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COMPANIES FORM No. 155(6)a

Declaration in relation to assistance for the acquisition of shares

155(6)a

CHFP025

Please do not write in this margin

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

[] [] [] []

3975999

Name of company

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

* ALSTEC HOLDINGS LIMITED

* insert full name of company

†/We ~~o~~ Martin Melling of Chinglea, Brook Lane, Ranton, Stafford, ST18 9JY and Gary Wesley of Hammonsfield, Links Road, Kirby, Muxloe, Leicester, Leicestershire LE9 2BP

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

† 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 1979 §~~

~~(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] ALSTEC GROUP 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: 170,146 A ordinary shares of £0.10 each and 370,000 B ordinary shares of £0.10 each

Presenter's name address and reference (if any) :
Wragge & Co LLP
55 Colmore Row
Birmingham
B32AS

DX 13036 Birmingham 1
CGB

For official Use
General Section

Post room



A21 COMPANIES HOUSE 650 12/05/2006

6983400

The assistance is to be given to: (note 2) Alstec Group Trustee Limited (company number 3960159)
("AGTL")

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

The assistance will take the form of:

A payment by the company of £1,269,897 to AGTL

A payment by the company to AGTL of £5,502,290 for the sole purpose of enabling AGTL to exercise an option to subscribe for 55,000 B ordinary shares of £0.10 each in Alstec Group Limited for the aggregate consideration of £5,502,290

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

† delete as
appropriate

BABCOCK INTERNATIONAL GROUP PLC (Company number 2342138)

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

The payment of £1,269,897 to AGTL by the company as employer of the beneficiaries of The Alstec Group Employee Benefit Trust will be by way of gift.

The payment by the company to AGTL of £5,502,290 for the sole purpose of enabling AGTL to exercise an option to subscribe for 55,000 B ordinary shares of £0.10 each in Alstec Group Limited for the aggregate consideration of £5,502,290

The amount of cash to be transferred to the person assisted is £ 6,772,187

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 of this declaration

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

Delete either (a) or (b) as appropriate

~~1/~~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) ~~1/~~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 ~~1/~~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

55 Colmore Row, Birmingham

Declarants to sign below

on

Day	Month	Year
08	05	2006

before me ~~XXXXXXXXXX~~ _____

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

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



KPMG LLP
Transaction Services
1 Waterloo Way
Leicester LE1 6LP
United Kingdom

Tel +44 (0) 116 256 6000
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DX 719593 Leicester 17

Private & confidential

The Directors
Alstec Holdings Limited
Cambridge Road
Whetstone
Leicester
LE8 6LH

Our ref ml/kl

Contact Mike Lane
0116 256 6162

Dear Sirs

Auditors' report to the directors of Alstec Holdings Limited pursuant to Section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors dated today in connection with the proposal that the company should give financial assistance in connection with the purchase of the entire issued share capital of Alstec Group Limited.

This report is made solely to the company's directors as a body in accordance with section 156(4) of the Companies Act 1985. Our work has been undertaken so that we as the company's auditors might state to the company's directors those matters we are required to state to them in a report under section 156(4) of that Act 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 and the company's directors as a body for our work under section 156(4) of that Act or for this report.

We have enquired into the state of the company's affairs 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 their declaration as to any of the matters mentioned in Section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances.

Yours faithfully

KPMG LLP
Registered Auditor