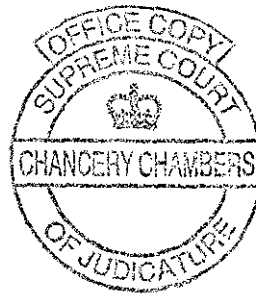


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IN THE HIGH COURT OF JUSTICE  
CHANCERY DIVISION  
COMPANIES COURT  
THE VICE CHANCELLOR

Case No. 005309 of 2000

Wednesday the 25th day of October 2000



IN THE MATTER OF McKECNIE PLC

-and-

IN THE MATTER OF THE COMPANIES ACT 1985



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ORDER

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UPON THE PETITION of the above named McKECHNIE PLC ("the Company") whose registered office is Leighswood Road, Aldridge, Walsall West Midlands WS9 8DS on 13 October 2000 preferred unto this Court

AND UPON HEARING Counsel for the Company

AND UPON READING the said Petition and the evidence

THE COURT CONFIRMS in accordance with the provisions of the above mentioned Act the reduction of the capital of the Company from £43,750,000 to £17,078,261 by the cancellation of 106,686,956 issued ordinary shares of 25p each in the Company resolved on and effected by a Special Resolution passed at an Extraordinary General Meeting of the Company held on 28 September 2000



AND THE COURT HEREBY APPROVES the Minute set forth in the Schedule hereto

AND IT IS ORDERED that this Order be produced to the Registrar of Companies and that an Office Copy hereof be delivered to him together with a copy of the said Minute

AND IT IS ORDERED that notice of the registration by the Registrar of Companies of this Order and of the said Minute be published by the Company once in The Times newspaper within 21 days after such registration.

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## **THE SCHEDULE BEFORE REFERRED TO**

### **Minute approved by the Court**

"The capital of McKECHNIE PLC was by virtue of a Special Resolution and with the sanction of an Order of the High Court of Justice dated 25th October 2000 reduced from £43,750,000 divided into 175,000,000 Ordinary Shares of 25p each to £17,078,261 divided into 68,313,044 Ordinary Shares of 25p each.

By virtue of a Scheme of Arrangement sanctioned by an Order of the High Court of Justice dated 23<sup>rd</sup> October 2000 and the said Special Resolution, upon the reduction of capital taking effect, the capital was increased to £43,750,000 divided into 175,000,000 Ordinary Shares of 25p each. At the date of registration of this Minute 1,204,289 of the said Ordinary Shares have been issued and none of the remainder has been issued."