



AMENDING

88(2)

Return of Allotment of Shares

Please complete in typescript, or
in bold black capitals.

CHWP000

Company Number

4067993

Company name in full

ERM HOLDINGS LIMITED

Shares allotted (including bonus shares):

Date or period during which
shares were allotted

(If shares were allotted on one date
enter that date in the "from" box)

From

To

Day Month Year

Day Month Year

2 9 1 0 2 0 0 2

0 4 1 1 2 0 0 2

Class of shares

(ordinary or preference etc)

A ORDINARY

B ORDINARY

Number allotted

100

10265

Nominal value of each share

\$0.10

\$0.01

Amount (if any) paid or due on each
share (including any share premium)

~~\$10.0~~

~~\$102.65~~ 102.65

List the names and addresses of the allottees and the number of shares allotted to each overleaf

If the allotted shares are fully or partly paid up otherwise than in cash please state:

% that each share is to be
treated as paid up

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Consideration for which
the shares were allotted

(This information must be supported by
the duly stamped contract or by the duly
stamped particulars on Form 88(3) if the
contract is not in writing)

When you have completed and signed the form send it to
the Registrar of Companies at:

Companies House, Crown Way, Cardiff CF14 3UZ
For companies registered in England and Wales

DX 33050 Cardiff

Companies House, 37 Castle Terrace, Edinburgh EH1 2EB
For companies registered in Scotland

DX 235
Edinburgh



Names and addresses of the allottees (List joint share allotments consecutively)

Shareholder details		Shares and share class allotted	
Name SEE ATTACHED Address UK Postcode L L L L L L L		Class of shares allotted 	Number allotted
Name Address UK Postcode L L L L L L L		Class of shares allotted 	Number allotted
Name Address UK Postcode L L L L L L L		Class of shares allotted 	Number allotted
Name Address UK Postcode L L L L L L L		Class of shares allotted 	Number allotted
Name Address UK Postcode L L L L L L L		Class of shares allotted 	Number allotted

Please enter the number of continuation sheets (if any) attached to this form

Signed  Date 4/11/02

~~Director / secretary / administrator / administrative receiver / receiver manager / receiver~~

Please delete as appropriate

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

SVEND LITTAUER,	
8 CAVENDISH SQUARE,	
LONDON, W1G	Tel 02074657363
DX number	DX exchange

ERM Holdings Limited 4067993

Name	Address	Class of share	Number allotted
3i Nominees Limited	91 Waterloo Road, London SE1 8XP, United Kingdom	B Ordinary	6,672
3i EF3 Nominees A Limited (a/c 3i Europartners III A LP)	91 Waterloo Road, London SE1 8XP, United Kingdom	B Ordinary	1,486
3i EF3 Nominees B Limited (a/c 3i Europartners III B LP)	91 Waterloo Road, London SE1 8XP, United Kingdom	B Ordinary	567
3i PLVLP Nominees Limited (a/c 3i Parallel Ventures LP)	91 Waterloo Road, London SE1 8XP, United Kingdom	B Ordinary	1,463
3i PLVLP Nominees Limited (a/c 3i Parallel Ventures (No.2) Co-investment Plan)	91 Waterloo Road, London SE1 8XP, United Kingdom	B Ordinary	77
Total 29 October 2002			

Power	Carol	25 Clarendon rd, High Wycombe, Bucks, HP13 7AR, United Kingdom	A Ordinary	100
Total 4 November 2002				