

02-04-98

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

24869

1. Name of company

* Insert full name
of company

* ECCLESIASTICAL INSURANCE OFFICE plc

2. This section must be completed for all allotments

† Distinguish
between
ordinary,
preference, etc.

Description of shares +	8.625% non-cumulative irredeemable	preference	shares
A Number allotted	1,991,628		
B Nominal value of each	£ 1.00	£	£
C Total amount (if any) paid or due and payable on each share (including premium if any)	£ 1.00	£	£

Date(s) on which the shares were allotted

§ Complete
(a) or (b) as
appropriate

(a) (on 11th December 1997) 1 £, 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.

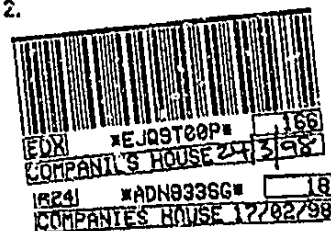
E Consideration for which the shares were allotted

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 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.

Presenter's name, address,
telephone number and reference
(if any):Speechly Bircham
Bouverie House
154 Fleet Street EC4A 2HX
DX 54 LONDON

For official use



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4. Names and addresses of the allottees

Please do not
write in the
margin

Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
Ecclesiastical Insurance Group plc <i>BEAUFORT HOUSE</i> <i>BRUNSWICK ROAD</i> <i>GLoucester</i> <i>GL1 1J2</i>		1,991,628	
Total		1,991,628	

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

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 *[Signature]* Secretary
[Signature] Designation

Date 12/2/98

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

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

Companies registered in Scotland
should deliver this form to:-

The Registrar of Companies
Companies Registration Office
102 George Street
Edinburgh
EH2 3DJ

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