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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)

(REVISED 1988)
This form replaces forms
PUC2, PUC3 and 88(2)To the Registrar of Companies (address on page 2)
(see note 1)

Company Number

1423001

1. Name of company

insert full name
of company**INTERCAPITAL PLC**

2. This section must be completed for all allotments

† distinguish
between
ordinary
preference, etc

Description of shares †	ORDINARY SHARES OF 25P EACH		
A Number allotted	64,500		
B Nominal value of each	£0.25	£	£
C Total amount (if any) paid or due and payable on each share (including premium if any)	£0.25	£	£

§ complete
(a) or (b) as
appropriate

Date(s) on which the shares were allotted

(a) [on **16 February 1999**] s, or

(b) [from to] s

The names and addresses of the allottees and the number of shares allotted to
each should be given on page 23. 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	100.00 %	%	%
E Consideration for which the shares were allotted	£0.01P CASH; £0.24P 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):**Miss Krista Lorenzen**
Intercapital plc
Sherborne House
119 Cannon Street
Lodon EC4N 5AX

For official use

Post room



4. Names and addresses of the allottees

Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
PLEASE SEE ATTACHED SHEETS			
TOTAL SHARES ALLOTTED	64,500		
Total	64,500	0	0

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:

10

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

Signed E. C. P. Smith Designation § Company Secretary Date 17/2/99

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

APPLICATIONS RECEIVED TO EXERCISE MATCHING OPTIONS - SEVENTH SET (1)

<u>NAME</u>	<u>ADDRESS</u>	<u>NO OF OPTIONS TO BE EXERCISED</u>	<u>NO OF SHARES TO BE ALLOTTED</u>	<u>DATE ON WHICH ALLOTTED</u>	<u>DATE APP'N REC'D</u>	<u>AMOUNT REC'D £</u>
Marcel Wolf	Weidelacher 29 8143 Sellenbueren Switzerland	25,000	25,000	16th February 1999	14.1.99	£250
James Burke	91 Huron Drive Chatham NJ 07928 USA	10,000	10,000	16th February 1999	18.1.99	£100
Graham Walsh	34 Field Way Hoddesdon Herts EN11 0QN	1,500	1,500	16th February 1999	21.1.99	£15
Geoffrey Lott	"Lulworth" Orpington Road Chislehurst Kent BR7 6RA	25,000	25,000	16th February 1999	22.1.99	£250
Robert Murphy	329 Greenfield Hill Road Fairfield CT 06430 USA	3,000	3,000	16th February 1999	9.2.99	£30
		64,500	64,500			