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**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

[] [] [] []

3985629

Name of company

* MEMEC GROUP HOLDINGS LIMITED (THE COMPANY)

* insert full name
of company

gives notice that:

(i) THE 90,000,000 ISSUED B ORDINARY SHARES OF US\$0.01 EACH IN THE CAPITAL OF THE COMPANY HAVE BEEN CONSOLIDATED AS 4,500,000 ISSUED B ORDINARY SHARES OF US\$0.20 EACH IN THE CAPITAL OF THE COMPANY; (ii) THE 2,264,680 ISSUED FOUNDER SHARES OF US\$0.20 EACH IN THE CAPITAL OF THE COMPANY HAVE BEEN REDESIGNATED AS 2,264,680 ISSUED ORDINARY SHARES OF US\$0.20 EACH IN THE CAPITAL OF THE COMPANY; (iii) THE 7,735,320 ISSUED A ORDINARY SHARES OF US\$0.20 EACH IN THE CAPITAL OF THE COMPANY HAVE BEEN REDESIGNATED AS 7,735,320 ISSUED ORDINARY SHARES OF US\$0.20 IN THE CAPITAL OF THE COMPANY; (iv) THE 1,319,667 AUTHORISED BUT UNISSUED A ORDINARY SHARES OF US\$0.20 EACH IN THE CAPITAL OF THE COMPANY HAVE BEEN REDESIGNATED AS 1,319,667 AUTHORISED BUT UNISSUED ORDINARY SHARES OF US\$0.20 IN THE CAPITAL OF THE COMPANY; (v) THE 4,500,000 ISSUED B ORDINARY SHARES OF US\$0.20 EACH IN THE CAPITAL OF THE COMPANY HAVE BEEN REDESIGNATED AS 4,500,000 ISSUED ORDINARY SHARES OF US\$0.20 EACH IN THE CAPITAL OF THE COMPANY; (vi) THE 180,000 ISSUED C ORDINARY SHARES OF US\$0.20 EACH IN THE CAPITAL OF THE COMPANY HAVE BEEN REDESIGNATED AS 180,000 ISSUED ORDINARY SHARES OF US\$0.20 EACH IN THE CAPITAL OF THE COMPANY; AND (vii) THE 9,628,108 AUTHORISED BUT UNISSUED C ORDINARY SHARES OF US\$0.20 EACH IN THE CAPITAL OF THE COMPANY HAVE BEEN REDESIGNATED AS 9,628,108 AUTHORISED BUT UNISSUED ORDINARY SHARES OF US\$0.20 EACH IN THE CAPITAL OF THE COMPANY WITH EACH ORDINARY SHARE RANKING PARI PASSU IN ALL RESPECTS AS ONE CLASS OF SHARE AND HAVING THE RIGHTS AND PRIVILEGES SET OUT IN THE ARTICLES OF ASSOCIATION ADOPTED BY A WRITTEN RESOLUTION PASSED ON 30 AUGUST 2005.

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

Signed

Designation[†] DIRECTOR

Date 30/8/2005

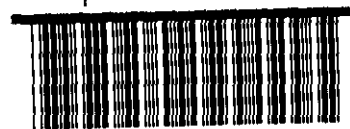
Presenter's name address and
reference (if any):

ALLEN & OVERY LLP
ONE NEW CHANGE
LONDON
EC4M 9QQ

For official Use

General Section

Post room



A01 A33V28DY
COMPANIES HOUSE

0259
03/09/05