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

122

CHFP025

Please do not
write in
this margin

Pursuant to section 122 of the Companies Act 1985

To the Registrar of Companies
(Address overleaf)

For official use

Company number

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

[] [] [] [] [] []

585729

Name of company

* WILLIAMS PLC

* insert full name
of company

gives notice that:

Pursuant to a Special Resolution of the Members passed at an Extraordinary General Meeting held on 16th October, 2000:

(A) all consolidations and subdivisions involved in the conversions of 8.0p cumulative convertible redeemable preference shares of 10p each in the capital of the Company into ordinary shares of 25p each which were effected pursuant to Article 1(A) (iv) (c) (iii) in respect of periods between May 1991 and May 1998 and all consolidations and subdivisions involved in the conversion of the 8.0p cumulative convertible redeemable preference shares of 11p each in the capital of the Company into ordinary shares of 28p each which were effected pursuant to the said Article in respect of periods between May 1999 and May 2000 were ratified and confirmed;

(B) each deferred special share which resulted from the consolidations and subdivisions referred to in (A) was subdivided into deferred special shares of 1p each having all the rights and being subject to all the restrictions and other provisions under the said Article; and

(C) the capital of the Company was reduced by the cancellation of each of the deferred special shares resulting from the subdivision provided for in (B).

Signed


Designation[†] SECRETARY

Date 15/10/00

Presentor's name address and
reference (if any):
Slaughter and May
35 Basinghall Street
London
EC2V 5DB

REF: FM/JMVB

For official Use

General Section

Post room



ED5
COMPANIES HOUSE
COMPANIES HOUSE

0137
09/11/00
27/10/00

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