
**SAYE Option Scheme approved under Schedule 3 Income Tax
(Earnings and Pensions) Act 2003.****Year ended 5 April 2006**

You are required to complete this form and return it to me at the address below within 3 months of the date of issue shown above.

The explanatory notes will help you complete this form. Please read these before completing the form and signing the declaration. If you have any questions about how to complete this form please contact ESSU at the address below or by telephoning the numbers shown.

Janice Cross

Employee Shares & Securities Unit (ESSU)
Room G52
100 Parliament Street
London
SW1A 2BQ

Telephone **020 7147 2819 or 2843**
Fax **020 7147 2747**

Penalties may be imposed

- **for any failure to give information required by this form within the prescribed time limit, or**
- **for the submission of an incomplete or inaccurate Return.**

If there is not enough space in any part of the form please give further details on pages 7/8 or on numbered supplementary sheets and attach them to the completed form when you send it in.

Notes to help you complete this form. Please read these before continuing.

About this form

This form has been issued under Paragraph 45 Schedule 3 Income Tax (Earnings and Pensions) Act 2003. This enables an officer of HM Revenue & Customs (HMRC) to ask any person to give any information that he thinks is necessary in relation to the operation of the plan.

Under Paragraph 42(2)(b) Schedule 3 ITEPA 2003 HMRC can withdraw approval of the scheme because of the company's failure to give the information required.

Under Section 98(1) TMA 1970 penalties may be imposed if there is a failure to provide the information requested, or if that information is inaccurate or not provided within the required time limit.

Notes for the company

Please do not include on this form details of share options granted or exercised under

- Unapproved schemes or arrangements (complete form 42)
- Company Share Option Schemes (complete form 35)
- Enterprise Management Incentives (complete form 40)

Do include all exercises of options and replacement options granted under the plan.

Cessation of plan

If this plan has ceased and there are no options still outstanding please tick the Yes box in section 7.

Changes to option or plan

If there has been an exchange of options, variation of share capital or an amendment to a key feature of the scheme you must provide details in sections 2, 3 or 4

You should have agreed with ESSU any exchange of options, variation of share capital or amendments to key features.

If you did not do this provide an explanation on page 8.

Further help

Further guidance on approved company share option plans in general can be found on our internet web pages at www.hmrc.gov.uk/shareschemes

1 Options Granted

Complete this section if options were granted during the year.

Notes

Column 1.5

If the value in column 1.6 was arrived at by averaging the share price on more than one day, enter the number (2-5) of days over which prices were averaged. Otherwise enter 1.

Column 1.7

enter the appropriate letter
 A by reference to London Stock Exchange
 B by reference to New York Stock Exchange
 C by reference to Shares Valuation
 if none of the above leave blank.

1.1 Company Registration Number (CRN) of company over whose shares options were granted (if non-UK company leave blank)	1.2 Date of grant	1.3 Nominal value and class of shares	1.4 First date which was used to determine Market Value	1.5 Number of days used to determine Market Value (see Notes)	1.6 Market Value used to determine exercise price	1.7 How was Market Value determined?	1.8 Exercise price per share	1.9 Were applications scaled down? (Yes/No)

2 Exchange of Options

Complete this section if the company has been taken over and existing options have been exchanged for new options over the acquiring company's shares in accordance with the scheme rules.

2.1 Name of company over whose shares replacement options have been granted	2.2 Company Registration Number (CRN) of new company (if non-uk Company leave blank)	2.3 Date new options granted	2.4 Nominal value and class of new shares	2.5 Exercise price of new options	2.6 Total number of shares for which replacement options granted during this year

3 Variations of Share Capital

3.1 Have there been any variations of share capital? (Yes/No)	3.2 Were changes made to the exercise price or number of shares as a result of any of these variations? (Yes/No)	3.3 Was variation agreed with Employee Shares & Securities Unit? (Yes/No)

4 Amendments to Scheme Rules

Notes Column 4.2 a key feature is a provision of the scheme which is necessary to meet the requirements of Schedule 3 Income Tax (Earnings and Pensions) Act 2003.

4.1 Have any amendments been made to the scheme rules? (Yes/No)	4.2 Were these amendments to a key feature of the scheme? (Yes/No)	4.3 Were these amendments approved by Employee Shares & Securities Unit? (Yes/No)

5 Options and Replacement options Exercised and Chargeable to Income Tax

If the date of Exercise was within 3 years of the date of grant you must provide details of options exercised **only** in the circumstances specified in these notes.

Notes

Column 5.10

Enter one of the following numbers

- 1 A Change of Control
- 2 A Scheme of Arrangement
- 3 Winding Up
- 4 A sale out of the Group of the employing company where the option holder continues to be employed by the same employer.

It is important you give details of options exercised for the above reasons.

5.1 Name of employee	5.2 National Insurance number	5.3 Employer	5.4 PAYE reference	5.5 Date of original grant of option	5.6 Date shares were acquired	5.7 Exercise price per share	5.8 Number of shares acquired	5.9 Market Value of a share on date shares were acquired	5.10 Reason for exercise (see notes)

6 Change in participating companies

6a Additional participating companies

6.1	6.2	6.3	6.4
Company name	CT reference	PAYE reference	Date company became a participating company

6b Companies that ceased to be participating companies

6.5	6.6	6.7	6.8	6.9
Company name	CT reference	PAYE reference	Date company ceased being a participating company	At date of cessation did the company employ any participants in the scheme (Yes/No)?

7 Summary of Activity for the year ended 5 April 2006

In respect of columns 7.1 to 7.11 only give details of options granted and exercised and savings contracts entered into during this year.

7.1	7.2	7.3	7.4	7.5	7.6	7.7	7.8	7.9	7.10	7.11	7.12	7.13
Total number of directors and employees to whom options were granted	Total number of contracts where the 7 year bonus is included	Total number of contracts where the 5 year bonus is included	Total number of contracts where the 3 year bonus is included	Total number of contracts where no bonus is included	Number of participants who exercised options (including replacement options)	Number of participants who ceased to take part in the scheme	If shares are listed on any recognised exchange the Market Value on last date options were exercised	Total number of shares for which options were granted (other than replacement options)	Total number of shares issued or transferred on the exercise of options (including replacement options)	Total amount paid by the participants for these shares	The highest monthly savings contributions made during this year for all contracts	Number of participants who paid this amount

8 Cessation of scheme

Note A scheme has ceased if no options remain and no new options can be granted. Has the scheme ceased?

Yes No

Additional information

9 Declaration

Note The Taxes Acts require that the Company Secretary or the person acting as the Company Secretary should complete the declaration. If a liquidator has been appointed they should complete the declaration. (S108(1) AND (3) TMA 1970).

To the best of my knowledge and belief

- the information I have given on this return (and on any supplementary sheets) is correct and complete
- unless otherwise stated the options were granted, exercised and shares were issued or transferred under the terms of the scheme which at the time was approved by HMRC.

Name (use CAPITAL LETTERS)

Signature

Position in company

Date

Telephone

Email

Additional information