



COMPANIES FORM No. 155(6)a

Declaration in relation to assistance for the acquisition of shares

155(6)a

CHFP025

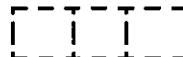
Please do not write in this margin

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

00656739

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

Name of company

\* VECTOR MERCHANTING LIMITED (the "Company")

insert full name of company

☒ We see Annexure A.

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

delete as appropriate

~~XXXXXXXXXX~~ [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 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

~~XXXXXX~~ [company's holding company] Vector Industries Limited (02843752)

~~XXXXXX~~

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: 150,770 C ordinary shares  
of £0.01 each in Vector Industries Limited

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

SJ Berwin LLP  
222 Grays Inn Road

WC1X 8XF

DX 255 LONDON/CHANCERY

For official Use  
General Section

Post room



LD4  
COMPANIES HOUSE

\*L2925CKT\*  
329  
01/02/2006

1284359

The assistance is to be given to: (note 2) Helix Industries Limited (03896105)

2B Sidings Court, Doncaster, South Yorkshire, DN4 5NU.

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:

See Annexure B.

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

† delete as  
appropriate

Helix Industries Limited

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

See Annexure C.

The amount of cash to be transferred to the person assisted is £ See Annexure D

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  
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 SJ Berwin LLP  
222 Grays Inn Road  
London WC1X 8XF ✓

Declarants to sign below

*R. F. H. Turner*

on Day Month Year  
11 8 01 20 06 ✓

before me *M. J. Jones* ✓

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

*[Signature]*  
*[Signature]*  
*[Signature]*  
*[Signature]*

## 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

Vector Merchanting Limited  
Company No. 00656739  
(the "Company")

Annexure A – Form 155(6)a

Andrew Olaf Fischer  
Ayston Hall  
Ayston  
Oakham  
Rutland  
LE15 9AE

Alan Thomas Fletcher  
14 Fiery Hill Road  
Barnt Green  
Birmingham  
B45 8LG

Ian Fisher  
26 Loudoun Road  
London  
NW8 0LT

Jonathan Charles Richardson  
24 Foxcote Way  
Walton  
Chesterfield  
S42 7NP

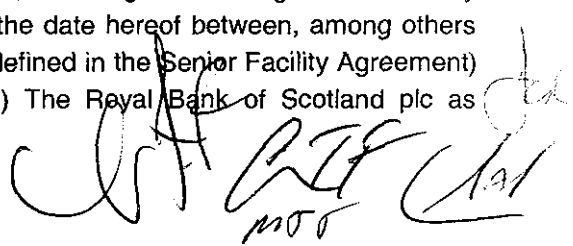
Stephen Anthony Smith  
The Tudor House  
Week St Mary  
Holsworthy  
EX22 6UL

Annexure B – Form 155(6)a

Definitions

In this Statutory Declaration (including Annexures A, B, C and D) the following expressions shall have the following meanings:

"Board Resolutions"	means the resolutions of the board of directors of the Company passed on or about the date of this Statutory Declaration
"Intercreditor Deed"	has the meaning given to it in the Senior Facility Agreement
"Intra-Group Loan Agreement"	means the agreement to be entered into and whereby the Company, inter alios, has agreed to provide a loan to Finance Holdings Limited
"Mezzanine Facility Agreement"	has the meaning given to it in the Intercreditor Deed
"Senior Facility Agreement"	means the term loan, revolving credit and guarantee facility dated on or about the date hereof between, among others (1) the Parent (as defined in the Senior Facility Agreement) and others and (2) The Royal Bank of Scotland plc as



Agent, Arranger, Issuing Bank and Ancillaries Bank (as such terms are defined therein) and (3) the Lenders (as defined therein) as amended, supplemented, novated or restated from time to time

The assistance will take the form of:

1. the Intercreditor Deed; and
2. the Intra-group Loan Agreement.

Annexure C – Form 155(6)a ✓

The assistance will be given on the terms set out in the Intercreditor Deed and the Intra-Group Loan Agreement, the principal terms of which include:

**(A) Intercreditor Deed**

The Company undertakes to comply with the order of priorities set out therein which subordinates the Intercompany Liabilities, the New Loan Stock Liabilities, the Subordinated Liabilities, the Management Liabilities and the Investor Liabilities (each as defined therein) to the Senior Liabilities, Hedging Liabilities and the Mezzanine Liabilities (each as defined therein).

**(B) Intra-Group Loan Agreement**

The Company has by the Board Resolution, resolved to make available loans, as requested from time to time by Finance Holdings Limited, for the purposes of assisting Finance Holdings Limited in meeting its obligations under the Senior Facility Agreement and the Mezzanine Facility Agreement.

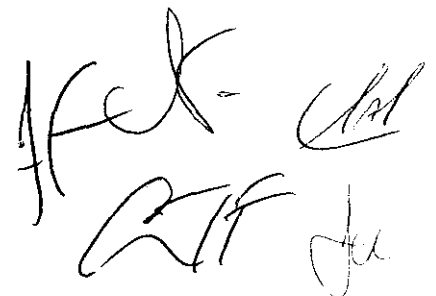
Annexure D – Form 155(6)a ✓

The amount of cash to be transferred to the person assisted is any amounts payable under the Intra-Group Loan Agreement.

These are Annexures A to D referred to in Form 155(6)a and declared by the directors of the Company on 18 January 2006.

Signed

  
Solicitor



PricewaterhouseCoopers LLP  
Cornwall Court  
19 Cornwall Street  
Birmingham B3 2DT  
Telephone +44 (0) 121 265 5000  
Facsimile +44 (0) 121 232 2725  
[www.pwc.com/uk](http://www.pwc.com/uk)

The Directors  
Vector Merchanting Limited  
2B Sidings Court  
Doncaster  
South Yorkshire  
DN4 5NU

18 January 2006

Dear Sirs

**Auditors' report to the directors of Vector Merchanting Limited pursuant to Section 156(4) of the Companies Act 1985**

We have examined the attached statutory declaration of the directors of Vector Merchanting Limited (the "Company") dated 18 January 2006 in connection with the proposal that the Company should give financial assistance for the purpose of reducing or discharging a liability incurred for the purpose of the purchase of 150,770 C ordinary shares of £0.01 each in the Company's holding company, Vector Industries Limited. This report, including the opinion, has been prepared for and only for the Company and the Company's directors in accordance with Section 156 of the Companies Act 1985 and for no other purpose. We do not, in giving the opinion set out below, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

**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.

Yours faithfully

*PricewaterhouseCoopers LLP*

PricewaterhouseCoopers LLP  
Chartered Accountants and Registered Auditors