図001/002 P.04/05

14-JUN-2204 16:26

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

CUMPANIES FURM NO. 173

FROM MANCHES 7th FLOOR

CHFP029

Please do not write in this memin

Pursuant to section 173 of the Companies Act 1985

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

For official use Company number 1990891

" insen iui name of company

bold block lettering

Note Please read the notes on cage 2 before completing this form

ø insett name(s) and address(es) of all the directors

Name of company

SAUR (UK) LIMITED

XIWE . H. How' LE BOUC, 12 rue Newe Notre-Darroe 78 000 VERSAILLES Mr Philippe MARIEN, 13 route des Catines 91370 VERRIENES LE BUISSON
Mr Denis Scherrer, 22 rue du Mont Valerien 42210 SAINT CLOUD
MR Bentrand Richard, 33 place Georges Pompidou 82300 Ceraccois

T delete as appropriate § delete whichever is inappropriate

The business of the company is:

XEXPORDAGEGERESCONDENTIFICACIÓN DE PROPERTO DE CONTRA DECONTRA DE CONTRA DE XXXEXXEXPERIOR DESCRIPTION OF THE PROPERTY OF

(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 2(note 1)

31,799,900.00

Continued overleaf

Presentor's name address and reference (if any); Manches LLP Aldwych House 81 Aldwych London WC2B 4RP DX LDE 76 Chancery Lane MXP/224565

For official Use General Section

Post room

Page 1

Laserform International 12/99

COMPANIES HOUSE

30/06/04

21/06 '04 13:44 FAX 01252 832744 SAUR UK LTD 14-JUN-2004 16:26 FROM MANCHES 7th FLOOR TO 01252832744 X/We have made full enquiry into the affairs and prospects of the company, and I/we have formed the

noinian:

P.05/05 Please do not write in this margin

2002/002

(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

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

Nohm

(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 Xive 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

Maitre DAVID 43, boulecond VAUBAN GUYANCOURT 78280 Year

Day Month before me

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

Declararit(s) to sign below

Vu par Maître Nicolas DAVID Notaire à GUYANCOURT (78) 43, boulevard Vauban, pour certification matérielle de la

signature de . St. . LAE. Bostos M. MARNEN

Notes

'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 472 and 263 of the Companies

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,

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

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.

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 26B

