

COMPANIES FORM No. 88(2)(Rev 1988)

Return of allotments of shares

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

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)

Company Number

3234	500	

1. Name of company

* insert full name of company

Please complete legibly, preferably

in black type, or bold block lettering

- † distinguish between ordinary preference, etc.

§ complete (a) or (b) as appropriate

*	BRISTOW	AVIATION	HOLDINGS	LIMITED		•

2. This section must be completed for all allotments

Descriptions of sharest	B Ordinary		
A Number allotted	2,248,169		
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	£	£

Date(s) on which the shares were allotted (a) [on 19 DECEMBER 19 96 ____]§, or (b) [from_ ___ to __ 19 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. 100 Please use percentage. E Consideration for which the A US dollar Convertible Ordinary Shares of US\$ 0.00001 in Bristow Helicopter Group Limited with a value equal to £2,248,169

NOTES

- 1. This form should be delivered to the Registrar of Companies within one month of the (first) date of
- 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 companymay 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.

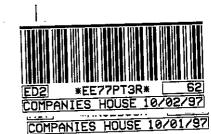
Presentor's name address, telephone number and reference (if any):

Herbert Smith **Exchange House** Primrose Street London EC2A 2HS Tel: 0171 374 8000

Ref: C432

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

lames and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
Please see attached			<u> </u>
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Total			

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:

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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

Signed ___

The Registrar of Companies Companies Registration Office 102 George Street Edinburgh EH2 3DJ Director, Secretary,

Administrator, Administrative Receiver or Receiver

(Scotland) as

appropriate.

2.89

Continuation sheet

BRISTOW AVIATION HOLDINGS

Return of allotments of shares

Names and Addresses	Ordinary Shares Allotted
Morgan Grenfell Development Capital Nominees Limited A/C MGCP 23 Great Winchester Street London	1,006,607
Morgan Nominees (Guernsey) Limited Morgan Grenfell House Lefevre Street St Peter Port Guernsey Channel Islands	75,509
Morgan Grenfell Development Capital Nominees Limited A/C MGDC 23 Great Winchester Street London	134,211
Coal Pension Venture Nominees Limited Pinners Hall 105-108 Old Broad Street London EC2N 1EH	183,015
CINVen Investors Nominees Limited Pinners Hall 105-108 Old Broad Street London EC2N 1EH	1,519
Railway Pension Venture Capital Limited 105-108 Old Broad Street London EC2N 1EH	92,267
Nippon Enterprise Development Corp. JBP OVAL3F 52-2, 5 Chome Jinguamae Shibuya-Ku Tokyo 150 Japan	33,565
Berrylands Nominees Limited 107 Cheapside	90,258

Ordinary Shares Allotted Names and Addresses London EC2V 6DV Commercial Union Life Assurance Co. Limited 25,186 St Helens 1 Undershaft London EC3P 3DQ Commercial Union Nominees Limited 25,186 St Helens 1 Undershaft London EC3P 3DQ Aberdeen City Council 16,758 Superannuation Fund Woodhill House Westburn Road Aberdeen AB9 2LU NatWest Ventures Investments Limited 184,534 Fenchurch Exchange 8 Fenchurch Place London EC3M 4TE Lloyds Bank Nominees Limited 50,323 A/C HUGEF 48 Chiswell Street London EC1V 4XX English and Scottish Investors plc 134,211 Gartmore House 16-18 Monument Street London EC3R 8AJ The Gartmore 1990 Fund 25,186 Gartmore House 16-18 Monument Street London EC3R 8AJ 41,944 Gartmore Enterprise Trust plc Charles Oakley House 125 West Regent Street Glasgow NC Lombard Street Nominees Limited 33,565 x30 account PO Box 348

Names and Addresses	Ordinary Shares Allotted
42 Islington High Street London N1 8X1	
Grant Charles Haggith 22a Abbots Road Abbots Langley Herts. WD5 0AZ	294
Nandraney Devi Haggith 22a Abbots Road Abbots Langley Herts. WD5 0AZ	294
Thomas Henry Postlewaite Vinnicks Cottage Pill Hill Highclere Newbury Berkshire RG15 9SA	196
Noreen Josephine Postlewaite Vinnicks Cottage Pill Hill Highclere Newbury Berkshire RG15 9SA	196
David Charles Bays 15 Woodhall Avenue Pinner Middlesex HA5 3DY	539
Patricia May Bays 15 Woodhall Avenue Pinner Middlesex HA5 3DY	539
TOTAL	2,248,169