



AMENDED

88(2)Please complete in typescript, or
in bold black capitals.

(Revised 2005)

CHFP041**Return of Allotment of Shares**

Company Number

05448421

Company name in full

Debenhams Retail Holdings Limited

Shares allotted (including bonus shares):

(see Guidance Booklet GBA6)

Date or period during which
shares were allotted(If shares were allotted on one date
enter that date in the "from" box)

From

Day Month Year

2 4 0 5 2 0 0 5

To

Day Month Year

Class of shares

(ordinary or preference etc)

Number allotted

Nominal value of each share

Amount (if any) paid or due on each
share (including any share premium)

Ordinary

Governance

10,000,000

100,000

0.1p

0.01p

-

-

List the names and addresses of the allottees and the
number and class of shares allotted to each overleafIf the allotted shares (including bonus shares) are fully or partly paid up otherwise than in
cash please state:% that each share is to be
treated as paid up% (if any) that each share
is to be paid up in cash

100

100

-

-

Consideration for which
the shares were allotted(This information must be supported by
the original or a certified copy of the
contract or by Form 88(3) if the contract
is not in writing)

Shares allotted pursuant to the terms of the Share Exchange Agreement between,

amongst others, the Company and the parties listed herein as allottees, dated

24 May 2005

A47 *A7LG0DJ2* 566
COMPANIES HOUSE 08/03/2006

09/2005

When you have completed and signed the form please send it to the
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ

DX 33050 Cardiff

for companies registered in England and Wales or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

DX 235 Edinburgh
or LP - 4 Edinburgh 2

for companies registered in Scotland

CO88(2)/1

names and addresses of the allottees

Shareholder details <i>(list joint allottees as one shareholder)</i>		Shares and share class allotted	
Name(s) CVC European Equity Partners III L.P.		Class of shares allotted	Number allotted
Address Walkers, Walkers House, PO Box 265, Grand Cayman, Cayman Islands		Ordinary	2,094,680
UK Postcode L L L L L L L			
Name(s) CVC European Equity Partners III Parallel Fund - A L.P.		Class of shares allotted	Number allotted
Address Walkers, Walkers House, PO Box 265, Grand Cayman, Cayman Islands		Ordinary	42,660
UK Postcode L L L L L L L			
Name(s) CVC European Equity Partners III Parallel Fund - B L.P.		Class of shares allotted	Number allotted
Address Walkers, Walkers House, PO Box 265, Grand Cayman, Cayman Islands		Ordinary	42,660
UK Postcode L L L L L L L			
Name(s) CVC Europe Enterprise (Domestic) L.P.		Class of shares allotted	Number allotted
Address Corporation Service Company, 2711 Centreville Road, Suite 400, Wilmington, Delaware 19808, USA		Ordinary	31,410
UK Postcode L L L L L L L			
Name(s) CVC Europe Enterprise (Cayman) L.P.		Class of shares allotted	Number allotted
Address Walkers, Walkers House, PO Box 265, Grand Cayman, Cayman Islands		Ordinary	107,949
UK Postcode L L L L L L L			

Please enter the number of continuation sheets (if any) attached to this form

3

Signed

** A director / secretary / administrator / administrative receiver / receiver /
official receiver / receiver manager / voluntary arrangement supervisor

Date

7 March 2006

** Please delete as appropriate

Contact Details

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

FRESHFIELDS BRUCKHAUS DERINGER

65 FLEET STREET, LONDON, ENGLAND, UNITED KINGDOM

EC4Y 1HS

Tel 020 7936 4000

DX number 23

DX exchange LONDON/CHANCERY

Please
complete in
typescript or
in bold block
capitals
CHFP041

Company Number

05448421

Company name in full

Debenhams Retail Holdings Limited

Names and addresses of the allottees (continued)

Shareholder details (list joint allottees as one shareholder)		Shares and share class allotted	
Name(s)		Class of shares allotted	Number allotted
Citi Europe Co-Invest, L.P.			
Address			
c/o Corporation Trust Center, 1209 Orange Street, Wilmington,		Ordinary	26,870
Delaware 19801, USA			
UK Postcode	_____		
Name(s)		Class of shares allotted	Number allotted
Citicorp Capital Investors Europe Limited			
Address			
New Castle Commons, 1 Penn's Way, Operations One Building, New		Ordinary	134,629
Castle, Delaware 19720, USA			
UK Postcode	_____		
Name(s)		Class of shares allotted	Number allotted
Capital Investors 2002 Limited			
Address			
4 Royal Mint Court, London		Ordinary	28,430
UK Postcode	E C 3 N 4 H J		
Name(s)		Class of shares allotted	Number allotted
ML Global Private Equity Fund, L.P.			
Address			
c/o RL & F Service Corp., One Rodney Square, 10th Floor, Tenth and		Ordinary	1,635,101
King Streets, Wilmington, Delaware, USA		Governance	16,836
UK Postcode	_____		
Name(s)		Class of shares allotted	Number allotted
Merrill Lynch Ventures L.P. 2001			
Address			
c/o RL & F Service Corp., One Rodney Square, 10th Floor, Tenth and		Ordinary	313,397
King Streets, Wilmington, Delaware, USA			
UK Postcode	_____		

