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

### Return of allotments of shares

# 88(2)

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

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

**(REVISED 1988)**

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

Please do not  
write in this  
margin

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

Company Number

3234500

#### 1. Name of company

\* insert full name  
of company

\* **BRISTOW AVIATION HOLDINGS LIMITED**

#### 2. This section must be completed for all allotments

† distinguish  
between  
ordinary  
preference, etc.

Descriptions of sharest	B Ordinary		
A Number allotted	2,027,179		
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 \_\_\_\_\_ 19 \_\_\_\_\_ to \_\_\_\_\_ 19 \_\_\_\_\_] \$

The names and addresses of the allottees and the number of shares allotted to each should be given overleaf

§ complete  
(a) or (b) as  
appropriate

#### 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. Please use percentage.	100		
E Consideration for which the shares were allotted <b>B US \$ Convertible Ordinary Shares of US \$0.00001</b> <b>in Bristow Helicopter Group Limited with a value of £2,027,179.</b>			

#### 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)).

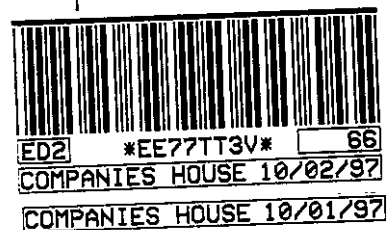
3. Details of bonus issues should be included only in section 2.

Presentor's name address, 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



## 50

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

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:

Date 19/12/96

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

**The Registrar of Companies  
Companies Registration Office  
102 George Street  
Edinburgh  
EH2 3DJ**