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CHWP000

COMPANIES FORM No. 123

**Notice of increase
in nominal capital***Amending***123**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*To the Registrar of Companies
(Address overleaf)

For official use

Company number

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3985629

Name of company

* insert full name
of company*** Memec Group Holdings Limited**

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 16 October 2000 the nominal capital of the company has been
increased by £ \$2,924,021.60 beyond the registered capital of £ \$2,012,000.

† the copy must be
printed or in some
other form approved
by the registrar

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 :

- i) 2,000,000 "A" Ordinary shares of USD \$0.20 cent each, each having the rights set out in the articles of association of the company; and
- ii) 2,400,000, Deferred Ordinary shares of USD \$0.001 cent each, each having the rights set out in the articles of association of the company; and
- iii) 90,000,000 Redeemable "B" Ordinary shares of USD \$0.01 cents each having the rights set out in the articles of association of the company; and
- iv) 8,108,108 "C" Ordinary shares of USD \$0.20 cents each having the rights set out in the articles of association of the company;

Please tick here if
continued overleaf☐‡ Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed

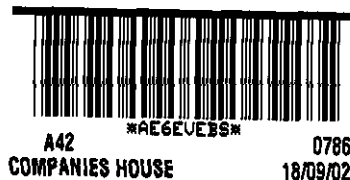


Designation ‡

Date

*16 September 2001*Presentor's name address and
reference (if any) :For official Use
General Section

Post room



Company No. 03985629

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS

of

MEMEC GROUP HOLDINGS LIMITED

At an extraordinary general meeting of the Company held at 17 Thame Park Road, Thame, Oxfordshire OX9 3XD on 12 July 2001 the following resolutions were passed as ordinary resolutions.

ORDINARY RESOLUTION

IT IS RESOLVED:

- 5,136,021⁶⁰
1. **THAT** the authorised share capital of the Company be increased to US\$4,326,021.60 by the creation of 1,000,000 "C" Ordinary Shares of US\$0.20 each.
 2. **THAT** the directors be generally and unconditionally authorised, pursuant to section 80 of the Companies Act 1985 (the "Act"), to exercise all powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of US\$200,000 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) on the date five years from the date of this resolution but the Company may make an offer or agreement which would be or might require relevant securities to be allotted after expiry of this authority and the directors may allot relevant securities pursuant to that offer or agreement.



CHAIRMAN

