



AMENDMENT

COMPANIES FORM No. 88(2) (Rev 1988)

88(2)

Return of allotments of shares

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

(REVISED 1988)

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

Please do not write in this margin

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

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

Company number

3313467

1. Name of company

\* Artisan Software Tools Limited

\* Insert full name of company

2. This section must be completed for all allotments

Table with 4 columns: Description of shares, Ordinary, £, £. Rows include A Number allotted (4,102,668), B Nominal value of each (£ 3p), C Total amount paid or due and payable on each share (£ 36.56p).

† Distinguish between ordinary, preference, etc.

Date(s) on which the shares were allotted (a) 19 March 19 98, or (b) from to

§ Complete (a) or (b) as appropriate

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. E Consideration for which the shares were allotted

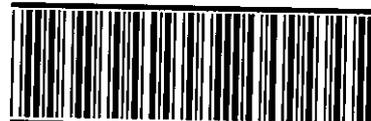
Notes

- 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. 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 AQL

For official use



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

COMPANIES HOUSE 15/09/98

COMPANIES HOUSE 08/07/98

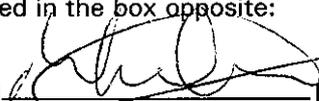
4. Names and addresses of the allottees

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