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

Return of allotments of shares

88(2)

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 lettering

Company number

3543

1. Name of company

* VICKERS PLC

* insert full name of company

2. This section must be completed for allotments

Description of shares *	ORDINARY	ORDINARY	ORDINARY
A Number allotted	16	1263	752
B Nominal value of each	£ 0.50	£ 0.50	£ 0.50
C Total amount (if any) paid or due and payable on each share (including premium if any)	£ 1.875	£ 1.89	£ 2.045

* distinguish between ordinary preference, etc.

Date(s) on which the shares were allotted

(a) [on 5 March 19 98] , or

(b) [from _____ 19 _____ to _____ 19 _____]

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 of which the shares were allotted	_____		

NOTES

- This forms should be delivered to the Registrar of Companies within one month of the (first) date of 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.

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

RICHARD GODESCHI
VICKERS P.L.C.
MILLBANK TOWER
MILLBANK
LONDON SW1P 4RA

For official use

Post room



A24 *A1X9952X* 314
COMPANIES HOUSE 04/04/98

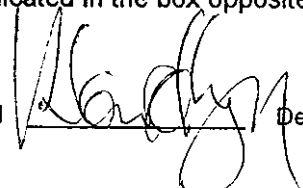
4. Names and addresses of the allottees

Please do not write in the margin

Names and Addresses	Number of shares allotted		
	Ordinary (£1.875)	Preference Ordinary (£1.89)	Other Ordinary (£2.045)
MR ERIC BUTTERS 117 COLERIDGE WAY CREWE CW11 1LE			190
MR IAN CONWAY 10 STANIER CLOSE HERON WHARF LONDON N17 9DF	16	231	142
MR JAMES McLEAN ORR ASHDENE 9 HALING ROAD PENKRDGE STAFFORD ST19 5BZ		1032	420
Total	16	1,263	752

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 +

ASSISTANT SECRETARY Date 2 April 1998

+ Insert Director, Secretary, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

Companies registered in England and Wales or Wales should deliver this form to:

Companies registered in Scotland should deliver this form to:-

The Registrar of Companies
Companies House
Crown Way
Cardiff
CF4 3UZ

The Registrar of Companies
Companies House
100-102 George Street
Edinburgh
EH2 3DJ