

# G

CHFP025

## 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 bold block lettering

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

For official use

Company number

[ ] [ ] [ ] [ ]

383505

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

Name of company

\* FOSECO OVERSEAS LIMITED

\* insert full name of company

☒ We ☐ We of David Gordon Hussey of Callingwood Hall, Callingwood Lane, Tatenhill, Burton on Trent, Staffs DE13 9SH

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

Paul David Dean of 11 Botany, Highworth, Swindon, Wilts SN6 7BT

James Robert Provan Pike of 16A Dyer Street, Cirencester, Gloucestershire GL7 2PF

† delete as appropriate

~~XXXXXXXXXXXX~~ [all the directors]† of the above company do solemnly and sincerely declare that:

The business of the company is:

~~(a) that of a recognised bank (licensed institution) within the meaning of the Banking Act 1985~~

~~(b) that of a person authorised under section 32A of the Insurance Companies Act 1982 to carry~~

~~in the business of life assurance~~

(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] Foseco (UK)

Limited]†

The assistance is for the purpose of ~~the 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: 999 ordinary  
shares of £1.00 each

Presenter's name address and reference (if any) :

Ashurst  
Broadwalk House  
5 Appold Street  
London  
EC2A 2HA  
639 London/City  
CXR/3706602.01

For official Use  
General Section



LD5  
COMPANIES HOUSE

\*LZD855EL\*

0462  
19/05/05

3706602

The assistance is to be given to: (note 2) Foseco plc (5413927) of Coleshill Road,  
Fazeley, Tamworth, Staffordshire B78 3TL.

Please do not  
write in this  
margin

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

The assistance will take the form of:

Particulars of the form of assistance to be provided are set out in  
attachment 1.

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

† delete as  
appropriate

Foseco Holding Limited (No. 4229276) of Coleshill Road, Fazeley, Tamworth,  
Staffordshire B78 3TL.

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

Particulars of the principal terms on which the assistance will be given  
are set out in attachment 2.

The amount of cash to be transferred to the person assisted is £ Please see attachment 3.

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 eight weeks of the date hereof

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) ☒ 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 TAMWORTH IN THE  
COUNTY OF STAFFORDSHIRE

Declarants to sign below

Day Month Year  
on 

1	0	0	5	2	0	0	5
---	---	---	---	---	---	---	---

before me 

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

**FOSECO OVERSEAS LIMITED**

**Company Number 383505**  
**Attachment 1 to Form 155(6)a**

**Upstream Loan Facility**

An intra-group loan facility granted by the Company, along with other members of the group of companies of which it is a member, in favour of Foseco plc (No. 5413927) pursuant to an upstream loan agreement dated on or about the date hereof (the "**Upstream Loan Agreement**").

**FOSECO OVERSEAS LIMITED**  
**Company Number 383505**  
**Attachment 2 to Form 155(6)a**

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

**Upstream Loan**

By executing the Upstream Loan Agreement, the Company will make available to Foseco plc (No. 5413927) (the "**Assisted Company**") a revolving loan facility of up to £46,000,000 in order to enable the Assisted Company to make payments when due under a facilities agreement dated 4 May 2005 between, inter alia, the Assisted Company and The Royal Bank of Scotland plc (as amended or restated from time to time), any such advances under the facility to be made only if the aggregate of all monies standing to the credit of all its bank accounts exceeds the amount of the proposed advance.

**FOSECO OVERSEAS LIMITED**  
**Company Number 383505**  
**Attachment 3 to Form 155(6)a**

Cash to be transferred at the time of the giving of the financial assistance is nil. However, cash may become payable under the Upstream Loan Agreement.

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CHFP025

Please do not  
write in this  
margin

COMPANIES FORM No. 155(6)a

Declaration in relation to  
assistance for the acquisition  
of shares

155(6)a

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

Please complete  
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in black type, or  
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

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

For official use

Company number

[ ] [ ] [ ] [ ] [ ] [ ]

383505

Name of company

\* FOSECO OVERSEAS LIMITED

~~We~~ David Gordon Hussey of Callingwood Hall, Callingwood Lane,  
Tatenhill, Burton on Trent, Staffs DE13 9SH

Paul David Dean of 11 Botany, Highworth, Swindon, Wilts SN6 7BT

James Robert Provan Pike of 16A Dyer Street, Cirencester,  
Gloucestershire GL7 2PF

† delete as  
appropriate

§ delete whichever  
is inappropriate

~~the above directors~~ [all the directors]† of the above company do solemnly and sincerely declare that:

The business of the company is:

~~(a) the carrying on of a business of~~ (a) the carrying on of a business of

~~(b) the carrying on of a business of~~ (b) the carrying on of a business of

~~(c) the carrying on of a business of~~ (c) the carrying on of a business of

(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] Foseco (UK)

Limited†

The assistance is for the purpose of ~~the acquisition of~~ [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: 999 ordinary

shares of £1.00 each

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

Ashurst  
Broadwalk House  
5 Appold Street  
London  
EC2A 2HA  
639 London/City  
CXR/3706602.01

For official Use  
General Section

Post room

3706602

The assistance is to be given to: (note 2) Foseco plc (5413927) of Coleshill Road,  
Fazeley, Tamworth, Staffordshire B78 3TL.

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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

**X** 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) **X** 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 the ~~XXXXXX~~  
~~XXXXXX~~ have formed the opinion that the company will be able to pay its debts in full within 12 months of the ~~XXXXXX~~  
~~XXXXXX~~ commencement of the winding up]\* (note 3)

And **X** 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

CIRENCESTER

Declarants to sign below

Day Month Year  
on 1 0 0 5 20 0 5

before me Alison J Fielden

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.
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Cardiff  
CF14 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies  
37 Castle Terrace  
Edinburgh  
EH1 2EB

Alison Fielden & Co.  
The Gatehouse  
Dollar Street  
Cirencester  
Glos. GL7 2AN

**FOSECO OVERSEAS LIMITED**

**Company Number 383505  
Attachment 1 to Form 155(6)a**

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**FOSECO OVERSEAS LIMITED**  
**Company Number 383505**  
**Attachment 3 to Form 155(6)a**

Cash to be transferred at the time of the giving of the financial assistance is nil. However, cash may become payable under the Upstream Loan Agreement.

**INDEPENDENT AUDITORS' REPORT TO THE DIRECTORS OF FOSECO  
OVERSEAS LIMITED PURSUANT TO SECTION 156(4) OF THE COMPANIES ACT  
1985**

We have examined the attached statutory declarations of the directors dated 10 May 2005, prepared in accordance with applicable United Kingdom law, in connection with the proposal that the company should give financial assistance in support of debt of Foseco plc incurred to refinance existing debt previously used to acquire shares in Foseco (UK) Limited.


This report is made solely to the directors in accordance with section 156(4) of the Companies Act 1985. Our work has been undertaken so that we might state to the directors those matters we are required to state to them in an auditors' report under section 156(4) and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the directors, for our work under section 156(4), for this report, or for the opinions we have formed.

**Basis of opinion**

We have enquired into the state of affairs of the company so far as necessary 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 LLP  
Registered Auditor  
No.1 Colmore Square  
Birmingham  
B4 6HQ

10 May 2005