

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
(Address overleaf - Note 5)

For official use

Company number

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01986430

Name of company

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

* WAINHOMES LIMITED

* insert full name
of company

~~We~~ ☒ We

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

John F Tutte, Peters Barn, West End, Scaldwell, Northants, NN6 9JX

Robert D Green, 11 Whitworth Lane, Loughton, Milton Keynes, MK5 8EB

† 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§

§ delete whichever
is inappropriate

(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]~~

~~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: 63,106,003 ordinary shares
at 10p each

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

Wragge & Co
55 Colmore Row
Birmingham B3 2AS
Ref: 1795773/CGB/JMC/LXT
doc# 2672960

For official Use
General Section

Post room



The assistance is to be given to: (note 2) Harrock Limited (Company number 3621554)
whose registered office is at The Beeches, Plas Newton Lane, Chester, Cheshire
CH2 1PE ("Harrock Limited")

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 paragraph 2.2 in the attached document headed "Financial Assistance Summary".

The person who [has acquired]~~[will acquire]~~† the shares is:

Harrock Limited

† delete as
appropriate

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

See paragraph 2.3 in the attached document headed "Financial Assistance Summary".

The amount of cash to be transferred to the person assisted is £ up to a maximum of £110,000,000

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 The date hereof or a date within 8 weeks of the

date of declaration.

Page 2

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

~~X~~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) ~~X~~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 ~~X~~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 Thomas Wilson House
Tenter Road Mountain Park
Northampton

Day Month Year

on

27	06	2001
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before me

Elizabeth Appyard

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]

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

Private & Confidential

FINANCIAL ASSISTANCE SUMMARY

1 Overview

1.1 Definitions

For the purposes of this summary, the following definitions shall have the following meanings:

"Acquisition" means the acquisition by Harrock of the Shares;

"Act" means the Companies Act 1985 (as amended from time to time);

"Bank of Scotland Facility" means the facility agreement between Harrock, as Parent (1) The Governor and Company of the Bank of Scotland, as Agent, Arranger, Issuing Bank and Clearing Bank (2) and the Banks listed therein dated 2nd March 1999 as amended by a supplemental facility agreement dated 9th March 2000;

"Cash Offer" means the recommended cash offer dated 11 March 2000 by Noble Grossart Limited on behalf of Harrock to acquire the entire issued share capital of Wainhomes (other than the issued share capital of Wainhomes already owned by Harrock).

"Harrock" means Harrock Limited (Company number 03621554);

"Shares" means 63,106,003 ordinary shares at 10p each in the capital of Wainhomes;

"Wainhomes" means Wainhomes Limited (Company number 01986430);

"Wainhomes Support Agreement" means the intra-group loan agreement from Wainhomes to Harrock.

2 Financial Assistance in relation to the Acquisition

2.1 Harrock funded the Acquisition with the Bank of Scotland Facility.

2.2 The financial assistance to be given by Wainhomes will take the form of Wainhomes entering into and, subject to the terms thereof, performing each of its obligations under the Wainhomes Support Agreement.

2.3 The entering into and performance by Wainhomes of its obligations under the Wainhomes Support Agreement will assist Harrock by lending money to Harrock which will be used to repay the Bank of Scotland Facility and will therefore be reducing or discharging the liabilities incurred by Harrock in relation to the Acquisition.

End of Summary



KPMG Audit Plc

Norfolk House
Silbury Boulevard
Central Milton Keynes
MK9 2HA

Auditors' report to the directors of Wainhomes Limited pursuant to Section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors dated 27 June 2001 in connection with the proposal that the company should give financial assistance for the purchase of its own shares. We have enquired into the state of the company's affairs in order to review the bases for the statutory declaration.

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.

KPMG Audit Plc

KPMG Audit Plc
Registered Auditors

27 June 2001

BIR *B4NNZ24U*
COMPANIES HOUSE

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06/07/01