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CHFP025

COMPANIES FORM No. 155(6)b

**Declaration by the directors
of a holding company in
relation to assistance for the
acquisition of shares**

509-1
155(6)b

Please do not
write in this
margin

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

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

* insert full name
of company

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

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

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

For official use

Company number

02338540

Name of company

* MISYS IFA SERVICES LIMITED

☒ We Ø See Appendix A attached.

† delete as
appropriate

~~XXXXXXXXXX~~ [all the directors]† of the above company (hereinafter called 'this company') do
solemnly and sincerely declare that:

§ delete whichever
is inappropriate

The business of this company is:

- (a) ~~the business of a person authorised under section 1 of the Insurance Companies Act 1982 to carry on
insurance business in the United Kingdom~~
- (b) ~~that of a person authorised under section 1 of the Insurance Companies Act 1982 to carry on
insurance business in the United Kingdom~~
- (c) something other than the above§

This company is ~~not~~ [a] holding company of* I.E. GROUP LIMITED (registered number
02542977) which is

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

in ~~XXXXXXXXXX~~ FINANCIAL OPTIONS GROUP LIMITED (registered number 03573352)
the holding company of this company.†

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

Allen & Overy
One New Change
London EC4M 9QQ
Document: SD9
CO:1051350
DX 73

For official Use
General Section

Post room



LD2
COMPANIES HOUSE

0457
05/08/03

The assistance is for the purpose of ~~that acquisition~~ [reducing or discharging a liability incurred for the purpose of that acquisition].† (note 1)

Please do not write in this margin

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

The number and class of the shares acquired or to be acquired is: a total of 4,600,000
Ordinary Shares of £1 each

The assistance is to be given to: (note 2) MISYS PLC (registered number 01360027)
of Burleigh House, Chapel Oak, Salford Priors, Evesham WR11 8SP.

The assistance will take the form of:

The entry into a loan facility agreement between i.e. Group Limited ("i.e. Group") and the company as the same shall be amended, supplemented, novated and/or replaced from time to time (the "Loan Facility Agreement").

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

† delete as appropriate

MISYS PLC (registered no. 01360027) of Burleigh House, Chapel Oak, Salford Priors, Evesham WR11 8SP.

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

The lending by i.e. Group from time to time of sums to the company under the Loan Facility Agreement, such amount not to exceed £18,000,000 and on the basis that loan will be interest free and repayable on demand.

The amount (if any) by which the net assets of the company which is giving the assistance will be reduced by giving it is NIL

The amount of cash to be transferred to the person assisted is £ See Appendix B attached.

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

Laserform International 12/99

APPENDIX A
MISYS IFA SERVICES LIMITED

Schedule of Directors

* Michael Alastair Couzens	Holingreave House New Mill Huddersfield HD7 7ND
Patrick Nigel Christopher Gale	Lamplight House 47 High Street Milton Nr Abingdon Oxon OX14 4EJ
John Gilbert Sussens	Blythe House 10 Grange Road Bidford on Avon Warwickshire B50 4BY
Mark Thomas Wadelin	26 Kings Coughton Lane Alcester Warwickshire B49 5QE

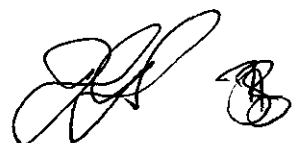
* Michael Alastair Couzens current address is: Gulliver House
Kingham
Oxon
OX7 6YA



S09-5

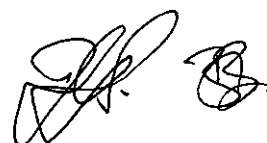
APPENDIX B

Up to £18,000,000, being the maximum amount available under the Loan Facility Agreement.

Two handwritten signatures in black ink, one larger and more stylized, the other smaller and more compact.

APPENDIX C

any date during the period from the date of this statutory declaration to (and including) 19th September, 2003 being the date falling 8 weeks beginning after the date on which the directors make this statutory declaration.

Two handwritten signatures in black ink, one appearing to be 'J.H.' and the other 'B.S.', located at the bottom right of the page.

COMPANIES FORM No. 155(6)b

Declaration by the directors of a holding company in relation to assistance for the acquisition of shares

155(6)b

PLEASE DO NOT
WRITE IN THIS
MARGIN

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

base complete
gibly, preferably
black type, or
Id block lettering

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

For official use

Company number

02338540

Name of company

* MISYS IFA SERVICES LIMITED

ite
ase read the notes
page 3 before
ompleting this form

insert full name
of company

XWE# See Appendix A attached.

Insert name(s) and address(es) of all the directors

delete as appropriate

~~XXXXXXXXXXXX~~ [all the directors] of the above company (hereinafter called 'this company') do solemnly and sincerely declare that:

delete whichever
is inappropriate

The business of this company is:

(a) XXXXX000000000000XXXXXXX000000000000XXXXXXXXX

(b) [REDACTED]

XXXXXXXXXXXXXXXXXXXXX

(c) something other than the above\$

This company is ~~not~~ [a] holding company of* I.E. GROUP LIMITED (registered number 02542977) which is

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

in ~~XXXXXXX~~ FINANCIAL OPTIONS GROUP LIMITED (registered number 03573352),
the holding company of this company. It

