

**COMPANIES FORM No. 173**

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

173

CHFP025

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**

**To the Registrar of Companies  
(Address overleaf - Note 4)**

For official use

Company number

4450369

\* Insert full name  
of company

Name of company

\* Castlebeck Group Limited

**Note**  
Please read the notes  
on page 2 before  
completing this form

XWe See Appendix 1 - insufficient room on form

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

† delete as appropriate

~~XXXXXXXXXXXX~~ [all the directors] † of the above company do solemnly and sincerely declare that:

§ delete whichever  
is inappropriate

The business of the company is:

[illegible]

(c) that of something other than the above §

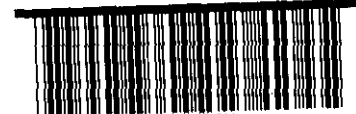
The company is proposing to make a payment out of capital for the redemption or purchase of its own shares

The amount of the permissible capital payment for the shares in question is £ 27,180,591.18  
(note 1)

Continued overleaf

Presentor's name address and  
reference (if any):  
Lovells  
Atlantic House  
Holborn Viaduct  
London  
EC1A 2FG  
57 London Chancery Lane

For official Use  
General Section



A25  
COMPANIES HOUSE

423  
07/02/2006

~~X~~We have made full enquiry into the affairs and prospects of the company, and ~~X~~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 ~~XX~~/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 ~~XX~~/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 ~~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.

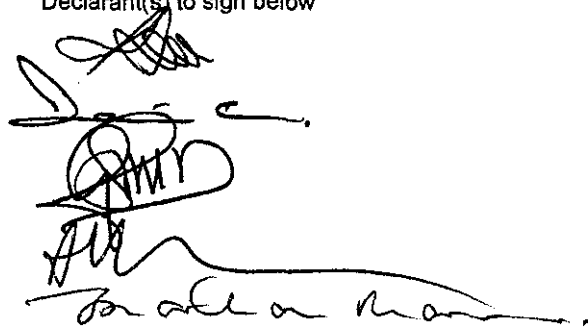
Declared at In Enterprise House  
Unit 5, Sarn Nos Nos, Denbigh  
W. Rhos. DL1 1GY

Declarant(s) to sign below

on 

Day	Month	Year
01	02	2006

before me W. P. L. (ALCO-ASTUPORE)  
W. P. L. (ALCO-ASTUPORE)  
A Commissioner for Oaths, or Notary Public, or Justice of the Peace, or Solicitor having the powers conferred on a Commissioner for Oaths.



#### 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.

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

2 Contingent and prospective liabilities of the company must be taken into account, see sections 173(4) & 517 of the Companies Act 1985.

**APPENDIX 1 - NAMES AND ADDRESSES OF DIRECTORS**

- ✓ Roger Charles Queen of The Old Rectory, Dishforth, Thirsk, North Yorkshire, YO7 3LP
- ✓ David John Cole of The Old Stables, Station Road, Scruton, Northallerton, DL70QN
- Jill Ridley-Smith of 45 Allestree Road, Fulham, London SW6 6AD
- Lindsay George Dibden of East Hoe Manor, East Hoe Road, Hambledon, Waterlooville, Hampshire, PO7 4SZ
- Christopher John Sandham of Old Rectory, Ickford, Aylesbury, Buckinghamshire
- ✓ Graham Smith of Briarfield, Moor Lane, Burley-in-Wharfedale, West Yorkshire, LS29 7AF
- ✓ Tony McLean of Woodlands, Cage End, Hatfield Broad Oak, Bishop's Stortford, CM22 7HP
- ✓ Jonathan Mann of 7 The Barkery, Newby, Middlesbrough, Cleveland TS8 0AW

**THE COMPANIES ACT 1985**  
**RESOLUTIONS**  
**OF**  
**CASTLEBECK GROUP LIMITED (THE "COMPANY")**  
(Incorporated in England and Wales, registered number 4450369)

**(PASSED ON 6 FEBRUARY 2006)**

At an extraordinary general meeting of meeting of the Company duly convened and held on 6 February 2006 at 1a Enterprise House, Valley Street North, Darlington, Co. Durham, DL1 1GY the following Resolutions were duly passed, in the case of resolutions 1 and 2, as Special resolutions of the Company, and in the case of resolutions 3, 4 and 5 as Ordinary resolutions of the Company:

**SPECIAL RESOLUTIONS**

1. That pursuant to and in accordance with the provisions of section 164(2) of the Companies Act 1985, the terms of the share buy back agreement which has been available for inspection by the members of the Company for not less than 15 days before the date of the meeting and which is to be entered into by the Investors (each as defined therein), the Managers (each as defined therein) and the Company (the "**Share Buy Back Agreement**") be approved and any Director of the Company be and is hereby authorised to execute the Share Buy Back Agreement for and on behalf of the Company, to fulfil all of the obligations of the Company thereunder and to take all such steps as may be necessary or appropriate in relation thereto.
2. That pursuant to and in accordance with the provisions of section 173(2) of the Companies Act 1985, having regard to the audit report and the statutory declarations of the directors of the Company (which are available for inspection at this meeting), the Company be authorised to make a payment out of capital up to the amount of £30,000,000 for the purchase of its own shares.

