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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

3014367

* insert full name
of company

1. Name of company

• FREESERVE PLC

† distinguish
between
ordinary
preference, etc.

2. This section must be completed for all allotments

Description of shares †	ORDINARY		
A Number allotted	983,158		
B Nominal value of each	£0.0001	£	£
C Total amount (if any) paid or due and payable on each share (including premium if any)	£1.50	£	£

§ complete
(a) or (b) as
appropriate

Date(s) on which the shares were allotted

(a) on 6 AUGUST 19 99 15, or

(b) from 19 to 19 15

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 ALLOTTED IN PART CONSIDERATION FOR THE ACQUISITION OF 100% OF THE ISSUED ORDINARY SHARES IN BABY WORLD, COM LTD. SHARES REPRESENTED CONSIDERATION OF £1,662,375		

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):

For official use

Post room



4. Names and addresses of the allottees

Please do not
write in the
margin

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

[illegible]

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:

2

Signed

Designation:

DIRECTOR

Date 2/9/99

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

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**

FREESERVE plc

<u>NAME & ADDRESS</u>	<u>ORDINARY SHARES</u>
MS CHRISTINA ASHBY 59 TRINITY STREET ST EBBES OXFORD OX1 1TY	12,508
MR PETER ROBERT ASHBY 59 TRINITY STREET ST EBBES OXFORD OX1 1TY	77,552
MR ALISTAIR BANKS C/O RICHARDSON SCOTT AND CO 1A TORPICHEN STREET EDINBURGH EH3 8HX	42,528
MR ANDREW BAX PUSEY COTTAGE HENLEYS LANE DRAYTON OXON OX14 4HU	57,538
MS SUSAN BAX PUSEY COTTAGE HENLEYS LANE DRAYTON OXON OX14 4HU	5,003
MR STEPHEN BONNER VILLAGE FARM HOUSE BLACKBULL LANE FENCOTT OXON OX5 2RD	5,003
MR GEOFFREY COULDREY 4 CASTLE VIEW LANGTON MATRAVERS DORSET BH19 3HT	7,504
MS FIONA JAMES 21 ST GEORGES SQUARE WORCESTER WR1 1XG	5,003

MR DAVID MCKEOWN 204 WOODSTOCK ROAD YARNTON OXON OX5 1PP	5,003
MS MARGARET ELIZABETH MCKEOWN 204 WOODSTOCK ROAD YARNTON OXON OX5 1PP	22,515
MS GILLIAN NINEHAM VILLAGE FARM HOUSE BLACKBULL LANE FENCOTT OXON OX5 2RD	57,538
MR DUNCAN SPENCE CLOS DE CHANTERELLE RUE LUCAS SARK CHANNEL ISLANDS GY9 0SG	677,958
MS DEBORAH WALKER 4 CASTLE VIEW LANGTON MATRAVERS DORSET BH19 3HT	7,505

983,158