

Return of allotments of shares

Pursuant to section 88(2) of the Companies Act 1985 (the Act)

88(2)

(REVISED 1988)

Please do not
write in this
margin

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

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

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

Company number

3313467

* Insert full name
of company

1. Name of company

* Artisan Software Tools Limited

†Distinguish
between
ordinary,
preference, etc.

2. This section must be completed for all allotments

Description of shares †	Ordinary		
A Number allotted	4,102,668		
B Nominal value of each	£ 3p	£	£
C Total amount (if any) paid or due and payable on each share (including premium if any)	£ 36.56p	£	£

§ Complete
(a) or (b) as
appropriate

Date(s) on which the shares were allotted

(a) [on 19 March 19 98]§, or

(b) ~~XXXXXXXXXXXXXXXXXXXX19XXXXXXXXXXXXXXXXXXXX19XXXX~~

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 _____			

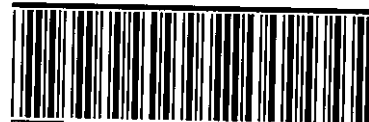
Notes

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

Osborne Clarke
50 Queen Charlotte St
Bristol BS1 4HE
AOL

For official use



A09 *AANB7EY1* 34
COMPANIES HOUSE 26/03/99

COMPANIES HOUSE 15/09/98

COMPANIES HOUSE 08/07/98

4. Names and addresses of the allottees

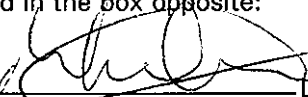
Names and Addresses	Number of shares allotted		
	Ordinary	"A" Ords	Other
3i Group plc		2,333,600	
Quester VCT plc		1,555,734	
Bob Psenka	10,940		
Alfred E Miller or Helen Miller	10,940		
Doug Green	16,410		
Caine O'Brien	10,940		
Greg Crandall	13,676		
Sherron Hrabko	13,675		
Dean Marfone	5,470		
Stuart Evans	8,206		
Ian Clark	16,410		
Diane Clark	16,410		
R J Ellis	13,675		
Mrs S L Ellis	13,675		
H M Ellis	8,206		
Simon Moore	10,940		
Tony Beckwith	8,206		
Andrew Mutton	10,940		
Dave Norris	5,470		
Paul Stephenson	6,837		
Peter Kibble	5,470		
John Macleod	6,838		
Please see attached sheet for			
addresses			
Total	213,334	3,889,334	

Please do not
write in the
margin

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:

Signed



Designation:

MANAGING DIRECTOR

Date

6.7.98

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

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 House
37 Castle Terrace
Edinburgh
EH1 2EB

3i Group plc
Bristol 1
Bristol
Avon
BS1 4LE

Quester VCT plc
2 Queen Anne's Gate Buildings
London
SW1H 9BP

Bob Psenka
476 Hunters Way
IL 60021
USA

Alfred E or Helen Miller
2322 Big Pine Road
CA 92027
USA

Doug Green
115 Paseo Ballena
CA 95003
USA

Caine O'Brien
13804 S.W. Alpine View
OR 97224
USA

Greg Crandall
198 Via Trinita
CA 95003
USA

Sherron Hrabko
609 Corcoran Avenue
CA 95072
USA

Deane Marfone
24805 Castle Hill
CA 92677
USA

Stuart Evans
63 Broad Oak Way
Cheltenham
Glos
GL51 5LL

Ian Clark
2 Courtney Close
Tewkesbury
Glos
GL20 5HB

Diane Clark
2 Courtney Close
Tewkesbury
Glos
GL20 5HB

R J Ellis
15 Fieldfare
Gloucester
Glos
GL4 4WH

Mrs S L Ellis
15 Fieldfare
Gloucester
Glos
GL4 4WH

H M Ellis
7 Firwood Drive
Gloucester
Glos
GL4 0AB

Simon Moore
27 Chalford Avenue
Cheltenham
Glos
GL50 2JX

Tony Beckwith
Beavans Hill House
Nr Newent
Glos
GL18 1PG

Andrew Mutton
52 Leighton Road
Cheltenham
Glos
GL52 6BD

Dave Norris
87 Effingham Road
Bristol
Avon
BS6 5AY

Paul Stephenson
1 Gilbert Way
Wokingham
RG40 4HJ

Peter Kibble
9 Ball and Wicket Lane
Farnham
Surrey
GU9 0PD

John Macleod
Carver Cottage
Letchmore Heath
Herts
WD2 8ER