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CHFP025

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COMPANIES FORM No. 155(6)a

Declaration in relation to
assistance for the acquisition
of shares

155(6)a

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

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

4220086

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

Name of company

* C.G.I.S. City Plaza Shares Limited

* insert full name
of company

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

XWe Ø Terence Shelby Cole of 24 Phillimore Gardens, London W8 7QE;
Steven Ross Collins of 70 Marlborough Place, St John's Wood, London
NW8 0PL; and
Mark Neil Steinberg of 11 Wadham Gardens, London NW3 3DN

† delete as
appropriate

~~XXXXXXXXXXXX~~ [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 company as defined in the meaning of the Banking Act 1979~~

~~(b) that of a person authorised under section 22 of the Financial Services Companies Act 1979 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] C.G.I.S. Group 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: 12,300,000 ordinary
shares of 25 pence each

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

Clyde & Co
Beaufort House, Chertsey
Street, Guildford, Surrey,
GU1 4HA
GFDCOM 483668
DX: 2406 Guildford

For official Use
General Section

Post room



A40
COMPANIES HOUSE

121
21/03/2006

The assistance is to be given to: (note 2) Please see section 1 of the attached schedule

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

The assistance will take the form of:

Please see section 2 of the attached schedule.

The person who [has acquired] ~~XXXXXXXX~~ the shares is:

† delete as
appropriate

Please see section 1 of the attached schedule.

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

Please see section 3 of the attached schedule.

The amount of cash to be transferred to the person assisted is £ See section 2(b) of the schedule

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 within 8 weeks of the date of this declaration

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

* delete either (a) or
(b) as appropriate

☒ 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) ☒ 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 date]* (note 3)

(b) ~~It is intended to commence the winding up of the company within 12 months of that date, and we have formed the opinion that the company will be able to pay its debts in full within 12 months of the commencement of the winding up.]~~* (note 3)

And ☒ 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 10 Upper Berkeley Street London

Declarants to sign below

on

Day	Month	Year
17	03	2006

before me N. H. W. L. d. UPRESAID.

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

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
37 Castle Terrace
Edinburgh
EH1 2EB

SCHEDULE FOR FORM 155(6)a

C.G.I.S. CITY PLAZA SHARES LIMITED (the "Company")

Level 1 City Mark
150 Fountainbridge
Edinburgh
EH3 9PE

1 The assistance will be given to:

Ventures Limited

(a) City & General (Holdings) Limited, registered in England under number 04216142 whose registered office is at 66 Wigmore Street, London W1 U 2HQ and ~~Uberior Investments plc~~ registered in Scotland under number ~~SC073999~~, whose registered office is at ~~New Uberior House, 11 Earl Grey Street, Edinburgh EH3 9BT~~ (together the "Purchasers"); and

235067

(b) Law Debenture Trustees Limited, registered in England under number 00625705, whose registered office is at Fifth Floor, 100 Wood Street, London EC2V 7EX,

in connection with the acquisition of the shares in C.G.I.S. Group Limited ("C.G.I.S. Group") by the Purchasers.

2 The assistance will take the form of:

(a) the execution, delivery and performance by the Company of its obligations under a supplemental trust deed (the "Fifty-Second Supplemental Deed") to be entered into between, C.G.I.S. Group, the Company, C.G.I.S. City Plaza Shares 1 Limited, C.G.I.S. City Plaza Shares 2 Limited (together the "Nominees"), the Company and Law Debenture Trustees Limited supplemental to a Trust Deed (the "Principal Deed") dated 14 September 1994 constituting and securing £100,000,000 9% per cent. First Mortgage Debenture Stock 2019 of C.G.I.S. Group (being the "Original Stock"), a First Supplemental Trust Deed dated 20 September 1994, a Second Supplemental Trust Deed (the "Second Supplemental Deed") dated 14 October 1994 constituting and securing a further £45,999,570 9% per cent. First Mortgage Debenture Stock 2019 of C.G.I.S. Group (being the "New Stock") and all deeds supplemental thereto (together the "Existing Deeds");

(b) the payment by the Company to the Trustee of the sum of £24,750,000 (the "Security Deposit");

(c) the execution, delivery and performance by the Company of a facility letter (the "Facility Letter") to be entered into between the Company and The Governor and Company of the Bank of Scotland ("BoS"); and

(d) the execution by the Company of a first legal charge (the "Legal Charge") to be granted by the Company in favour of BoS.

