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Please do not write in this margin

COMPANIES FORM No. 88(2)(Rev 1988)

Return of allotments of shares Pursuant to section

88(2) of the Companies Act 1985 (the Act)



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

(**REVISED 1988**)

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

29423

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

*insert full name of company

† distinguish between ordinary preference, etc

1. Name of company

*WHITBREAD PLC	 	

2. This section must be completed for all allotments

Description of shares †	Ordinary	
A Number allotted	830	
B Nominal value of each	25p	
C Total amount (if any) paid or due and payable on each share (including premium if any)	£5·86	

§ complete (a) or (b) as appropriate

13-1-6-3		1.1.1.	41	-1		allotted
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Daio	, 011	AATTICAL		Jiiai vs	*****	anoucc

- 5 · 2 0 0] §, or (a)
- 1 § (b)

The names and addresses of the allottees and the number of shares allotted to each should be given overleaf

If the allotment is wholly or partly other than for cash the following information must be given (see notes 2 & 3)

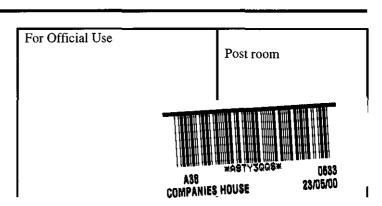
- D Extent to which each share is to be treated as paid up. Please use percentage.
- E Consideration for which the shares were allotted

NOTES

- 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): S/SAVE/GA/X3688

Lloyds TSB Registrars The Causeway Worthing West Sussex BN99 6DA



4. Names and addresses of the allottees

Names and Addresses	Number of sh	Please do not write in margin.		
	Ordinary	Preference	Other	Please complete legit preferably in black ty bold block lettering
WHITBREAD QUEST TRUSTEE LIMITED CHISWELL STREET LONDON EC1Y 4SD	830			
		<u>,</u>		
		3		
			5.0	
Total	830			_

do not write in the complete legibly, bly in black type, or

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

appropriate

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

Designation ¶

Date 19-5-00

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

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

Companies registered in Scotland should deliver this form to:-

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