COMPANIES FORM No. 122

Notice of consolidation, division, sub-division, redemption or cancellation of shares, or conversion, re-conversion of stock into shares

CHFP025

Please do not write in this margin

Pursuant to section 122 of the Companies Act 1985

Please complete legibly, preferably in black type, or bold block lettering To the Registrar of Companies (Address overleaf)

For official use Company number

307397

Name of company,

MENTMORE PLC

* insert fuil name of company

gives notice that:

182,159,501 ORDINARY SHARES OF £0.10 EACH IN THE CAPITAL OF THE COMPANY ARE CANCELLED PURSUANT TO A SPECIAL RESOLUTION PASSED AT AN EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD ON 1 JUNE 2004 WHICH RESOLUTION IS EXPRESSED TO BECOME EFFECTIVE ONLY UPON THE COURT FIRST, BY ORDER, SANCTIONING A REDUCTION OF THE COMPANY'S SHARE CAPITAL BY £18,215,950,10 AND THAT ORDER BEING REGISTERED WITH COMPANIES HOUSE.

† Insert Director, Secretary Administrator, Administrative Receiver or Receiver (Scotland) as àppropriate

Inndal Designation + Diffector

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

Eversheds 115 Colmore Row Birmingham B3 3AL

BIRCORP/728127

For official Use General Section

Post room

COMPANIES HOUSE

24/06/04

Laserform International 3/00