G

COMPANIES FORM No. 88(2) Return of allotments of shares

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

88(2)

Please do not write in this margin

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

(REVISED 1988)

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

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

1. Name of company

Company number

3185450

*	insert full	name
	of compa	nv

* BMG UK LIMITED

2. This section must be completed for all allotments

† distinguish between ordinary preference, etc.

Description of shares †	Ordinary		
A Number allotted	233,334		
B Nominal value of each	£1.00	£	£
C Total amount (if any) paid or due and payable on each share (including premium if any)	£1.00	£	£

§ complete (a) or (b) as appropriate

Date(s) on which the shares	were allotted			
(a) [on 18 NOVEMBER	19 <u>97</u>] §, or		
(b) [from	19	to	19]§
The names and addresses ogiven overleaf	f the allottees a	nd the number o	of shares allotted to each shou	uld be

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 treate Please use percentage	ed as paid up.		
E Consideration for which the shares were allotted		 ·	<u> </u>

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 and reference (if any):

For official Use

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COMPANIES HOUSE 08/05/98

4. Names and addresses of the allottees

Please do not write in this margin

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

Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
Bertelsmann AG	-		
Carl-Bertelsmann Strasse 270			
4830 Gutersloh			
GERMANY	233,334		
1			_
170			
		·	
		•	
-			
		·	
:			
Total	233,334		

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:		‡ Insert Director, Secretary,
For and on behalf of Gray's line Secretaries Limited Signed	Date <u>6.5-</u> 98	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 Cardiff CF4 3UZ

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