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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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01894381

Name of company

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

* EURO AIR SYSTEMS LIMITED

*Insert full name of company

I/We†

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

CHRISTOPHER GATELEY

OF MARKET

GARFORD

Nr ABINGDON

OXON

OX13 5PF

§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:

(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 ‡

†Delete whichever is inappropriate

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)**

1†

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.

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

For official use
General Section

Post room



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

* 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 Twyford
Rodshire
the 11 day of December
One thousand nine hundred and ninety-eight
before me A. Ye-O

Declarants to sign below

CS88

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.

Rider 1 to Form 155(6) a

How Group Limited ("How"), of which Euro Air Systems 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 Euro Air Systems 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.