

COMPANIES FORM No. 88(2)
Return of allotment of shares

88(2)

CHFP055

Please do not
write in
this margin

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

*insert full name
of company

†distinguish
between
ordinary
preference,
etc

§ complete
(a) or (b) as
appropriate

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 overleaf**)
(see note 1)

Company Number

3232655

1. Name of Company

*** LionHead Studios Limited**

2. This section must be completed for all allotments

| Description of shares† | 'B' Ordinary Shares | | |
|---|---------------------|--|--|
| A Number allotted | 1,750 | | |
| B Nominal value of each | £0.01 | | |
| C Total amount (if any) paid or due and payable on each share(including premium if any) | £0.01 | | |

Date(s) on which the shares were allotted

(a) [on **07 June 2000**] §, or

(b) [from to] §

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

1. This form should be delivered to the Registrar of Companies within one month of the (first) date of the 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.

Presenter's name address, telephone number and reference (if any):

Baker Tilly
Chartered Accountants
Norfolk House
187 High Street
Guildford
Surrey
GU1 3AZ

For official use

Post room



Names and addresses of allottees

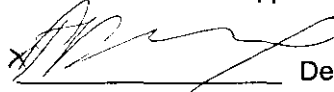
Please do not write in this margin

| Names and Addresses | Number of shares allotted | | |
|---|---------------------------|------------|-------|
| | Ordinary | Preference | Other |
| Alex John Bauld Evans | | | |
| 10 Park View, 31 Chivalry Road, Clapham, London, SW11 1HT | 1,250 | | |
| Janice Nussey | | | |
| 51 Camborne Road, Southfields, London, SW18 4BH | 500 | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| TOTAL | 1,750 | | |

Please complete legibly, preferably in black type, or in 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 MANAGING DIRECTOR Date 23.06.00

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

Companies registered in Scotland should deliver this from to:-

The Registrar of Companies
Companies House
Crown Way
Cardiff
CF14 3UZ

The Registrar of Companies
Companies House
37 Castle Terrace
Edinburgh
EH1 2EB