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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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01856199

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

Name of company

* HOW FICE (MAINTENANCE) LIMITED

*Insert full name of company

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

~~JAMES EDWARD MARTE 32 LUDLOW RD BRIDGNORTH~~
~~KERONITH JOHN WATERS~~
RAYMOND OLIVER, 39 GARTH ROAD, SEVENOAKS, KENT
DAVID LANT 39 WYLE COP SHREWSBURY

§Delete as appropriate

~~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 PLC (now 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: **44,682,755 10p ORDINARY SHARES.**

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

For official use
General Section



The assistance is to be given to: (note 2) TILBURY DOUGLAS PLC, TILBURY HOUSE,
RUSCOMBE PARK, TWYFORD, REMOING 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 RIBER 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 RIBER 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 17 DECEMBER 1998

Rider 1 to Form 155(6) a

How Group Limited ("How"), of which How Fire (Maintenance) Limited is a subsidiary is to enter into a Deed of Guarantee ("the Guarantee") to be made between How and the Midland Bank plc (the "Bank") under which How agrees to pay to the Bank all monies and liabilities whatever due from Tilbury Douglas Plc ("Tilbury") to the Bank. By virtue of the Facilities as defined in Rider 2 and the entering into of the Guarantee by How, the Company may be considered to be giving financial assistance to Tilbury for the purpose of reducing or discharging the liability incurred by Tilbury.

Rider 2 to Form 155(6) a

Midland Bank plc ("the Bank"), by a letter dated 3rd September 1998 addressed to inter alia which How Fire (Maintenance) Limited ("the Company") offered certain banking facilities ("the Facilities") to inter alia the Company (the "Offer"). One of the conditions precedent of the Offer is that an Unlimited Multilateral Guarantee dated 9th October 1991 given by inter alia the Company to the Bank be held as security under the Facilities.

Tilbury, pursuant to the authority given by the Company on 7th October 1998, accepted the Facilities on behalf of inter alia the Company on 10th November 1998.

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this margin

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†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 TRINITY HOUSE
TRINITY ROAD
DUDLEY
the 17 day of DECEMBER
One thousand nine hundred and NINETY
EIGHT
before me [Signature]

Declarants to sign below

[Signature]
[Signature]
[Signature]

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

MICHAEL R. ROGERS SOLICITOR

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.



The Directors
How Fire (Maintenance) Limited
Intersection House
110 Birmingham Road
West Bromwich
West Midlands
B70 6RX

Our Ref: LE98012009/SMJ 3

18 December 1998

AUDITORS REPORT TO THE DIRECTORS OF HOW FIRE (MAINTENANCE) LIMITED PURSUANT TO SECTION 156(4) OF THE COMPANIES ACT 1985

We have examined the attached statutory declaration of the directors dated 18 December 1998 in connection with the proposal that the company should give financial assistance in connection with the reorganisation of the group's banking facilities.

7 SJ on behalf of D&T.

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