CC

FORM No. 123

ncrease capital

CHFP025

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 lettering

* insert full name of company

the copy must be

printed or in some other form approved by the registrar

To the Registrar of Companies (Address overleaf)

For official use

Company number

3870101

Name of company

TOTALLY PLC

gives notice in accordance with section 123 of the above Act that by resolution of the company dated 20 MAY 2002 the nominal capital of the company has been

increased by £ 500,000

____ beyond the registered capital of £ 750,000 A copy of the resolution authorising the increase is attached. †

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new shares have been or are to be issued are as follows:

PARI PASSU IN ALL RESPECTS WITH THE EXISTING ORDINARY SHARES OF 1P EACH

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

Signed

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

Finers Stephens Innocent 179 Great Portland Street London WIW SLS

0148

Please tick here if continued overleaf

Date 16-05-2003

For official Use General Section

Designation | DIRECTOR

Post room

COMPANIES HOUSE

20/05/03