

PLEASE COMPLETE IN  
TYPESCRIPT OR IN  
BOLD BLACK CAPITALS

# 88(2)

## Return of Allotment of Shares

CHFPO83

Company Number

3108179

Company name in full

MORSE plc

### Shares allotted (including bonus shares):

Date or period during which  
shares were allotted  
(If shares were allotted on one date  
enter that date in the "from" box.)

From

To

| Day | Month | Year |
|-----|-------|------|
| 26  | Nov   | 2004 |

| Day | Month | Year |
|-----|-------|------|
| 1   | 1     | 111  |

Class of shares  
(ordinary or preference etc)

Number allotted

Nominal value of each share

Amount (if any) paid or due on each  
share (including any share premium)

|          |  |  |
|----------|--|--|
| Ordinary |  |  |
| 13595    |  |  |
| 10p      |  |  |
|          |  |  |

List the names and addresses of the allottees and the number of shares allotted to each overleaf

If the allotted shares are fully or partly paid up otherwise than in cash please state:

% that each share is to be  
treated as paid up

100 %

Consideration for which  
the shares were allotted

(This information must be supported by  
the duly stamped contract or by the duly  
stamped particulars on Form 88(3) if the  
contract is not in writing.)

For every one Diagonal ordinary share basic Offer 30.25pence  
in Cash and 0.1911 New Morse Shares

When you have completed and signed the form send it to  
the Registrar of Companies at:

Companies House, Crown Way, Cardiff CF14 3UZ  
For companies registered in England and Wales

DX 33050 Cardiff

Companies House, 37 Castle Terrace, Edinburgh EH1 2EB  
For companies registered in Scotland

DX235  
Edinburgh

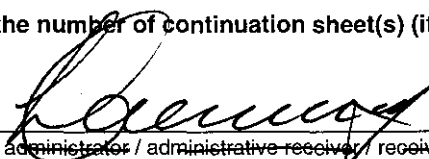


**Names and addresses of the allottees** (List joint share allotments consecutively)

| Shareholder details                |  | Shares and share class allotted |                 |
|------------------------------------|--|---------------------------------|-----------------|
| Name see attached lists<br>_____   |  | Class of shares allotted        | Number allotted |
| Address<br>_____<br>_____<br>_____ |  | Ordinary                        | 13595           |
| UK Postcode L L L L L L L          |  | _____                           | _____           |
| Name<br>_____                      |  | Class of shares allotted        | Number allotted |
| Address<br>_____<br>_____<br>_____ |  | _____                           | _____           |
| UK Postcode L L L L L L L          |  | _____                           | _____           |
| Name<br>_____                      |  | Class of shares allotted        | Number allotted |
| Address<br>_____<br>_____<br>_____ |  | _____                           | _____           |
| UK Postcode L L L L L L L          |  | _____                           | _____           |
| Name<br>_____                      |  | Class of shares allotted        | Number allotted |
| Address<br>_____<br>_____<br>_____ |  | _____                           | _____           |
| UK Postcode L L L L L L L          |  | _____                           | _____           |
| Name<br>_____                      |  | Class of shares allotted        | Number allotted |
| Address<br>_____<br>_____<br>_____ |  | _____                           | _____           |
| UK Postcode L L L L L L L          |  | _____                           | _____           |

Please enter the number of continuation sheet(s) (if any) attached to this form :

Signed



Date

23.11.04

A director / secretary / administrator / administrative receiver / receiver manager / receiver

Please delete as appropriate

**Lloyds TSB Registrars**

The Causeway  
Worthing  
West Sussex

BN99 6DA

Ref : G Thomas

Tel 01903 702233

DX number

DX exchange

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

COMPANY : DIAGONAL PLC

ISSUED SECURITY : 01 ORDINARY SHARES OF 10P EACH

CAPITAL TASK CODE : 9104-01 MORSE OFFER FOR DIAGONAL

BLOCK CLOSE : 19 NOV 2004 BLOCK NO : 00013  
ALLOTMENT DATE: 26 NOV 2004

ACCOUNT HOLDER'S NAME & ADDRESS DETAILS  
NUMBER

ENTITLEMENT

CREST HOLDERS  
=====

|  |      |
|--|------|
| C002272A THE BANK OF NEW YORK /NOMINEES/ LIMITED<br>1 CANADA SQUARE,LONDON E14 5AL | 1528 |
|--|------|

|  |     |
|--|-----|
| C0000066 JAMES CAPEL /NOMINEES/ LIMITED<br>HSBC BANK PLC, 8 CANADA SQUARE,LONDON E14 5HQ | 127 |
|--|-----|

|   |      |
|---|------|
| C0008732 JAMES CAPEL /NOMINEES/ LIMITED CHTY A/C<br>HSBC BANK PLC, 8 CANADA SQUARE,LONDON E14 5HQ | 1146 |
|---|------|

