

IN THE HIGH COURT OF JUSTICE

Claim No. 684 of 2004

CHANCERY DIVISION

COMPANIES COURT

MR Registrar SIMMONDS



IN THE MATTER OF API GROUP PLC

and

IN THE MATTER OF THE COMPANIES ACT 1985



ORDER

UPON THE PETITION of API Group plc (**Company**) whose registered office is at Second Avenue, Poynton Industrial Estate, Poynton, Stockport, Cheshire SK12 1ND on 5 February 2004 preferred to this Court

AND UPON HEARING Counsel for the Company

AND UPON READING the Petition and evidence

IT IS ORDERED THAT the cancellation of the share premium account of the Company resolved on and effected by a special resolution passed at an annual general meeting of the Company held on 28 January 2004 be and is hereby confirmed in accordance with the provisions of the above-mentioned Act.

AND IT IS ORDERED THAT:

- 1 this Order be produced to the Registrar of Companies and an office copy hereof be delivered to him; and
- 2 notice of the registration by the Registrar of Companies of this Order be published once in "The Times" newspaper within 21 days of such registration.

DATED 3 March 2004

