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COMPANIES FORM No. 122

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

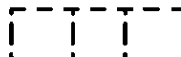
Pursuant to section 122 of the Companies Act 1985

To the Registrar of Companies
(Address overleaf)

For official use

Company number

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



6209386

Name of company

* Mondl plc

* insert full name
of company

gives notice that

by special resolution of Mondl plc (the "Company") dated 28 May 2007:

(a) the 49,998 partly paid sterling ordinary shares of £1 each in the Company were redesignated as 5 per cent cumulative preference shares of £1 each. Holders of cumulative preference shares are entitled to fixed cumulative preferential dividends at a rate of 5 per cent per annum and to repayment of the nominal capital paid up on those shares on winding up in priority to any holders of any other classes of shares. Holders are only entitled to attend and vote at a general meeting of the Company if the preferential dividend is six months or more in arrears or the resolution proposed would abrogate, vary or modify the rights attached to the cumulative preference shares; and

(b) the two fully paid sterling ordinary shares in the Company be redesignated as special ordinary shares. Special ordinary shares in the Company shall automatically convert to and rank pari passu with the cumulative preference shares at the Demerger Dividend time (as defined in the Articles of Association of the Company adopted on 28 May 2007) Before the Demerger Dividend time, the special ordinary shares rank pari passu with the PLC Ordinary Shares, having the rights set out in the Articles of Association of the Company.

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

Signed

Designation † SECRETARY

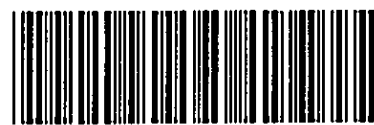
Date 31/5/2007

Presenter's name address and
reference (if any)
Linklaters LLP (AZarraga)
One Silk Street
London
EC2Y 8HQ

For official Use
General Section

Post room

FRIDAY



LD3

"L6LSFQ1A"

01/06/2007

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COMPANIES HOUSE