          |                           |            | 33186             |
| (continued)                                                                                                                 |                           | 280088     |                   |
| Mezzanine Lending Associates II LP<br>C/o Butler Capital Corporation,<br>767 Fifth Avenue, NEW YORK, New York, NY 10153 USA |                           |            | 66372             |
| (details continued on next sheet)                                                                                           |                           |            |                   |

Continuation sheet no

1

Signed P. M. Henderson Designation Secretary Date 11.07.91

Names and addresses of the allottees

| Names and Addresses                                                                                                      | Number of shares allotted |               |                 |
|--------------------------------------------------------------------------------------------------------------------------|---------------------------|---------------|-----------------|
|                                                                                                                          | D' ORD<br>Ordinary        | Preference    | B' ORD<br>Other |
| Mezzanine Lending Associates II LP<br>C/o Butler Capital Corporation,<br>767 Fifth Avenue, NEW YORK, New York, NY 10153  |                           | 560176<br>USA |                 |
| Mezzanine Lending Associates III LP<br>C/o Butler Capital Corporation,<br>767 Fifth Avenue, NEW YORK, New York, NY 10153 |                           | USA           | 66372           |
| (continued)                                                                                                              |                           | 560176        |                 |
| MLA & Co<br>C/O Butler Capital Corporation,<br>767 Fifth Avenue, NEW YORK, New York, NY 10153                            |                           | USA           | 199116          |
| (continued)                                                                                                              |                           | 1680528       |                 |
| Northern & Midland Nominees Limited<br>385 Sefton House,<br>Exchange Buildings, LIVERPOOL, L2 3RT                        |                           |               | 173053          |
| P R Nominees Limited<br>1 Paternoster Row, St Paul's,<br>LONDON, EC4M 7DH                                                |                           | 553050        |                 |
| Universal Merchant Holdings NV<br>Paleisstraat 1, 1012 RB,<br>AMSTERDAM, Netherlands                                     |                           |               | 99558           |
| (continued)                                                                                                              |                           | 840264        |                 |
| Total                                                                                                                    | 5531                      | 15834790      | 1870538         |

Continuation sheet no

3

Signed *Kenneth A. M. ...* Designation *Secretary* Date *11.07.91*

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COMPANIES FORM No 88(2) (REV 1988)

Amended 88(2) REC'D ON 22/6/90  
2 FILED ON 25/6/90  
Return of allotments of Shares

AMENDING

88(2)

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

To the Registrar of Companies

Company Number

(REVISED 1988)  
This form replaces forms  
PUC2, PUC3 and 88(2)

1. Name of company

2455416

Del Monte Foods International Limited

2. This section must be completed for all allotments

| Description of shares                                                                          | "A" ord   | "B" ord |   |
|------------------------------------------------------------------------------------------------|-----------|---------|---|
| A Number allotted                                                                              | 437935    | 4135584 |   |
| B Nominal value of each                                                                        | £ 0.01    | £ 0.01  | £ |
| C Total amount (if any) paid or<br>due and payable on each share<br>(including premium if any) | £ 1.66129 | £ 0.60  | £ |

Date(s) on which shares were allotted  
on 9 May 1990

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<br>to be treated as paid up (%) | N/A | N/A |  |
| 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):

R M H Malthouse  
Del Monte House  
London Road  
STAINES  
Middlesex TW18 4JD

Tel: 0784-461555

For official use

CHAPP

D.E.B.

23 AUG 1991

Post room

COMPANIES HOUSE  
13 JUL 1991  
149 63

Form No 88(2)

Names and addresses of the allottees

| Names and Addresses                                                                                                            | Number of shares allotted |            |                   |
|--------------------------------------------------------------------------------------------------------------------------------|---------------------------|------------|-------------------|
|                                                                                                                                | Ordinary                  | Preference | Other             |
| Allen, Leon Robert<br>6 Tenby Mansions,<br>Nottingham Street, LONDON                                                           |                           |            | "A" ord<br>160576 |
| Alven Forvaltnings AB<br>Kungsgatan 17, STOCKHOLM 11143,<br>Sweden                                                             |                           |            | B ord<br>403230   |
| Brooks, Peter John Wallace<br>"Wittsend", 5 Ince Road,<br>Burwood Park, WALTON ON THAMES, Surrey, KT12 5BJ                     |                           |            | "A" ord<br>102185 |
| Charterhouse Bank Limited<br>1 Paternoster Row, St Paul's,<br>LONDON, EC4M 7DH                                                 |                           |            | B ord<br>1        |
| Charterhouse Buy-Out Syndications<br>Limited (No 2)<br>7 Ludgate Broadway, LONDON,<br>EC4V 6DX                                 |                           |            | B ord<br>1        |
| Charterhouse Capital France<br>47 Avenue George V, PARIS 75008,<br>France                                                      |                           |            | B ord<br>67205    |
| Charterhouse European Managers<br>Limited<br>1 Paternoster Row, St Paul's,<br>LONDON, EC4M 7DH                                 |                           |            | B ord<br>1310498  |
| Charterhouse European<br>Syndications Limited<br>PO Box 348, Capital House,<br>Bath Street, ST HELIER, Jersey, Channel Islands |                           |            | B ord<br>1        |
| (details continued on next sheet)                                                                                              |                           |            |                   |

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 P. M. Manoj Designation Secretary Date 11.07.91

Form No 88(2)

Form No 88(2)

(Company 2455416)

