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Please complete in typescript,  
or in bold black capitals.

CHFP041

88(2)

Return of Allotment of Shares

Company Number

05448421

Company name in full

Debenhams Retail Holdings Limited

Shares allotted (including bonus shares):

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)

Ordinary

Governance

Number allotted

10,000,000

100,000

Nominal value of each share

0.1p

0.01p

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

-

-

List the names and addresses of the allottees and the number of shares allotted to each overleaf

If the allotted shares are fully or partly paid up otherwise than in cash please state:

% that each share is to be  
treated as paid up

100

100

Consideration for which  
the shares were allotted

(This information must be supported by  
the duly stamped contract or by the duly  
stamped particulars on 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

allotees, dated 24 May 2005.



A52  
COMPANIES HOUSE  
LUS  
COMPANIES HOUSE  
\*A0995642\*  
0696  
14/06/05  
02/06/05

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  
for companies registered in Scotland

DX 235 Edinburgh  
or LP - 4 Edinburgh 2

10/03

**Names and addresses of the allottees** (List joint share allotments consecutively)

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

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

3

Signed

*[Signature]*

Date

1<sup>st</sup> JUNE 2005

Director / secretary / administrator / administrative receiver / receiver manager / receiver

*Please delete as appropriate*

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 (JOHN YOUNG)

65 FLEET STREET, LONDON, ENGLAND, UNITED KINGDOM

EC4Y 1HS

Tel 020 7936 4000

DX number 23

DX exchange LONDON/CHANCERY LANE

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# THE COMPANIES ACT 1985

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# 88(2) (cont.)

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### Names and addresses of the allottees (continued) (List joint share allotments consecutively)

Shareholder details	Shares and share class allotted	
Name	Class of shares allotted	Number allotted
Citi Europe Co-Invest, L.P.		
Address	Ordinary	26,870
c/o Corporation Trust Center, 1209 Orange Street, Wilmington,		
Delaware 19801, USA		
UK Postcode		
Name	Class of shares allotted	Number allotted
Citicorp Capital Investors Europe Limited		
Address	Ordinary	134,269
New Castle Commons, 1 Penn's Way, Operations One Building, New Castle,		
Delaware 19720		
UK Postcode		
Name	Class of shares allotted	Number allotted
Capital Investors 2002 Limited		
Address	Ordinary	28,430
4 Royal Mint Court, London		
UK Postcode		
Name	Class of shares allotted	Number allotted
ML Global Private Equity Fund, L.P.		
Address	Ordinary	1,635,101
c/o RL & F Service Corp., One Rodney Square, 10th Floor, Tenth and King	Governance	16,836
Streets, Wilmington, Delaware, USA		
UK Postcode		
Name	Class of shares allotted	Number allotted
Merrill Lynch Ventures L.P. 2001		
Address	Ordinary	313,397
c/o RL & F Service Corp., One Rodney Square, 10th Floor, Tenth and King		
Streets, Wilmington, Delaware, USA		
UK Postcode		

**Names and addresses of the allottees** *(List joint share allotments consecutively)*

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Shareholder details	Shares and share class allotted	
Name 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
	Governance	41,582
UK Postcode		
Name 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
	Governance	22,246
UK Postcode		
Name 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 European Strategic Partners LP	Class of shares allotted	Number allotted
Address 1 George Street, Edinburgh, EH2 2LL, Scotland	Ordinary	185,108
UK Postcode		
Name European Strategic Partners Scottish B LP	Class of shares allotted	Number allotted
Address 1 George Street, Edinburgh, EH2 2LL, Scotland	Ordinary	21,770
UK Postcode		
Name European Strategic Partners Scottish C LP	Class of shares allotted	Number allotted
Address 1 George Street, Edinburgh, EH2 2LL, Scotland	Ordinary	18,850
UK Postcode		

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**Names and addresses of the allottees (continued)** (List joint share allotments consecutively)

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

**Names and addresses of the allottees** *(List joint share allotments consecutively)*

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Shareholder details	Shares and share class allotted	
<b>Name</b> TCW/Crescent Mezzanine Partners III Netherlands LP	<b>Class of shares allotted</b> Ordinary	<b>Number allotted</b> 3,880
<b>Address</b> TCW/Crescent Mezzanine, 11000 Santa Monica Boulevard, Los Angeles, CA 90025, USA		
<b>UK Postcode</b> L L L L L L L		
<b>Name</b> Rob Templeman	<b>Class of shares allotted</b> Ordinary	<b>Number allotted</b> 335,777
<b>Address</b> 1 Wimpole Street, London		
<b>UK Postcode</b> W L G O E F L		
<b>Name</b> Chris Woodhouse	<b>Class of shares allotted</b> Ordinary	<b>Number allotted</b> 328,537
<b>Address</b> 1 Wimpole Street, London		
<b>UK Postcode</b> W L G O E F L		
<b>Name</b> John Lovering	<b>Class of shares allotted</b> Ordinary	<b>Number allotted</b> 171,508
<b>Address</b> 1 Wimpole Street, London		
<b>UK Postcode</b> W L G O E F L		
<b>Name</b> Baroness Employee Limited Partnership	<b>Class of shares allotted</b> Ordinary	<b>Number allotted</b> 377,913
<b>Address</b> 22 Grenville Street, St Helier, Jersey, JE4 8 PX		
<b>UK Postcode</b> L L L L L L L		
<b>Name</b> Mourant & Company Trustees Limited	<b>Class of shares allotted</b> Ordinary	<b>Number allotted</b> 216,928
<b>Address</b> 22 Grenville Street, St Helier, Jersey, JE4 8 PX		
<b>UK Postcode</b> L L L L L L L		

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### Names and addresses of the allottees (continued) (List joint share allotments consecutively)

Shareholder details	Shares and share class allotted	
<p>Name</p> <p>CVC European Equity III Limited</p> <p>Address</p> <p>18 Grenville Street, St. Helier, Jersey JE4 8PA</p> <p>UK Postcode    L L L L L L L L</p>	<p>Class of shares allotted</p> <p>Ordinary</p> <p>Governance</p>	<p>Number allotted</p> <p>41</p> <p>41,582</p>
<p>Name</p> <p>Address</p> <p>UK Postcode    L L L L L L L L</p>	<p>Class of shares allotted</p>	<p>Number allotted</p>
<p>Name</p> <p>Address</p> <p>UK Postcode    L L L L L L L L</p>	<p>Class of shares allotted</p>	<p>Number allotted</p>
<p>Name</p> <p>Address</p> <p>UK Postcode    L L L L L L L L</p>	<p>Class of shares allotted</p>	<p>Number allotted</p>

# Names and addresses of the allottees *(List joint share allotments consecutively)*

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Shareholder details		Shares and share class allotted	
Name		Class of shares allotted	Number allotted
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