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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

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

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

Company number

02983302

1. Name of company

* insert full name
of company

* TARQUIN plc

2. This section must be completed for all allotments

1 distinguish
between
ordinary
preference, etc.

| Description of shares † | "A" | | |
|--|-----------|---|---|
| | Ordinary | | |
| A Number allotted | 1,407,600 | | |
| B Nominal value of each | £US\$1 | £ | £ |
| C Total amount (if any) paid or due and payable on each share (including premium if any) | £ | £ | £ |

2 complete
(a) or (b) as
appropriate

Date(s) on which the shares were allotted

(a) [on 28 November 19 95] \$, 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% | | |
| E Consideration for which the shares were allotted shares in Charman Group 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 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.

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

For official use

Post room



A35 *AQTKNH9Q* 379
COMPANIES HOUSE 12/12/95

4. Names and addresses of the allottees

Please do not
write in the
margin

| Names and Addresses | Number of shares allotted | | |
|----------------------|---------------------------|------------|-------|
| | Ordinary | Preference | Other |
| G. A. Arnott | "A" Ordinary | | |
| 7 Corringway | 94,379 | | |
| London NW11 7ED | | | |
| N. Billing | "A" Ordinary | | |
| 482 Hurst Road | 1,242 | | |
| Bexley, Kent DA5 3JN | | | |
| R. Brindle | "A" Ordinary | | |
| 16D Portland Road | 140,116 | | |
| London W11 4LA | | | |
| C. Langley | "A" Ordinary | | |
| 37 Bedford Road | 4,967 | | |
| Southborough | | | |
| Tunbridge Wells | | | |
| Kent TN4 0HJ | | | |
| J. Battle | "A" Ordinary | | |
| 19, Badgersley Way | 7,655 | | |
| Thundersley | | | |
| Essex SS7 1TP | | | |
| J. R. Charman | 223,524 | | |
| Dell House | | | |
| Wilderness Avenue | | | |
| Sevenoaks, Kent | | | |
| Total | 471,883 | | |

Please complete
legibly, preferably
in black type, or
bold block letteringWhere 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:

2

‡ Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed

Designation‡

Date

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

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THE COMPANIES ACT 1985

Continuation Sheet No. 1
to Form No. 88(2) (Rev. 1988)

Please do not
write in this
margin

Return of allotments of shares issued wholly for a
(1)
consideration other than cash

Company number

02983302

Name of company

TARQUIN plc

(1) Insert "for cash"
or "wholly or in
part for a
consideration
other than cash"
or "by way of
capitalisation of
reserves (bonus
issues)", as
required.

Names and addresses of the allottees

| Names and Addresses | Number of shares allotted | | |
|-------------------------------------|---------------------------|------------|-------|
| | "A" Ordinary | Preference | Other |
| J. W. Gressier | 13,450 | | |
| Flat 4 | | | |
| 77 Kensington Gardens Square | | | |
| London W2 | | | |
| S.J. Hayes | 28,148 | | |
| Cornwells | | | |
| Sheephurst Lane | | | |
| Marden, Kent TN12 9NS | | | |
| P. C. Hillier | 35,185 | | |
| Rotherfield | | | |
| 2 Fairview Road | | | |
| Headley Down | | | |
| Hampshire GU35 8JP | | | |
| I. N. Holland | 2,070 | | |
| 25 Parkfield Crescent | | | |
| Kimpton | | | |
| Hertfordshire SG4 8EQ | | | |
| G.L. Luben | 10,039 | | |
| 6 Lymbourne Close | | | |
| Belmont Rise | | | |
| Sutton, Surrey SM2 6DX | | | |
| J. J. Lloyd | 67,969 | | |
| Jummar | | | |
| Upper Howe Street | | | |
| Finchingfield, Essex | | | |
| Brought forward from previous sheet | 471,883 | | |
| Total | 628,744 | | |

Names and addresses of the allottees

Please do not
write in this
margin

| Names and Addresses | Number of shares allotted | | |
|-----------------------------|---------------------------|------------|-------|
| | "A" Ordinary | Preference | Other |
| R. D. Mills | 1,821 | | |
| 179 Rushton Grove | | | |
| Church Langley | | | |
| Harlow, Essex CM17 9PT | | | |
| D.G. Penney | 55,926 | | |
| The Manse | | | |
| Priory Lane | | | |
| Eynseford, Kent | | | |
| A.P. Ryan | 28,148 | | |
| 35 Marlborough Crescent | | | |
| Bedford Park | | | |
| London W4 1HG | | | |
| R. A. Strachan | 14,074 | | |
| 44, Brompton Park Crescent | | | |
| London SW6 1SW | | | |
| T.M. Taylor | 1,407 | | |
| 12 Amsbury Drive | | | |
| Chingford, London E4 7PZ | | | |
| T. Wood | 7,865 | | |
| 40 Bucharest Road | | | |
| London SW18 3AR | | | |
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| | | | |
| | | | |
| Brought forward from page 1 | 628,744 | | |
| Total | 737,985 | | |

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

I hereby certify that the details entered on this form are correct

Signed Designation: SECRETARYDate 8/12/95†Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Page 2

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write in this
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Please complete legibly, preferably in black type, or gold block lettering

21) Insert "for cash"
or "wholly or in
part for a
consideration
other than cash"
or "by way of
capitalisation of
reserves (bonus
issues)", as
required.

2

(1)

Company number

02983302

Name of company

TARQUIN plc

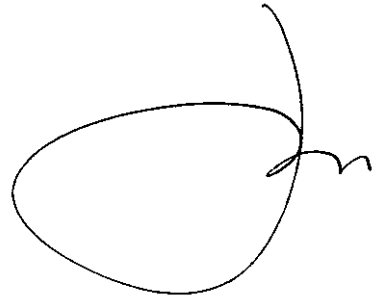
| Names and Addresses | Number of shares allotted | | |
|--|---------------------------|----------|------------|
| | "A" | Ordinary | Preference |
| EBCAM Nominees (Jersey) Limited | 206,971 | | |
| Re: J.R. Charman Children's Settlement | | | |
| PO Box 556 | | | |
| EBC House | | | |
| 1-3 Seale Street | | | |
| St Helier | | | |
| Jersey | | | |
| Channel Islands | | | |
| EBCAM Nominees (Jersey) Limited | 462,644 | | |
| Re: The Dragon Holdings Trust | | | |
| PO Box 556 | | | |
| EBC House | | | |
| 1-3 Seale Street | | | |
| St Helier | | | |
| Jersey | | | |
| Channel Islands | | | |
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| | | | |
| Brought forward from previous sheet | 737,985 | | |
| Total | 1,407,600 | | |

Please do not
write in this
margin

[illegible]

‡Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed [Signature] Designation SECRETARY Date 8/12/95



ATTACHMENT TO FORM 88(2)

Pursuant to a Sale and Purchase Agreement dated 30 November 1994 between the shareholders of Charman Group Limited ("CGL") and Tarquin plc, the shareholders of CGL exercised their option to require Tarquin plc to acquire the 255,036 ordinary shares in CGL held by them for a consideration of 1,407,600 "A" Ordinary Shares of US\$1 each (treated as paid up at US\$10 each) and £14,872,319.00 in cash (completion of this acquisition taking place on 28 November 1995). The consideration for every transfer of one share in CGL was therefore calculated at 5.5192 "A" Ordinary Shares (rounded up to the nearest whole share in relation to each transfer of CGL shares) and £58.3145 in cash.