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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

173199

1. Name of Company

* Tesco Personal Finance Limited

2. This section must be completed for all allotments

Description of shares†	Ordinary Shares of 10p		
A Number allotted	22,400,000		
B Nominal value of each	£0.100		
C Total amount (if any) paid or due and payable on each share(including premium if any)	£1.000		

Date(s) on which the shares were allotted

(a) [on 17 November 1999] §, 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):

Yvonne McCubbin
Group Secretary's Department
The Royal Bank of Scotland Group
42 St Andrew Square
Edinburgh
EH2 2YE
0131 523 4251

For official use

Post room



BLUEPRINT
Company Secretary

Jul



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COMPANIES HOUSE 17/01/00

4. Names and addresses of allottees

Please do not write in this margin

Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
Tesco Personal Finance Group Limited			
42 St Andrew Square, Edinburgh, EH2 2YE, Scotland	22,400,000		
TOTAL	22,400,000		

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 [Signature] Designation Secretary Date 17/11/99

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