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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)

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

3234176

1. Name of company

* insert full name
of company

* ROYALBLUE GROUP PLC

2. This section must be completed for all allotments

† distinguish
between
ordinary
preference, etc.

Description of shares †	ORDINARY		
A Number allotted	21,997,794		
B Nominal value of each	£ 0.10	£	£
C Total amount (if any) paid or due and payable on each share (including premium if any)	£ NIL	£	£

§ complete
(a) or (b) as
appropriate

Date(s) on which the shares were allotted

(a) [on 2 JUNE 19 97] \$, 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.	100%		
E Consideration for which the shares were allotted	BONUS ISSUE FROM SHARE PREMIUM		

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):

For official use

Post room



4. Names and addresses of the allottees

Please do not
write in
this margin

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

[illegible]

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:

3

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

Signed [Signature] Designation DIRECTOR Date 2/1/97

Companies registered in England and Wales
or Wales should deliver this form to:-

The Registrar of Companies
Companies House
Crown Way
Cardiff
CF4 3UZ

Companies registered in Scotland
should deliver this form to:-

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

Name	Address	Number of Ordinary Shares Allotted
S Akers	Oak Tree Cottage, Ford Road, Bisley Woking GU24 9EJ	10,881
C M Amies	Manor House, Docking, Kings Lynn, Norfolk PE31 8WA	36,582
C Aspinwall	6 Hereward Avenue, Purley, Surrey CR8 2NN	671,463
Janet Elizabeth Aspinwall (as Trustee of First Aspinwall Settlement)	6 Hereward Avenue, Purley, Surrey CR8 2NN	78,000
Janet Elizabeth Aspinwall (as Trustee of Second Aspinwall Settlement)		78,000
Janet Elizabeth Aspinwall (as Trustee of Third Aspinwall Settlement)		78,000
Barclays Nominees (Branches) Ltd	4 George Yard, Lombard Street London EC3P 3AH	4,597,320
L Barrow	The Hall, Hartley Grange, Grange Lane, Hartley Wintney, Hants RG27 8HH	390,039
S Brown	7 Berkeley Crescent, Frimley Camberley, Surrey GU16 5YN+C116	35,100
A Dawson	112 Potters Lane, Send, Woking, Surrey GU23 7AL	129,948
K Hamer	27 The Paddock, Godalming, Surrey GU7 1XD	1,460,238
K Hamer (account Elise Hamer #1)		3,081
K Hamer (account Rupert Hamer #1)		3,081
K Hamer (account Lyndon Hamer #1)		3,081
K Hamer (account Araminta Hamer #1)		3,081
K Hamer (account Elise Hamer #2)		10,569
K Hamer (account Rupert Hamer #2)		10,569
K Hamer (account Lyndon Hamer #2)		10,569
K Hamer (account Araminta Hamer #2)		10,569
JR Hamer & KL Hamer IIPT Trust		336,531
JR Hamer		4,563
Harry Ferguson Holdings Limited	c/o GNI Limited, Cannon Bridge, 25 Dowgate Hill, London EC4R 2GN	207,870
P Hudleston	c/o Ivory Stewart, 45 Charlotte Square, Edinburgh EH2 4HW	14,430
3i plc	91 Waterloo Road, London SE1 8XP	3,276,000
3i Smaller Quoted Companies Trust plc	91 Waterloo Road, London SE1 8XP	
K Langran	6 Alloway Close, St Johns, Woking GU21 3HY	21,762
D Mackenzie	8 Links Way, Croxley Green, Herts WD3 3RQ	187,122
C Malpass	Bindon House, Monkton Lane Farnham, Surrey GU9 9AA	36,231

Name	Address	Number of Ordinary Shares Allotted
Lady L Le Marchant	c/o Stewart Ivory , 45 Charlotte Square, Edinburgh EH2 4HW	92,040
G McCaldin	c/o Stewart Ivory, 45 Charlotte Square, Edinburgh EH2 4HW	14,430
C McLaren	31 Forest Dean, Fleet, Hants GU13 8TT	803,868
A Medland-Slater	Rhossili, Salisbury Terrace, Mytchett, Camberley GU16 6DB	128,310
A Moulang	26 Sandford Down, Bracknell Berks RG12 9YS	39,585
Natwest Alliance Nominees Limited Account RTH	Juno Court, 24 Prescott Street London E1 8BB	8,190
NCL (Nominees) Limited M50077B	Bartlett House, 9-12 Basinghall Street, London EC2V 5NS	780
NCL (Nominees) Limited S50417J		8,190
NCL (Nominees) Limited H50459C		14,040
NCL (Nominees) Limited L50118E		8,190
NCL (Nominees) Limited C50074C		8,190
K Newman	8 Westgate Road, South Norwood, London SE25 4LZ	42,432
A Nokes	12 Seymour Drive, Camberley Surrey GU15 1LE	25,350
V Ridgway	23 Broadmead Avenue, Worcester Park Surrey KT4 7SW	28,977
Royal Skandia	Skandia House, Finch Road, Douglas, Isle of Man IM99 1NU	390,039
Claire Scanlan	Ivel Cottage, 9a Worple Road, Epsom Surrey KT18 5EW	54,327
SEFTA Trustees Limited ref 047	The Courtyard, 12 Hill Street, St Helier, Jersey JE2 4UB, Channel Islands	195,000
The Hon C Sharples	72 Elm Park Road, London SW3 6AU	3,900,429
M Stephens	35a White Rose Lane, Woking, Surrey GU22 7JY	121,797
P Stephens	35a White Rose Lane, Woking, Surrey GU22 7JY	17,550
The Stephens Trust	35a White Rose Lane, Woking, Surrey GU22 7JY	19,500

Name	Address	Number of Ordinary Shares Allotted
D Taylor	c/o ICV Limited, Pellipar House 9 Cloak Lane, London EC4R 2RU	3,327,948
Jennifer Caroline Taylor	5 Old Pasture Road, Frimley, Camberley GU16 5SA	48,750
S Taylor	5 Old Pasture Road, Frimley, Camberley GU16 5SA	48,750
Technical Investments Holding SA	c/o Darier Hentsch & Cie 4 Rue de Saussure, 1204 Geneva	207,870
Trustees of the DA Taylor SSAS	c/o Wolanski & Co Trustees Limited, New Garden House, 78 Hatton Garden London EC1N 8JR	572,013
Michael A Varet, as Trustee of the Leon H Liebman Express Profit Sharing Plan	c/o Michael A Varet, Piper & Marbury LLP, 1251 Avenue of the Americas, New York 10020	137,592
Michael A Varet, as Trustee of the Leon H Liebman Express Money Purchase Plan	c/o Michael A Varet, Piper & Marbury LLP, 1251 Avenue of the Americas, New York 10020	28,977
Total		21,997,794