CHWP000

Please do not write in

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)

this margin

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

Please complete legibly, preferably in black type, or bold block lettering Note: This form is only for use when the contract has not been reduced to writing

To the Registrar of Companies (address overleaf)

For official use

Company number

3108179

write in the space below. For inland Revenue use only

Please do not

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

* insert full name of company

AIC MORSE

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

817359

2 The nominal value of each such share

£

01 10

3a The amount of such nominal value to be considered as paid up on each share otherwise than in cash

ESEE ATTACHED STATEMEN T

b The value of each share allotted i.e. the nominal value and any premium

£

c The amount to be considered

£

as paid up in respect of b

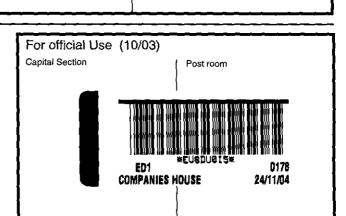
4 If the consideration for the allotment of such shares is services, or any consideration other than that mentioned below in 8, state the nature and amount of such consideration, and the number of shares allotted

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

MRS G. THOMAS COPPORATE ACTIONS

Lloyds TSB Registrars The Causeway Worthing West Sussex

BN99 6DA



5 If the allotment is a bonus issue, state the amount of reserves capitalised in respect of this issue	£	
6 If the allotment is made in consideration of the release of a debt, e.g., a director's loan account, state the amount released	£	
7 If the allotment is made in connection with the conversion of loan stock, state the amount of stock converted in respect of this issue	£	
If the allotment is made in satisfaction or part satisfaction purchase price of property, give below:	n of the	
a brief description of property:		
b full particulars of the manner in which the purchase price is to be satisfied	£	q
Amount of consideration payable in cash or bills		
Amount of consideration payable in debentures, etc		
Amount of consideration payable in shares		
Liabilities of the vendor assumed by the purchaser:)
Amounts due on mortgages of freeholds and/or		
leaseholds including interest to date of sale		
Hire purchase etc debts in respect of goods acquired		
Other liabilities of the vendor,		
Any other consideration		

Please do not write in this margin

* Where such properties are sold subject to mortgage, the gross value should be shown

subject of the sale, showing in detail how the total purchase price is apportioned between the respective heads:			∍d
			£
	Legal estates in freehold property and fixed plant and		
	machinery and other fixtures thereon*		
ĺ	Legal estates in leasehold property*		
l	Fixed plant and machinery on leasehold property (including		
	tenants', trade and other fixtures)		
	Equitable interests in freehold or leasehold property*		
l	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	E.	
	other agreements (written down value)		
	Goodwill and benefit of contracts		
l	Patents, designs, trademarks, licences, copyrights, etc.		
ł	Book and other debts		
l	Cash in hand and at bank on current account, bills, notes,		
l	etc		
l	Cash on deposit at bank or elsewhere		
١	Shares, debentures and other investments		

9 Give full particulars in the form of the following table, of the property which is the

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

Signed Lawrence Designation + Secretary Date 8/9/04.

Other property

§ This certificate must be signed by the persons to whom the shares have been allotted, as well as by an officer of the company.

Certificate of value §

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 £

Signed

Date

Signed

Date

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1. Before this form is delivered to Companies House it must be "stamped" by the Inland Revenue Stamp Office to confirm that the appropriate amount of Stamp Duty has been paid. The Inland Revenue Stamp Office is located at:

London Stamp Office Ground Floor South West Wing Bush House Strand London WC2B 4QN

Tel: 020 7438 7252/7452

Cheques for Stamp Duty must be made payable to "Inland Revenue - Stamp Duties" and crossed "Not Transferable".

NOTE. This form must be presented to the Inland Revenue Stamp Office for stamping together with the payment of duty within 30 days of the allotment of shares otherwise Inland Revenue penalties may be incurred.

2. After this form has been "stamped" and returned to you by the Inland Revenue it must be sent to:

For companies registered in:

England or Wales:

The Registrar of Companies Companies House Crown Way Cardiff CF14 3UZ

DX: 33050 Cardiff

Scotland:

The Registrar of Companies Companies House 37 Castle Terrace Edinburgh EH1 2EB

DX: 235 Edinburgh

or LP - 4 Edinburgh 2

MORSE plc

OFFER FOR

DIAGONAL Plc

STATEMENT OF CONSIDERATION FOR ALLOTMENT OF SHARES

817359 Ordinary Shares of 10p each fully paid issued in part consideration of the acquisition of 4,277,131 Ordinary Shares of 10p each in Diagonal Plc pursuant to the Offer dated 03 August 2004 made on behalf of the company by Dresdner Wasserstein Limited