

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

Return of allotments of shares

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

(REVISED 1988)

Company number

.393*5*

This form replaces forms PUC2, PUC3 and 88(2) To the Registrar of Companies (address overleaf) (see note 1)

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I. Name of company		·
· PENTLAND	GROUP	PLC

insert full name of company

distinguish between ordinary

preference, etc.

i complete (a) or (b) as appropriate

2. This section must be completed for all allotments		
Description of shares 1	ORDINARY	
A Number allotted	33,461	
B Nominal value of each	£0.25 £	£
C Total amount (if any) paid or due and payable on	E.7037 AVERAGE	£

Date(s) on which the shares were allotted 5 DECEMBER 19 96 15, or The names and addresses of the allottees and the number of shares allotted to each should be given overleaf

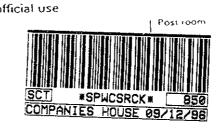
3. If the allotment is wholly or partly other than for cash the following information must be given (see notes 2 & 3)

D Extent to which each share is to be treate	d as paid up.		
Please use percentage.		 	
E Consideration for which the shares were allotted		 	
3		 	

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 | For official use number and reference (if any):





4. Names and addresses of the allottees

Cardiff

CF4 3UZ

Please do not write in the margin

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

Names and Addresses	Number of shares allotted			
<u>-</u>	Ordinary	Preference	Other	
All allatments of 25 p				
All allatments of 25 p				
SEE ATTACHES SHEET				
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		4		
	<u> </u>			
	 			
7744				
Total	33,46	/		

Total	33,461		
Where the space given on this form is inadequate, sheets should be used and the number of sheets a be indicated in the box opposite: Signed Designation F	attached should I Insert Director. Secretary. Administrator. Administrative		
Companies registered in England and Wales or Wales should deliver this form to:-	Companies registered in Scotland should deliver this form to:-		
The Chief Executive and Registrar of Companies Companies House	The Registrar of Companies Companies House		

100-102 George Street

Edinburgh EH2 3DJ

SHARES ALLOTTED ON EXERCISE OF OPTIONS

5TH DECEMBER 1996

Name & Address	# Shares	Option Price	Consideration
Savings-Related Share Option	n Scheme		
Angela Palmer 123 The Ridgeway Enfield Middx EN2 8NH	3,461	65p	£ 2,249.65
Executive Share Option Scho	eme		
Derek Michael Romp The Post House High Street Cuckfield West Sussex: RH17 5JU	30,000	71p	£121,300.00
TOTAL	33,461	·	£123,549.65