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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)

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write in this
margin

CHA 116

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

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

Company number

3083661

1. Name of Company

* Insert full name
of company

* OSI GROUP HOLDINGS LIMITED

2. This section must be completed for all allotments

† Distinguish
between
ordinary,
preference, etc.

Description of shares †	Preference	'B' Ordinary	
A Number allotted	140,000	3,600,000	
B Nominal value of each	£ 0.01	£ 0.1	£
C Total amount (if any) paid or due and payable on each share (including premium if any)	£ 1	£ 0.1	£

§ Complete
(a) or (b) as
appropriate

Date(s) on which the shares were allotted

(a) [on 1st November 19 95] §, or

(b) [from XXXXXXXXXXXXXXXXXXXX 19 XX to XXXXXXXXXXXXXXXXXXXX 19 XX] §

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
(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			

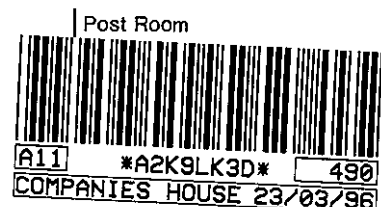
Notes

- This form should be delivered to the Registrar of Companies within one month of the (first) date of allotment
- 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)).
- Details of bonus issues should be included only in section 2.

Presenter's name, address,
telephone number and reference
(if any):
Denton Hall
Five Chancery Lane
Clifford's Inn
London EC4A 1BU

Ref: SJSB

For official use



4. Names and addresses of allottees

Please do not
write in the
margin

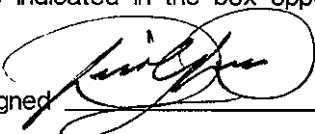
Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
	'B' Ordinary		
ECI Ventures Nominees Limited A/c EC15 Brettenham House, London, WC2 7EN	2,945,450	114,545	
ECI Ventures Nominees Limited A/c EC15 'B' Brettenham House, London, WC2 7EN	420,780	16,364	
ECI Ventures Nominees Limited A/c EC1 D3 Brettenham House, London, WC2 7EN	233,770	9,091	
Total	3,600,000	140,000	

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

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



Designation ‡

SECRETARY

Date

1/3/96

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

Companies registered in Scotland
should deliver this form to:-

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

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