

G

CHFP025

Please do not  
write in this  
margin

COMPANIES FORM No. 155(6)a

Declaration in relation to  
assistance for the acquisition  
of shares

508-1  
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

[ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ]

02844161

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

Name of company

\* KESTREL FINANCIAL MANAGEMENT LIMITED

\* insert full name  
of company

X We ☒ See Appendix A attached.

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

† delete as  
appropriate

~~XXXXXXXXXXXX~~ [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 1979,~~

~~(b) that of a person authorised under section 2 of the Financial Services Companies Act 1982 to carry~~

~~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

~~XXXXXXXX~~ [company's holding company] FINANCIAL OPTIONS GROUP LIMITED (registered  
number 03573352) ~~XXXXXXXX~~

The assistance is for the purpose of ~~XXXXXXXXXXXX~~ [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: a total of  
4,600,000 Ordinary Shares of £1 each

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

Allen & Overy  
One New Change  
London EC4M 9QQ  
Document: SD8

For official Use  
General Section

Post room



LD2  
COMPANIES HOUSE

0461  
05/08/03

508-2

The assistance is to be given to: (note 2) MISYS PLC (registered no. 01360027) of  
Burleigh House, Chapel Oak, Salford Priors, Evesham, WR11 8SP.

Please do not  
write in this  
margin

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

The assistance will take the form of:

The entry into of a loan facility agreement between the company and  
Financial Options Group Limited ("FOG") 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 the company from time to time of sums to FOG under the Loan  
Facility Agreement, such amount not to exceed £45,000,000 and on the basis  
that the loans will be interest free and repayable on demand.

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

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

Please do not  
write in this  
margin

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) ~~[It is intended to commence the winding up of the company within 12 months of that date, and the~~  
~~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

*Independence House  
Hollybank Rd  
Huddersfield*

Declarants to sign below

*[Signature]*

Day Month Year  
on 25 07 2003  
before me *[Signature]*  
A Commissioner for Oaths or Notary Public or Justice of  
the Peace or a Solicitor having the powers conferred on  
a Commissioner for Oaths.

MARTIN H. THOMPSON  
SOLICITOR WITH  
ARMITAGE SYKES  
TULLIE WOODWARD  
72 NEW NORTH ROAD  
HUDDERSFIELD  
HD1 5N7

## 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

## APPENDIX A

## KESTREL FINANCIAL MANAGEMENT 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
Mark Thomas Wadelin	26 Kings Coughton Lane Alcester Warwickshire B49 5QE



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

**APPENDIX B**

Up to £45,000,000 being the maximum amount available under the Loan Facility Agreement.

A handwritten signature in black ink, consisting of a stylized 'N' followed by a 'G' and a flourish.

**APPENDIX C**

Any date during the period from the date of this statutory declaration to (and including) 18th 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, appearing to be 'M. S.', written over a large, stylized 'S' or '7' shape.

# G

CHFP025

Please do not  
write in this  
margin

## 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

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

Name of company

\* KESTREL FINANCIAL MANAGEMENT LIMITED

\* insert full name  
of company

XWe See Appendix A attached.

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

† delete as appropriate

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

The business of the company is:

§ delete whichever  
is inappropriate

~~any other bank or a recognised bank licensed institution within the meaning of the Banking Act 1978.~~

[illegible][illegible]

(c) something other than the above\$

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

~~XXXXXX~~ [company's holding company FINANCIAL OPTIONS GROUP LIMITED (registered *175*

number 03573352)

The assistance is for the purpose of ~~reducing or discharging a liability incurred for the~~ <sup>118</sup>

purpose of that acquisition).†

The number and class of the shares acquired or to be acquired is: a total of

1,600,000 Ordinary Shares of £1 each

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

Allen & Overy  
One New Change  
London EC4M 9QQ  
Document: SD8

For official Use  
General Section

Post room

The assistance is to be given to: (note 2) MISYS PLC (registered no. 01360027) of  
Burleigh House, Chapel Oak, Salford Priors, Evesham, WR11 8SP.

