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CHFP025

Please do not write in this margin

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

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

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

† delete as appropriate

§ delete whichever is inappropriate

COMPANIES FORM No. 155(6)a
Declaration in relation to assistance for the acquisition of shares

40

155(6)a

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

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

For official use

Company number

[] [] [] []

00478794

Name of company

* Yates Group Limited (the "Company")

X We Ø See Rider 1

~~XXXXXXXXXX~~ [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 or credit institution within the meaning of the Banking Act 1979~~

~~(b) that of a person authorised under section 31A of the Insurance Companies Act 1982 to carry on the business of an insurance company~~

~~in the business of a foreign company~~

(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]~~ XXXXXXXXXX

Limited]†

The assistance is for the purpose of ~~the acquisition~~ XXXXXXXXXX [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: See Rider 2

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

CMS Cameron McKenna LLP
Mitre House
160 Aldersgate Street
London
EC1A 4DD
DX 135316 BARBICAN 2
paa/21377966

For official Use
General Section

Post room



LD4
COMPANIES HOUSE

0401
25/05/05

The assistance is to be given to: (note 2) Thorium Limited (Company Number 05141092)
whose registered office is at Peter Yates House, Manchester Road, Bolton, BL3
2PY (the "Acquirer")

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

The assistance will take the form of:

See Rider 3

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

† delete as
appropriate

the Acquirer

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

See Rider 4

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

The date on which the assistance is to be given is Within 8 weeks of the date hereof

Please do not
write in this
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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

9 Appold Street, London EC2

Declarants to sign below

Day Month Year
on 20 05 2005

Saville & Co.
Notaries Public

Princes House

55 Gresham Street

London EC2V 7NA

Telephone: +44 (0)20 7920 0000

Fax: +44 (0)20 7920 0088

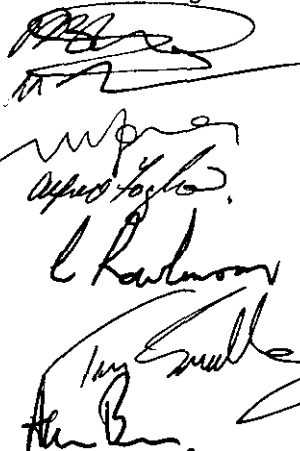
before me

Commissioner for Oaths, London, England

Commissioner for Oaths, 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

RIDER 1

Yates Group Limited
(Company No. 00478794)

Form 155(6)(a)

Philip Kaziewicz
Mark Tagliaferri
Mark Jones
Al Foglio
Colin Rowlinson
Tim Smalley
Aaron Brown

RIDER 2

Yates Group Limited
(Company No. 00478794)

Form 155(6)(a)

The number and class of the shares acquired is:

67,058,999 ordinary shares

RIDER 3

Yates Group Limited
(Company No. 00478794)

Form 155(6)(a)

The background to the financial assistance is as follows

- 1.1 The Acquirer has acquired the entire issued share capital of the Company (the "**Acquisition**").
- 1.2 The Acquirer has financed the purchase of the shares by means of funds provided under, inter alia:
 - 1.2.1 a senior credit agreement (the "**Senior Credit Agreement**") dated 9 June 2004 between, inter alia, (1) Lanthanum Limited (the "**Parent**") (2) the Acquirer (3) The Royal Bank of Scotland plc and Barclays Bank PLC as arrangers, (4) the persons listed in Schedule 1 thereto as original lenders, (5) The Royal Bank of Scotland plc and Barclays Bank PLC as ancillary lender, (6) Barclays Bank PLC as notes guarantor, and (7) Barclays Bank PLC as facility agent;
 - 1.2.2 a mezzanine credit agreement (the "**Mezzanine Credit Agreement**") dated 9 June 2004 between, inter alia, (1) the Parent (2) the Acquirer (3) The Royal Bank of Scotland plc and Barclays Bank PLC as arrangers, (4) the persons listed in Schedule 1 thereto as original lenders, and (5) The Royal Bank of Scotland plc as facility agent.
- 1.3 Under the Senior Credit Agreement an A Term Loan Facility in the amount of £56,000,000 (provided by way of cash and a guarantee of loan notes) was provided in part in order to assist the Acquisition (the "**Senior Facility**").
- 1.4 Under the Mezzanine Credit Agreement a term loan facility of £20,000,000 was provided in order to assist the Acquisition (the "**Mezzanine Facility**").

(the Senior Facility and the Mezzanine Facility together "**the Facilities**").
- 1.5 The Acquirer is to enter into a daylight facility (the "**Daylight Facility**") between (1) the Acquirer (as borrower) and (2) The Royal Bank of Scotland plc (as lender) (2) pursuant to which a term loan facility of £44,737,980 is to be provided to the Acquirer to enable the Acquirer to make a loan of £44,737,980 to the Company (the "**Acquirer Loan**").
- 1.6 The Company will use the proceeds from the Acquirer Loan to make a loan of £44,737,980 to its subsidiary, Yates's Wine Lodges Limited ("**YWLL**") (the "**YWLL Loan**"). The YWLL Loan will be used for the purpose of ensuring that YWLL has sufficient distributable reserves to legally pay a dividend to its parent, the Company. Following that dividend payment, the Company will have sufficient distributable reserves to legally pay a dividend to its parent, the Acquirer, in order for it to repay the Daylight Facility. The Company will also use

the dividend payment to repay in part the Acquirer Loan so that the Acquirer may repay the Daylight Facility.

- 1.7 Under the Acquirer Loan, the Acquirer will therefore obtain the benefit of a debt owed to it by the Company. The repayment of that debt by the Company may then be used by the Acquirer to discharge the Facilities.
2. The assistance will take the form of:
 - 2.1 an intercompany loan agreement between (1) the Company (as "**Lender**") and (2) YWLL (as "**Borrower**") pursuant to which the Lender agrees to make available to the Borrower a loan in the principal amount of £44,737,980 on the terms and conditions contained therein (the "**YGL Inter-company Loan Agreement**"); and
 - 2.2 an intercompany loan agreement between (1) the Acquirer (as "**Lender**") and (2) the Company (as "**Borrower**") pursuant to which the Lender agrees to make available to the Borrower a loan in the principal amount of £44,737,980 on the terms and conditions contained therein (the "**Acquirer Inter-company Loan Agreement**").

RIDER 4

Yates Group Limited
(Company No. 00478794)

Form 155(6)(a)

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

1. Under the terms of the YGL Inter-company Loan Agreement, the Borrower (as defined therein) will borrow monies from the Lender (as defined therein) in accordance with the terms of the YGL Inter-company Loan Agreement, for the purposes of paying a dividend.
2. Under the terms of the Acquirer Inter-company Loan Agreement, the Borrower (as defined therein) will borrow monies from the Lender (as defined therein) in accordance with the terms of the Acquirer Inter-company Loan Agreement, for the purposes of on-lending the proceeds thereof to YWLL to enable that company to pay a dividend.

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

We have examined the attached statutory declaration of the directors of Yates Group Limited (the "Company") dated 20 May 2005, prepared in accordance with applicable United Kingdom law, in connection with the financial assistance to be given by the Company in relation to reducing or discharging liabilities incurred for the purpose of the acquisition of its own shares, particulars of which are given in the attached statutory declaration.

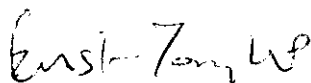
This report is made solely to the directors in accordance with Section 156(4) of the Companies Act 1985. Our work has been undertaken so that we might state to the directors those matters we are required to state to them in an auditors' report under section 156(4) and for no other purpose. To the fullest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

Luton

20 May 2005