

COMPANIES FORM No. 173

Declaration in relation to the redemption or purchase of shares out of capital

173

CHFP025

Please do not
write in this
margin

Pursuant to section 173 of the Companies Act 1985

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

**To the Registrar of Companies
(Address overleaf - Note 4)**

For official use

Company number

1667324

* insert full name
of company

Name of company

* ACT Sigmex Limited

Note

**Please read the notes
on page 2 before
completing this form**

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

I/We ☐ Howard Evans
☐ John Cook
☐ Misys Corporate Director Limited
☐ Philip Copeland

The addresses of the directors are set out in Annex 1 to this Form 173

† delete as appropriate

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

§ delete whichever
is inappropriate

The business of the company is:

[illegible]

(c) that of something other than the above:

The company is proposing to make a payment out of capital for the redemption or purchase of its own shares

The amount of the permissible capital payment for the shares in question is £ (note 1)

[225.000] 000

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

Allen & Overy LLP
One New Change
London
EC4M 9QQ
document no. CO:2098522

For official Use
General Section



ED1
COMPANIES HOUSE
R13
COMPANIES HOUSE

0131
15/07/05
25/06/05

I/we have made full enquiry into the affairs and prospects of the company, and I/we have formed the opinion:

Please do not write in this margin

- (a) as regards its initial situation immediately following the date on which the payment out of capital is proposed to be made, that there will be no grounds on which the company could then be found unable to pay its debts (note 2), and
- (b) as regards its prospects for the year immediately following that date, that, having regard to my/our intentions with respect to the management of the company's business during that year and to the amount and character of the financial resources which will in my/our view be available during that year, the company will be able to continue to carry on business as a going concern (and will accordingly be able to pay its debts as they fall due) throughout that year. (note 2)

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

And I/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 BURLINGHAME HOUSE, CHAPPEL OAK,
SAFOND PRIORI EVETHAM WORCE

Declarant(s) to sign below

on Day Month Year
2 0 0 6 2 0 0 5

before me DAVID E. RATCLIFFE

A Commissioner for Oaths, or Notary Public, or Justice of the Peace, or Solicitor having the powers conferred on a Commissioner for Oaths.

H. Evans
P.R.C.

Notes

- 1 'Permissible capital payment' means an amount which, taken together with
(i) any available profits of the company; and
(ii) the proceeds of any fresh issue of shares made for the purposes of the redemption or purchase; is equal to the price of redemption or purchase.
'Available profits' means the company's profits which are available for distribution (within the meaning of section 172 and 263 of the Companies Act 1985).
The question whether the company has any profits so available and the amount of any such profits is to be determined in accordance with section 172 of the Companies Act 1985.
- 2 Contingent and prospective liabilities of the company must be taken into account, see sections 173(4) & 517 of the Companies Act 1985.
- 3 A copy of this declaration together with a copy of the auditors report required by section 173 of the Companies Act 1985, must be delivered to the Registrar of Companies not later than the day on which the company publishes the notice required by section 175(1) of the Companies Act 1985, or first publishes or gives the notice required by section 175(2), whichever is the earlier.
- 4 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
Companies House
37 Castle Terrace
Edinburgh
EH1 2EB

Annex 1

Howard Evans
Charlton Park House
Charlton Park Gate
Cheltenham
Gloucestershire
GL53 7DJ

John Cook
Barnside
Tredington
Gloucestershire
GL20 7BP

Philip Copeland
Crofton
Sheldon Road
Ickford
Aylesbury
HP18 9HY

Misys Corporate Director Limited
Burleigh House
Chapel Oak
Salford Priors
Evesham
WR11 8SP

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John Cook
Misys Corporate Director Limited
Philip Copeland

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dress(es) of all
: directors

The addresses of the directors are set out in Annex 1 to this Form 173

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~~XXXXXXXXXXXX~~ all the directors¹ of the above company do solemnly and sincerely declare that:

delete whichever
inappropriate

The business of the company is:

[illegible]

(c) that of something other than the above§

The company is proposing to make a payment out of capital for the redemption or purchase of its own shares

The amount of the permissible capital payment for the shares in question is £ (note 1)

Continued overleaf

Presenter's name address and
reference (if any):
Allen & Overy LLP
One New Change
London
EC4M 9QQ
document no. CO:2098522

For official Use
General Section

**A19
COMPANIES HOUSE**

I/we have made full enquiry into the affairs and prospects of the company, and I/we have formed the opinion:

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- (a) as regards its initial situation immediately following the date on which the payment out of capital is proposed to be made, that there will be no grounds on which the company could then be found unable to pay its debts (note 2), and
- (b) as regards its prospects for the year immediately following that date, that, having regard to my/our intentions with respect to the management of the company's business during that year and to the amount and character of the financial resources which will in my/our view be available during that year, the company will be able to continue to carry on business as a going concern (and will accordingly be able to pay its debts as they fall due) throughout that year. (note 2)

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

And I/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

125 Kensington High Street
London W8 5SF

Declarant(s) to sign below

John Cook
[Signature]

on Day Month Year

on 20 06 2005

before me

A Commissioner for Oaths, or Notary Public, or Justice of the Peace, or Solicitor having the powers conferred on a Commissioner for Oaths.

[Signature] (Janet Thacker)

Notes

- 1 'Permissible capital payment' means an amount which, taken together with
- (i) any available profits of the company; and
 - (ii) the proceeds of any fresh issue of shares made for the purposes of the redemption or purchase;
- is equal to the price of redemption or purchase.
- 'Available profits' means the company's profits which are available for distribution (within the meaning of section 172 and 263 of the Companies Act 1985).
- The question whether the company has any profits so available and the amount of any such profits is to be determined in accordance with section 172 of the Companies Act 1985.
- 2 Contingent and prospective liabilities of the company must be taken into account, see sections 173(4) & 517 of the Companies Act 1985.

- 3 A copy of this declaration together with a copy of the auditors report required by section 173 of the Companies Act 1985, must be delivered to the Registrar of Companies not later than the day on which the company publishes the notice required by section 175(1) of the Companies Act 1985, or first publishes or gives the notice required by section 175(2), whichever is the earlier.

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Aylesbury
HP18 9HY

Misys Corporate Director Limited

Burleigh House
Chapel Oak
Salford Priors
Evesham
WR11 8SP

The Directors
ACT Sigmex Ltd
Burleigh House
Chapel Oak
Salford Priors
Evesham
WR11 8SP

20 June 2005

Dear Sirs

Auditors' report to the directors of ACT Sigmex Ltd pursuant to Section 173(5) of the Companies Act 1985

We have examined the attached statutory declaration of the directors of ACT Sigmex Ltd (the "Company") dated 20 June 2005 in connection with the Company's proposed purchase of 225,000,000 of its ordinary shares of £1 each by a payment out of capital and reserves. This report, including the opinion, has been prepared for and only for the Company and the Company's directors in accordance with Section 173 of the Companies Act 1985 and for no other purpose. We do not, in giving the opinion set out below, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Basis of opinion

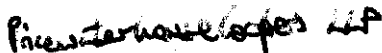
We have enquired into the state of the Company's affairs in order to review the bases for the statutory declaration.

Opinion

In our opinion, the amount of £225,000,000 specified in the statutory declaration of the directors as the permissible capital payment for the shares to be purchased is properly determined in accordance with Sections 171 and 172 of the Companies Act 1985.

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 173(3) of the Companies Act 1985 is unreasonable in all the circumstances.

Yours faithfully



PricewaterhouseCoopers LLP
Chartered Accountants and Registered Auditors