

G**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

For official use

Company number

0072SS78Note
Please read the
notes on page 3
before completing
this form

Name of company

*** HOW ENGINEERING SERVICES LIMITED***Insert full name
of company*INVEST* *Freddie George Robert* *WIDLOW* *HAWTHORNE, UK*
MICHAEL JOHN STICK, TIBBERTON, WORCS, WREY TNN.†Insert name(s) and
address(es) of all
the directors*JOHN MATTHEWS, WELMATH, REDDITCH, WORCS.**DAVID BOWARD HUDSON UPPER TNAVES ST LONDON**RONALD EDWARD ALVIN COTTERILL, CHURCHILL, REDDITCH, WORCS.**KELVIN NORMAN WYKE 48 ROMAN WAY - WORCS - B61 0PT.**SAMUEL WHITEHOUSE NEWPORT, SALOP.*§Delete as
appropriate~~I, the sole director,~~ 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 1978~~~~(b) that of a person authorised under section 2 or 4 of the Insurance Companies Act 1982 to carry
an 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 ~~company~~ company's holding company **HOW GROUP LIMITED**

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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:

44,682,755 10p**UNCLASSIFIED SHARES**Presenter's name, address and
reference (if any):*T Brackley*
Tilbury House
Ruscombe Park
Dunford
Woking
RG10 9JU

For official use

General Section

Post room



The assistance is to be given to: (note 2) TILBURY DOUGLAS PLC, TILBURY
HOUSE, RUNCOMBE PARK, TWYFORD, READING RG10 9JH

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 RIDER 1.

The person who ~~(has acquired)~~ ~~(will acquire)~~ the shares is:

TILBURY DOUGLAS PLC

*Delete as
appropriate

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

SEE RIDER 2.

The amount of cash to be transferred to the person assisted is £ N/A

The value of any asset to be transferred to the person assisted is £ N/A.

The date on which the assistance is to be given is 21 JULY 1999

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Please do not
write in
this margin

Please complete
legibly, preferably
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bold block lettering

†Delete either (a) or
(b) as appropriate

I/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) [I/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 I/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 I/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 INTERSECTION HOUSE
WEST BROMWICH B72 6AX
the 21ST day of JULY
One thousand nine hundred and NINETY NINE
before me [Signature] ANTHONY SUTTON
A Commissioner for Oaths ~~or Notary Public or Justice of the Peace or a Solicitor having the powers conferred on a Commissioner for Oaths.~~



Declarants to sign below

[Signature]
[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.

FORM 155(6)a

Rider 1

The assistance will take the form of:

How Engineering Services Limited (the "Company") is proposing to enter into a Guarantor Accession Memorandum (the "Memorandum") pursuant to a multicurrency revolving loan agreement (the "Agreement") dated 6th July, 1999 and made between (1) Tilbury Douglas Plc ("Tilbury"), (2) the Company and certain material subsidiaries of Tilbury Douglas Plc (the "Original Guarantors") and (3) the Royal Bank of Scotland Plc (the "Bank").

Tilbury entered into the Agreement for the purpose, inter alia, of financing or refinancing the consideration payable to Bandt plc's ("Bandt") shareholders in respect of on or off-market purchases of shares of Bandt which are the subject of the Offer (as defined in the Agreement), financing or re-financing the acquisition of the shares of Bandt to be acquired by Tilbury pursuant to the Offer and for the financing or re-financing of general working requirements and other general corporate purposes of the Group (as defined in the Agreement). As part of the working capital requirements of Group, Tilbury may use the facility for the purpose of reducing or discharging the liability incurred by Tilbury in the acquisition of the entire share capital of How Group Limited. By entering into the Memorandum, the Company may be considered to be giving financial assistance to Tilbury for the purpose of reducing or discharging Tilbury's liability under the Agreement as further described in Rider 2.

Rider 2

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

- (A) pursuant to the Agreement, Tilbury agreed to procure that the Company execute and delivery the Memorandum to the Bank.
- (B) under the Memorandum the Company will undertake to perform all the obligations expressed to be undertaken under the Agreement by a Guarantor (as defined in the Agreement) and agrees that it shall be bound by the Agreement in all respects as if it had been an original party thereto as an Original Guarantor.
- (C) Accordingly, the Company will guarantee the due and punctual observance and performance of all the terms, conditions or covenants on the part of Tilbury

contained in the Finance Documents (as defined in the Agreement) and agrees to pay from time to time on demand any and every sum or sums of money which Tilbury is at any time liable to pay under or pursuant to the Finance Documents, which has become due and payable and has not been paid at times such demand is made. The Company further agrees as a primary obligation, to indemnify each Finance Party (as defined in the Agreement), from time to time on demand by the Bank, from and against all loss incurred by such party as a result of any of the obligations of Tilbury under or pursuant to the Finance Documents being or becoming void, voidable, unenforceable or ineffective as against Tilbury for any reason whatsoever, whether or not known to any Finance Party or any other person, the amount of such loss being the amount which the person or persons suffering it would have otherwise have been entitled to recover from Tilbury.



The Directors
How Engineering Services Limited
Intersection House
110 Birmingham Road
West Bromwich
West Midlands
B70 6RX

Our Ref: LE98012009/SMJ 3

4 August 1999

AUDITORS' REPORT TO THE DIRECTORS OF HOW ENGINEERING SERVICES LIMITED PURSUANT TO SECTION 156(4) OF THE COMPANIES ACT 1985

We have examined the attached statutory declaration of the directors dated 21 July 1999 in connection with the proposal that the Company should give financial assistance for the purchase of the whole of How Group Limited's ordinary shares.

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 is unreasonable in all the circumstances.

Deloitte & Touche
Registered Auditors