



CHFP041

COMPANIES FORM No. 123

**Notice of increase
in nominal capital****123**Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

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

For official use Company number

2468112

Name of company

*Insert full name
of company

* Ashtenne Holdings Plc (the "Company")

gives notice in accordance with section 123 of the above Act that by resolution of the company dated 6 August 2004 the nominal capital of the company has been increased by £ 7,106,942.40 beyond the registered capital of £13,223,761.

† The copy must be
printed or in some
other form approved
by the registrar

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 follows:

The new shares are 'B' Shares, entitled to be paid a non-cumulative preferential dividend on the principal amount of £2.00 in accordance with the articles of association of the Company (the "B Dividend").

On a winding up or other return of capital the holders of 'B' Shares are to be paid £2.00 in respect of each 'B' Share, together with a sum equal to the proportion of the B Dividend which would have been payable if the return of capital had taken place on the last day of the relevant calculation period.

Holders of 'B' Shares are not entitled to be given notice of nor to vote at general meetings of the Company unless the resolution is for the winding up of the Company, or the B Dividend has remained unpaid for 6 months.

Please tick here if
continued overleaf☐‡ Insert
Director,
Secretary,
Administrator
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed

Designation ‡

COMPANY SECRETARY

Date

9/3/05

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

Jones Day
21 Tudor Street
London
EC4Y 0DJ
DX 67 - London/Chancery

Ref James West

For official use (10/03)

General Section

Post room

A40
COMPANIES HOUSE

AP9EX3H3

0151
11/03/05