

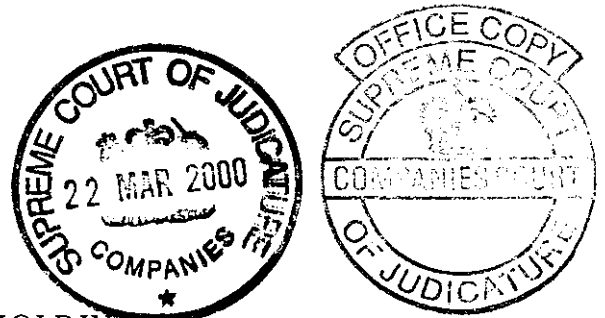
IN THE HIGH COURT OF JUSTICE

No. 001358 of 2000

CHANCERY DIVISION

COMPANIES COURT

MR. REGISTRAR BUCKLEY



IN THE MATTER OF 3i HOLDINGS plc

-and-

IN THE MATTER OF THE COMPANIES ACT 1985

UPON THE PETITION of the above named 3i Holdings plc
(hereinafter called "the Company") whose registered office is situate at
91 Waterloo Road, London, SE1 8XP presented to this Court on 1st
March 2000

AND UPON HEARING Counsel for the Company

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

THE COURT CONFIRMS in accordance with the provisions of the
above-mentioned Act the reduction of capital of the Company from
£251,000,000 to £1,000,000 resolved on and effected by a Special
Resolution passed at an Extraordinary General Meeting of the Company
held on 29th February 2000

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

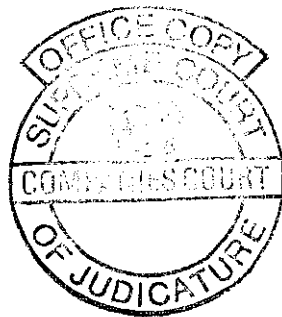


2. that notice of the registration by the Registrar of Companies of this Order and of the said Minute be published by the Company once in the Financial Times newspaper within 21 days after such registration

Wednesday the 22nd day of March 2000

THE SCHEDULE BEFORE REFERRED TO
MINUTE APPROVED BY THE COURT

"The Capital of 3i Holdings plc was, by virtue of a Special Resolution and with the sanction of an Order of the High Court of Justice dated the 22nd day of March 2000 reduced from £251,000,000 divided into 251,000,000 shares of £1 each to £1,000,000 divided into 1,000,000 shares of £1 each. At the date of the registration of this minute all of the said Shares have been issued and are fully paid or credited as fully paid up."



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Wednesday the 22nd day of March
2000

IN THE MATTER OF 3i HOLDINGS plc

-and-

IN THE MATTER OF THE
COMPANIES ACT 1985

O R D E R

Slaughter and May,
35 Basinghall Street,
London, EC2V 5DB.

Tel: 0171 600 1200
Ref: RLH