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COMPANIES FORM NO.123

Notice of increase
in nominal capital

123

Pursuant to section 123 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

2591237

Name of company

NIL Group Limited

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 25 March 1996 the nominal capital of the company has been
increased by US\$1,048,631 beyond the registered capital of £53,783.87

A copy of the resolution authorising the increase is attached.

The conditions (e.g. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follow:

- (i) The New 'A' Ordinary Shares rank pari passu with the existing
A Ordinary Shares.
- (ii) The New 'B' Ordinary Shares rank pari passu with the existing
B Ordinary Shares.
- (iii) The New 'C' Ordinary Shares rank pari passu with the existing
C Ordinary Shares.

Please tick here if
continued overleaf

† Insert Director,
Secretary
Etc

Signed

LSH Sarker

Designation † *Secretary*

Date *2nd April 1996*

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

STERN & MCKENZIE
SOLICITORS
10 NEW BRIDGE STREET
LONDON
EC4V 6ON
071-046 9000

For official Use
General Section

Post room



KLO *KUPP0KKW* 827
COMPANIES HOUSE 09/04/96

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Ref: CMB/HLS/RCE