

G**Return of allotments of shares****88(2)**

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

Please do not
write in this
marginPlease complete
legibly, preferably
in black type, or
bold block lettering*Insert full name
of company† Distinguish
between
ordinary,
preference, etc.§ Complete
(a) or (b) as
appropriate**(REVISED 1988)**This form replaces forms
PUC2, PUC3 and 88(2)To the Registrar of Companies (address overleaf)
(see note 1)**FOR INFORMATION ONLY**
This document has not been registered
having been referred to L.R.

Company number

3279820

1. Name of company

* P&O Nedlloyd Container Line Limited

2. This section must be completed for all allotments

Description of shares †	A Shares	B Shares	
A Number allotted	800,000	100,000	
B Nominal value of each	£ US\$1	£ US\$1	£
C Total amount (if any) paid or due and payable on each share (including premium if any)	£ US\$1	£ US\$1	£

Date(s) on which the shares were allotted

- (a) [on 20 December 19 96] s, or
(unconditional on 31 December 1996)
- (b) ~~from~~XX \$

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. Please use percentage.	100%		
E Consideration for which the shares were allotted The 100,000 B Shares for cash 275,000 A Shares for cash 525,000 A Shares were allotted in consideration for the entire share capital of P&O Nedlloyd Holding BV (a Dutch company)			

Notes

- This form should be delivered to the Registrar of Companies within one month of the (first) date of allotment.
- 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 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)).
- Details of bonus issues should be included only in section 2.

Presenter's name, address,
telephone number and reference
(if any):Freshfields (MPN-J/MN)
65 Fleet Street
London EC4Y 1HS
DX 23 LONDON

For official use



Please do not
write in the
margin

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

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having been referred to I.R.

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

Design

Secretary

Date 17.01.97

Companies registered in Scotland
should deliver this form to:-

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