## Names and addresses of the allottees

| Names and Addresses                                                                                                                  | Number of shares allotted |            |                   |
|--------------------------------------------------------------------------------------------------------------------------------------|---------------------------|------------|-------------------|
|                                                                                                                                      | Ordinary                  | Preference | Other             |
| Mediane<br>c/o Mediane Investissement,<br>1 Boulevard Hausmann, PARIS, 75009, France                                                 |                           |            | B ord<br>204087   |
| Price, Roger Allan<br>57 Etonbank Court, Tangier Lane,<br>ETON, Berkshire                                                            |                           |            | "A" ord<br>72989  |
| Royal Bank Of Scotland Trust<br>Company ( C.I.) Ltd<br>PO Box 348, Capital House,<br>Bath Street, ST HELIER, Jersey, Channel Islands |                           |            | B ord<br>2150561  |
| Sola, Enrico<br>Via Petrarca 22/24, 20050 Lesmo,<br>MILANO, Italy                                                                    |                           |            | "A" ord<br>102185 |
|                                                                                                                                      |                           |            |                   |
|                                                                                                                                      |                           |            |                   |
|                                                                                                                                      |                           |            |                   |
|                                                                                                                                      |                           |            |                   |
|                                                                                                                                      |                           |            |                   |
|                                                                                                                                      |                           |            |                   |
|                                                                                                                                      |                           |            |                   |
| "A" ord      Total<br>B ord        Total                                                                                             |                           |            | 437935<br>4135584 |

Continuation sheet no

1

Signed

*Russell M. Allan*

Designation

*Secretary*

Date

11.07.91

# G

COMPANIES FORM No 88(2) (Rev 1988)

AMENDS 88(2) REC'D ON 22/6/90  
2 FILED ON 25/6/90  
Return of allotments of shares

AMENDING

88(2)

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

To the Registrar of Companies

Company Number

(REVISED 1988)

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

1. Name of company

2455416

Del Monte Foods International Limited

2. This section must be completed for all allotments

| Description of shares                                                                    | £ ord  | First Redeemable Preference | Cumulative |
|------------------------------------------------------------------------------------------|--------|-----------------------------|------------|
| A Number allotted                                                                        | 672050 | 40576433                    |            |
| B Nominal value of each                                                                  | £ 0.01 | £ 1.00                      | £          |
| C Total amount (if any) paid or due and payable on each share (including premium if any) | £ 0.60 | £ 1.00                      | £          |

Date(s) on which shares were allotted  
on 9 May 1990

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 &amp; 3)

|                                                              |     |     |  |
|--------------------------------------------------------------|-----|-----|--|
| D Extent to which each share is to be treated as paid up (%) | N/A | N/A |  |
| 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.
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3. Details of bonus issues should be included only in section 2.

Presenter's name, address,  
telephone number and  
reference (if any):  
R M H Malthouse  
Del Monte House  
London Road  
STAINES  
Middlesex TW18 4JD

Tel: 0784-461555

CHAPP

For official use

D.E.B.

23 AUG 1991

Post room

COMPANIES HOUSE  
13 JUL 1991

M.B. 149 63

Names and addresses of the allottees

| Names and Addresses                                                                                                            | Number of shares allotted |            |        |
|--------------------------------------------------------------------------------------------------------------------------------|---------------------------|------------|--------|
|                                                                                                                                | Ordinary                  | PREFERENCE | Other  |
| Alven Forvaltnings AB<br>Kingsgaten 17, STOCKHOLM 11143,<br>Sweden                                                             |                           | 3403262    |        |
| Charterhouse Bank Limited<br>1 Paternoster Row, St Paul's,<br>LONDON, EC4M 7DH                                                 |                           | 9          |        |
| Charterhouse Buy-Out Syndications<br>Limited (No 2)<br>7 Ludgate Broadway, LONDON,<br>EC4V 6DX                                 |                           | 9          |        |
| Charterhouse Capital France<br>47 Avenue George V, PARIS 75008,<br>France                                                      |                           | 567210     |        |
| Charterhouse European Managers<br>Limited<br>1 Paternoster Row, St Paul's,<br>LONDON, EC4M 7DH                                 |                           | 11060603   |        |
| Charterhouse European<br>Syndications Limited<br>PO Box 348, Capital House,<br>Bath Street, ST HELIER, Jersey, Channel Islands |                           | 9          |        |
| Mediano<br>c/o Mediano Investissement,<br>1 Boulevard Haussmann, PARIS, 75009, France                                          |                           | 172245     |        |
| Prudential Insurance Co of Amc<br>Four Gatawat Center, NEWARK,<br>New Jersey 0710, 24069, USA                                  |                           |            | 672050 |
| (details continued on next sheet)                                                                                              |                           |            |        |

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 P. M. M. M. M. Designation Secretary Date 11.07.91

(Company 2455416)

| Names and Addresses                                                                                                                   | Number of shares allotted |            |         |
|---------------------------------------------------------------------------------------------------------------------------------------|---------------------------|------------|---------|
|                                                                                                                                       | Ordinary                  | Preference | Other   |
| Prudential Insurance Co of America<br>Four Gateway Center, NEWARK,<br>New Jersey 0710, 24069, USA                                     |                           | 5672104    | 'E' ORD |
| Royal Bank Of Scotland Trust<br>Company ( C.I. ) Ltd<br>PO Box 348, Capital House,<br>Bath Street, ST HELIER, Jersey, Channel Islands |                           | 18150732   |         |
|                                                                                                                                       |                           |            |         |
|                                                                                                                                       |                           |            |         |
|                                                                                                                                       |                           |            |         |
|                                                                                                                                       |                           |            |         |
|                                                                                                                                       |                           |            |         |
|                                                                                                                                       |                           |            |         |
|                                                                                                                                       |                           |            |         |
|                                                                                                                                       |                           |            |         |
| Total                                                                                                                                 |                           | 40576433   | 672050  |

1

Signed P. M. Mahabadi Designation Secretary Date 11.07.91