

COMPANIES FORM No. 122

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

[] [] [] []

02486024

Name of company

* THE ROXBORO GROUP PLC

insert full name
of company

gives notice that:

Pursuant to a special resolution of the Company passed on 26 April 2004 the authorised share capital of the Company in relation to the redeemable non-cumulative preference shares of 75 pence each in the capital of the Company (the "B Shares") was reduced from £42,790,639.50 comprising 57,054,186 B Shares to £2,546,871.75 comprising 3,395,829 B Shares by cancelling £40,243,767.75 of such authorised share capital comprising 53,658,357 B Shares.

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

Signed *C.A. Bunkley*Designation† *CO SECRETARY* Date *26 April 2004*

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

Clifford Chance LLP
10 Upper Bank Street
London
E14 5JJ

Ref: MZ/R1457/01810
London-1/1043869

For official Use
General Section



A08	*A15W3V8I*	0614
COMPANIES HOUSE		19/05/04
LD4	*LEGBUWE*	0463
COMPANIES HOUSE		07/05/04
LDS	*LDNPIUN9*	0258
COMPANIES HOUSE		28/04/04