

G**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)**To the Registrar of Companies (address overleaf)
(see note 1) **FOR INFORMATION****this document has not been registered
having been referred to L.R.**

Company number

2758955

1. Name of company*** HOLLAND & BARRETT RETAIL LIMITED****2. This section must be completed for all allotments**

Description of shares +	Ordinary		
A Number allotted	50,000		
B Nominal value of each	£ 1.00	£	£
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(a) ~~on~~ 11 April 1997 1 s, or(b) ~~from~~ ~~to~~ ~~19~~ ~~to~~ ~~19~~ ~~xx~~ ~~xx~~ ~~s~~

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%		
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**E Consideration for which the
shares were allotted**

Transfer from Lloyds Chemists PLC of the whole of the issued share capital of Holland & Barrett Limited to Holland & Barrett Retail Limited

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 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):Freshfields
65 Fleet Street
London EC4Y 1HS
DX 23 LONDON HK88(2)

For official use

Post room

A14 *AW5D1W13* 55
COMPANIES HOUSE 13/06/97Please do not
write in this
marginPlease complete
legibly, preferably
in black type, or
bold block letteringInsert full name
of companyDistinguish
between
ordinary,
preference, etc.Complete
(a) or (b) as
appropriateCOPY
FOR INFORMATION ONLY
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4. Names and addresses of the allottees

Please do not write in the margin

Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
LLOYDS CHEMISTS PLC BRITANNIA HOUSE, CENTURION PARK, TAMWORTH, STAFFORDSHIRE, B77 5TZ	50,000		
Total			

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

COPY INFORMATION ONLY
has not been registered

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 L. Meister Designation: DIRECTOR

Date 11/04/1997

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