COMPANIES FORM No. 123

Notice of increase in nominal capital

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Please do not write in his margin	Pursuant to section 123 of the Compar	nies Act 1985		
Please complete legibly, preferably in black type, or bold block lettering	To the Registrar of Companies		For official use	Company number
	Name of company			109247
insert full name of company	* API GROUP plc			
the copy must be printed or in some other form approved by the registrar	gives notice in accordance with section 123 of the above Act that by resolution of the company dated 17 June 1996 the nominal capital of the company has been increased by £ 2,329,344 beyond the registered capital of £ 7,549,000. A copy of the resolution authorising the increase is attached.§ The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new shares have been or are to be issued are as follows: pari passu in all respects with the existing ordinary shares in the capital of the Company (with the rights attaching to them under the Articles of Association of the Company) save that they shall not rank for any interim dividend in respect of the Company's financial year ending 30 September 1996			
Insert Director, Secretary, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate	Presentor's name, address and reference (if any): Addleshaw Sons & Latham Dennis House Marsden Street Manchester M2 1JD	Designation ‡ S For official use General Section		Please tick here if continued overleaf Date 5# 1996 Date 5# 273 MPANIES HOUSE 08/07/96

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