

COMPANIES FORM No. 155(6)a

CHFP041

Declaration in relation to assistance for the acquisition of shares.

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Pursuant to section 155(6) of the Companies Act 1985

ease complete gibly, preferably black type, or

To the Registrar of Companies (Address overleaf - Note 5)

Name of company

For official use

Company number

47094

old block lettering

ote lease read the otes on page 3 afore completing rīs form

insert full name of company

Insert name(s) and address(es) of all the directors

* BRITANNIA SOFT DRINKS LIMITED

*Wet Stephen John Davies of Tessmorlands, Frenches Green, Felsted, Dunmow, Essex CM6 3JU

Karim Naffah of 75 Finlay Street, London SW6 6HF

Richard Conway North of 8 St. Simon's Avenue, London SW15 6DU

David Richardson of 47B Church End, Biddenham, Bedford MK40 4AS

Mike Thompson of 20 Park Road, Alrewas, Staffordshire DE13 7AG

Marthew Fearn of The Old House, 1 Broughton Road, Salford, Bedfordshire MK17 8BH

Christopher Heath of 7 Barber Close, Hurst, Berkshire RG10 ORZ

Diana Jane Houghton of 4 Piccadilly Lane, Upper Mayfield, Ashbourne, Derbyshirc DE6 2HP

Delete 25 appropriate

[tha:solectimentors][all the directors] sof the above company do solemnly and sincerely declare that: The business of the company is:

Delete whichever is inappropriate

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(c) something other than the above #

The company is proposing to give financial assistance in connection with the acquisition of shares in the [company] loopspany/s.holding.company §

The assistance is for the purpose of [that acquisition] treducing an discharging a liability incurred for the purpose of the transquisition].

The number and class of the shares acquired or to be acquired is:

138,702,618 ordinary shares of £1 each (the "Relevant Shares")

Presentor's name, address and reference (if any): Freshfields Bruckhaus Deringer 65 Fleet Street London EC4Y 1HS

DX 23 LONDON/CHANCERY

LANE

For official use General Section



COMPANIES HOUSE COMPANIES HOUSE

22/08/01 22/02/01

]‡

The holders of the Relevant Shares, being:

- . Bass Investments Limited of 20 North Audley Street, London W1Y 1WE
- . Whitbread PLC of CityPoint, One Ropemaker Street, London EC2Y 9HX
- . Allied Domecq Overseas (Canada) Limited of The Pavilions, Bridgwater Road, Bristol, Avon BS13 8AR

this margin

Pleasa complete legibly, preferably în black type, or bald block lettering

The assistance will take the form of:

- The release, conditional on completion of the sale and purchase of the Relevant Shares, of the current holders 1. of such shares (or members of their groups) from their obligations to the company under certain commercial agreements between those shareholders (or members of their groups) and the company.
- The waiver by the company of certain rights which may have accrued to it under the commercial agreements referred to above

The person who base coniced [will acquire]* the shares is:

The company is currently undergoing a strategic review which may or may not result in the shareholders disposing of their shares in the company.

*Delete as appropriate

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

As described above.			
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}			

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

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

0

The date on which the assistance is to be given is 8 February 2001

write in this margin

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

†Delete either (a) or (b) as appropriate

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) NWe 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) Usia intended to commence the winding up of the compeny within 12 months of the tradet. and the trave formed the opinion that the company will be able to pay its debts in full within 12 months of the commencements of the winding sup.] † (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

Declarants to sign below

C. Hent

Horshan, Well Sum

Day Month Year

an

before me

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

Solicitor

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 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



COMPANIES FORM No. 155(6)a

Declaration in relation to assistance for the acquisition of shares.



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

To the Registrar of Companies (Address overleaf - Note 5)

Name of company

For official use Company number

47094

bold block lettering

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

*Insert full name of company

†Insert name(s) and address(es) of all the directors

* BRITANNIA SOFT DRINKS LIMITED

*We†Stephen John Davies of Tessmorlands, Frenches Green, Felsted, Dunmow, Essex CM6 3JU

Karim Naffah of 75 Finlay Street, London SW6 6HF

Richard Conway North of 8 St. Simon's Avenue, London SW15 6DU David Richardson of 47B Church End, Biddenham, Bedford MK40 4AS

Mike Thompson of 20 Park Road, Alrewas, Staffordshire DE13 7AG

Matthew Fearn of The Old House, 1 Broughton Road, Salford, Bedfordshire MK17 8BH

Christopher Heath of 7 Barber Close, Hurst, Berkshire RG10 ORZ

Diana Jane Houghton of 4 Piccadilly Lane, Upper Mayfield, Ashbourne, Derbyshire DE6 2HP

§ Delete as appropriate

[the soleximentors][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 fracegoised bankillicansed institution from the coeaning of the Banking Act 1979 ‡ (b)xthatxofxax.pensonxeutherisedxmaler.seotierx3xxxxxbofxthathrousescennamiesxActx1982xtxxaarry ‡ mologoiX-betintk-edt-akeegnieud-eogerusakaox

(c) something other than the above ‡

The company is proposing to give financial assistance in connection with the acquisition of shares in the [company] learnpany/scholding company §

The assistance is for the purpose of [that acquisition] treducing condition in the purpose of [that acquisition] treducing conditions are the purpose of [that for the xpurpose of that as quisition).

