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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
marginTo the Registrar of Companies (address overleaf)
(see note 1)Please complete
legibly, preferably
in black type, or
bold block lettering

Company number

157875

1. Name of company

* insert full name
of company

* EDINBURGH FUND MANAGERS GROUP PLC

2. This section must be completed for all allotments

† distinguish
between
ordinary
preference, etc.

Description of shares †	ORDINARY	ORDINARY	
A Number allotted	2,490	893	
B Nominal value of each	£ 0.05	£ 0.05	£
C Total amount (if any) paid or due and payable on each share (including premium if any)	£ 4.60	£ 5.80	£

§ complete
(a) or (b) as
appropriate

Date(s) on which the shares were allotted

(a) [on 22 MAY 19 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 for which the shares were allotted	N/A		

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):LYNN MATHEWSON
EDINBURGH FUND MANAGERS PLC
DONALDSON HOUSE
97 HAYMARKET TERRACE
EDINBURGH
EH12 5HD

For official use



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4. Names and addresses of the allottees

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		
	Ordinary	Preference	Other
ROBERT ALAN CHAM			
9 MILLERFIELD PLACE	1383		
EDINBURGH			
EH9 1LW			
DOUGLAS KEITH CLARK	2,000		
HENDERSON			
98 NAPIER ROAD			
EDINBURGH EH10 5AZ			
Total	3,383		

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:

Signed Catharine C. Smith Designation SECRETARY Date 1/6/98

‡ Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

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
Cardiff
CF4 3UZ

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