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COMPANIES FORM NO. 88(2)(Rev 1988)

Return of allotments of shares

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

88(2)

(REVISED 1988)

This form replaces forms
PUC2, PUC3 and 88(2)

Please do not
write in this margin

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

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

Company number

3517200

1. Name of company

* insert full name of
company

VICKERS plc

2. This section must be completed for allotments

p distinguish
between ordinary
preference, etc.

Description of shares p	ORDINARY	ORDINARY	ORDINARY
	1405	603	461
A Number allotted			
B Nominal value of each	£0.25	£0.25	£0.25
C Total amount (if any) paid or due and payable on each share (including premium if any)	£1.116	£1.1389	£1.1384

Date(s) on which the shares were allotted

□ complete
(a) or (b) as
appropriate

(a) [on 3rd November 1998] □, 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)

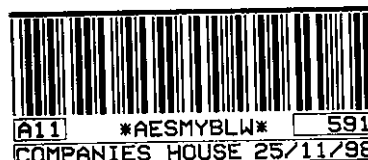
D Extent to which each share is to be treated as paid up. Please use percentage.			
E Consideration of which the shares were allotted			

NOTES

1. This forms 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):

For official use



Please do not write
in the margin

[illegible]

[Signature]

DEPUTY
SECRETARY

23/11/98

The Registrar of Companies
Companies House
100-102 George Street
Edinburgh
EH2 3DJ