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

(a) under the Fifty-Second Supplemental Deed, confirmation by the Company that it has paid the Security Deposit on the date of the Fifty-Second Supplemental Deed with full title guarantee and that, save as therein provided, such sum is free from encumbrances. The Security Deposit shall be security

NA

for the payment to the Trustee of the principal of and interest on the Original Stock, the New Stock and all other moneys payable or to become payable under or pursuant to or secured or intended to be secured by these presents and shall form part of, and shall be held by the Trustee upon and subject to the trusts declared by these presents relating to, the Specific Security; and

- (b) under the Facility Letter BoS will make a loan to the Company in an aggregate amount of £24,750,000 for the purpose of enabling the Company to make the Security Deposit to the Trustee. As security for the obligations of the Company under the Facility Letter, the Company will grant the Legal Charge in favour of BoS, The outstanding amount borrowed under the Facility Letter shall bear interest equal to the rate of interest paid to the Company from time to time in respect of the Security Deposit.

In this Schedule:

Further Stock means any further mortgage debenture stock which may be created or issued by C.G.I.S. Group pursuant to the Principal Deed or, as the case may be, the amount thereof for the time being outstanding;

New Stock means the £45,999,570 9% per cent. First Mortgage Debenture Stock 2019 of C.G.I.S. Group created by resolution of its Board of Directors passed on 13 October 1994 or, as the case may be, the amount thereof for the time being issued and outstanding;

Original Stock means the £100,000,000 9% per cent. First Mortgage Debenture Stock 2019 of C.G.I.S. Group created by resolution of its Board of Directors passed on 1 September 1994 or, as the case may be, the amount thereof for the time being issued and outstanding;

Specific Security means all property, assets and money which at any time shall be or ought pursuant to any of the provisions of these presents to be held by or assured to or mortgaged or charged by way of first specific security in favour of the Trustee under or pursuant to these presents to the extent that the same shall not have been released pursuant to the provisions of these presents;

these presents means the Principal Deed and Schedules thereto, any deed expressed to be supplemental thereto and the Schedules (if any) thereto (including any deed constituting or securing any Further Stock), and any other deed or instrument conferring rights on the Trustee or to which it may be a party executed or entered into pursuant to the Principal Deed or any deed supplemental thereto;

Trustee means Law Debenture Trustees Limited or other the trustee or trustees for the time being of these presents.



KPMG Audit Plc
Canary Wharf (38th Floor)
1 Canada Square
London E14 5AG
United Kingdom

Tel +44 (0) 20 7311 6456
Fax +44 (0) 20 7311 4121
DX 38050 Blackfriars
andrew.marshall@kpmg.co.uk
Mobile 07770 987844

The Directors
C.G.I.S. City Plaza Shares Limited
10 Upper Berkeley Street
London
W1H 7PE

Our ref agm/592

17 March 2005

Dear Sirs

Auditors' report to the directors of C.G.I.S. City Plaza Shares Limited (the "Company") pursuant to Section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors dated today in connection with the proposal that the Company should give financial assistance for the purchase of the ordinary shares in its holding company C.G.I.S. Group Limited.

This report is made solely to the Company's directors as a body in accordance with section 156(4) of the Companies Act 1985. Our work has been undertaken so that we as the Company's auditors might state to the Company's directors those matters we are required to state to them in a report under section 156(4) of that Act 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 and the Company's directors as a body for our work under section 156(4) of that Act or for this report.

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

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

KPMG Audit Plc