

**G**

CHFP025

COMPANIES FORM No: 155(6)b

**Declaration by the directors  
of a holding company in  
relation to assistance for the  
acquisition of shares****155(6)b**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

[ ] [ ] [ ]

175064

Name of company

\* Filofax Group Limited

**Note**  
Please read the notes  
on page 3 before  
completing this form.\* insert full name  
of companyx/We ~~are~~ Rider A§ insert name(s) and  
address(es) of all  
the directors† delete as  
appropriate[~~the sole director~~] [all the directors]† of the above company (hereinafter called 'this company') do  
solemnly and sincerely declare that:§ delete whichever  
is inappropriate

The business of this company is:

(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§

This company is [~~the~~] [a] holding company of\* Filofax Limited

["the Subsidiary"] which is

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

in [~~this company~~] [ DRBG UK Limited

the holding company of this company.]†

Presenter's name address and  
reference (if any) :Dickson Minto W.S.  
11 Walker Street  
Edinburgh  
EH3 7NE

Filofax.lfd

For official Use

General Section

A04  
COMPANIES HOUSE

\*A67DX2UT\*

0712  
01/08/01

The assistance is for the purpose of [that acquisition] ~~reducing or discharging a liability incurred for the purpose of that acquisition~~.† (note 1)

Please do not  
write in this  
margin

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

The number and class of the shares acquired or to be acquired is: 1000 ordinary shares of £1

The assistance is to be given to: (note 2) Letts Holdings Limited (registered number  
SC206359) of 11 Walker Street, Edinburgh EH3 7NE

The assistance will take the form of:

Rider B

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

Letts Holdings Limited (registered number SC206359) of 11 Walker Street,  
Edinburgh EH3 7NE

† delete as  
appropriate

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

Rider C

The amount (if any) by which the net assets of the company which is giving the assistance will be reduced  
by giving it is Nil

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

Please do not  
write in this  
margin

The date on which the assistance is to be given is within 8 weeks of 26th July 2001

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

~~1/~~We have formed the opinion, as regards this 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 this company will be able to pay its debts as they fall due during the year immediately following that date]\* (note 3)

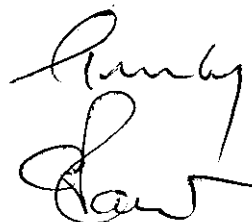
\* delete either (a) or  
(b) as appropriate

(b) ~~It is intended to commence the winding up of this company within 12 months of that date, and 1/we have formed the opinion that this 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 11 Walker Street,  
Edinburgh

Declarants to sign below



Day Month Year  
on 

26	07	2001
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before me Lorna Henderson  
LORNA HENDERSON  
~~A Commissioner for Oaths or Notary Public for 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  
Companies House  
37 Castle Terrace  
Edinburgh  
EH1 2EB

**FILOFAX GROUP LIMITED**

**Registered Number 175064**

**FORM 155(6)b - RIDER A**

**Directors**

**Address**

Gordon Andrew Presly

Cairnbank, Bayswell Park, Dunbar,  
East Lothian EH42 1AE

Gordon James Donald Raw

38 Menteith View, Dunblane,  
Perthshire, FK15 0PD

**FILOFAX GROUP LIMITED**

**Registered Number 175064**

**FORM 155(6)b - RIDER B**

The assistance will take the form of:

1. The execution by the Subsidiary of a guarantee (the "Guarantee") and debenture (the "Debenture") in favour of the Bank; and
2. An inter company funding agreement between the Purchaser and the Subsidiary (the "Funding Agreement").

Where:-

"Bank"	means The Governor and Company of the Bank of Scotland of The Mound, Edinburgh EH1 1YZ;
"Purchaser"	means Letts Holdings Limited (Registered Number SC206359) of 11 Walker Street, Edinburgh EH3 7NE; and
"Subsidiary"	means Filofax Limited (Registered Number 1891062) of 4th Floor, Waverley House, 7-12 Noel Street, London W1F 8NE.

# FILOFAX GROUP LIMITED

Registered Number 175064

## FORM 155(6)b - RIDER C

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

- (i) under the Guarantee, the Subsidiary unconditionally guarantees the payment or discharge of the Secured Liabilities owing by the Subsidiary and each of the other members of the Group which has granted or will grant security in favour of the Bank;
- (ii) under the Debenture, the Subsidiary charges by way of legal mortgage, fixed and floating charges, the whole of its property (including uncalled capital) undertaking and assets in favour of the Bank to secure the Secured Liabilities; and
- (iii) the Subsidiary agrees in terms of the Funding Agreement, subject to the satisfaction of certain conditions, to lend funds to the Purchaser on the terms set out therein in order to enable the Purchaser *inter alia* to discharge its obligations under the Facility Letter and to make certain other payments.

Where:-

"Facility Letter"	means the facility letter dated on or around the date hereof (as amended, restated, novated or supplemented from time to time) between the Purchaser and the Bank;
"Group"	means the Purchaser and each of its subsidiaries from time to time;
"Secured Liabilities"	means all or any monies and liabilities which will for the time being (and whether on or at any time after demand) be due, owing or incurred in whatsoever manner to the Bank by the Subsidiary, whether actually or contingently, solely or jointly and whether as principal or surety and whether or not the Bank shall have been an original party to the relevant transaction, and including interest, discount, commission and other lawful charges or expenses which the Bank may in the course of its business charge or incur in respect of any of those matters or for

keeping the Subsidiary's account and so that interest shall be computed and compounded according to the usual rates and practice of the Bank;

and any term defined in Rider B shall have the same meaning in this Rider C.

**AUDITORS' REPORT TO THE DIRECTORS OF FILOFAX GROUP LIMITED  
PURSUANT TO SECTION 156(4) OF THE COMPANIES ACT 1985**

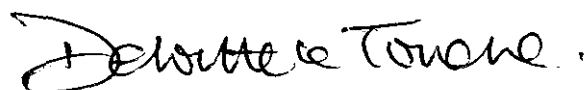
We have examined the attached statutory declaration of the directors of Filofax Group Limited dated 26 July 2001 in connection with the proposal that Filofax Limited should give financial assistance for the purchase of 100% of DRBG UK Limited's shares.

**Basis of opinion**

We have enquired into the state of Filofax Group Limited'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 is unreasonable in all the circumstances.



Registered Auditors  
26 July 2001

39 George Street  
Edinburgh  
EH2 2HZ