

COMPANIES FORM No. 122

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

CHFP025

Please do not write in this margin

Pursuant to section 122 of the Companies Act 1985

Please complete legibly, preferably in black type, or To the Registrar of Companies (Address overleaf)

For official use

Company number

3934310

bold block lettering

* insert full name of company

Name of company

IP POWERHOUSE HOLDINGS LIMITED

gives notice that:

THAT ON 27 JULY 2001:

191,069,860 OF THE UNISSUED D ORDINARY SHARES OF 0.0001 EURO EACH IN THE CAPITAL OF THE COMPANY WERE CONSOLIDATED INTO 1,910,699 DEFERRED SHARES OF 0.01 EURO EACH; AND

THE 586,691,700 UNISSUED ORDINARY SHARES OF 0.0001 EURO EACH IN THE CAPITAL OF THE COMPANY WERE CONSOLIDATED INTO 5,866,917 DEFERRED SHARES OF 0.01 EURO EACH.

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

For and on behalf of MAWNAW SECRETARIES LTD

Signed

Designation † SECRETARY

Date 27.07.2001

Presentor's name address and reference (if any): Rowe & Maw (852) 20 Black Friars Lane LONDON EC4V 6HD

Tel: 020 7248 4282 30152.2/890582v4

For official Use General Section



COMPANIES HOUSE

13/09/01

Laserform International 3/00

Notes

The address for companies registered in England and Wales or Wales is:-

The Registrar of Companies Companies House Crown Way Cardiff CF14 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies Companies House 37 Castle Terrace Edinburgh EH1 2EB