

88(2)**G**

Return of allotments of Shares

Pursuant to section 88(2) of the
Companies Act 1985 (the Act)

To the Registrar of Companies

Company Number

(REVISED 1988)

This form replaces forms
PUC2, PUC3 and 88(2)

1. Name of company

03114356

BMW (UK) Capital plc

2. This section must be completed for all allotments

| Description of Shares | £1 Ordinary | | |
|--|-------------|--|--|
| A Number allotted | 131,198 | | |
| B Nominal value of each | £ 1.00 | | |
| C Total amount (if any) paid or due and payable on each share (including premium if any) | £ 250.00 | | |

Date(s) on which shares were allotted

from 16 November 1999 to 16 November 1999

The names and addresses of the allottees and the number of shares allotted
to each should be given overleaf3. 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 (%) | | | |
| E Consideration for which the shares were allotted | | | |

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):

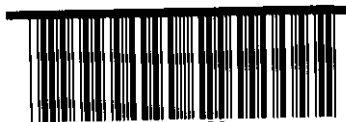
CHAPP

MRS YVONNE LITTEN, INTERNATIONAL
HEADQUARTERS, WARWICK TECHNOLOGY
PARK, WARWICK, WARWICKSHIRE, CV34 6RG

01926 482198

For official use

Post room

A34
COMPANIES HOUSE0590
27/11/99

Names and addresses of the allottees

| Names and Addresses | Number of shares allotted | | |
|--|---------------------------|------------|-------|
| | Ordinary | Preference | Other |
| BMW (UK) HOLDINGS LIMITED INTERNATIONAL HEADQUARTERS, WARWICK TECHNOLOGY PARK, WARWICK, CV34 6RG | 131,198 | | |
| | | | |
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| | | | |
| | | | |
| TOTAL | 131,198 | | |

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

Signed  Designation SECRETARY Date 25-11-99