

# G

## 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

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

To the Registrar of Companies  
(Address overleaf)

For official use

Company number

[ ] [ ] [ ] [ ]

3633621

Name of company

\* INVESTEC PLC

\* insert full name  
of company

gives notice that:

THAT:

(a)

(i) each issued and each authorised but unissued Ordinary Share of 10p each in the capital of the Company be subdivided into 100 Ordinary Shares of £0.001 each in the capital of the Company having the rights set out in the Interim Articles (as defined in (b) below);

(ii) following the sub-division proposed above, the 50,000,000 issued Ordinary Shares of £0.001 each in the capital of the Company held by Investec Bank (Nominees) Limited be redesignated as 50,000,000 Deferred Shares of £0.001 each in the capital of the Company having the rights set out in the Interim Articles (as defined in (b) below);

(iii) 999,838,000 unissued Ordinary Shares of £0.001 each in the capital of the Company be cancelled and the nominal value of the Ordinary Share Capital of the Company be reduced by £999,838,000;

and accordingly the authorised share capital of the Company pursuant to the passing of resolution 3 shall be 112,000,000 Ordinary Shares of £0.001 each and 50,000,000 Deferred Shares of £0.001 each; and

the regulations contained in the print of the Articles of Association for the purpose of identification signed by the Chairman of the Meeting and labelled the Interim Articles (the "Interim Articles") be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association.

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

Signed



Designation † SECRETARY

Date

11 July 2002

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

LINKLATERS (GRES)  
ONE SILK STREET  
LONDON  
EC2Y 8HQ

TEL: 020 7456 2000

For official Use

General Section

Post room



ED9  
COMPANIES HOUSE

0030  
15/07/02

## 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