Please do not  
write in this  
margin

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

The assistance will take the form of:

The entry into of a loan facility agreement between the company and  
Financial Options Group Limited ("FOG") 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:

ff6

† 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 the company from time to time of sums to FOG under the Loan  
Facility Agreement, such amount not to exceed £45,000,000 and on the basis  
that the loans will be interest free and repayable on demand.

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

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



Please do not  
write in this  
margin

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

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

508-3 116  
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) 116

(b) ~~I have intended to commence the winding up of the company within 12 months of that date, and 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)~~ 116

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. 116

Declared at OASIS PARK STANTON HARCOURT ROAD  
EYNHAM OXON OX29 4AE

Declarants to sign below

Day Month Year  
on 25 07 2003

before me

Paul Bram

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

a Commissioner for Oaths. PAUL FREDERICK BRAME  
MORGAN COLE

## 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

S08-4

*David Gale*

*Lee Bram*

## APPENDIX A

### KESTREL FINANCIAL MANAGEMENT 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
Mark Thomas Wadelin	26 Kings Coughton Lane Alcester Warwickshire B49 5QE

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

S08-5

De Ruyter

**APPENDIX B**

Up to £45,000,000 being the maximum amount available under the Loan Facility Agreement.

Page from

S08-6

DeWitt

#### APPENDIX C

Any date during the period from the date of this statutory declaration to (and including) 18th September, 2003 being the date falling 8 weeks beginning after the date on which the directors make this statutory declaration.

Paul Bram



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

The assistance is to be given to: (note 2) MISYS PLC (registered no. 01360027) of  
Burleigh House, Chapel Oak, Salford Priors, Evesham, WR11 8SP.

568-6

Please do not  
write in this  
margin

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

The assistance will take the form of:

The entry into of a loan facility agreement between the company and  
Financial Options Group Limited ("FOG") 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 the company from time to time of sums to FOG under the Loan  
Facility Agreement, such amount not to exceed £45,000,000 and on the basis  
that the loans will be interest free and repayable on demand.

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

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

5/98 - 3

lease do not  
rite in this  
argin

XWe 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)

lease complete  
gibly, preferably  
black type, or  
old block lettering

(a) XWe 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)

delete either (a) or  
(b) as appropriate

(b) ~~It is intended to commence the winding up of the company within 12 months of that date, and the~~  
~~have formed the opinion that the company will be able to pay its debts as they fall due during the~~  
~~commencement of the winding up.]\* (note 3)~~

And Xwe 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

Hotel Royal Limousin  
Place de la République  
87000 Limoges, FRANCE

Declarant's to sign below

M.T. Wadel

Day Month Year  
on 25072003

before me

Sophie Antonio SOPHIE ANTONIOU

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  
37 Castle Terrace  
Edinburgh  
EH1 2EB

508-4

MTW  
JWA

**APPENDIX A**

**KESTREL FINANCIAL MANAGEMENT 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

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#+

S08-5

MTW

DA

#### APPENDIX B

Up to £45,000,000 being the maximum amount available under the Loan Facility Agreement.

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

SOS-6

MTW

SIA

#### APPENDIX C

Any date during the period from the date of this statutory declaration to (and including) 18th September, 2003 being the date falling 8 weeks beginning after the date on which the directors make this statutory declaration.

The Directors  
Kestrel Financial Management Limited  
Burleigh House  
Chapel Oak  
Salford Priors  
Evesham  
Worcestershire  
WR11 8SH

25 July 2003

Dear Sirs

**Auditors' report to the directors of Kestrel Financial Management Limited pursuant to Section 156(4) of the Companies Act 1985**

We have examined the attached statutory declaration of the directors of Kestrel Financial Management Limited ("the Company") dated 25 July 2003 in connection with the proposal that the Company 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. 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 written consent in writing.

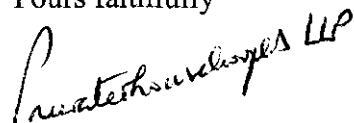
**Basis of opinion**

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*