

# 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

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725583

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

Name of company

\* INTERJERVE FM LIMITED

\*Insert full name of company

I/We†

†Insert name(s) and address(es) of all the directors

PAUL DENNIS SKETT OF HALF CENTURY HOUSE, DORMOTON, WORW, WR7 4LE;  
DAVID CHERINGTON OF YEW TREE COTTAGE, LINTON HILL, ROSS-ON-WYE HR9 7ED;  
PAUL TAYLOR OF 48 HADEN HILL ROAD, HALESOWEN, WEST MIDLANDS B63 3NG; AND  
DEREK G. WILLIAMS OF 236 NORTON LANE, EARLWOOD, SOLIHULL, WEST MIDLANDS B94 5SJ

§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 1979†~~  
~~(b) that of 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 ‡

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**

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: 44,142,755  
ORDINARY SHARES

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

For official use  
General Section

Post room



A31  
COMPANIES HOUSE

\*AGUG7M2W\*

0477  
07/12/99

The assistance is to be given to: (note 2) TILBURY DOUGLAS PLC OF TILBURY HOUSE,  
RUSCOMBE PARK, TWYFORD, READING, BERKSHIRE 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 15 DECEMBER 1999

THIS IS THE DOCUMENT RIDER 1 IN THE FORM 155 (6) A  
OF INTERSERVE LTD DATED THE 23RD NOVEMBER 1999  
★ ANTHONY SUTTON COMMISSIONER FOR OFFICE 23RD NOV 1999

FORM 155(6)a - Interserve fm Limited

Wm BACHE HUGHES COOPER  
LOMBARD HOUSE  
CRONEHILLS LINKWAY  
WEST BROMWICH B70 7PL

Rider 1

*The assistance will take the form of:*

Interserve fm Limited ("Company") is proposing to enter into two Guarantor Accession Memoranda (the "Memoranda") pursuant to two multicurrency revolving loan agreements (the "Agreements") to be made between:

- (A) (1) Tilbury Douglas Plc ("Tilbury Douglas"), (2) the Company and certain other material subsidiaries of Tilbury Douglas Plc (the "Original Guarantors") and (3) the Royal Bank of Scotland Plc ("RBS"); and
- (B) (1) Tilbury Douglas Plc ("Tilbury Douglas"), (2) the Company and certain other material subsidiaries of Tilbury Douglas Plc (the "Original Guarantors") and (3) the Midland Bank Plc ("Midland").

Tilbury Douglas will enter into the Agreements for the purpose, inter alia, of financing or refinancing the consideration payable to How Group Limited's ("How") shareholders in respect of the acquisition of shares in How by Tilbury Douglas and for the financing or refinancing of general working requirements and other general corporate purposes of the Group (as defined in the Agreements). As part of the working capital requirements of Group, Tilbury Douglas may use the facility for the purpose of reducing or discharging the liability incurred by Tilbury Douglas in the acquisition of the entire share capital of the How. By entering into the Memoranda, the Company may be considered to be giving financial assistance to Tilbury Douglas for the purpose of reducing or discharging Tilbury Douglas's liability under the Agreements as further described in Rider 2.

Rider 2

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

- (A) pursuant to the Agreements, Tilbury Douglas agreed to procure that the Company execute and deliver the Memoranda to the Banks.
- (B) under the Memoranda, the Company will undertake to perform all the obligations expressed to be undertaken under the Agreements by a Guarantor (as defined in the Agreements) and agrees that it shall be bound by the Agreements in all respects as if it had been an original party thereto as an Original Guarantor (as defined in the Agreements).
- (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 Douglas contained in the Agreements and agrees to pay from time to time on demand any and every sum or sums of money which Tilbury Douglas is at any time liable to pay under or pursuant to the Agreements, 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 RBS and Midland, from time to time from and against all loss incurred by such party as a result of any of the obligations of Tilbury Douglas under or pursuant to the Agreements being or becoming void, voidable, unenforceable or ineffective as against Tilbury Douglas for any reason whatsoever, whether or not known to RBS and Midland 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 Douglas.

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

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  
110 BIRMINGHAM ROAD  
WEST BROMWICH B70 6RX  
the 2<sup>ND</sup> day of NOVEMBER  
One thousand nine hundred and NINETY NINE  
before me 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.

Wm BACHE HUGHES COOPER  
LOMBARD HOUSE  
CRONEHILLS LINKWAY  
WEST BROMWICH B70 7PL

Declarants to sign below

*[Handwritten signatures: S. Chongsten, P. P. Chongsten, and another 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.





## AUDITORS' REPORT TO THE DIRECTORS OF INTERSERVE FM LIMITED PURSUANT TO SECTION 156(4) OF THE COMPANIES ACT 1985

We have examined the attached statutory declaration of the directors dated 23 November 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*

Deloitte & Touche  
Registered Auditors

2 December 1999