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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)

(REVISED 1988)**This form replaces forms
PUC2, PUC3 and 88(2)**Please do not
write in this
margin

CHA 116

Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies (**address overleaf**)
(See note 1)

Company number

3401800

1. Name of Company

* Insert full name
of company

* Andaris Group Limited

2. This section must be completed for all allotments

† Distinguish
between
ordinary,
preference, etc.

Description of shares †	'A' Ordinary	'B' Ordinary	
A Number allotted	3,896,998	10,239,700	
B Nominal value of each	£ 50p	£50p	£
C Total amount (if any) paid or due and payable on each share (including premium if any)	£ £1	££1	£

§ Complete
(a) or (b) as
appropriate

Date(s) on which the shares were allotted

(a) [on 18 December 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%	100%	
E Consideration for which the shares were allotted	The transfer to the Company of shares in Andaris Limited		

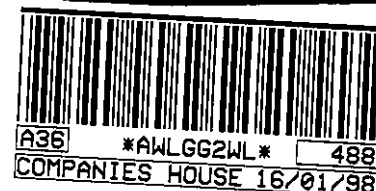
Notes

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):Shoosmiths & Harrison
Lock House
Castle Meadow Road
Nottingham NG2 1AG

RBC DJM

For official use



4. Names and addresses of allottees

Please do not write in the margin

Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
David Heath The Old Rectory Car Colston Road Screveton, Nottingham NG30 8JL	25,712 'A'		
Richard Johnson 15 Cambridge Road West Bridgford, Nottingham NG2 5NA	3,214 'A'		
Sandra Wood 15 Broomfield Lane Farnsfield, Newark Nottinghamshire NG22 8NQ	126,000 'A'		
Ballard Limited 12 Finch Road Douglas, Isle of Man	3,182,143 'A'		
Crosspool Limited 12 Finch Road (as above)	253,929 'A'		
Susan Heath The Old Rectory (as above)	3,214 'A'		
Upperton Limited 12 Finch Road (as above)	302,786 'A'		
Gist-brocades International BV Wateringsweg 2611XT Delft The Netherlands	10,239,700 'B'		
Total	14,136,698		

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 X. Wood Designation † Director Secretary Date 8/1/58

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