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IN THE HIGH COURT OF JUSTICE
CHANCERY DIVISION
COMPANIES COURT
MR REGISTRAR BUCKLEY

No. 004183 of 2001

IN THE MATTER OF FOSECO plc

- and -

IN THE MATTER OF THE COMPANIES ACT 1985

UPON THE PETITION of the above-named Foseco plc (the "**Company**") whose registered office is situate at Burnah Castrol House, Pipers Way, Swindon, Wiltshire SN3 1RE preferred unto this Court in the above matters on 5 July 2001

AND UPON HEARING Counsel for the Company

AND UPON READING the said Petition and the evidence

THIS COURT ORDERS that the reduction of the capital of the Company from £26,000,000 to £19,242,000 (by repaying to Burnah Castrol plc the capital paid in on 27,032,000 Ordinary Shares of 25p each) and the cancellation of the share premium account of the Company resolved on and effected by a Special Resolution passed at an Extraordinary General Meeting of the Company held on 15 June 2001 be and the same are hereby confirmed in accordance with the provisions of the above-mentioned Act

AND THIS 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 hereof be delivered to him together with a copy of the said Minute; and
- 2 that notice of the registration by the Registrar of Companies of this Order and of the said Minute be published once in the Times newspaper within 21 days after such registration

Dated the 25th day of July 2001



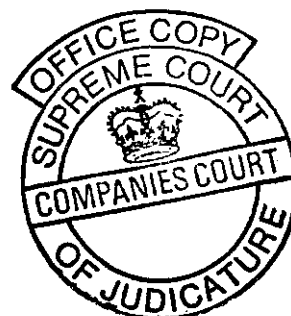
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Schedule

Minute approved by the Court

"The capital of Foseco plc was by virtue of a Special Resolution and with the sanction of an Order of the High Court of Justice dated 25 July 2001 reduced from £26,000,000 divided into 104,000,000 Ordinary Shares of 25p each to £19,242,000 divided into 76,968,000 Ordinary Shares of 25p each. At the date of registration of this Minute, 60,616,139 of the said Ordinary Shares have been issued and are deemed to be fully paid up and the remainder are unissued."



No. 004183 of 2001

IN THE HIGH COURT OF JUSTICE
CHANCERY DIVISION
COMPANIES COURT
MR REGISTRAR BUCKLEY

Re: FOSECO plc

- and -

Re: THE COMPANIES ACT 1985

ORDER
confirming reduction
of capital and cancellation of share
premium account

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