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CHFP025

COMPANIES FORM No. 155(6)a

Declaration in relation to
assistance for the acquisition
of shares

155(6)a

Please do not
write in this
margin

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
(Address overleaf - Note 5)

For official use

Company number

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

3931299

Note

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

Name of company

* Misys Finance Limited

* insert full name
of company

X/We

§ insert name(s) and
address(es) of all
the directors

JOHN COOK

ROSS KING GRAHAM

HOWARD EVANS

RICHARD LAURENCE HAM

BURLEIGH HOUSE
CHAPEL BAY, SALFORD
PRIORS, EVESHAM
WRII BSP

† 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

~~for that of a bank or a bank or a licensed institution within the meaning of the Banking Act 1979~~

~~for that of an insurer authorised under section 1 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~~

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:

250,000,000 ordinary shares of £1 each

Presenter's name address and
reference (if any) :
Allen & Overy
One New Change
London EC4M 9QQ

For official Use
General Section

Post room



LD2
COMPANIES HOUSE

0301
11/12/01

Ref: KMS/CG/CO:888033

The assistance is to be given to: (note 2) _____
Interval Limited, 22 Grenville Street, St. Helier, Jersey, Channel Islands JE4
8PX.

Please do not
write in this
margin

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

The assistance will take the form of:

A five year revolving credit facility of up to £380,000,000, to be provided
by the company to Interval Limited.

The person who ~~has acquired~~ will acquire† the shares is:

† delete as
appropriate

Misys Group Holdings Limited (company number 3379662)

The principal terms on which the assistance will be given are:

By way of a five year revolving credit facility agreement to be entered into by the company and Interval Limited, with an available facility of up to £380,000,000. The company will only be obliged to lend under certain circumstances, and in all other cases the company will have a discretion as to the amount that it lends. The interest rate on all amounts lent under the loan will be LIBOR plus a margin that ranges between 0.375% and 0.525% depending on a net borrowings to EBITDA ratio. There is also a fee payable to the company equal to the margin in relation to any amount that the company is required to lend.

The amount of cash to be transferred to the person assisted is £ up to a maximum of £380,000,000

The value of any asset to be transferred to the person assisted is £ not applicable

The date on which the assistance is to be given is on or before 21st January, 2002

X/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) ~~X~~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 date¹* (note 3)

(b) [REDACTED] (note 3)

Declared at BURLETON HOUSE, CHAPEL OAK,
SAFFORD BRIMS, WORCESTERSHIRE
NR11 8SP

Van Lee
 K. E. van
 A. E. van
 Lee

Day Month Year
on 26 / 11 / 2019

before me DAVID F. KATCLIFFE
A Commissioner for Oaths or Notary Public or Justice of
the Peace or a Solicitor having the powers conferred on
a Commissioner for Oaths.

- 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.
- 5 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
37 Castle Terrace
Edinburgh
EH1 2EB

PricewaterhouseCoopers
1 Embankment Place
London WC2N 6RH
Telephone +44 (0) 20 7583 5000
Facsimile +44 (0) 20 7822 4652

The Directors
Misys Finance Limited
Burleigh House
Chapel Oak
Salford Priors
Evesham
WR11 8SP

26 November 2001

Dear Sirs

Auditors' report to the directors of Misys Finance Limited pursuant to Section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors of Misys Finance Limited ('the Company') dated 26 November 2001 in connection with the proposal that the Company should give financial assistance for the purchase of 250,000,000 of the ordinary shares of the Company.

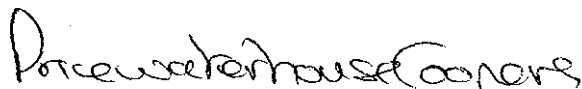
Basis of opinion

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

Opinion

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.

Yours faithfully



PricewaterhouseCoopers
Chartered Accountants and Registered Auditors