

08 - 04 - 98

G

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

CHA 116

Please complete
legibly, preferably
in block type, or
bold block letteringTo the Registrar of Companies (address overleaf)
(See note 1)

Company number

2536498

1. Name of Company

* Insert full name
of company

* NGG TELECOMS LIMITED

2. This section must be completed for all allotments

† Distinguish
between
ordinary
preference, etc.

Description of shares †	ORDINARY	ORDINARY	
A Number allotted	140,63,455	76,046,740	
B Nominal value of each	£ 1	£ 1	£
C Total amount (if any) paid or due and payable on each share (including premium if any)	£	£	£

Date(s) on which the shares were allotted

‡ Complete
(a) or (b) as
appropriate

(a) [on 11 MARCH 19 98]\$, 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.	100%	100%
E Consideration for which the shares were allotted	THE TRANSFER TO THE COMPANY OF 74,700,599 ORDINARY SHARES OF 50P EACH AND 142,109,596 CONVERTIBLE PREFERENCE SHARES OF 50P EACH IN THE SHARE CAPITAL OF ENERGIS PLC	

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):CAMERON MCKENNA
MITRE HOUSE
160 AIDERSGATE STREET
LONDON
EC1A 4DD

Ref: DLS/JTM/037459-00450

For official use

Post Room



08-04-98

4. Names and addresses of allottees

Please do not
write in the
margin

Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
THE NATIONAL GRID GROUP PLC NATIONAL GRID HOUSE KIRBY CORNER ROAD COVENTRY CV4 8JY	140,763, 455		
THE NATIONAL GROUP COMPANY PLC NATIONAL GRID HOUSE KIRBY CORNER ROAD COVENTRY CV4 8JY	76,046, 740		
Total	216810195		

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

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 A. Chappell Designation Secretary Date 23 March 1998

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

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

Companies registered in Scotland
should deliver this form to:-

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