CHFP000

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

COMPANIES FORM No. 173

173

Please do not write in this margin

Pursuant to section 173 of the Companies Act 1985

Please complete egibly, preferably in black type, or bold block lettering	To the Registrar of Companies For official use Company number (Address overleaf - Note 4)						
	3279332						
	Name of company						
insert full name of company	+ CBA (EUROPE) FINANCE LIMITED						
lote	1/We & JOHN CORNELIUS CHRISTOPHER MARSHALL						
Please read the lotes on page 2	17 476 0						
efore completing his form.	WOODSDEN FARMHOUSE						
insert name(s) and address(es)	WATER LANE						
of all the directors	HAWKHURST						
	KENT						
	TN 18 SAY						
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	(a) that of a [recogniced bank][licensed institution]† within the meaning of the Banking Act 1979§						
is inappropriate	(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						
	AUD						
	The amount of the permissible capital payment for the shares in question is \$\(\frac{4}{600,000}\), 000 (note 1)						
	Continued overleaf						
	Presentor's name address and For official Use (02/00)						

General Section

Post room

A42 COMPANIES HOUSE

Page 1

reference (if any):

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 ECHY IHS

Declarant(s) to sign below

Day Month Year

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before me

TOHN TAKENAYS

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

App-

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 G

CHFPODD

COMPANIES FORM No. 173

Declaration in relation to the redemption or purchase of shares out of capital 173

Please do no! write in this margin

Pursuant to section 175 of the Companies Act 1985

Please complete legibly, preferably in black type, or bold block lettering	(Address	gistrar of Companies overleaf - Note 4) ompany		For official use	Company number			
Insert full name of company	, CBA	(Europe) fin	ANCE LIMITE					
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	The amount of the permissible capital payment for the shares in question is X AUD 600, 000,000 (note 1)							
_	Continued overless							
	Presentor's r eference (if	name address and any) ;	For Official Use (02/ General Section	/00) Post	πό ση :			

I / We have made full enquiry into the affairs and prospects of the company, and I /we have formed the opinion:

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- (a) ea 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 mylour 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)

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And I /we make this solumn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1885.

Day Month Year

on 02015 24002

before me Award Public, or Justice

of the Fosco, or Sollcitor having the powers conferred

Notes

Declared at 12

1 'Permissible capital payment' means an amount which, taken together with

on a Commissioner for Oaths.

- (i) any available prolits of the company; and
- (II) the procesds 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 223 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 1885. 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.

Declarant(s) to sign below

The address for companies registered in England and Wales or Wales is:-

The Registrar of Companies Companies House Crown Way Cardiff OF14 3UZ

or, for companies registered in Scotland:-

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



CHFP000

COMPANIES FORM No. 173 Declaration in relation to

the redemption or purchase of shares out of capital

Pursuant to section 173 of the Companies Act 1986

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NO. 301

P.2

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- (2) Sa regards its initial situation immediately following the date on which the payment out of rapidal is proposed to be made, that there will be no grounds on which the company could then be found unable to pay its debte (nate 2), and
- (b) as regards its prospects for the year immediately following that data, that, having regard to my/our intentions with respect to the management of the company's business sturing that year and to the emount 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 early on business as a soing concern (and will accordingly be able to pay its debte as they fell due) throughout that year, (note 2)

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And I /we make this scient declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutery Declarations Act 1835.

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before me

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

Notes

- 1 'Parmissible capital payment' means an amount which, taken together with
 - (i) any available profits of the company; and
 - (ii) the presents of any fresh issue of shares media for the purposes of the redemption or purchase;

is equal to the price of redemption or

'Available profits' means the company's profits which are available for cleribution (within the meaning of section 172 and 258 of the Companies Act 1955).

The question whether the company has any profits so evallable 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.

A copy of this deciaration together with a capy of the auditors repair required by section 178 of the Companies Act 1885, 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 1885, or first publishes or gives the notice required by section 175(2), whichever is the earlier.

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4 The address for companies registered in England and Wales of Wales is.

The Registrat of Companies Companies House Crown Way Cardiff CF14 SUZ

or, for companies registered in Southend:-

The Registrar of Companies Companies House 37 Castle Terrace Edinburgh EH1 258

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