

# G

CHWP000

Please do not  
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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

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02174990

Name of company

\* SOFTCAT LIMITED

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

\* insert full name  
of company

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

I/We Ø William Kenny of Holly Lodge, Ibstone, Bucks, HP14 3XT

Douglas Fawell of Four winds, Big Frith Lane, Cookham Dean, Berks, SL6 9PH

David Simpson of Badgers, Skirmett, Oxon, RG9 6TG

Martin Hellawell of 15 Bloomfield Road, Highgate, London N6 4ET

Peter Kelly of Oakwood, Manor Road, Penn, Bucks HP10 8HY

John Nash of The Old Rectory, Ewelme, Oxon, OX10 6HP

David Ridgway of The Stone House, 110b High Street, Tetsworth, Oxon, OX9 7AE

† 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

~~(a) that of a [recognised bank]/[licensed institution]† within the meaning of the Banking Act 1970§~~

~~(b) that of a person authorised under section 3 or 4 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]~~ Softcat

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 573,902 ordinary shares of £0 01p  
each

Presenter's name address and  
reference (if any)

For official Use (02/06)  
General Section

Post room

FRIDAY



A64

\*A600UVOT\*

21/12/2007

COMPANIES HOUSE

8

The assistance is to be given to (note 2) RBC cees Trustee Limited of 19-21 Broad Street, St Helier,  
Jersey, Channel Islands, JE1 3PB

Please do not  
write in  
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*Please complete  
legibly, preferably  
in black type, or  
bold block lettering*

The assistance will take the form of

A loan agreement under which the Company will advance the sum of £778,647 70 to the purchaser  
subject to the terms contained therein

The person who [has acquired][will acquire]† the share is

† delete as  
appropriate

The principal terms on which the assistance will be given are

An interest free loan for the sum of £778,647 70 from the Company to the Purchaser to assist in the  
purchase of 573,902 ordinary shares of £0 01p in the Company's issued share capital from the  
shareholders and in discharge of the stamp duty arising in connection with the transfer of such shares,  
repayable on a 14 day notice from the Company to the Purchaser subject to the Purchaser being in funds  
to make the repayment

The amount of cash to be transferred to the person assisted is £ 778,647 70

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

The date on which the assistance is to be given is Within 8 weeks of this declaration

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bold block lettering

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

I/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) [I/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 I/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 I/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 Softcat Limited, Fieldhouse Lane,  
Marlow, Bucks, SL7 1TB

Declarants to sign below

on 

Day	Month	Year
21	11	2007

before me *[Signature]*  
A Commissioner for Oaths or Notary Public or Justice of the Peace or a Solicitor having the powers conferred on a Commissioner for Oaths

*Bordons Solicitors LLP*  
*Winter Hill House*  
*Marlow Reach*  
*Station Approach*  
*Marlow*  
*Bucks SL7 1AD*

## NOTES

- 1 For the meaning of "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

The address for companies registered in England and Wales or Wales is -

The Registrar of Companies  
Companies House  
Crown Way  
Cardiff  
CF14 3UZ

DX 33050 Cardiff

or, for companies registered in Scotland -

The Registrar of Companies  
37 Castle Terrace  
Edinburgh  
EH1 2EB

DX 235 Edinburgh

or LP-4 Edinburgh 2

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☐ Martin Hellawell of 15 Bloomfield Road, Highgate, London N6 4ET

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~~insurance business in the United Kingdom§~~  
(c) something other than the above§

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Limited]†

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Presenter's name address and  
reference (if any)

For official Use (02/06)  
General Section

Post room

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to make the repayment

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~~(b) [It is intended to commence the winding up of the company within 12 months of that date, and I/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 I/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 25 Buckingham Gate, London,  
SW1E 6LD

Declarants to sign below

on 

Day	Month	Year
21	11	2007

before me REBECCA HILL  
Commissioner for Oaths or Notary Public or Justice of  
the Peace or a Solicitor having the powers conferred on  
a Commissioner for Oaths

BLANDY AND BLANDY  
1 FRIAR STREET  
READING RG1 1DA  
DX 4008

## NOTES

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Companies House  
Crown Way  
Cardiff  
CF14 3UZ  
  
DX 33050 Cardiff  
  
or, for companies registered in Scotland -  
  
The Registrar of Companies  
37 Castle Terrace  
Edinburgh  
EH1 2EB  
  
DX 235 Edinburgh  
  
or LP 4 Edinburgh 2

SJW244/RP

21 November 2007



chartered accountants  
and business advisers

Tavistock House South • Tavistock Square  
London WC1H 9LG  
t 020 7388 2641 f 020 7387 8969  
e th@rayneressex.com  
www.rayneressex.com

The Directors  
Softcat Limited  
Thames Industrial Estate  
Field House Lane  
Marlow  
Bucks  
SL7 1TB

Dear Sirs

**Report of the Independent Auditor to the Directors of Softcat Limited pursuant to Section 156(4) of the Companies Act 1985**

We report on the attached statutory declaration of the Directors dated 21 November 2007, prepared pursuant to the Companies Act 1985, in connection with the proposal that the company should give financial assistance for the purchase of 573,902 of the company's ordinary shares


**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) Companies Act 1985 is unreasonable in all the circumstances

Yours faithfully



**RAYNER ESSEX**

MEMBER  
**IMPACT**  
INTERNATIONAL NETWORK OF  
PROFESSIONAL ACCOUNTANTS

ST ALBANS OFFICE  
Faulkner House • Victoria Street  
St Albans • Herts AL1 3SE  
t 01727 833222 f 01727 864752

**PARTNERS**

Charles Essex FCA	• Martin Freeman FCA	• Clive Walters FCA
Clive Goodkind FCA	• Timothy Sansom FCA CF	• Stephen Jacobs FCA
Kevin Goldfarb FCA	• Antony Federer FCCA CF	• Neil Heyes ACA
Craig Males FCCA	• Simon Essex FCA	

**SOFTCAT LIMITED**

**("the Company")**

**BOARD MEMORANDUM**

**Memorandum in connection with the proposed arrangement whereby the Company will give financial assistance for the purchase of the Company's own shares, particulars of which are given in the statutory declarations made this day by the directors pursuant to Section 155(6) of the Companies Act 1985 ("the Act").**

- 1 As at close of business on 21 November 2007 the aggregate of the Company's assets as stated in its accounting records exceeded the aggregate of its liabilities as so stated
- 2 From our knowledge of events since that date and of the likely course of the Company's business, the directors of the Company have formed the opinion that the aggregate of the Company's assets will exceed the aggregate of its liabilities immediately before the proposed financial assistance is given and that the giving of such financial assistance will not reduce the net assets of the Company



For and on behalf of the Directors of Softcat Limited

DATED 21 November 2007