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

Please do not
write in
this margin

Pursuant to section 122 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

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

2893876

Name of company

*CAPESPAN INTERNATIONAL PLC

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

* insert full name
of company

gives notice that:

4,997,000 ordinary shares were re-designated as "A" ordinary voting shares

1,000 ordinary shares were re-designated as "B" ordinary non-voting shares

1,000 ordinary shares were re-designated as "C" ordinary non-voting shares

1,000 ordinary shares were re-designated as "D" ordinary non-voting shares

in each case on 18 September 1997 so that the authorised share capital be
divided into:

- (a) 4,997,000 "A" ordinary voting shares of £1.00 each; and
- (b) 1,000 "B" ordinary non-voting shares of £1.00 each; and
- (c) 1,000 "C" ordinary non-voting shares of £1.00 each; and
- (d) 1,000 "D" ordinary non-voting shares of £1.00 each.

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

Signed

[Signature]

Designation‡

Director

Date

13/02/98

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

Jeremy Sinclair Clarke
Company Secretary
Capespan International PLC
Farnham House
Farnham Lane
Farnham Royal SL2 3RQ
South Bucks

For official Use

General Section

Post room

