

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

Company number

3486675

1. Name of company

* PHOQUS LIMITED

2. This section must be completed for all allotments

Description of shares †	Pref.	'A' Ord.	'C' Ord.
A Number allotted	280,000	62,500	15,000
B Nominal value of each	£ 1.00	£ 0.01	£ 0.01
C Total amount (if any) paid or due and payable on each share (including premium if any)	£ 1.00	£ 6.72	£ 0.01

Date(s) on which the shares were allotted

(a) [on 24-01 1999] , 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)

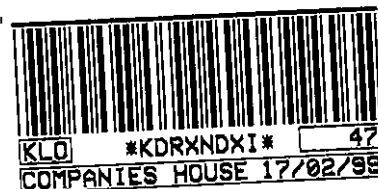
D Extent to which each share is to be treated as paid up. Please use percentage.			
E Consideration for which the shares were allotted			

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 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):Gouldens
22 Tudor Street
London
Ref: ACG/744608
DX 67 London/Chancery

For official use

Please do not
write in this
marginPlease complete
legibly, preferably
in black type, or
old block letteringInsert full name
of company† Distinguish
between
ordinary,
preference, etc.Complete
(a) or (b) as
appropriate

4. Names and addresses of the allottees

Please do not
write in the
margin

Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
Advent Private Equity Fund II A	17,610	78,893	
25 Buckingham Gate			
London SW1E 6LD			
Advent Private Equity Fund II B			
25 Buckingham Gate	10,815	48,451	
London SW1E 6LD			
Advent Private Equity Fund II C			
25 Buckingham Gate	9,075	40,656	
London SW1E 6LD			
3i Group plc			
91 Waterloo Road	25,000	112,000	
London SE1 8XP			
Colorcon Limited			
Flagship House			15,000
Victory Way, Crossways, Dartford			
Kent DA2 6DQ			
Total	62,500	280,000	15,000

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

Designation†

Date 29-01-1999

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

Page 2

OYEZ

The Solicitors' Law Stationery Society Ltd., Oyez House, 7 Spa Road, London SE16 3QQ.
© Crown copyright (ref: CHA/1)

1988 Edition
10.91