The number and class of the shares acquired or to be acquired is:

138,702,618 ordinary shares of £1 each (the "Relevant Shares")

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

Freshfields Bruckhaus Deringer 65 Fleet Street London EC4Y 1HS DX 23 LONDON/CHANCERY LANE

For official use **General Section**

> **COMPANIES HOUSE** CUMPANIES HOUSE

22/08/01 22/02/01

]‡

The assistance is to be given to: (note 2)

The holders of the Relevant Shares, being:

- 1. Bass Investments Limited of 20 North Audley Street, London W1Y 1WE
- 2. Whitbread PLC of CityPoint, One Ropemaker Street, London EC2Y 9HX
- 3. Allied Domecq Overseas (Canada) Limited of The Pavilions, Bridgwater Road, Bristol, Avon BS13 8AR

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The	assistance	will to	be the	form	of.
1111	assistance	will tal	KE IIIE	163611	131.

1. The release, conditional on completion of the sale and purchase of the Relevant Shares, of the current holders of such shares (or members of their groups) from their obligations to the company under certain commercial agreements between those shareholders (or members of their groups) and the company.
2. The waiver by the company of certain rights which may have accrued to it under the commercial agreements referred to above.

The person who [hascacquired][will acquire]* the shares is:

The company is currently undergoing a strategic review which may or may not result in the shareholders disposing of their shares in the company.

*Delete as appropriate

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

As described above.	 <u> </u>	- <u> </u>	

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

0

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

0

The date on which the assistance is to be given is 8 February 2001

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

#/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) Utrie intended to commence the winding up of the company within 12 months of the todate, and the characteristic full within 12 months of the commencement of the winding up.) † (note 3)

And */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 20 NoOTH AUDLEY STREET, LONDON

Day Month Year
on 0 | 9 | 0 | 2 | 2 | 0 | 0 | 1

before me Mel Volunt (Solicity)

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

LH Dandon

NOTES

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COMPANIES FORM No. 155(6)a

Declaration in relation to assistance for the acquisition of shares.



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Pursuant to section 155(6) of the Companies Act 1985

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To the Registrar of Companies (Address overleaf - Note 5)

icial use	Company number
	47094

Note Please read the notes on page 3 before completing this form Name of company

* BRITANNIA SOFT DRINKS LIMITED

*Insert full name of company

finsert name(s) and address(es) of all the directors

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Christopher Heath of 7 Barber Close, Hurst, Berkshire RG10 ORZ

Diana Jane Houghton of 4 Piccadilly Lane, Upper Mayfield, Ashbourne, Derbyshire DE6 2HP

\$Delete as appropriate

[the solar directors] of the above company do solemnly and sincerely declare that:

The business of the company is:

‡Delete whichever is inappropriate

(a) that of experson authorized under section \$\text{Swithin the meaning of the Banking Act 1979 x \$
(b) that of experson authorized under section \$\text{Sxon dock the shourance done panies Act x 1982 to carry
con insurance during so in the skinted Kingdom \$\text{7}

(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 is holding company.]

The assistance is for the purpose of [that acquisition] <u>fractured</u> for the purpose of that acquisition].

The number and class of the shares acquired or to be acquired is:

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

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COMPANIES HOUSE

22/03/01 22/02/01]‡

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As described above.	 	 	
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Please complete legibly, preferably in black type, or bold block lettering

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- (b) Utilisiatended to commence the winding-up of the company within 12 months of the color and law 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 */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 AUCKLAND, NEW ZEALAND

Day Month Year
on 0 | 8 | 0 | 2 | 2 | 0 | 0 | 1

Declarants to sign below DIANA JANE HOUGHTON ASHBOURNE

DERBYSHIRE ENGLAND

100 1100

before me W.J. STROWGER, SOLICITOR OF THE HIGH COURT OF NEW ZEALAND

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

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■ Becket House 1 Lambeth Palace Road London SEL 7EU ■ Phone: 020 7951 2000 Telex: 885234 Fax: 020 7951 1345 CDE & LDE Box 241 www.ey.com/uk

The Directors
Britannia Soft Drinks Limited
Britvic House
Broomfield Road
Chelmsford
Essex
CM1 1TU

8 February 2001

Dear Sirs

Auditors' report to the directors of Britannia Soft Drinks Limited pursuant to section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors of Britannia Soft Drinks Limited ("the Company") dated 8 February 2001 in connection with the proposal that the Company should give financial assistance for the acquisition of shares in the Company.

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 declaration as to any of the matters mentioned in section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances.

Ernst & Young Registered Auditor

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■ The United Kingdom firm of Ernst & Young is a member of Ernst & Young International. It is authorised by The Institute of Chartered Accountants in England and Wales to carry on investment business. A list of partners' names is available for inspection at the above address, the partnership's principal place of business.