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COMPANIES FORM No. 88(3)

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

88(3)

Pursuant to section 88(3) of the Companies Act 1985

**Note: This form is only for use when the contract
has not been reduced to writing**

PASSED FOR FILING

To the Registrar of Companies

For official use Company number

[] [] [] [] [] [] [] []

2969065

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

Please do not
write in
this margin

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

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

* NAMPAK HOLDINGS (UK) LIMITED

*Insert full name
of company

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 | 1,000,000 |
|---|-----------|

| | |
|--|--------|
| 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 | £ 1.00 |
| b The value of each share allotted i.e. the nominal value and any premium | £ 12.75 |
| c The amount to be considered as paid up in respect of b | £ 12.75 |

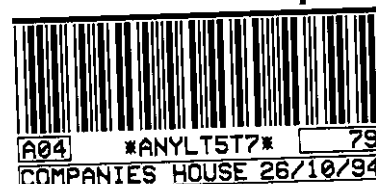
| | |
|---|--|
| 4 If the consideration for the allotment of such shares is services, or any consideration other than that mentioned below in 8 state the nature and amount of such consideration, and the number of shares allotted | |
|---|--|

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

Touche Ross & Co.
Hill House
1 Little New Street
London EC4A 3TF
CO SEC ALLEN

For official use
Capital section

Post room



Please do not
write in
this margin

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 unless it was in actual state of severance on the date of the sale) | |
| Goods, wares and merchandise subject to hire purchase or agreements (written down value) | |
| Goodwill and benefit 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 | 12,750,000 |
| Other property | |

Signed



Designation **DIRECTOR**

Date **21-10-1994**

Certificate of values

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 aggregate amount or value, of the consideration exceeds £ 12,750,000

Signed



Date **21-10-1994**

DULY AUTHORISED ON BEHALF OF NAMPAK HOLDINGS (UK) LIMITED

Signed



Date **21.10.1994**

DULY AUTHORISED ON BEHALF OF NAMPAK LIMITED

