

155(6)a

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

For official use

Company number

00656739

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

Name of company

* VECTOR MERCHANTING LIMITED

* insert full name
of company

~~X~~Weø See Annexure A

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

■ delete as appropriate

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

The business of the company is:

- delete whichever is inappropriate

[illegible][illegible][illegible]

(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 Engineering Products Limited

(00994043)

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: 28,000,000 ordinary
shares of £1 each in Vector Engineering Products 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

01/02/2006

1284368

The assistance is to be given to: (note 2) VECTOR INDUSTRIES LIMITED (02843752)

2B Sidings Court, Doncaster, South Yorkshire, DN4 5NV

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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

Vector 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

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please complete
legibly, preferably
in black type, or
old 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)

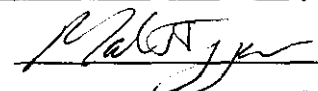
(b) ☐ It is intended to commence the winding up of the company within 12 months of that date, and we have formed the opinion that the company will be able to pay its debts in full within 12 months of the commencement of the winding up.* (note 3)

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

Day Month Year
on 11 01 2016

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.

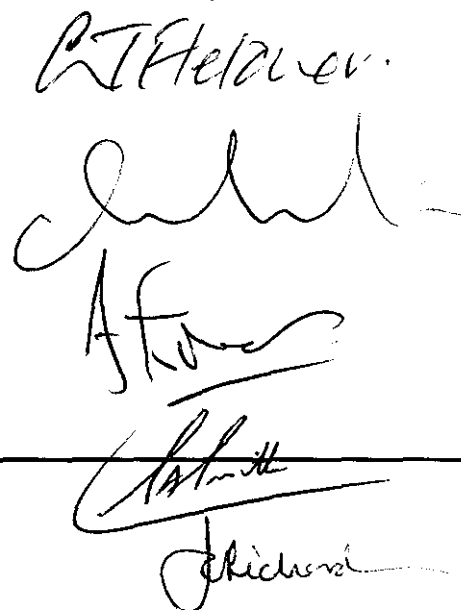
NOTES

- 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



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

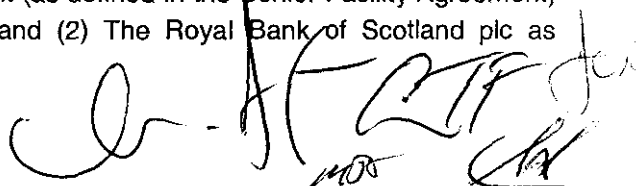
Stephen Anthony Smith
The Tudor House
Week St Mary
Holsworthy
EX22 6UL

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

Handwritten signature and initials, possibly "J. C. R." and "A. T. F.", with a date "14/05" and a mark "CH" below.

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.

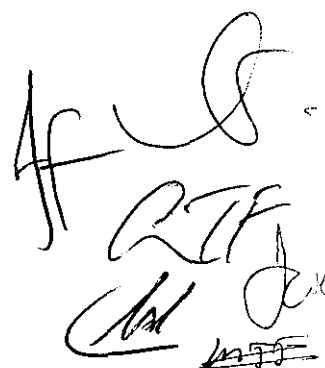
Annexure D – Form 155(6)a

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 8 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

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 all the issued share capital of the Company's holding company, Vector Engineering Products 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