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COMPANIES FORM No. 88(3)

**Particulars of a contract
relating to shares allotted
as fully or partly paid up
otherwise than in cash****88(3)**

Pursuant to section 88(3) of the Companies Act 1985

Please do not
write in
this margin**Note: This form is only for use when the contract
has not been reduced to writing**Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies
(Address overleaf)

For official use

Company number

Please do not
write in the space
below. For Inland
Revenue use only

[] [] [] []

3141826

The particulars must be stamped with the same stamp duty as would have been payable if the contract had been reduced to writing. A reduced rate of ad valorem duty may be available if this form is properly certified at the appropriate amount.

Name of company

* insert full name
of company

* GAIA TECHNOLOGIES PLC

gives the following particulars of a contract which has not been reduced to writing

1 The number of shares allotted as fully or
partly paid up otherwise than in cash

1500 000

2 The nominal value of each such share

£ — 05

3a The amount of such nominal value to be considered
as paid up on each share otherwise than in cash

£ — 05

b The value of each share allotted
i.e. the nominal value and any premium

£

c The amount to be considered
as paid up in respect of b

£

4 If the consideration for the allotment of such
shares is services, or any consideration other
than that mentioned below in 8, state the
nature and amount of such consideration,
and the number of shares allottedPresentor's name address and
reference (if any):HUGHES PARRY & CO
121 HIGH ST
BANGOR
GWYNEDD
LL57 1NT

For official Use

Capital Section

Post room

A26
COMPANIES HOUSEA31
COMPANIES HOUSE

0562

07/12/02

0606

19/11/02

5 If the allotment is a bonus issue, state the amount of reserves capitalised in respect of this issue	£ 75,000	—
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6 If the allotment is made in consideration of the release of a debt, e.g., a director's loan account, state the amount released	£	
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7 If the allotment is made in connection with the conversion of loan stock, state the amount of stock converted in respect of this issue	£	
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8 If the allotment is made in satisfaction or part satisfaction of the purchase price of property, give below:		
a brief description of property:		
b full particulars of the manner in which the purchase price is to be satisfied	£	p
Amount of consideration payable in cash or bills		
Amount of consideration payable in debentures, etc.....		
Amount of consideration payable in shares		
<i>Liabilities of the vendor assumed by the purchaser:</i>		
Amounts due on mortgages of freeholds and/or leaseholds including interest to date of sale		
Hire purchase etc debts in respect of goods acquired ...		
Other liabilities of the vendor,.....		
Any other consideration		

- Where such properties are sold subject to mortgage, the gross value should be shown

Legal estates in freehold property and fixed plant and machinery and other fixtures thereon*	.....
Legal estates in leasehold property*	.....
Fixed plant and machinery on leasehold property (including tenants', trade and other fixtures)	.....
Equitable interests in freehold or leasehold property*	.....
Loose plant and machinery, stock-in-trade and other chattels (plant and machinery should not be included under this head unless it was in actual state of severance on the date of the sale)	.....
Goods, wares and merchandise subject to hire purchase or other agreements (written down value)	.....
Goodwill and benefit of contracts	.....
Patents, designs, trademarks, licences, copyrights, etc.	.....
Book and other debts	.....
Cash in hand and at bank on current account, bills, notes, etc	.....
Cash on deposit at bank or elsewhere	.....
Shares, debentures and other investments	.....
Other property	.....

f

Signed K. Arun Kumar Designation: SECRETARY Date 02/12/02

Certificate of values

It is certified that the transaction effected by the contract does not form part of a larger transaction or series of transactions in respect of which the amount or value, or aggregate amount or value, of the consideration exceeds £

~~1. $\frac{1}{2}$~~

Signed

Date _____

Signed

K. Tavaras (SECRETARY) Date 25/9/02

2/314--318