



CHFP025

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COMPANIES FORM No. 155(6)a**Declaration in relation to
assistance for the acquisition
of shares****155(6)a**

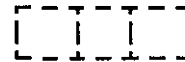
Pursuant to section 155(6) of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number



1019844

Note
Please read the notes
on page 3 before
completing this form.

Name of company

* KCS MANAGEMENT SYSTEMS LIMITED (the "Company")

* insert full name
of company

Ø insert name(s) and
address(es) of all
the directors

X We CHRISTINE ROGERS of The Old Granary, Chiltern Road, Chearsley,
Berkshire HP18 0DN; ALAN SNELL of Courtlands, Rock Road,
Storrington, Pulborough, West Sussex RH20 3AH; PAULA WATSON of 23
Spruce Road, Aylesbury HP19 7AE; LEE COLLISS of 193 Ambleside
Road, Lightwater, Surrey GU18 5UW

† delete as
appropriate

~~the sole director~~ [all the directors]† of the above company do solemnly and sincerely declare that:

The business of the company is:

§ delete whichever
is inappropriate

~~(a) that of a recognised bank, licensed institution, within the meaning of the Banking Act 1978~~

~~(b) that of a person authorised under section 324 of the Insurance Companies Act 1982 to carry on~~

~~insurance business in the United Kingdom~~

(c) something other than the above§

The company is proposing to give financial assistance in connection with the acquisition of shares in the

[company] ~~company~~

The assistance is for the purpose of ~~that acquisition~~ [reducing or discharging a liability incurred for the
purpose of that acquisition].†

The number and class of the shares acquired or to be acquired is: 85,000 ordinary shares

of £1 each in the capital of the Company.

Presenter's name address and
reference (if any):

Edwards Geldard
Dumfries House
Dumfries Place
Cardiff
CF10 3ZF
33001 Cardiff 1
Ref:AWM /Doc Ref: 1180253

For official Use
General Section

Post room



A86
COMPANIES HOUSE

0082
23/04/05

The assistance is to be given to: (note 2) KCS GLOBAL LIMITED (Company Number: 3805230)

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("KCS Global") whose registered office is at 20 Old Mill Square, Storrington,
Pulborough, West Sussex RH20 4NQ

Please complete
legibly, preferably
in black type, or
bold block
lettering

The assistance will take the form of:

The Company will enter into a loan agreement (the "Loan Agreement") with
KCS Global and advance a loan in the sum of £ 682,503.91 (the "Loan") to
KCS Global under the terms of the Loan Agreement.

JAW

The person who [has acquired] ~~[will acquire]~~ the shares is:

KCS Global

JAW
† delete as
appropriate

The principal terms on which the assistance will be given are:

The Loan will:

- (i) be repayable on the fourth anniversary of date of the Loan Agreement by the Company;
- (ii) be unsecured;
- (iii) bear interest at the rate of 2% above the base rate from time to time of HSBC Bank plc.

KCS Global will be entitled to repay all or any part of the Loan at any time.

The amount of cash to be transferred to the person assisted is £ The Loan

The value of any asset to be transferred to the person assisted is £ Nil

The date on which the assistance is to be given is Within 8 weeks of the date hereof

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Please complete
legibly, preferably
in black type, or
bold block lettering

* delete either (a) or
(b) as appropriate

~~X~~We have formed the opinion, as regards the company's initial situation immediately following the date on which the assistance is proposed to be given, that there will be no ground on which it could then be found to be unable to pay its debts. (note 3)

(a) ~~X~~We have formed the opinion that the company will be able to pay its debts as they fall due during the year immediately following that date]* (note 3)

(b) ~~[X is intended to commence the winding up of the company within 12 months of that date, and the declarants have formed the opinion that the company will be able to pay its debts in full within 12 months of the commencement of the winding up.]~~* (note 3)

And ~~X~~we make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

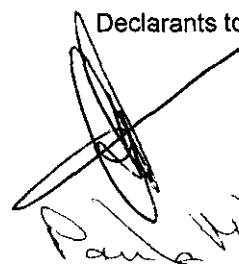
Declared at Capella Court, Brighton Road,
Purley CR8 2PG

on

Day	Month	Year
21	04	2015

before me J. A. Watkinson
(J. A. WATKINSON)
A Commissioner for Oaths or Notary Public or Justice of the Peace or a Solicitor having the powers conferred on a Commissioner for Oaths.

Declarants to sign below


Paul H. Watson

Manager

NOTES

- 1 For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985.
- 2 Insert full name(s) and address(es) of the person(s) to whom assistance is to be given; if a recipient is a company the registered office address should be shown.
- 3 Contingent and prospective liabilities of the company are to be taken into account - see section 156(3) of the Companies Act 1985.
- 4 The auditors report required by section 156(4) of the Companies Act 1985 must be annexed to this form.
- 5 The address for companies registered in England and Wales or Wales is:-

The Registrar of Companies
Companies House
Crown Way
Cardiff
CF14 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies
37 Castle Terrace
Edinburgh
EH1 2EB

**INDEPENDENT AUDITORS' REPORT TO THE DIRECTORS OF KCS MANAGEMENT
SYSTEMS LIMITED ("THE COMPANY") PURSUANT TO SECTION 156(4) OF THE
COMPANIES ACT 1985**

We have examined the attached statutory declaration of the directors dated 21 April 2005 in connection with the proposal that the Company should give financial assistance for the purchase of all of the Company's ordinary shares.

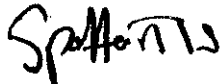
This report is made solely to the directors of the Company for the purpose of section 156(4) of the Companies Act 1985. Our work has been undertaken so that we might state to the directors of the Company those matters that we are required to state to them in an auditors' report under that section and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company, for our work, for this report, or for the opinions that we have formed.

Basis of opinion

We have enquired into the state of the Company's affairs in order to review the bases for the statutory declaration.

Opinion

We are not aware of anything to indicate that the opinion expressed by the directors in their declaration as to any of the matters mentioned in section 156(2) of the Companies Act is unreasonable in all the circumstances.



Spofforths
Chartered Accountants and Registered Auditors

Courtyard House
30 Worthing Road
Horsham
West Sussex
RH12 1SL

Date: 21 April 2005