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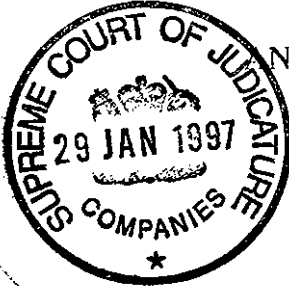
IN THE HIGH COURT OF JUSTICE
CHANCERY DIVISION
COMPANIES COURT

No 007285 of 1996

MR REGISTRAR BUCKLEY

IN THE MATTER OF T&N PLC

AND IN THE MATTER OF THE COMPANIES ACT 1985



ORDER



UPON THE PETITION of the above named T&N Plc (hereafter called the "Company")

AND UPON HEARING Counsel for the Company

AND UPON READING the documents recorded on the Court file as having been read.

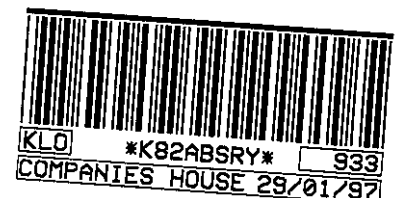
THE COURT CONFIRMS a reduction of the capital of the Company from £725,000,000 to £290,000,000 resolved on and effected by a Special Resolution passed at an Extraordinary General Meeting of the Company held on 27 December 1996.

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

AND IT IS ORDERED:-

1. THAT this Order be produced to the Registrar of Companies and that an Office Copy be delivered to him together with a copy of the said Minute.
2. 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 Financial Times" newspaper within 21 days after such registration.

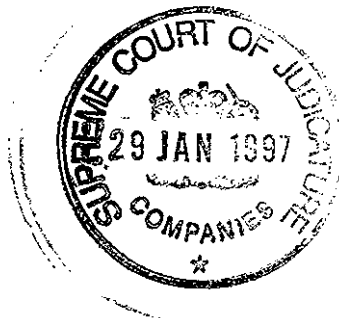
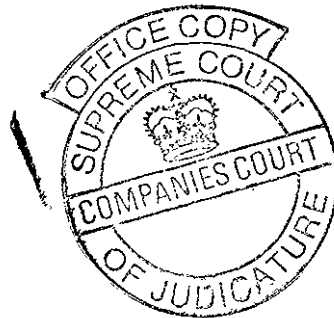
Dated the 29th day of January 1997

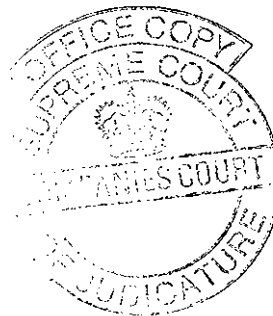


THE SCHEDULE BEFORE REFERRED TO

MINUTE APPROVED BY THE COURT

"The capital of T&N Plc was by virtue of a Special Resolution of the Company and with the sanction of the High Court of Justice dated 29 January 1997 reduced from £725,000,000 divided into 725,000,000 Ordinary Shares of £1 each to £290,000,000 divided into 725,000,000 Ordinary Shares of 40p each. At the date of registration of this Minute 532,316,434 Ordinary Shares have been issued and are deemed to be fully paid up. None of the remaining shares have been issued."





No 007285 of 1996

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CHANCERY DIVISION

COMPANIES COURT

IN THE MATTER OF T&N PLC

AND IN THE MATTER OF THE COMPANIES
ACT 1985

ORDER

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