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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
margin

CHA 116

Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies (address overleaf)
(See note 1)*Bulk Ltd*

Company number

169249

1. Name of Company

* API GROUP plc

* Insert full name
of company

2. This section must be completed for all allotments

† Distinguish
between
ordinary
preference, etc.

Description of shares †	Ordinary		
A Number allotted	5,636,146		
B Nominal value of each	£ 0.25	£	£
C Total amount (if any) paid or due and payable on each share (including premium if any)	£ 5.65	£	£

Date(s) on which the shares were allotted

(a) [on 8 March 19 98] \$, or

(b) [from xxxxxxxxxxxxxxxxxxxxxx 19 xx to xxxxxxxxxxxxxxxxxxxxxx 19 xx] \$

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

§ Complete
(a) or (b) as
appropriate3. If the allotment is wholly or partly other than for cash the following information must be given
(see notes 2 & 3)

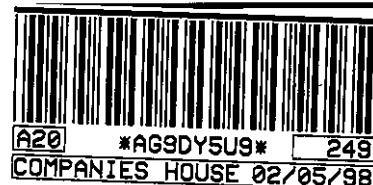
D Extent to which each share is to be treated as paid up. Please use percentage.			
E Consideration for which the shares were allotted			

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, telephone
number and reference (if any):Addleshaw Booth & Co
100 Barbirolli Square
Manchester
M2 3AB
REF: MYD\MYD0600.LFD
MDX 14301 Manchester
0161 934 6000

For official use



Please do not
write in the
margin

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

† Insert director, secretary, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

Date 1.5.98

Companies registered in Scotland
should deliver this form to:-

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