



CHFP041

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 lettering*Insert full name
of companyNote
Please read the
notes on page 2
before completing
this form† Insert name(s) and
address(es) of all
the directorsTo the Registrar of Companies
(Address overleaf - note 4)

For official use

Company number

3608348

Name of company

* Arlington Securities (2003) Limited

x/We†

Sir Patrick BROWN of Great House Cottage, Hambledon, Surrey GU8 4DR
 Jeffrey Mark PULSFORD of Highcroft, 15 Little Warren Close, Guildford, Surrey GU4 8PW
 Patrick DEIGMAN of Frith Hill House, Frith Hill, Great Missenden, Bucks HP16 0QR
 Patrick Lorn MACDOUGALL of 40 Stevenage Road, London, SW6 6ET
 Roger Ivan MOORE of Oakdene, 65 Northlands, Potters Bar, Herts EN6 5JD

§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 or financial 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 £ 209,000,000
(note 1)

Continued overleaf

Presentor's name address and
reference (if any):
 Jones Day Gouldens
 10 Old Bailey
 London
 EC4M 7NG
 DX 67 London/Chancery

For official use
General Section

PricewaterhouseCoopers LLP
9 Greyfriars Road
Reading RG1 1JG
Telephone +44 (0) 118 959 7111
Facsimile +44 (0) 118 960 7700

The Directors
Arlington Securities (2003) Limited
Arlington Business Park
Theale
RG7 4SA

13 May 2003

Dear Sirs

Auditors' report to the directors of Arlington Securities (2003) Limited pursuant to Section 173(5) of the Companies Act 1985

We have examined the attached statutory declaration of the directors of Arlington Securities (2003) Limited ("the Company") dated 13 May 2003 in connection with the Company's proposed purchase of its ordinary shares by a payment out of capital and reserves.

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

In our opinion, the amount of £209 million specified in the statutory declaration of the directors as the permissible capital payment for the shares to be purchased is 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.

Yours faithfully



PricewaterhouseCoopers LLP

Chartered Accountants and Registered Auditors

~~1/~~We have made full enquiry into the affairs and prospects of the company, and ~~1/~~we have formed the opinion:

Please do not write in this margin

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

- (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)

And ~~1/~~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 35 Dover Street
London W1

Declarant(s) to sign below

on Day Month Year
13 05 2013

before me ~~ABDUL K PARKAR~~
ABDUL K PARKAR

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

[Handwritten signatures: J. Parkar, J. Moore, Parkar, J. Parkar]

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 auditor's 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