

CHA 116

Please do not write in this margin

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

\* Insert full name of company

COMPANIES FORM No.88(3)

To the Registrar of Companies

## Particulars of a contract relating to shares allotted as fully or partly paid up otherwise than in cash

Pursuant to section 88(3) of the Companies Act 1985

Note: This form is only for use when the contract has not been reduced to writing

2806007 The particulars must be stamped with the same stamp duty as would have been payable if the contract had been reduced to writing. A reduced rate of ad valorem duty may be available if this form is properly certified at the appropriate amount. Name of company LUPUS CAPITAL PLC gives the following particulars of a contract which has not been reduced to writing The number of shares allotted as fully or 80,595,297 partly paid up otherwise than in cash 0.005 The nominal value of each such share 3a The amount of such nominal value to be considered 0.005 as paid up on each share otherwise than in cash **b** The value of each share allotted 0.12 i.e. the nominal value and any premium C The amount to be considered 0.12 as paid up in respect of b 4 If the consideration for the allotment of such shares is services, or any consideration other than that mentioned below in 8, state the nature and amount of such consideration, and the number of shares allotted

For official use

Company number

Please do n

write in the

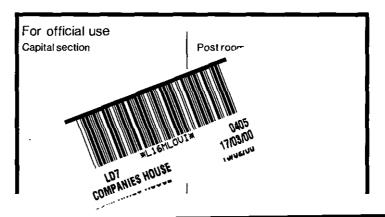
use only.

space below. For

Inland Revenue

Ashurst Morris Crisp Broadwalk House 5 Appold Street LONDON EC2A 2HA 639 London / City LXL/1492101

Presentor's name, address and reference (if any):



| 5 If the allotment is a bonus issue, state the amount of reserves capitalised in respect of this issue   | £          |    |  |
|--|------------|----|--|
| 6 If the allotment is made in consideration of the release of a debt, e.g., a director's loan account, state the amount released                                     | £          |    |  |
| 7 If the allotment is made in connection with the conversion of loan stock, state the amount of stock converted in respect of this issue                             | £          |    |  |
| 8 If the allotment is made in satisfaction or part satisfaction purchase price of property, give below:  | n of the   |    |  |
| a brief description of property: ordinary shares in Octroi Group PLC and ordinary shares in Gall Thomson Environmental plc in an aggregate value of £ (1,157,065.92. |            |    |  |
|  |            |    |  |
|  |            |    |  |
|  |            |    |  |
| b full particulars of the manner in which the purchase price is to be satisfied  | £          | р  |  |
| Amount of consideration payable in cash or bills   | 742,976    | 20 |  |
| Amount of consideration payable in debentures, etc  Amount of consideration payable in shares  | 10,414,089 | 72 |  |
| Liabilities of the vendor assumed by the purchaser:  |            | -  |  |

Amounts due on mortgages of freeholds and/or leaseholds including interest to date of sale ......

Hire purchase etc debts in respect of goods acquired..

Other liabilities of the vendor ......

Any other consideration

11,157,065 92

| Please violation write in this margin  | <b>9</b> Give full particulars in the form of the following table, of the property which is the subject of the sale, showing in detail how the total purchase price is apportioned between the respective heads:  |  |  |
|--|---|--|--|
| *Where such properties are sold subject to morgtage, the gross value should be shown | Legal estates in freehold property and fixed plant and machinery and other fixtures thereon*  Legal estates in leasehold property*  Fixed plant and machinery on leasehold property (including tenants', trade and other fixtures)  Equitable interests in freehold or leasehold property*  Loose plant and machinery, stock-in-trade and other chattels (plant and machinery should not be included under this head unless it was in actual state of severance on the date of the sale)  Goods, wares and merchandise subject to hire purchase or other agreements (written down value)  Goodwill and benefit of contracts  Patents, designs, trademarks, licences, copyrights, etc.  Book and other debts  Cash in hand and at bank on current account, bills, notes, etc  Cash on deposit at bank or elsewhere  Shares, debentures and other investments  Other property |  |  |
| Administrator, Administrative Receiver or Receiver (Scotland) as appropriate         | Certificate of value §  It is certified that the transaction effected by the contract doe larger transaction or series of transactions in respect of which or aggregate amount or value, of the consideration exceeds £   | es not form part of a the amount or value, |  |

Signed

Date

1. Before this form is delivered to Companies House it must be "stamped" by an Inland Revenue Stamp Office to confirm that the appropriate amount of Stamp Duty has been paid. Inland Revenue Stamp Offices are located at:

Birmingham Stamp Office

Ground Floor City House

140-146 Edmund Street

Birmingham B3 2LG

Bristol Stamp Office

The Pithay All Saints Street

Bristol BS1 2NY Manchester Stamp Office

Alexandra House Parsonage Manchester

M60 9BT

DX: 15001 Birmingham 1

Tel: 0121 200 3001

DX: 7899 Bristol 1 Tel: 0117 945 6874/5 DX: 14430 Manchester Tel: 0161 833 2752

Newcastle Stamp Office

15th Floor, Cale Cross House 156 Pilgrim Street Newcastle Upon Tyne

NE1 6TF

Edinburgh Stamp Office

Mulberry House 16 Picardy Place Edinburgh

EH1 3NF

DX: 61021 Newcastle Upon Tyne

Tel: 0191 245 0200

DX: ED 303 Edinburgh 1

Tel: 0131 556 8511

London Stamp Office (Personal callers only) South West Wing

**Bush House** Strand

London WC2B 4QN

Worthing Stamp Office (Postal applications only)

**Ground Floor** East Block **Barrington Road** Worthing BN12 4SE

DX: 3799 Worthing 1 Tel: 01903 508930

Tel: 0171 438 7252/7452

Cheques for Stamp Duty must be made payable to "Inland Revenue - Stamp Duties" and crossed "Not Transferable".

NOTE. This form must be presented to an Inland Revenue Stamp Office for stamping together with the payment of duty within 30 days of the allotment of shares, otherwise Inland Revenue penalties may be incurred.

2. After this form has been "stamped" and returned to you by the Inland Revenue it must be delivered to Companies House within one month of the allotment of shares. The form must be sent to:

For companies registered in:

England and Wales or Wales is:

Scotland:

The Registrar of Companies

Companies House Crown Way

Cardiff CF4 3UZ

The Registrar of Companies 37 Castle Terrace

Edinburgh

EH1 2EB

DX: 33050 Cardiff

DX: 235 Edinburgh