|   |      |
|---|------|
| C5882132 JAMES CAPEL /NOMINEES/ LIMITED HSBCSS A/C<br>HSBC BANK PLC, 8 CANADA SQUARE,LONDON E14 5HQ | 4215 |
|---|------|

|  |     |
|--|-----|
| C4467868 NORDEA BANK DANMARK A/S UBCC A/C<br>CITIGROUP CENTRE,CANADA SQUARE,LONDON E14 5LB | 382 |
|--|-----|

|  |     |
|--|-----|
| C0012368 N Y NOMINEES LIMITED<br>PO BOX 293,20 FARRINGTON ROAD,LONDON EC1M 3NH | 286 |
|--|-----|

|   |    |
|---|----|
| C5325518 ROCK /NOMINEES/ LIMITED FASTRIDE A/C<br>25 LUKE STREET,LONDON EC2A 4AR | 67 |
|---|----|

|  |    |
|--|----|
| C6071378 ROCK /NOMINEES/ LIMITED 4411212 A/C<br>25 LUKE STREET,LONDON EC2A 4AR | 19 |
|--|----|

|  |     |
|--|-----|
| C6224375 ROCK /NOMINEES/ LIMITED 4412553 A/C<br>25 LUKE STREET,LONDON EC2A 4AR | 202 |
|--|-----|

|  |    |
|--|----|
| C0264873 TD WATERHOUSE NOMINEES /EUROPE/ LIMITED SMTGPEP A/C<br>201 DEANS GATE,MANCHESTER M3 3TD | 97 |
|--|----|

|                                 |      |
|---------------------------------|------|
| NUMBER OF CREST ALLOTMENTS : 10 | 8069 |
|---------------------------------|------|

NON-CREST HOLDERS  
=====

|  |     |
|--|-----|
| 00028941 CLARKE MICHAEL MARTIN /MR.<br>84 GRANGE ROAD,WEST KIRBY,MIRRAL,MERSEYSIDE | 955 |
|--|-----|

|   |    |
|---|----|
| 00028936 CROSDALE NIGEL /MR.<br>8 VELTSHAM CLOSE,HEACHAM,KINGS LYNN,NORFOLK | 20 |
|---|----|

|  |    |
|--|----|
| 00028999 HANNAM RODERICK /MR.<br>FOSTER ROY LLOYD /MR.<br>607A LICHFIELD ROAD,POUR OAKS,SUTTON COLDFIELD B74 4EG | 18 |
|--|----|

|   |     |
|---|-----|
| 00028915 KING TIMOTHY /MR.<br>109 UPPER WEYBOURNE LANE,FARNHAM,SURREY GU9 9DE | 358 |
|---|-----|

|  |     |
|--|-----|
| 00028920 KING TIMOTHY ROBERT /MR.<br>109 UPPER WEYBOURNE LANE,FARNHAM,SURREY GU9 9DE | 194 |
|--|-----|

|                           |      |
|---------------------------|------|
| 00029024 KITE ANDREW /MR. | 2954 |
|---------------------------|------|

|  |             |     |
|--|-------------|-----|
| 20 THE STREET, TONGHAM, SURREY                         | GU10 1DQ    |     |
| 00023518 LLOYDS TSB REGISTRARS NOMINEES LIMITED        | F910401 A/C | 10  |
| INTERNAL AUDIT, LLOYDS BANK REGISTRARS, GORING-BY-SEA, |             |     |
| WORTHING, WEST SUSSEX                                  | BN99 6DA    |     |
| 00028897 LUCKETT ALAN RICHARD /MR.                     |             | 95  |
| 25 FOLLY HILL, FARNHAM, SURREY                         | GU9 0AZ     |     |
| 00028881 POND ALEX CHARLES /MR.                        |             | 191 |
| 57 WILTON AVENUE, CHISWICK, LONDON                     | W4 2HX      |     |
| 00029003 POWELL ANTHONY CHRISTOPHER /MR.               |             | 219 |
| 27 CLIFTON WOOD ROAD, CLIFTON, BRISTOL                 | BS8 4TN     |     |
| 00029019 SKINNER WILLIAM /MR.                          |             | 130 |
| SKINNER SUSAN /MRS.                                    |             |     |
| 4 ASHLEY PARK SOUTH, ABERDEEN                          | AB10 6RP    |     |
| 0002890A WOLFE COLIN ANDREW /MR.                       |             | 382 |
| WOLFE MYRNA /MRS.                                      |             |     |
| 97 SALISBURY ROAD, WORCESTER PARK, SURREY              | KT4 7BZ     |     |

RETURN OF ALLOTMENT  
=====

DATE : 22 NOV 2004

PAGE : 2

ACCOUNT HOLDER'S NAME & ADDRESS DETAILS  
NUMBER

ENTITLEMENT

NUMBER OF NON-CREST ALLOTMENTS : 12  
TOTAL ALLOTMENTS : 22  
=====

5526  
13595  
=====

\*\*\*\*\*END OF REPORT\*\*\*\*\*