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EDINBURGH
UNTO THE RIGHT HONOURABLE THE LORDS OF COUNCIL AND SESSION
CERTIFIED A TRUE COPY
EXECUTION COPY
The Petition of

ASSISTANT CLERK OF SESSION

BANDT PLC, a company incorporated under
the Companies Acts and having its registered office
at 191 West George Street, Glasgow, G2 2LB

for

Confirmation of reduction of capital

RECEIVED
12 MAY 2000
COURT OF
SESSION

P183/00

Bandt. ^{LN} For Conf Of Red Of Cap



12 May 2000

Lord Kingarth

TL

Act: Howlin

The Lord Ordinary having resumed consideration of the Petition and
proceedings along with the Report by J. H. Macfie
, and having heard Counsel for the
petitioner, Allows paragraph 12 of the Petition to be amended by
addition of "12 May 2000" in line 5 of said paragraph; Directs that the
provisions of Section 136(3) (4) and (5) of the Companies Acts 1985
shall not apply as regards the creditors of the Petitioners or any class
of them, Confirms the reduction of share capital resolved by Special
Resolution made on 10 February 2000 and set forth in
the Petition, Approves the proposed minute as set forth in the Petition,
Directs the registration of this order and said minute by the Registrar
of Companies, and on said order and minute being so registered,
Orders notice thereof to be given by advertisement once in the
Edinburgh Gazette and Decerns.

Sgt JRA Enshe
Lord Kingarth

BANDT LIMITED**MINUTE**

To be registered in terms of section 138 of the Companies Act 1985

"The capital of Bandt Limited was by virtue of a special resolution of the Company held at Tilbury House, Ruscombe Park, Twyford, Berks RG10 9JH and with the sanction of an order of the Court dated 12 May 2000 reduced from £9,570,250 divided into 190,000,000 ordinary shares of 5p each and 70,250 7% Cumulative Preference Shares of £1 each to £9,500,000 divided into 190,000,000 ordinary shares of 5p each. The said reduction was effected by repaying in cash to the registered holders of the Company's 7% Cumulative Preference Shares to the extent of 112.5p for each share held by them together with any accruals of dividend on their shares, and by cancelling and extinguishing the 7% Cumulative Preference Shares in consequence."

Certified copy of the Minute approved by the Court of Session on 12 May 2000.



12/5/00