

# G

CHFP000

## COMPANIES FORM No. 173

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

# 173

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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3	2	7	9	3	3	2
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Name of company

\* insert full name  
of company

* CBA (EUROPE) FINANCE LIMITED
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Note  
Please read the  
notes on page 2  
before completing  
this form.I / We JOHN CORNELIUS CHRISTOPHER MARSHALLø insert name(s)  
and address(es)  
of all the directorsWOODSDEN FARMHOUSEWATER LANEMAWKHURSTKENTTN18 5AY† 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 shares

The amount of the permissible capital payment for the shares in question is £ <sup>AUD</sup> 600,000,000  
(note 1)

Continued overleaf

Presentor's name address and  
reference (if any) :For official Use (02/00)  
General Section

Post room

A42  
COMPANIES HOUSE

\*AGYDEANC\*

0507  
09/05/02

☒ 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.

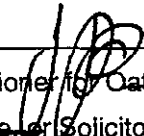
Declared at 65, FLEET STREET  
LONDON EC4Y 1HS

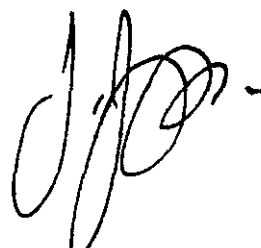
Declarant(s) to sign below



Day Month Year  
on 

0	2	0	5	2	0	0	2
---	---	---	---	---	---	---	---

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



## Notes

- 'Permissible capital payment' means an amount which, taken together with
  - any available profits of the company; and
  - 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.
- Contingent and prospective liabilities of the company must be taken into account, see sections 173(4) & 517 of the Companies Act 1985.
- 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.
- 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

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CHFP000

**COMPANIES FORM No. 173****Declaration in relation to  
the redemption or purchase  
of shares out of capital****173**Please do not  
write in  
this margin

Pursuant to section 173 of the Companies Act 1985

Please complete  
legibly, preferably  
in block type, or  
bold block letteringTo the Registrar of Companies  
(Address overleaf - Note 4)

For official use

Company number

3279332

Name of company

\* Insert full name  
of company

CBA (EUROPE) FINANCE LIMITED

Note  
Please read the  
notes on page 2  
before completing  
this form.

1/100 STEVEN ALAN BIGG

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

12 BRIDGE ROAD

WEYBRIDGE

SURREY

KT13 8XT

† 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 6 or 4 of the Insurance Companies Act 1983 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 shares

The amount of the permissible capital payment for the shares in question is **£AUD 600,000,000**  
(note 1)

Continued overleaf

Presenter's name address and  
reference (if any):For official Use (02/00)  
General Section

Post room

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 black 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 1885.

Declared at 120 PITT STREET  
SYDNEY NSW AUSTRALIA

Declarant(s) to sign below

on 

Day	Month	Year
02	05	2002

STEVEN ALAN BIGG

before me JOHN ANGELO (SOLICITOR)  
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 283 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.

- 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

- 2 Contingent and prospective liabilities of the company must be taken into account, see sections 173(4) & 517 of the Companies Act 1985.

or, for companies registered in Scotland:-

The Registrar of Companies  
Companies House  
37 Castle Terrace  
Edinburgh  
EH1 2EB

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**CNFP000**

**COMPANIES FORM No. 173**  
**Declaration in relation to**  
**the redemption or purchase**  
**of shares out of capital**

173

Please do not  
write in  
this margin

Pursuant to section 173 of the Companies Act 1985

PLEASE COMPLETE  
THIS, PREVIOUSLY  
IN BLOCK TYPE, OR  
SOLID BLOCK LETTERING

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

**For official use**

**Company number**

32 7 9 332

**Name of company**

CSA (EUROPE) FINANCE LIMITED

\* Insert full name  
of company

1/4/68 PETER JOHN RONALD CHISWELL

**Note**  
Please read the  
notice on page 2  
before completing  
this form.

5 KEMPBRIDGE AVENUE

2. last name(s)  
and address(es)  
of all the directors

## SEA FALTH

NSW 2092

## AUSTRALIA

† 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:**

(b) that of a "recognized bank/finance 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 shares.

The amount of the permissible capital payment for the shares in question is AUD 600,000,000 (note 1)

**Continued overleaf**

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

For official Use - (02/00)  
General Section

**Field notes**

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**tripe in**  
**the mouth**

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

Perman

**The Registrar of Companies  
Companies House  
27 Castle Terrace  
Edinburgh  
EH1 2EB**

**Report of the auditors to the directors of CBA (Europe) Finance Limited ("the Company") pursuant to Section 173(5) of the Companies Act 1985**

We have examined the attached statutory declaration of the directors dated 2 May 2002 in connection with the company's proposed purchase of 600,000,000 preference shares by a payment out of capital and reserves.

**Basis of opinion**

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

**Opinion**

In our opinion the amount of AUD 600,000,000 specified in the statutory declaration 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  
Registered Auditor  
London

2 May 2002