

88(2)

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**This form replaces forms
PUC2, PUC3 and 88(2)**

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

3083661

*Insert full name
of company

+ Distinguish
between
ordinary,
preference, etc.

Description of shares +	A Deferred of 0.001p	C Deferred of 0.001p	
A Number allotted	6,60,60,000	3,32,74,000	
B Nominal value of each	£ 0.00001	£ 0.00001	£
C Total amount (if any) paid or due and payable on each share (including premium if any)	£ 0.00001	£ 0.00001	£

§ Complete
(a) or (b) as
appropriate

[illegible]

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

S.No	Date	Particulars	Amount	Balance
1		E Consideration for which the shares were allotted		

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 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.

For official use

Post room



A26 *AURV740P* 387
COMPANIES HOUSE 21/03/98

4. Names and addresses of the allottees

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Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
RICHARD PRICE 129 ST MARKS ROAD LONDON W10	A Deferred 2,220,220,000	C Deferred	
ROGER HORNBY 27 CLOUDSLEY SQUARE LONDON N1 0HN	2,220,220,000		
WILLIAM MARSHALL ASH HOUSE ARDLEIGH ROAD LITTLE BROMLEY NR MANNINGTREE ESSEX CO11 2QA	2,220,220,000		
ANTHONY VICTOR WILLIAM BONE 28 BURWOOD PARK ROAD WALTON-ON-THAMES KT12 5LJ		528,230,040	
PETER BOSTOCK 3 MILL COTTAGES GREAT ALNE NR ALCESTER WARWICKSHIRE B49 6HX		109,729,364	
CHRISALIS TRUSTEES (GUERNSEY) LIMITED BROOK HOUSE LA ROUTE DES CAMPS ST MARTIN GUERNSEY GY4 6AD CHANNEL ISLANDS		535,697,720	
Total			

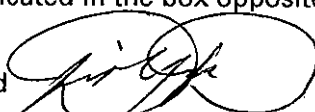
Please complete
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lettering

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:

One

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

Signed



Designation: SECRETARY

Date 4/2/98

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

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

Companies registered in Scotland
should deliver this form to:-

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

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THE COMPANIES ACT 1985

Continuation Sheet No. ONE

Return of allotments of shares

to Form No. G88(2) (Revised 1988)

Please
complete
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preferably in
black type, or
bold block
lettering

Company number

3083661

Name of Company

OSI GROUP HOLDINGS LIMITED

Names and addresses of the allottees (continued)

Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
	A Deferred	C Deferred	
OSITECH S.A.		1,325,624,124	
54 AVENUE PASTEUR			
L-2310 LUXEMBOURG			
HARVEY N PARR		136,536,320	
DAVAN HOUSE			
WOODLANDS			
GERRARDS CROSS			
BUCKS SL9 8DD			
OPTIMAX GROUP HOLDINGS S.A.		367,326,392	
54 AVENUE PASTEUR			
L-2310 LUXEMBOURG			
MARK ELLIS GILL and CHRISALIS TRUSTEES (GUERNSEY)		325,610,040	
LIMITED			
1st FLOOR BROOK HOUSE			
LA ROUTE DES CAMPS ST MARTIN GUERNSEY			
GYF 6AD CHANNEL ISLANDS			
Brought forward from previous sheet	6,660,660,000	1,173,667,124	
Total	6,660,660,000	3,328,754,000	