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COMPANIES FORM No. 88(2) Return of allotments of shares

88(2)

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

Please do not
write in
this margin

To the Registrar of Companies (address overleaf)
(see note 1)

(REVISED 1988)

This form replaces forms
PUC2, PUC3 and 88(2)

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

Company number

3207774

1. Name of company

* insert full name
of company

* LucasVarity Limited

2. This section must be completed for all allotments

† distinguish
between
ordinary
preference, etc.

Description of shares †	ORD	ORD	ORD
A Number allotted	8,127	—	—
B Nominal value of each	£ 0.25	£ 0.25	£ 0.25
C Total amount (if any) paid or due and payable on each share (including premium if any)	£ 0.8363	£ —	£ —

§ complete
(a) or (b) as
appropriate

Date(s) on which the shares were allotted

(a) [on 29 November 1999] \$, 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			

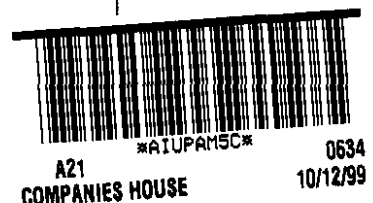
NOTES

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 and
reference (if any) :

Miss S D Windridge
LucasVarity Limited
46 Park Street
London W1Y 4DJ

For official Use



Please do not
write in
this margin

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

Signed Dariusz Burszt Designation Company Secretary Date 01.12.99

Companies registered in Scotland
should deliver this form to:-

The Registrar of Companies
Companies House
37 Castle Terrace
Edinburgh
EH1 2EB

TITLE	FORENAMES	SURNAME	ADD1	ADD2	ADD3	ADD4	POSTCODE	NO OF SHARES
Mr	Barrie G	Barker	29 Cuckoo Lane	Hamwell	LONDON	W7 3EY		2709
Mr	David J	Friday	40 St Helens Road	SOLIHULL	West Midlands	B91 2DA		5418
Total:								8,127

