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COMPANIES FORM No. 123

Notice of increase in nominal capital

123

CHWP000

Please do not
write in
this margin

Pursuant to section 123 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

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318499

Name of company

* insert full name
of company

* Stafford-Miller Limited

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 16th December 2003 the nominal capital of the company has been
increased by £ 3,680,000 beyond the registered capital of £ 920,000.

† the copy must be
printed or in some
other form approved
by the registrar

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 :

(Please see attached schedule of terms)

Please tick here if
continued overleaf

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

Signed

Designation ‡ COMPANY
SECRETARY

Date 27 January 2005

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

Victoria Llewellyn
Stafford-Miller Ltd
980 Great West Road
Brentford Middlessex TW8 9GS

For official Use
General Section

Post room



Continuation sheet
Form 123 – Notice of increase in nominal capital
Stafford-Miller Ltd – Company no 318499

The conditions subject to which the new non-cumulative no-redeemable preference shares have been issued are:

Nominal value:	GBP £10.00 per non-cumulative non-redeemable preference share ("the Preference Shares").
Subscription price:	The amount paid per Preference Share.
Voting Rights:	None.
Dividend:	The right to a dividend payable on the Dividend Payment Date, and in an amount calculated by applying the Dividend Rate for the relevant Dividend Period to the Subscription Price (and pro-rated on a time-basis for any Dividend Payment which is less than 12 months).
Dividend Payment Date:	The first business day in March following the end of each Dividend Payment Period.
Initial Dividend Payment Period:	The period starting on the date of issuance of the Preference Shares and ending on 31 st December of the year in which the Preference Shares are issued.
Dividend Payment Period	Each full calendar year following the year in which the Preference Shares are issued.
Dividend Rate:	<p>The Dividend Rate will be dependent on the annual accounting profits of the Company during the calendar year (prorated in the event of the Initial Dividend Payment Period).</p> <p>Accounting profits</p> <ul style="list-style-type: none"> • up to £7,000,000; <p>12 month LIBOR minus 25 basis points.</p> <ul style="list-style-type: none"> • from £7,000,001 to £8,000,000; <p>12 month LIBOR.</p> <ul style="list-style-type: none"> • in excess of £8,000,001; <p>12 month LIBOR plus 25 basis points.</p> <p>Where there are no accounting profits in an accounting period, the Dividend Rate will be zero.</p>
Preference Rights:	<p>Preference Share holders will receive dividend payments in priority to any dividend in respect of any other class of shares.</p> <p><i>The Preference Dividends are non-cumulative.</i></p>
Return of Capital:	In the event of winding up or other return of capital, Preference Share holders will be entitled to receive the last dividend accrued but unpaid and the return of the Subscription Price in priority over any payments to holders of any other class of shares.
LIBOR:	London Inter- Bank Offered Rate. The LIBOR rate to be applied will be the rate at the first business day of the Dividend Payment Period (or initial Dividend Payment Period as the case may be).