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

Allen & Overy
One New Change
London EC4M 9QQ
Document: SD9
CO:1051350
DX 73

For official Use
General Section

Post room

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

SD4-4
MTC
SNA

APPENDIX A

MISYS IFA SERVICES LIMITED

Schedule of Directors

* Michael Alastair Couzens

Holingreave House
New Mill
Huddersfield
HD7 7ND

Patrick Nigel Christopher Gale

Lamplight House
47 High Street
Milton
Nr Abingdon
Oxon
OX14 4EJ

John Gilbert Sussens

Blythe House
10 Grange Road
Bidford on Avon
Warwickshire
B50 4BY

Mark Thomas Wadelin

26 Kings Coughton Lane
Alcester
Warwickshire
B49 5QE

* Michael Alastair Couzens current address is: Gulliver House
Kingham
Oxon
OX7 6YA

To: 4557_1 Jo Reservations Desk HoteAllen 12 Overy FaxRoom From: Allen 12 Overy#+

509-5

MTD
JWA

APPENDIX B

Up to £18,000,000, being the maximum amount available under the Loan Facility Agreement.

509-6

MTW
JMA

APPENDIX C

any date during the period from the date of this statutory declaration to (and including) 19th September, 2003 being the date falling 8 weeks beginning after the date on which the directors make this statutory declaration.

CHFP025

155(6)b

Page 1

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509-3

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

MARTIN H. THOMPSON
SOLICITOR WITH
ARMITAGE SYKES
TULLIE WOODWARD
72 NEW NORTH ROAD
HUDDERSFIELD
HD1 5NW

Laserform International 12/99

APPENDIX A
MISYS IFA SERVICES LIMITED

Schedule of Directors

* Michael Alastair Couzens	Holingreave House New Mill Huddersfield HD7 7ND
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John Gilbert Sussens	Blythe House 10 Grange Road Bidford on Avon Warwickshire B50 4BY
Mark Thomas Wadelin	26 Kings Coughton Lane Alcester Warwickshire B49 5QE



* Michael Alastair Couzens current address is: Gulliver House
Kingham
Oxon
OX7 6YA

S09-5

APPENDIX B

Up to £18,000,000, being the maximum amount available under the Loan Facility Agreement.

A handwritten signature in black ink, consisting of a stylized 'M' or 'N' shape with a horizontal line through it, and a small 'd' or 'e' below it.

APPENDIX C

any date during the period from the date of this statutory declaration to (and including) 19th September, 2003 being the date falling 8 weeks beginning after the date on which the directors make this statutory declaration.

A handwritten signature in black ink, consisting of a stylized 'D' followed by a horizontal line and a large, sweeping flourish that curves around the bottom and back up.

CHFP025

155(6)b

PVB

PF3

AKB

PHB

PSTB

COMPANIES:

The assistance is for the purpose of ~~XXXXXXXXXX~~ [reducing or discharging a liability incurred for the purpose of that acquisition].† (note 1)

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

Please do not
write in this
margin

The date on which the assistance is to be given is See Appendix C attached.

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

X We have formed the opinion, as regards this 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)

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

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

[illegible]

And ~~X~~⁷¹⁶we 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 CASIS PARK STANTON HAKCOURT ROAD
EYNHAM OXON OX29 4AE

Declarants to sign below

on

Day	Month	Year
25	07	2003

before me

PAUL FREDERICK BRAME MORGAN COLE

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

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
Companies House
37 Castle Terrace
Edinburgh
EH1 2EB

SD4-4

[Signature]
Love Bar

APPENDIX A
MISYS IFA SERVICES LIMITED

Schedule of Directors

*Michael Alastair Couzens	Holingreave House New Mill Huddersfield HD7 7ND
Patrick Nigel Christopher Gale	Lamplight House 47 High Street Milton Nr Abingdon Oxon OX14 4EJ
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S09-5

[Signature]

APPENDIX B

Up to £18,000,000, being the maximum amount available under the Loan Facility Agreement.

Lee bar

S09-6
[Signature]
Louie Bran

APPENDIX C

any date during the period from the date of this statutory declaration to (and including) 19th September, 2003 being the date falling 8 weeks beginning after the date on which the directors make this statutory declaration.

PricewaterhouseCoopers LLP
1 Embankment Place
London WC2N 6RH
Telephone +44 (0) 20 7583 5000
Facsimile +44 (0) 20 7822 4652

The Directors
Misys IFA Services Limited
Burleigh House
Chapel Oak
Salford Priors
Evesham
Worcestershire
WR11 8SH

25 July 2003

Dear Sirs

Auditors' report to the directors of Misys IFA Services Limited pursuant to Section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors of Misys IFA Services Limited ("the Company") dated 25 July 2003 in connection with the proposal that the Company's subsidiary undertaking, i.e. Group Limited, should give financial assistance for the purpose of discharging liabilities incurred in the acquisition of 4,600,000 ordinary shares of £1 each of the Company's holding company, Financial Options Group Limited, by Misys plc. This report including the opinion, has been prepared for and only for the Company and the Company's directors in accordance with Section 156 of the Companies Act 1985 and for no 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 written consent in writing.

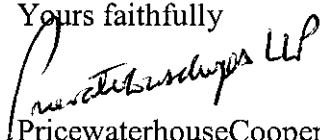
Basis of opinion

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

Opinion

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 1985 is unreasonable in all the circumstances.

Yours faithfully



PricewaterhouseCoopers LLP

Chartered Accountants and Registered Auditors