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Please do not write in this margin

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

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

Return of allotments of shares

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

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

88(2)

(REVISED 1988)

This form replaces forms
PUC2, PUC3 and 88(2)Company Number
2485417

1. Name of company

* Insert full name
of company

* M & W PLC

2. This section must be completed for all allotments

f Distinguish
between
ordinary
preference, etc

Description of shares	ORDINARY	ORDINARY	
A Number allotted	6,104	2,000	
B Nominal value of each	£0.10	£0.10	£
C Total amount (if any) paid or due and payable on each share (including premium if any)	£0.86	£0.77	£

§ Complete
(a) or (b) as
appropriate

Date(s) on which the shares were allotted

(a) [on 24th February 1997]§, 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

- This form should be delivered to the Registrar of Companies within one month of the (first) date of allotment.
- 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))
- Details of bonus issues should be included only in section 2

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

IRG/TP/JA

For official use

Post Room

A02 *ATE07UBT* 368
COMPANIES HOUSE 26/03/97

4. Names and addresses of the allottees

Please do not write
in the margin

Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
ROBIN BREWER ESQ	5,232		
21 HINTON CRESCENT			
THORNHILL, SOUTHAMPTON SO2 6GS			
MS BERYL JOAN WALTON	872		
35 OSBORNE CLOSE			
OAKRIDGE, BASINGSTOKE, HAMPSHIRE RG21 2TS			
MS HEATHER JANE CHIVERS	1,000		
11 STERNWAY			
LITTLEHAMPTON, WEST SUSSEX BN17 6PJ			
MARTIN JOHN CHIVERS ESQ	1,000		
11 STERNWAY			
LITTLEHAMPTON, WEST SUSSEX BN17 6PJ			
Total	8,104		

Please complete
legibly, preferably
in black type, or
bold block letteringWhere the space given in 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
ReceiverSigned *N.J.R.* Designation** *Company Secretary* Date *25/03/97*Companies 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