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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

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

02323320

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

Name of company

* Prestige Systems Limited

* insert full name
of company

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

I/We **Diane Elizabeth Cleary of 160 Alcester Road, Studley, Warwickshire, B80 7NT;**
Elaine Dorothy Ann Dawson of Hollydene, Stoke Prior, Bromsgrove B60 4AW;
John Adrian Dawson of Hollydene, Stoke Prior, Bromsgrove B60 4AW;
James Peter Coyle of 46 Grove Close, Thulston, Derby, DE72 3EY;
David James Truesdale of 48 Tollhouse Road, Bromsgrove, B60 3QL; and
Mark Anthony Jones of 27 The Forge, Halesowen, B63 2YP.

† 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

✓ ~~XX~~

✓ ~~XX~~

✓ ~~XX~~

(c) something other than the above§

The company is proposing to give financial assistance in connection with the acquisition of shares in the

✓ [company] ~~XXXXXXXXXXXXXXXXXXXXXXXXXXXX~~

✓ ~~XX~~

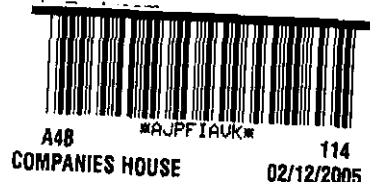
✓ The assistance is for the purpose of [that acquisition] ~~XX~~
~~XXXXXXXXXXXXXXXXXXXXXXXXXXXX~~

The number and class of the shares acquired or to be acquired is: 500,000 ordinary shares
of £0.10 each

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

George Green
195 High Street
Cradley Heath
West Midlands
B64 5HW
SG/LEC 25774-1

For official Use
General Section



The assistance is to be given to: (note 2) Prestige Technology Solutions Limited
(Company Number: 4494020) whose address is Lygon Court, Hereward Rise,
Halesowen, West Midlands, B62 8AN.

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

The assistance will take the form of:

1. The continuation of an existing debenture granted by the Company in favour of National Westminster Bank Plc ("the Bank");
2. The execution of a Cross Guarantee by the Company in favour of the Bank.

✓ The person who ~~has acquired~~ XXXXXXXXXX will acquire† the shares is:

† delete as
appropriate

Prestige Technology Solutions Limited

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

1. Continuation of an existing Debenture granted to the Bank on 22 October 1998 as security and with full title guarantee fixed and floating charges over all of its undertaking and assets as security for the payment of all money and liability due from the Company to the Bank from the time of the creation of the Debenture, now or in the future and however incurred.
2. Pursuant to the Cross Guarantee granted to the Bank the Company and Prestige Technology Solutions Limited guarantees the Bank against all moneys and liabilities due, owing or incurred by the Company and/or Prestige Technology Solutions.

The amount of cash to be transferred to the person assisted is £ NIL

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

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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) ~~X~~ 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) ~~X~~ [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 195 High Street Cadley Heath
West Yorkshire B64 5NW

Declarants to sign below

Day Month Year
on

2	9	1	1	2	0	0	5
---	---	---	---	---	---	---	---

before me NEIL EDWIN
SAMBROOK
A Commissioner for Oaths or Notary Public or Justice of
the Peace or a Solicitor having the powers conferred on
a Commissioner for Oaths.

[Signatures]
James G. L. L. L.
Malcolm

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



The Directors
Prestige Systems Limited
Lygon Court
Hereward Rise
Halesowen
West Midlands
B62 8AN

Keepers Lane
The Wergs
Wolverhampton
WV6 8UA
Tel +44 (0) 1902 793333
Fax +44 (0) 1902 793330
Website www.hwca.com
Email wolverhampton@hwca.com

Date 29th November 2005

Our ref: DMO/P433

REPORT OF THE AUDITOR OF PRESTIGE SYSTEMS LIMITED (THE "COMPANY") TO THE DIRECTORS IN ACCORDANCE WITH SECTION 156(4) OF THE COMPANIES ACT 1985 (THE "ACT")

We have examined the attached Statutory Declaration of the Company's directors dated 29th November 2005 made pursuant to section 155(6) of the Act and in connection with the proposal that the Company) should give financial assistance to Prestige Technology Systems Limited (the "Purchaser") for the purpose of the proposed acquisition of 500,000 ordinary shares of £0.10 each in the capital of the Company by the Purchaser.

We have enquired into the state of affairs of the Company as at 31st August 2005 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 the said statutory declaration as to any of the matters mentioned in sub-section 156(2) of the Act is unreasonable in all the circumstances.

We are not aware of anything to indicate that the opinion expressed in paragraph 2 of the Board Memorandum is unreasonable in all the circumstances.

Haines Watts.

Haines Watts
Chartered Accountants
Registered Auditors

Haines Watts
G T Hopwood ACA D M Oliver FCCA ACA
J L Rose FCCA A K Gardner FCA CMC
A S Minifie FCA S L Verity ACIB
Haines Watts Limited
Independent Member of HW International

Associates
S M Faulkner ACCA M P Brown ACA
J P Leach ICPA D S Black CA FCII FCILA