

Declaration by the directors of a holding company in relation to assistance for the acquisition of shares

155(6)b

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

4023140

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

Name of company

* Computer Software Group Limited

* insert full name
of company

~~X~~We see Annexure 1

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

† delete as appropriate

~~XXXXXXXXXXXX~~ [all the directors] † of the above company (hereinafter called 'this company') do solemnly and sincerely declare that

§ delete whichever
is inappropriate

The business of this company is

[illegible][illegible]

(c) something other than the above §

This company is [the] ☒ holding company of* Fast Limited

which is

proposing to give financial assistance in connection with the acquisition of shares

in [this company] [

**Presenter's name address and
reference (if any)**

Linklaters LLP
One Silk Street
London
EC2Y 8HO

Attn: Michael Meredith

For official Use
General Section

TUESDAY



LD6

L4A78R49
10/07/2007
COMPANIES HOUSE

8

The assistance is for the purpose of ~~reducing or discharging a liability incurred for the purpose of that acquisition~~ ^{known} [reducing or discharging a liability incurred for the purpose of that acquisition] † (note 1)

Please do not write in this margin

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

The number and class of the shares acquired or to be acquired is 60,292,723 ordinary shares

The assistance is to be given to (note 2) Guildford Acquisitionco Limited (Company Number 6025453) a company incorporated in England and Wales whose registered office is, at the date hereof, Integra House, 138-140 Alexandra Road, London SW19 7JY

The assistance will take the form of

See Annexure 2

The person who [has acquired] ~~will acquire~~ ^{known} † the shares is
Guildford Acquisitionco Limited

† delete as appropriate

The principal terms on which the assistance will be given are

See Annexure 3

The amount (if any) by which the net assets of the company which is giving the assistance will be reduced by giving it is Nil

The amount of cash to be transferred to the person assisted is £ Nil

The value of any asset to be transferred to the person assisted is £ Nil

The date on which the assistance is to be given is

~~X~~We have formed the opinion, as regards this 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) [I/We have formed the opinion that this company will be able to pay its debts as they fall due during the year immediately following that date]* (note 3)

[illegible]

And ~~X~~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 One Fifth St. London
EC2Y 8HQ

Declarants to sign below

on

Day	Month	Year
28	06	2007

before me

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

RICHARD JOHN SAVILLE

NOTES

- 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
Companies House
37 Castle Terrace
Edinburgh
EH1 2EB**

Annexure 1 to Companies Form No. 155(6)(b)
Declaration by Computer Software Group Limited (Company Number 4023140)
in relation to assistance
for the acquisition of shares in respect of assistance to be given by Fast
Limited (Company Number 4055519)

The names and addresses of all of the directors of Computer Software Group Limited are as follows

- 1 Vinodka Murria
 Furrar
 16 Barham Close
 Weybridge
 KT13 9PR
- 2 Barbara Ann Firth
 Bryher Cottage
 Lynx Hill
 East Horsley
 Surrey
 KT24 5AX
- 3 David England
 119 Teddington Park Road
 Teddington
 Middlesex
 TW11 8NG
- 4 Michael Jackson
 20 Pelham Crescent
 South Kensington
 London
 SW7 2NR

Annexure 2 to Companies Form No. 155(6)(b)
Declaration by Computer Software Group Limited (Company Number 4023140)
in relation to assistance
for the acquisition of shares in respect of assistance to be given by
Fast Limited (Company Number 4055519) (the "Subsidiary")

- 1** The assistance will take the form of the execution, delivery and performance of its obligations under a £10,000,000 intra-group funding agreement to be entered into between, the Subsidiary and Guildford Acquisitionco Limited (the **"Intra-Group Funding Agreement"**)
- 2** By performing its obligations under the Intra-Group Funding Agreement the Subsidiary is, in part, providing loans to repay in relation to, a liability assumed by Guildford Acquisitionco Limited (the **"Purchaser"**) for the purpose of the acquisition by the Purchaser of all of the issued share capital of Computer Software Group Plc (now Computer Software Group Limited) (the **"Acquisition"**)

hs.

Annexure 3 to Companies Form No. 155(6)(b)
Declaration by Computer Software Group Limited (Company Number 4023140)
in relation to assistance
for the acquisition of shares in respect of assistance to be given by
Fast Limited (Company Number 4055519) (the "Subsidiary")

Unless otherwise defined, capitalised terms used in this Annexure 3 shall have the meaning given to those terms in Annexure 2 to this Companies Form No. 155(6)(b)

- 1** By entering into the Intra-Group Funding Agreement the Subsidiary will make a loan of a maximum principal amount of £10,000,000 available to Guildford Acquisitionco Limited to enable Guildford Acquisitionco Limited to repay borrowings by it under the £90,000,000 senior facilities agreement dated 23 April 2007 between Guildford Acquisitionco Limited, Guildford Midco 2 Limited, Guildford Midco 1 Limited, Guildford Guaranteeco Limited and Guildford Bankco Limited and NIBC Bank N V London Branch as arranger, NIBC Bank N V Hague Branch as agent and NIBC Bank N V London Branch as security trustee (the **"Senior Facilities Agreement"**) and a £20,000,000 mezzanine facility agreement dated 23 April 2007 between, amongst others, Guildford Acquisitionco Limited, Guildford Midco 2 Limited, Guildford Midco 1 Limited, Guildford Guaranteeco Limited and Guildford Bankco Limited as arranger, NIBC Bank N V Hague Branch as agent and NIBC Bank N V London Branch as security trustee (the **"Mezzanine Facility Agreement"**) and to reduce or discharge liabilities incurred by it for the purpose of the Acquisition

Ms.

Deloitte.

REPORT OF THE INDEPENDENT AUDITOR TO THE DIRECTORS OF COMPUTER SOFTWARE GROUP LIMITED ("THE COMPANY") PURSUANT TO SECTION 156(4) OF THE COMPANIES ACT 1985

We report on the attached statutory declaration of the directors dated 28 June 2007, prepared pursuant to the Companies Act 1985, in connection with the proposal that the Company's subsidiary Fast Limited should give financial assistance for the purpose of reducing or discharging a liability incurred with the purchase of 65,000 of Fast Limited's ordinary shares and 1 of Fast Limited's Ordinary A Shares

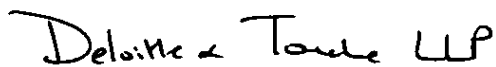
This report is made solely to the directors of the Company for the purpose of section 156(4) of the Companies Act 1985. Our work has been undertaken so that we might state to the directors of the Company those matters that we are required to state to them in an auditors' report under that section and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company, for our work, for this report, or for the opinions that we have formed

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 statutory declaration as to any of the matters mentioned in section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances



Deloitte & Touche LLP
Chartered Accountants and Registered Auditors
28 June 2007