**COMPANIES FORM No. 88(3)** 

## Particulars of a contract relating to shares allotted as fully or partly paid up otherwise than in cash

## BB (3)

## CHFP029

Please do not write in this margin

Pursuant to section 88(3) of the Companies Act

Please complete legibly, preferably in black type,or bold block lettering Note: This form is only for use when the contract has not been reduced in writing

To the Registrar of Companies (address overleaf)

For offical use

Company number

2614349

Please do not write in the space below. For inland Revenue use only

The particulars must be stamped with the same stamp duty as would have been payable if the contract had been reduced to writing. A reduced rate of ad valorem duty may be available if this form is properly certified at the appropriate amount.

Name of company

 insert full name of company

GREENCORE UK HOLDINGS PLC

gives the following particulars of a contract which has not been reduced to writing

1 The number of shares allotted as fully or partly paid up otherwise than in cash

238,000

2 The nominal value of each such share

1 00

3a The amount of such nominal value to be considered as paid up on each share otherwise than in cash

b The value of each share allotted i.e. the nominal value and any premium

c The amount to be considered as paid up in respect of b

£ 33.971814

4 If the consideration for the allotment of such shares is services, or any consideration other than that mentioned below in 8, state the nature and amount of such consideration, and the number of shares allotted.

In exchange for 4,756,05 Ordinary Shares of 10 pence each credited as fully paid in Paramount Foods Plc

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

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COMPANIES HOUSE

12/12/00

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5	If the allotment is a bonus issue, state the amount of reserves capitalised in respect of this issue	£	
6	If the allotment is made in consideration of the release of a debt, e.g., a director's loan account, state the amount released	£	
7	If the allotment is made in connection with the conversion of loan stock, state the amount of stock converted in respect of this issue	£	
8	If the allotment is made in satisfaction or part satisfaction purchase price of property, give below:	tion of the	
3	brief description of property:		
k	full particulars of the manners in which the purchase price is to be satisfied	£	p
	Amount of consideration payable in cash or bills		
	Amount of consideration payable in debentures, etc		
	Amount of consideration payable in shares		
	Liabilities of the vendor assumed by the purchaser:		
	Amount due on mortgages of freeeholds and /or		 
	leaseholds including interest to date of sale Hire purchase etc debts in respect of goods acquired.		
	Other liabilities of the vendor,		
	Any other consideration		
Į.			

Please do not write in this margin

\* Where such properties are sold subject to mortgage, the gross value should be shown

	9 Give full particulars in the form of the following table, of the property which is the subject of the sale, showing in detail how the total purchase price is apportioned between the respective heads:		
		£	
	Legal estates in freehold property and fixed plant and		
	machinery and other fixtures thereon*		
	Legal estates in leasehold property*		
	Fixed plant and machinery on leasehold property (including		
	tenants', trade and other fixtures)		
	Equitable interests in freehold or leasehold property*		
	Loose plant and machinery, stock-in-trade and other chattels		
	(plant and machinery should not be included under this head		
i	unless it was in actual state of serverance on the date of the		
	sale)	į,	
ĺ	Goods, wares and merchandise subject to hire purchase or		
	other agreements (written down value)		
	Goodwill and benifit of contracts		
	Patents, designs, trademarks, licences, copyrights, etc.		
	Book and other debts		
	Cash in hand and at bank on current account, bills, notes,		
	etc		
	Cash on deposit at bank or elsewhere		
	Shares, debentures and other investments	£8,085,291.80	
	Other property		
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‡ Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed Manhalluc Designation # PIRECTOR Date 2910912000

§ This certificate must be signed by the persons to whom the shares have been allotted, as well as by an officer of the company.

Certificate of value §

It is certified that the transaction effected by the contract does not form part of a larger transaction or series of transactions in respect of which the amount or value, or aggerate amount or value, of the consideration exceeds  $\epsilon$ 

Signed

Date

Signed

Date