Names and addresses of the allottees

Please do not
write in this
margin

Shareholder details (list joint allottees as one shareholder)	Shares and share class allotted	
Name(s) TPG Delta Holdco LLC	Class of shares allotted	Number allotted
Address 301 Commerce Street, Suite 3300, Fort Worth, Texas 71602, USA	Ordinary	1,660,302
UK Postcode	Governance	19,336
Name(s) TPG Delta Holdco II LLC	Class of shares allotted	Number allotted
Address 301 Commerce Street, Suite 3300, Fort Worth, Texas 71602, USA	Ordinary	1,744,185
UK Postcode	Governance	22,246
Name(s) TPG Delta Holdco III LLC	Class of shares allotted	Number allotted
Address 301 Commerce Street, Suite 3300, Fort Worth, Texas 71602, USA	Ordinary	166,058
UK Postcode		
Name(s) European Strategic Partners LP	Class of shares allotted	Number allotted
Address 1 George Street, Edinburgh, Scotland	Ordinary	185,108
UK Postcode		
Name(s) European Strategic Partners Scottish B LP	Class of shares allotted	Number allotted
Address 1 George Street, Edinburgh, Scotland	Ordinary	21,770
UK Postcode		
Name(s) European Strategic Partners Scottish C LP	Class of shares allotted	Number allotted
Address 1 George Street, Edinburgh, Scotland	Ordinary	18,850
UK Postcode		

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

Please
complete in
typescript or
in bold block
capitals
CHFP041

Company Number

05448421

Company name in full

Debenhams Retail Holdings Limited

Names and addresses of the allottees (continued)

Shareholder details (list joint allottees as one shareholder)	Shares and share class allotted	
Name(s) ESP Co-Investment LP Address 1 George Street, Edinburgh, Scotland UK Postcode EH2 2LL	Class of shares allotted Ordinary	Number allotted 760
Name(s) ESP II Conduit LP Address 1 George Street, Edinburgh, Scotland UK Postcode EH2 2LL	Class of shares allotted Ordinary	Number allotted 156,698
Name(s) European Strategic Partners - 1 LP Address 1 George Street, Edinburgh, Scotland UK Postcode EH2 2LL	Class of shares allotted Ordinary	Number allotted 44,180
Name(s) TCW/Crescent Mezzanine Partners III LP Address TCW/Crescent Mezzanine, 11000 Santa Monica Boulevard, Los Angeles, CA 90025, USA UK Postcode L L L L L L L L	Class of shares allotted Ordinary	Number allotted 95,239
Name(s) TCW/Crescent Mezzanine Trust III LP Address TCW/Crescent Mezzanine, 11000 Santa Monica Boulevard, Los Angeles, CA 90025, USA UK Postcode L L L L L L L L	Class of shares allotted Ordinary	Number allotted 14,840

Names and addresses of the allottees

Please do not
write in this
margin

Shareholder details (list joint allottees as one shareholder)	Shares and share class allotted	
Name(s) TCW/Crescent Mezzanine Partners III Netherlands LP Address TCW/Crescent Mezzanine, 11000 Santa Monica Boulevard, Los Angeles, CA 90025, USA UK Postcode L L L L L L L L	Class of shares allotted Ordinary _____ _____	Number allotted 3,880 _____ _____
Name(s) Rob Templeman Address 1 Wimpole Street, London _____ UK Postcode W 1 G L P E E	Class of shares allotted Ordinary _____ _____	Number allotted 335,777 _____ _____
Name(s) Chris Woodhouse Address 1 Wimpole Street, London _____ UK Postcode W 1 G L P E E	Class of shares allotted Ordinary _____ _____	Number allotted 328,537 _____ _____
Name(s) John Lovering Address 1 Wimpole Street, London _____ UK Postcode W 1 G L P E E	Class of shares allotted Ordinary _____ _____	Number allotted 171,508 _____ _____
Name(s) Baroness Employee Limited Partnership Address 22 Grenville Street, St Helier, Jersey _____ UK Postcode J E A L P E X	Class of shares allotted Ordinary _____ _____	Number allotted 377,913 _____ _____
Name(s) Mourant & Company Trustees Limited Address 22 Grenville Street, St Helier, Jersey _____ UK Postcode J E A L P E X	Class of shares allotted Ordinary _____ _____	Number allotted 216,928 _____ _____

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

Please
complete in
typescript or
in bold block
capitals
CHFP041

Company Number

05448421

Company name in full

Debenhams Retail Holdings Limited

Names and addresses of the allottees (continued)

Shareholder details (list joint allottees as one shareholder)		Shares and share class allotted	
Name(s)		Class of shares allotted	Number allotted
CVC European Equity III Limited			
Address			
18 Grenville Street, St Helier, Jersey		Ordinary	41
		Governance	41,852
UK Postcode	J E 4 8 P A		
Name(s)		Class of shares allotted	Number allotted
Address			
UK Postcode			
Name(s)		Class of shares allotted	Number allotted
Address			
UK Postcode			
Name(s)		Class of shares allotted	Number allotted
Address			
UK Postcode			
Name(s)		Class of shares allotted	Number allotted
Address			
UK Postcode			

Names and addresses of the allottees

Please do not
write in this
margin

Shareholder details (list joint allottees as one shareholder)		Shares and share class allotted	
Name(s) _____ _____ _____ UK Postcode L L L L L L L L	Class of shares allotted	Number allotted	_____ _____ _____
Name(s) _____ _____ _____ UK Postcode L L L L L L L L	Class of shares allotted	Number allotted	_____ _____ _____
Name(s) _____ _____ _____ UK Postcode L L L L L L L L	Class of shares allotted	Number allotted	_____ _____ _____
Name(s) _____ _____ _____ UK Postcode L L L L L L L L	Class of shares allotted	Number allotted	_____ _____ _____
Name(s) _____ _____ _____ UK Postcode L L L L L L L L	Class of shares allotted	Number allotted	_____ _____ _____
Name(s) _____ _____ _____ UK Postcode L L L L L L L L	Class of shares allotted	Number allotted	_____ _____ _____

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