



Return of allotments of shares

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

88(2)

(REVISED 1988)

This form replaces forms
PUC2, PUC3 and 88(2)Please do not
write in this
marginPlease complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies (address overleaf)
(see Note 1)

Company number

951043

Insert full name
of company

1. Name of company

MERCURY ASSET MANAGEMENT GROUP LTD

* Distinguish
between
ordinary,
preference etc

2. This section must be completed for all allotments

Description of shares *	ORDINARY	ORDINARY	ORDINARY
A. Number allotted	11,250	8,250	45,000
B. Nominal value of each	£ 0.05p	£ 0.05p	£ 0.05p
C. Total amount (if any) paid or due and payable on each share (including premium if any)	£ 0.996p	£ 1.20p	£ 1.428p

complete (a) or (b)
as appropriate

Date(s) on which the shares were allotted

(a) [on _____] or

(b) [from 7 NOVEMBER 1997 to 23 JANUARY 1998]

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. (Notes 2 & 3)

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

NOTES

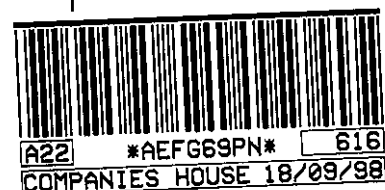
1. This form should be delivered to the Registrar of Companies within one month of the (first) date of allotment.
2. If the allotment is wholly or partly other than for cash, the company must deliver to the registrar a return containing the information at D & E. The company may deliver this information 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):

MRS H.M. PERKINS
COMPANY SECRETARY
MERCURY ASSET MANAGEMENT
GROUP LTD
33 KING WILLIAM STREET
LONDON EC4R 9AS

For official use

Post room



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2. This section must be completed for all allotments

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Description of shares *	ORDINARY	ORDINARY	ORDINARY
A. Number allotted	62,500	27,650	302,500
B. Nominal value of each	£ 0.05p	£ 0.05p	£ 0.05p
C. Total amount (if any) paid or due and payable on each share (including premium if any)	£ 1.86p	£ 1.712p	£ 5.62p

Date(s) on which the shares were allotted

complete (a) or (b)
as appropriate

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E. Consideration for which the shares were allotted			
<div style="position: relative; width: 100%; height: 100%;"> <div style="position: absolute; top: 0; left: 0; width: 100%; height: 100%; border-bottom: 2px solid black;"></div> </div>			

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coactCompany Secretarial and
Compliance Software

TEL: 0171 280 2800

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2. This section must be completed for all allotments

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Description of shares *	ORDINARY	ORDINARY	ORDINARY
A. Number allotted	19,500	19,500	—
B. Nominal value of each	£ 0.05p	£ 0.05p	£ —
C. Total amount (if any) paid or due and payable on each share (including premium if any)	£ 8.63p	£ 9.57p	£ —

Date(s) on which the shares were allotted

complete (a) or (b)
as appropriate

(a) [on _____] or ^

(b) [from **7 NOVEMBER 1997** to **23 JANUARY 1998**]

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

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TELEPHONE: 0171 280 2800

Company Secretarial and
Compliance Software

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4. Names and addresses of the allottees

Number of shares allotted

Names and Addresses	Ordinary	Preference	Other
23 JANUARY 1998			
D W ARMSTRONG (DIGBY)	18,000		
K YOSHIDA (KENNETH)	15,000		
	33,000		
22 JANUARY 1998			
N R TOOVEY (NICHOLAS)	15,000		
P J W HARRISON (PETER)	41,250		
D R GRAHAM (DAVID)	10,000		
J N COTTON (JOHN)	20,000		
N J CHARRINGTON (JAMES)	15,000		
P W SWARBRECK (PETER)	27,650		
I ARMITAGE (IAN)	31,250		
	160,150		
15 JANUARY 1998			
J T STRATFORD (JAMES)	2,500		
J W SHARMAN (JEREMY)	15,000		
C C PRIDEAUX (CHARLES)	10,000		
S J BAXTER (STUART)	10,000		
F C JACOB (FRANCES)	33,250		
	70,750		
14 JANUARY 1998			
N M BACHOP (NORMAN)	10,000		
C B FARQUHARSON (CHARLES)	10,000		
	20,000		
Total		(CONTINUED)	

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.

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

Signed Helen Perkins Designation* SECRETARY Date 16/9/98

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
100 - 102 George Street
Edinburgh
EH2 3DJ

Please do not
write in this
margin

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

4. Names and addresses of the allottees

Number of shares allotted

Names and Addresses	Ordinary	Preference	Other
13 JANUARY 1998			
R. S. TATE (RUPERT)	14,500		
N. T. TURNER (NICK)	15,000		
R. A. H. NUNNELEY (RICHARD)	5,000		
N. B. LUPTON (NEIL)	20,000		
R. J. S. CLARKE (RICHARD)	5,000		
	59,500		
8 JANUARY 1998			
M. H. SHALLCROSS (MICHAEL)	14,000		
M. J. MARKS (MICHAEL)	5,000		
S. B. COHEN (STEPHEN)	15,000		
	34,000		
6 JANUARY 1998			
S. G. B. MILES (SIMON)	10,000		
N. J. MEADOWS (NICKY)	5,000		
	15,000		
5 JANUARY 1998			
I. M. SLACK (IAN)	21,250		
A. P. PICKARD (ANDY)	7,500		
C. M. LITTLEJOHNS (CHRIS)	2,500		
D. J. CAUSER (DAVID)	10,000		
R. J. BUNCE (ROSS)	15,000		
G. C. ANTHON (CLAUS)	7,500		
	63,750		
Total		(CONTINUED)	

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Signed I. J. Perkins Designation* SECRETARY Date 16/1/98

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EH2 3DJ