

Oyez

CHFP041

COMPANIES FORM No. 155(6)a

**Declaration in relation to assistance for the acquisition of shares.****155(6)a**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  
old block letteringTo the Registrar of Companies  
(Address overleaf - Note 5)

For official use Company number

47094

Please  
read the  
notes on page 3  
before completing  
this form

Name of company

\* BRITANNIA SOFT DRINKS LIMITED

Insert full name  
of company

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

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

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

I, 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 or financial 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] ‡

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:

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  
LANEFor official use  
General SectionA42  
COMPANIES HOUSE  
COMPANIES HOUSE0536  
22/03/01  
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

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

The assistance will take the form of:

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 ~~has acquired~~ [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.

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

Very respectfully

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) ~~It~~ 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 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 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 Premises Mill  
Horsham, West Sussex

Declarants to sign below

*C. Heath*

on 

0	8	0	2	2	0	0	1
---	---	---	---	---	---	---	---

before me

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

J. A. Innes  
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

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

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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

47094

Note  
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Name of company

\* BRITANNIA SOFT DRINKS LIMITED

\*Insert full name of company

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

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

Karim Naffah of 75 Finlay Street, London SW6 6HF

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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 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~~ §

‡

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:

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

22/03/01  
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 take the form of:

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 ~~has acquired~~ [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.

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  
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† 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 1/ 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 **20 NORTH AUDLEY STREET, LONDON**

Declarants to sign below

Day Month Year  
on 

0	8	0	2	2	0	0	1
---	---	---	---	---	---	---	---

before me

Mark Topham (Solicitor)

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

*A. H. Richardson*  
*M. Khan*  
*M. Hayman*  
*K. J. Vaffel*  
*S. J. D. Jones*

## NOTES

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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

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‡Delete whichever  
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~~on insurance business in the United Kingdom~~ ‡

(c) something other than the above ‡

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General Section

COMPANIES HOUSE  
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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



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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

Declarants to sign below

DIANA JANE HOUGHTON  
ASHBOURNE  
DERBYSHIRE  
ENGLAND

on 

Day		Month		Year		
0	8	0	2	2	0	1



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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Cardiff  
CF14 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies  
37 Castle Terrace  
Edinburgh  
EH1 2EB

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**

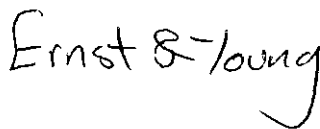
We have examined the attached statutory declaration of the directors of Britannia Soft Drinks Limited ("the Company") dated 8 February 2001 in connection with the proposal that the Company should give financial assistance for the acquisition of shares in the Company.

**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