

Return of allotments of shares

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

(REVISED 1988)**This form replaces forms
PUC2, PUC3 and 88(2)**To the Registrar of Companies **(address overleaf)**
(See note 1)**AMENDING RETURN OF
ALLOTMENTS DATED 19.12.96**

Company number

3280170

1. Name of Company

* **DIGITAL PROJECTION INTERNATIONAL PLC**

2. This section must be completed for all allotments

Description of shares †		"A" ORD	
A Number allotted		400,000	
B Nominal value of each	£	£ 0.10	£
C Total amount (if any) paid or due and payable on each share (including premium if any)	£	£ 0.75	£

Date(s) on which the shares were allotted

(a) [on 19 December 19 96] \$, or

(b) [from xxxxxxxxxxxxxxxxxxxx 19 xx to xxxxxxxxxxxxxxxxxxxx 19 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.	N/A		
E Consideration for which the shares were allotted	N/A		

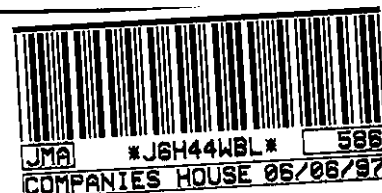
Notes

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):

Garretts
Bank House
9 Charlotte Street
Manchester
M1 4EU
DX: 14349 Manchester 1
0161 228 0707
IWB/CR

For official use

**G**Please do not
write in this
margin

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Please 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

4. Names and addresses of allottees

Please do not
write in the
margin

Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
3i Group plc 91 Waterloo Road, London, SE1 8XP			191,000 A Ordinary
Phildrew Nominees Ltd (PDV8 Account) 14 Finsbury Square, London, EC2A 1PD			97,996 A Ordinary
Phildrew Nominees Ltd (PDV8 Account) 14 Finsbury Square, London, EC2A 1PD			67,920 A Ordinary
Phildrew Nominees Ltd (PDV8 Account) 14 Finsbury Square, London, EC2A 1PD			17,861 A Ordinary
Phildrew Nominees Ltd (PDV8 Account) 14 Finsbury Square, London, EC2A 1PD			7,223 A Ordinary
Richard Raworth 7 St Georges Road, St Margarets, Twickenham, Middlesex, TW1 1QS			18,000 A Ordinary
Total			400,000

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:

‡ Insert director,
secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed J. Humphreys Designation Secretary Date 6.5.97

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

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