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Please do not
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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

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)

Company Number

3302461

1. Name of company

* PRAXIS SOFTWARE ENGINEERING LIMITED

2. This section must be completed for all allotments

Descriptions of shares†	10p Ord		
A Number allotted	10321472		
B Nominal value of each	£0.10	£	£
C Total amount (if any) paid or due and payable on each share (including premium if any)	£0.10	£	£

Date(s) on which the shares were allotted

(a) [on 25th February 19 97]§, 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

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	Acquisition of the entire issued share capital of Praxis PLC		

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)).

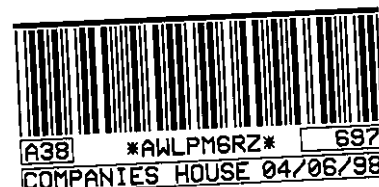
3. Details of bonus issues should be included only in section 2.

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

Deloitte & Touche
Hill House
1 Little New Street
London, EC4A 3TR
0171-303 3845 Ref Co.Sec/Smith

For official use

Post room



4. Names and addresses of the allottees

Please do not
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legibly, preferably in
black type, or bold
block lettering**

[illegible]

Where the space given on the form is inadequate, continuation sheets should be used and the number of sheets attached should be indicated in the box opposite:

Signed [Signature] Designation: Secretary Date 27/6/97

‡ Insert,
Director,
Secretary,
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
Maindy
Cardiff
CF4 3UZ**

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

Company Number: 3302461

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