'Laserform' Package:

88	3(2)
Return of A	llotment	of Shares

by Laserform International Ltd.		00(2
Please complete in typescript, or in bold black capitals. [CHFP025]		Return of Allotment of Shar
Company Number	3207774	
Company name in full	LucasVarity Limited	
Shares allotted (including bo	•	
Date or period during which	From	To
shares were allotted	Day Month Year	Day Month Year
(If shares were allotted on one date enter that date in the "from" box)	2 8 1 0 2 0 0 2	
Class of shares (ordinary or preference etc)	Ordinary	
Number allotted	8,008,104,040	
Nominal value of each share	25p	
Amount (if any) paid or due on each share (including any share premium)	25p	
List the names and addresses of the al	iottees and the number of shares aliotted to ea	ch 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

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)

100% of par

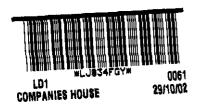
Bonus issue out of the capitalisation of £1,721,334,739 standing to the credit of the

merger reserve of the Company and £280,691,271 standing to the credit of the share premium account

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

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff For companies registered in England and Wales

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB DX 235 Edinburgh For companies registered in Scotland



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

Shareholder details		Shares and share	Shares and share class allotted	
Name		Class of shares allotted	Number allotted	
TRW Automotive UK Limited		-		
Address	1 - 2 2		0000104040	
Stratford Road, Shirley, Soli	hull, West Midlands,	Ordinary	8008104040	
		_		
UK Po	ostcode B 9 0 _ 4 L A	\ \	- L <u></u>	
Name		Class of shares allotted	Number allotted	
Address				
			- L	
UK P	ostcode		- \	
Name		Class of shares allotted	Number allotted	
Address				
1	- J- MI			
UK P	rostcode			
Name		Class of shares allotted	Number allotted	
Address		_		
UK P	Postcode	\ \	<u> </u>	
Name		Class of shares allotted	Number allotted	
Address				
		_		
UKI	Postcode			
Discrete state the number of continue	ation about (if any) attached to this fo		7	
riease enter the number of continue	ation sheets (if any) attached to this fo	0		
a		Pate 28 October	2002	
A director / secretary / administrator / ad	dministrative receiver / receiver manager / re		e 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.	Allen & Overy	Allen & Overy		
	One New Change, London	One New Change, London EC4M 9QQ		
	CO:977777.1 10.2.6	CO:977777.1 10.2.6 Tel 020 7330 3000		
. Lasorform International 02/00	DX number DX73	DX exchange		