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COMPANIES FORM No. 173

173

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

CHFP087

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 letteringTo the Registrar of Companies
(Address overleaf - Note 4)

For official use

Company number

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3220934

Name of company

* insert full name
of company

* DEALWISE LIMITED

Note
Please read the
notes on page 2
before completing
this form.a insert name(s)
and address(es)
of all the directors

† We a BHARAT MASRANI, FLAT 6, 2 AVENUE RD, LONDON
PHILIP IRELAND, 15 NORWOOD PARK, BIRKBY, HUDDERSFIELD
LISE ARNETT, 21 GREEN COURT, BOWDON, CHESHIRE
CAROLINE BRADLEY, 24 LAKESIDE VIEW, RADNOR, LEADS

† 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) 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
sharesThe amount of the permissible capital payment for the shares in question is £12,568,000
(note 1)

Continued overleaf

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

CJ Bradley
Exchange Court
Doncombe St
Leeds
LS1 4AX

For official Use (02/00)
General Section

Post room

A27
COMPANIES HOUSE

A7HKKC66

0477
25/07/02

☒ We have made full enquiry into the affairs and prospects of the company, and ☒ 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 ☒ 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 201 DEANSGATE
MANCHESTER
M3 3NW

Declarant(s) to sign below

[Handwritten signatures]

on

Day	Month	Year
17	07	2002

before me SANDRA MORRISON

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

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

CERTIFIED AS A TRUE COPY OF THE ORIGINAL

C.J. BRADLEY (COMPANY SECRETARY)

SIGNED

[Handwritten signature]

REPORT OF THE AUDITORS TO THE DIRECTORS OF DEALWISE LIMITED PURSUANT TO
SECTION 173(5) OF THE COMPANIES ACT 1985

We have examined the attached statutory declaration of the directors of Dealwise Limited ('the Company') dated 17 July 2002 in connection with the company's proposed purchase of 10,677,000 ordinary shares by a payment out of capital and reserves.

Basis of opinion

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

Opinion

In our opinion the amount of £ 12,568,000 specified in the statutory declaration by the directors as the permissible capital payment for the shares to be purchased has been 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.

Ernst & Young LLP

Ernst & Young LLP
Registered Auditor
London
17 July 2002

CERTIFIED AS A TRUE COPY OF THE ORIGINAL.

C.J. BRADLEY (COMPANY SECRETARY)	
SIGNED	<i>C.J. Bradley</i>
DATED	22/7/02