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COMPANIES FORM No. 88(2) Return of allotment of shares

88(2)

Amended

CHFP055

Please do not write in this margin

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

(REVISED 1988)
This form replaces forms PUC2, PUC3, AND 88(2)

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

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

Company Number
906936

*insert full name of company

1. Name of Company
*** Dalkia Energy & Technical Services Limited**

2. This section must be completed for all allotments

†distinguish between ordinary preference, etc

Description of shares†	Ordinary 'A'
A Number allotted	3,000,000
B Nominal value of each	£1.000
C Total amount (if any) paid or due and payable on each share(including premium if any)	£1

§ complete (a) or (b) as appropriate

Date(s) on which the shares were allotted

(a) [on **30 June 2000**] §, 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 give (see notes 2 & 3)

D Extent to which each share is to be treated as paid up. Please use percentage	100 %	%	%
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E Consideration for which **cash at par** the shares were allotted

NOTES

- This form should be delivered to the Registrar of Companies within one month of the (first) date of the allotment.
- 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)).
- Details of bonus issues should be included only in section 2.

Presentor's name address, telephone number and reference (if any):

For official use

Post room

Company Secretary
Dalkia plc
Fourth Floor
Buchanan House
24-30 Holborn
London EC1N 2LX



BLUEPRINT
Company Secretary



4. Names and addresses of allottees

Please do not write in this margin

Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
DALKIA plc			
4th Floor, Buchanan House, 24-30 Holborn, London, EC1N 2LX, Great Britain	3,000,000		

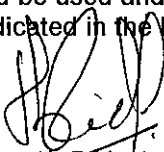
Please complete legibly, preferably in black type, or in bold block lettering

TOTAL 3,000,000

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



Designation §

Company Secretary Date 05/09/00

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