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Return of allotments of shares

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

(REVISED 1988)

This form replaces forms PUC2, PUC3 and 88(2)

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

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

Company number

3878803

1. Name of Company

* AES UK POWER FINANCING LIMITED

* Insert full name of company

2. This section must be completed for all allotments

† Distinguish between ordinary preference, etc.

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

Date(s) on which the shares were allotted

(a) [on 29 November 19 99] §, or

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

§ Complete (a) or (b) as appropriate

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

- This form 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):

Norton Rose
Kempson House
Camomile Street
London
EC3A 7AN
85 London
0171 283 6000
REF: AMC/Z958097

For official use



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0159 30/11/99

4. Names and addresses of allottees

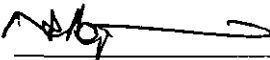
Please do not write in the margin

Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
AES UK POWER HOLDINGS LIMITED 18 Parkshot Richmond Surrey TW9 2RG	1,000,000		
Total	1,000,000		

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:

‡ Insert director, secretary, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

Signed  Designation ‡ Director Date 29.11.99

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

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

Companies registered in Scotland should deliver this form to:-

The Registrar of Companies
Companies Registration Office
102 George Street
Edinburgh
EH2 3DJ