**ORDINARY RESOLUTIONS**

3. That the purchase by the Company of its own shares from each of Roger Queen, David Cole, Graham Smith, Jonathan Mann and Christopher Sandham who are directors of the Company on the terms set out in the Share Buy Back Agreement, be approved for the purposes of section 320 (1) (b) of the Companies Act 1985.
4. That subject to completion of the purchase by the Company of its own shares in accordance with the terms of the Share Buy Back Agreement ("**Completion**"), the authorised but unissued un-designated share capital arising on the purchase of shares under the Share Buy Back Agreement be and is hereby reclassified and sub-divided into "A" Ordinary Shares of 1 penny each (the "**New Shares**"), having the rights set out in the Company's Articles of Association in effect at the date hereof.
5. That, conditional on resolution 4 being duly passed as an ordinary resolution and becoming unconditional in accordance with its terms, in addition to the authority granted to the Directors by written resolution on 12 July 2002, in accordance with section 80 Companies Act 1985 the Directors be generally and unconditionally authorised, for the period commencing on the date of Completion and expiring on the fifth anniversary of such date, to allot the New Shares or to grant options for the allotment of New Shares.

Signed..... (ROGER QUEEN)  
Director

**COMPANIES FORM No. 173**

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

173

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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**

To the Registrar of Companies  
(Address overleaf - Note 4)

For official use

Company number

— — — — —

4450369

\* Insert full name  
of company

Name of company

\* Castlebeck Group Limited

**Note**  
Please read the notes  
on page 2 before  
completing this form

XWe See Appendix 1 - insufficient room on form

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

† delete as appropriate

~~XXXXXXXXXXXX~~ [all the directors] † of the above company do solemnly and sincerely declare that:

§ delete whichever  
is inappropriate

The business of the company is:

(b) That no person shall use or disclose to a third party information received from a company under this Act, except as may be required by law.

(c) Any person who violates this section shall be liable to civil damages.

(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 £ 27,180,591.18  
(note 1)

Continued overleaf

Presenter's name address and  
reference (if any):  
Lovells  
Atlantic House  
Holborn Viaduct  
London  
EC1A 2FG  
57 London Chancery Lane

**For official Use**

## General Section

Post room

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

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

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 **PINEMA HOUSE**  
**5 MONTAGNE CLOSE**  
**LONDON SE1 9BB**

Declarant(s) to sign below

on 

Day	Month	Year
01	02	2006

before me C.D.G. PickemNL  
A ~~Commissioner for Oaths, or Notary Public, or Justice of the Peace, or Solicitor~~ having the powers conferred on a Commissioner for Oaths.

C.D.G. PICKEMNL

#### 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.
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or, for companies registered in Scotland:-  
  
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Edinburgh  
EH1 2EB

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Tony McLean of Woodlands, Cage End, Hatfield Broad Oak, Bishop's Stortford, CM22 7HP

Jonathan Mann of 7 The Barkery, Newby, Middlesbrough, Cleveland TS8 0AW

## **INDEPENDENT AUDITORS' REPORT TO THE DIRECTORS OF CASTLEBECK GROUP LIMITED (THE "COMPANY") PURSUANT TO SECTION 173(5) OF THE COMPANIES ACT 1985**

We have examined the attached statutory declaration of the directors dated 1 February 2006 in connection with the company's proposed purchase of 1,036,829 of the Company's ordinary shares by payment out of capital and reserves.

This report is made solely to the directors of the Company for the purpose of section 173(5) 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**

In our opinion, the amount of £27,180,591.18 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 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) Companies Act 1985 is unreasonable in all the circumstances.

*Deloitte & Touche LLP*

Deloitte & Touche LLP  
Chartered Accountants and Registered Auditors  
Newcastle upon Tyne  
1 February 2006



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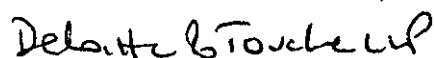
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### **Opinion**

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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) Companies Act 1985 is unreasonable in all the circumstances.



Deloitte & Touche LLP  
Chartered Accountants and Registered Auditors  
Newcastle upon Tyne  
1 February 2006