

Auditors' statement to the directors of Triton Limited under Section 43(3)(b) of the Companies Act 1985

We have examined the balance sheet of Triton Limited at 31 March 2000 which formed part of the financial statements, which were prepared in accordance with the Companies Act 1985, for the year then ended audited by us, PricewaterhouseCoopers.

Basis of opinion

The scope of our work for the purpose of this statement was limited to an examination of the relationship between the company's net assets and its called-up share capital and undistributable reserves as stated in the audited balance sheet in connection with the company's proposed re-registration as a public company.

Opinion

In our opinion the balance sheet shows that at 31 March 2000 the amount of the company's net assets was *not less than the aggregate of its called-up share capital and undistributable reserves.*

PricewaterhouseCoopers
PricewaterhouseCoopers
2 June 2000

