

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

---

383505

Name of company

\* FOSECO OVERSEAS LIMITED (The Company)

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

\* insert full name  
of company

XWe ~~o~~ David Hussey of Callingwood Hall, Callingwood Lane, Tatenhill,  
Burton-on-Trent, Staffordshire, DE13 9SH

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

Paul Dean of 11 Botany, Highworth, Swindon, Wiltshire 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 (hereinafter called 'this company') do  
solemnly and sincerely declare that:

§ delete whichever  
is inappropriate

The business of this company is:

- (a) ~~that it is a company authorised to carry on the business of banking~~  
(b) ~~that it is 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] ☒ holding company of\* Unicorn Industries Limited ("Subco")

\_\_\_\_\_ which is  
proposing to give financial assistance in connection with the acquisition of shares  
in [this company] [ \_\_\_\_\_  
\_\_\_\_\_ ~~XXXXXXXXXXXXXXXXXXXXXXXXXXXX~~

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

Ashurst  
Broadwalk House  
5 Appold Street  
London  
EC2A 2HA  
639 London/City  
CXR/3706716.01

For official Use  
General Section

Post room



LD5  
COMPANIES HOUSE

\*LZD035EJ\*

0464  
19/05/05  
3706716

The assistance is for the purpose of ~~XXXXXXXXXX~~ [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: 60,616,139 ordinary shares  
of 25p each

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

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] ~~XXXXXXXXXX~~ the shares is:

† delete as appropriate

Foseco (UK) Limited (company number 4229276) of Coleshill Road, Fazeley,  
Tamworth, Staffordshire B78 3XG

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

PARTICULARS OF THE FORM OF ASSISTANCE TO BE PROVIDED ARE SET OUT IN  
ATTACHMENT 2.

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 £ See attachment 3.

The value of any asset to be transferred to the person assisted is £ NIL 3706716 Page 2

Please do not  
write in this  
margin

The date on which the assistance is to be given is within eight weeks of today's date

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

☒ 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) ☒ 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) ~~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)~~

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	10	0	5	2	10	0	5
---	----	---	---	---	----	---	---

before me

CR Leaper  
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  
Companies House  
37 Castle Terrace  
Edinburgh  
EH1 2EB

**FOSECO OVERSEAS LIMITED**

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

**Upstream Loan Facility**

An intra-group loan facility granted by Subco, 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)b**

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

**Upstream Loan**

By executing the Upstream Loan Agreement, Subco 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)b**

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.

# 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 letteringTo 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 (The Company)

\* insert full name  
of companyXWe o David Hussey of Callingwood Hall, Callingwood Lane, Tatenhill,  
Burton-on-Trent, Staffordshire, DE13 9SH\* insert name(s) and  
address(es) of all  
the directors

Paul Dean of 11 Botany, Highworth, Swindon, Wiltshire 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 (hereinafter called 'this company') do  
solemnly and sincerely declare that:

§ delete whichever  
is inappropriate

The business of this company is:

- (a) ~~that it is a person authorised under section 1 of the Insurance Companies Act 1982 to carry on  
insurance business in the United Kingdom~~
- (b) ~~that it is a person authorised under section 1 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] ☒ holding company of\* Unicorn Industries Limited ("Subco")

which is

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

in [this company] [

~~XX~~  
the holding company of this company.†Presenter's name address and  
reference (if any) :

Ashurst  
Broadwalk House  
5 Appold Street  
London  
EC2A 2HA  
639 London/City  
CXR/3706716.01

For official Use  
General Section

Post room

3706716

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: 60,616,139 ordinary shares  
of 25p each

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

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:

Foseco (UK) Limited (company number 4229276) of Coleshill Road, Fazeley,  
Tamworth, Staffordshire B78 3XG

† delete as appropriate

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

PARTICULARS OF THE FORM OF ASSISTANCE TO BE PROVIDED ARE SET OUT IN  
ATTACHMENT 2.

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 £ See attachment 3.

The value of any asset to be transferred to the person assisted is £ NIL 3706716 Page 2



Please do not  
write in this  
margin

The date on which the assistance is to be given is within eight weeks of today's date

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

☒ 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) ☒ 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 the date, and it is~~  
~~noted that the liquidator of this company will be able to pay its debts in full within~~  
~~12 months 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

CIRENCESTER

Declarants to sign below

*[Signature]*

on 

Day	Month	Year
10	05	2005

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.
- 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

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

**FOSECO OVERSEAS LIMITED**

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

**Upstream Loan Facility**

An intra-group loan facility granted by Subco, 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)b**

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

**Upstream Loan**

By executing the Upstream Loan Agreement, Subco 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)b**

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, prepared in accordance with applicable United Kingdom law, in connection with the proposed financial assistance to be given by the company's subsidiary, Unicorn Industries Limited, in support of debt of Foseco plc incurred to refinance existing debt previously used to acquire shares in Foseco Overseas 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*

Ernst & Young LLP  
Registered Auditor  
No.1 Colmore Square  
Birmingham  
B4 6HQ

10 May 2005