

2133199

IN THE HIGH COURT OF JUSTICE
CHANCERY DIVISION

NO:001572 OF 1993

MR REGISTRAR BUCKLEY

IN THE MATTER OF OTTAKAR'S PLC

AND

IN THE MATTER OF THE COMPANIES ACT 1985

UPON THE PETITION OF THE ABOVE NAMED OTTAKAR'S PLC
(HEREINAFTER CALLED "THE COMPANY")

AND UPON HEARING COUNSEL FOR THE COMPANY

AND UPON READING THE EVIDENCE

THE COURT CONFIRMS THE REDUCTION OF CAPITAL OF THE
COMPANY BY CANCELLING THE CAPITAL PAID UP ON THE 1,649,116
ISSUED DEFERRED SHARES OF £1 EACH AND BY CANCELLING SUCH
SHARES RESOLVED ON AND EFFECTED BY A SPECIAL RESOLUTION
PASSED AT AN EXTRAORDINARY GENERAL MEETING OF THE COMPANY
HELD ON 18TH FEBRUARY 1993

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 THE SAID MINUTE BE PUBLISHED
ONCE IN THE FINANCIAL TIMES NEWSPAPER WITHIN 21 DAYS AFTER
SUCH REGISTRATION

DATED THE 31ST MARCH 1993



SCHEDULE

"The capital of Ottakar's PLC was by virtue of a Special Resolution and with the sanction of an Order of the High Court of Justice dated 31st March 1993 reduced from £3,180,930 divided into 957,382 "A" Preference Shares of £1 each, 485,000 "B" Preference shares of £1 each, 30,850 "C" Preference Shares of £1 each, 5,200 "D" Preference Shares of £1 each, 1,649,116 Deferred Shares of £1 each and 106,764 Ordinary Shares of 50p each to £1,431,814 divided into 957,382 "A" Preference Shares of £1 each, 485,000 "B" Preference shares of £1 each, 30,850 "C" Preference Shares of £1 each, 5,200 "D" Preference Shares of £1 each and 106,764 Ordinary Shares of 50p each. At the date of the registration of this Minute 287,500 of the "A" Preference Shares, all the "B" Preference Shares, all the "C" Preference Shares, all the "D" Preference Shares and 67,100 of the Ordinary Shares have been issued and are deemed to be fully paid and the remaining "A" Preference Shares and Ordinary Shares are unissued."



IN THE HIGH COURT OF JUSTICE
CHANCERY DIVISION

ORDER

MANCHES & CO
DX 4322
OXFORD

REF:U231/NDP

FILE COPY



CERTIFICATE OF REGISTRATION
OF ORDER OF COURT AND MINUTE
ON REDUCTION OF SHARE CAPITAL

Company No. 2133199

Whereas OTTAKAR'S PLC

having by Special Resolution reduced its capital as confirmed by an
Order of the High Court of Justice, Chancery Division

dated the 31st March 1993

Now therefore I hereby certify that the said Order and a Minute approved
by the Court were registered pursuant to section 138 of the Companies
Act 1985 on the 5th May 1993

Given at Companies House, Cardiff, the 13th May 1993

Neil Johnson

NEIL JOHNSON

For The Registrar Of Companies



C O M P A N I E S H O U S E