

# 155(6)a

CHFP021

Please do not  
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Pursuant to section 155(6) of the Companies Act 1985

## Declaration in relation to assistance for the acquisition of shares

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

To the Registrar of Companies

Company number

2174990

Name of company (in full)

SOFTCAT LIMITED

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

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

I/We Ø William Kenny of Holly Lodge, Ibstone Common, Oxfordshire, H14 3XT;

Douglas Fawell of 23 York Road, Marlow, Bucks, SL7 2QB;

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

John Nash, The Old Rectory, Ewelme, Wallingford, Oxfordshire, OX10 6HP;

Joanna Paish, 11 Eastern Dene, Hazlemere, Bucks, HP15 7BT; and

David Simpson, 3 Church Road, Marlow, Bucks, SL7 3RZ

† 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:

~~(a) that of a banking company or insurance company~~

(b) something other than the above §

§ delete whichever  
is inappropriate

The company is proposing to give financial assistance in connection with the acquisition of shares in  
the [company] ~~company's holding company~~

The assistance is for the purpose of ~~that acquisition~~ ~~reducing or exchanging a liability incurred for the~~  
~~purpose of that acquisition~~†

The number and class of the shares acquired or to be acquired is: 1,092,314 ordinary shares of £0.01

You do not have to give any contact  
information in the box opposite but if you  
do, it will help Companies House to contact  
you if there is a query on the form. The  
contact information that you give will be  
visible to searchers of the public record.

Morgan Cole (Re: TAK.414343.7)

Apex Plaza, Forbury Road

Reading RG1 1AX Tel 0118 955 3000

DX number 117878 DX exchange Reading Apex Plaza



A52  
COMPANIES HOUSE  
19/05/05

de

When you have completed and signed the form please send it to the Registrar  
of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ

DX 33050 Cardiff

for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

DX 235 Edinburgh

for companies registered in Scotland

or LP - 4 Edinburgh 2

The assistance is to be given to: (note 2) Abacus Corporate Trustee Limited ("the Purchaser") of La Motte Chambers, St Helier, JERSEY, JE1 1BJ

Please do not write in this margin

**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 £2,415,106.25 to the Purchaser subject to the terms contained therein.

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

delete as appropriate

The Purchaser

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

An interest free loan for the sum of £2,415,106.25 from the Company to the Purchaser to assist in the purchase of 1,092,314 ordinary shares of £0.01 each in the Company's issued share capital from the Company's shareholders and share option holders following the exercise of their share options in the Company's EMI share option scheme and in the 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 £ 2,415,106.25

The value of any asset to be transferred to the person assisted is £ N/A

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

Please do not  
write in\*  
this margin

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

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

X/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) [~~I have 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 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 Softcat Ltd  
Fieldhead Lane  
Marlham Bureh ST7 1TB

Day Month Year

on

1 6 95 2005

before me

D. A. Kempton

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

D. A. KEMPTON  
SOLICITOR-EMPOWERED  
TO ADMINISTER OATHS

Declarants to sign below

Sinter  
K. Farrell  
J. K...  
[Signature]

## 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.

DCW244/LCP

16 May 2005

Central House • Upper Woburn Place  
London WC1H 0QA

t: 020 7388 2641 f: 020 7387 8969

e: [ch@rayneressex.com](mailto:ch@rayneressex.com)[www.rayneressex.com](http://www.rayneressex.com)

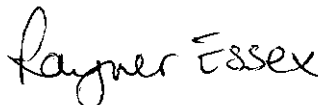
The Directors  
Softcat Limited  
Fieldhouse Lane  
Marlow  
Buckinghamshire  
SI7 1TB

**Report by the auditors of Softcat Limited (formally Softcat plc) ("the company")**

This report is given in connection with the proposed arrangement whereby the above named Company will give financial assistance for the acquisition of its own shares, particulars of which are given in the attached copy of the statutory declaration made this day by the directors pursuant to section 155(6) of the Companies Act 1985 ("the Act").

We have examined the accounting records of the Company and made such further enquiries to the extent that we consider necessary for the purpose of this report. We have not carried out an audit and accordingly express no opinion in this report on the state of the Company's affairs.

We are not aware of anything to indicate that the opinion expressed by the directors in the declaration referred to above as to any of the matters mentioned in Section 156(2) Companies Act 1985 is unreasonable in all the circumstances.

**RAYNER ESSEX**

COMPANIES HOUSE

19/05/05

## PARTNERS

Charles Essex FCA  
Clive Goodkind FCA  
Kevin Goldfarb FCA  
Darren Croucher FCCA  
Craig Males FCCA

- Martin Freeman FCA
- Timothy Sansom FCA
- Antony Federer FCCA
- Simon Essex ACA
- Clive Walters FCA
- Stephen Jacobs FCA
- Stephen Hunt MIPA
- Neil Heyes ACA