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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

For official use

Company number

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

02980656

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

Name of company

* REBUS HOLDINGS LIMITED

*Insert full name
of company

I/We† SEE RIDER 1 ATTACHED

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

§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 1979†

~~(b) that of a person authorised under section 3 or 4 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's holding company REBUS GROUP LIMITED, a company incorporated
in England and Wales (registered no. 03109650) ~~limited~~†

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: 93,769,158 Ordinary
Shares of 2 pence each

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

Clifford Chance
200 Aldersgate Street
London
EC1A 4JJ
Ref: London-1/429557/01
Ref: SAYB

For official use

General Section



The assistance is to be given to: (note 2) CROCUSGLADE LIMITED, a company incorporated
in England and Wales (registration no. 3720114)

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

The assistance will take the form of:

SEE RIDER 2 ATTACHED

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

*Delete as
appropriate

The principal terms on which assistance will be given are:

SEE RIDER 3 ATTACHED

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

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 19 _____

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Please complete
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bold block lettering

†Delete either (a) or
(b) as appropriate

I/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) [I/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 I/We 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 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 The Manor House
CUNNING STREET ALSTON
PERKINS ROAD

the Thirtieth day of October

One thousand nine hundred and ninety nine

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.

Declarants to sign below

[Signature]

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.

**PAYMENT OF FEES STATUTORY DECLARATION FOR
REBUS HOLDINGS LIMITED**

Rider 1

Directors of the Company:

Name	Address
David Albert Laking	Penbury House Station Road - Nassington Peterborough Cambridgeshire PE8 6QB
Peter Eric Presland	Rats' Castle Castletons Oak Cranbrook Road Biddenden - Ashford Kent TN27 8DY
Roger Denis Summers	15 Five Acres Danbury - Chelmsford Essex CM3 4NB

Rider 2

The assistance will take the form of the payment by Rebus Holdings Limited of the professional fees and all other costs and expenses incurred or to be incurred in connection with the acquisition of the shares described above.

Rider 3

Rebus Holdings Limited will pay all charges, fees, invoices, costs and expenses which arise in respect of the acquisition of the shares, on normal commercial terms.

**Auditor's report to the directors of Rebus Holdings Limited ("the Company")
pursuant to section 156(4) of the Companies Act 1985.**

We have examined the attached statutory declaration of the directors of the Company dated 13 October 1999 in connection with the proposal that the Company should give financial assistance for the purchase of the whole of the issued ordinary shares of Rebus Group Limited (a holding company of the Company).

Respective responsibilities of directors and auditors

The Company's directors are responsible for the statutory declaration. It is our responsibility to review the bases for the declaration, based on our enquiries into the state of the Company's affairs, and to provide a report to the directors.

Basis of opinion

We have enquired into the state of the Company's affairs so far as necessary for us 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.



Arthur Andersen
Chartered Accountants and Registered Auditors

Betjeman House
104 Hills Road
Cambridge
CB2 1LH

13 October 1999