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COMPANIES FORM No. 128(3)

Statement of particulars of variation of rights attached to shares

128(3)

CHFP000

Please do not
write in
this margin

Pursuant to section 128(3) 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

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3083661

Name of company

* insert full name
of company

. OSI GROUP HOLDINGS LIMITED

† insert date

On † 25 MARCH 1999 the rights attached to

Number of Shares	Class(es) of share
790	CONVERTIBLE SHARES OF 10P EACH

were varied as set out below (otherwise than by amendment of the company's memorandum or articles or by any resolution or agreement to which section 380 of the above Act applies)

THE ABOVE SHARES BECAME 'A' ORDINARY SHARES
OF 10P EACH UPON TRANSFER BY VIRTUE OF ARTICLE
7.5.= Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed

Julien Scott

Designation = SECRETARY

Date

29/9/99

Presentor's name address and
reference (if any) :BUCHAN SCOTT
F.I. GROUP PLC
CAMPUS 300
MAYLANDS AVENUE
HEMEL HEMPSTEAD
HERTFORDSHIRE HP2 7TPFor official Use
General Section

Notes

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

The Registrar of Companies
Companies House
Crown Way
Cardiff
CF4 3UZ

or, for companies registered in Scotland :-

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