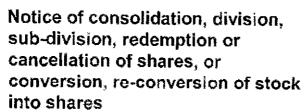


CHFP055

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

* insert fails neare of company **COMPANIES FORM No. 122**



122

Pursuant to section 122 of the Companies Act 1985

To the Registrar of Companies

(Address	ONAC	leaf)
17UU1833	UVCII	

For official use

Company Number

348312

Name of Company

Carlton Communications Plc

gives notice that:

On 1 April 2003, the following took place:

- 1. 32,546 6.5p (net) Cumulative Convertible Preference shares of 5p each were consolidated into 10 Consolidated Shares.
- 2. 10 Consolidated Shares were subdivided into 8,400 new Ordinary shares of 5p each (ranking passu with the existing issued Ordinary shares of the Company) and 24,140 Non-voting Deferred shares of 5p each.
- 3. 24,140 Non-voting Deferred shares of 5p each were redeemed for a total consideration of 1p.
- 4. 24,140 authorised but unissued Non-voting Deferred shares of 5p each were converted into 24,140 authorised but unissued Ordinary shares of 5p each (ranking pari passu with the existing authorised but unissued Ordinary shares of the Company)

7

‡ insert Director. Socretary. Administrator. Administrative Receiver or Receiver (Scattang) as appropriate



Designation # Secretary

Date 3 April 2003

I C S A SOFTWARE Presentor's name, address, telephone number and reference (if any);

Sharon Gudgeon 25 Knightsbridge London SW1X 7RZ For official use General Section

COMPANIES HOUSE

COMPANIES HOUSE

0115 04/04/03