

Notice of consolidation, division, sub-division, redemption or cancellation of shares, or conversion, re-conversion of stock into shares

122

G

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

[] [] [] []

02939389

Name of company

* insert full name of company

* JERROLD HOLDINGS LIMITED (the "Company")

gives notice that:

The 10,000.002 ordinary shares of £1.00 each in the capital of the Company have been reclassified, consolidated and subdivided as set out in the ordinary resolutions appended to this companies form no.122.

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

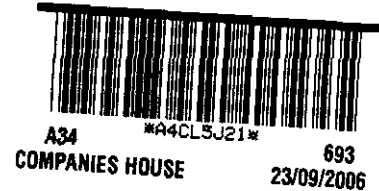
Signed *[Signature]*

Designation † Director

Date 15 September 2006

Presentor's name address and reference (if any):
Eversheds LLP
Eversheds House
70 Great Bridgewater Street
Manchester
M1 5ES
Doc No: 1228860\1

For official Use
General Section



JERROLD HOLDINGS LIMITED (the "Company")

APPENDIX TO FORM 122

1. To re-classify and subdivide each of the 1,448,877 ordinary shares of £1.00 each in the capital of the Company registered in the name of Henry Neville Moser into:
 - 1.1 1,448,877 "A" preferred ordinary shares of 50 pence each;
 - 1.2 382,207 "B1" ordinary shares of 49.9 pence each;
 - 1.3 1,066,670 "B2" ordinary shares of 49.9 pence each; and
 - 1.4 1,448,877 "A" deferred shares of 0.1 pence each

all such shares having the rights and being subject to the restrictions for shares of that class as set out in the articles of association of the Company.

2. To consolidate 1,448,870 of the "A" deferred shares of 0.1 pence each in the capital of the Company held by Henry Neville Moser following the subdivision and reclassification at resolution 1 above, into:
 - 2.1 18,628 "C1" ordinary shares of 1 pence each;
 - 2.2 62,009 "C2" ordinary shares of 1 pence each; and
 - 2.3 64,250 "C3" ordinary shares of 1 pence each

each having the rights and being subject to the restrictions for shares of that class as set out in the articles of association of the Company.

3. To reclassify and subdivide the 7,251,076 ordinary shares of £1.00 each in the capital of the Company registered in the name of the Mrs D L Moser 1995 Family Settlement No. 1 into:
 - 3.1 7,251,076 "A" preferred ordinary shares of 50 pence each;
 - 3.2 1,912,808 "B1" ordinary shares of 49.9 pence each;
 - 3.3 5,338,268 "B2" ordinary shares of 49.9 pence each; and
 - 3.4 7,251,076 "A" deferred shares of 0.1 pence each

all such shares having the rights and being subject to the restrictions for shares of that class as set out in the articles of association of the Company.

4. To consolidate 7,251,070 of the "A" deferred shares of 0.1 pence each in the capital of the Company held by the Trust following the subdivision and reclassification at resolution 3 above, into:
 - 4.1 91,067 "C1" ordinary shares of 1 pence each; and
 - 4.2 634,040 "C2" ordinary shares of 1 pence each

all such shares having the rights and being subject to the restrictions for shares of that class as set out in the articles of association of the Company.

5. To reclassify and subdivide each of the 1,300,049 authorised but unissued ordinary shares of £1.00 each in the capital of the Company into:

5.1 2,150,139 "A" preferred ordinary shares of 50 pence each;

5.2 449,959 "B1" ordinary shares of 49.9 pence each; and

5.3 449,959 "A" deferred shares of 0.1 pence each

all such shares having the rights and being subject to the restrictions for shares of that class as set out in the articles of association of the Company.

6. To consolidate 449,950 of the "A" deferred shares of 0.1 pence each in the capital of the Company following the subdivision and reclassification at resolution 5 above, into 44,995 "C1" ordinary shares of 1 pence each all such shares having the rights and being subject to the restrictions for shares of that class as set out in the articles of association of the Company.