

**155(6)b**

The assistance is for the purpose of ~~that acquisition~~ [reducing or discharging a liability incurred for the purpose of that acquisition].† (note 1)

Please do not write in this margin

Please complete legibly, preferably in black type, or bold block lettering

The number and class of the shares acquired or to be acquired is: see annexure 2

The assistance is to be given to: (note 2) Sunshine Acquisition Limited

The assistance will take the form of:

see annexure 3

The person who [has acquired] ~~[will acquire]~~ the shares is:  
Sunshine Acquisition Limited

† delete as appropriate

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

see annexure 4

The amount (if any) by which the net assets of the company which is giving the assistance will be reduced by giving it is Nil

The amount of cash to be transferred to the person assisted is £ see annexure 5

The value of any asset to be transferred to the person assisted is £ Nil

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The date on which the assistance is to be given is Within 8 weeks of today

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ibly, preferably  
black type, or  
id block lettering

☒ We have formed the opinion, as regards this 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)

delete either (a) or  
b) as appropriate

(a) ☒ We have formed the opinion that this company will be able to pay its debts as they fall due during the year immediately following that date]\* (note 3)

(b) ~~XXXXXX We have formed the opinion that this company will be unable to pay its debts as they fall due during the year immediately following that date]\* (note 3)~~

And ☒ we make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

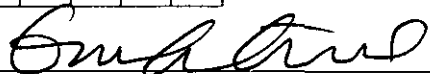
Declared at MAPLE HOUSE  
149 TOTTENHAM WILT RD  
LONDON W4T 7NE

Declarants to sign below



Day Month Year  
on 

2	5	0	5	2	0	0	5
---	---	---	---	---	---	---	---

before me 

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.
- 5 The address for companies registered in England and Wales or Wales is:-

The Registrar of Companies  
Companies House  
Crown Way  
Cardiff  
CF14 3UJ

or, for companies registered in Scotland:-

The Registrar of Companies  
Companies House  
37 Castle Terrace  
Edinburgh  
EH1 2EB

**FORM 155(6)B**  
**GULLANE ENTERTAINMENT LIMITED**  
**Company Number 2120124**  
**Annexure 1 to Form 155(6)(b)**

The names and addresses of the directors of the Company are:

Nigel Birrell  
10 Papillon Walk  
Blackheath Park  
London  
SE3 9SF

Charles Caminada  
91 Streathbourne Road  
London  
SW17 8RA

**FORM 155(6)B**  
**GULLANE ENTERTAINMENT LIMITED**  
**Company Number 2120124**  
**Annexure 2 to Form 155(6) (b)**

160,291,893 ordinary shares of 2 pence each in the share capital of HIT Entertainment Limited ("**HIT Limited**"), being the holding company of the Company (the "**HIT Shares**").

**FORM 155(6)B**  
**GULLANE ENTERTAINMENT LIMITED**  
**Company Number 2120124**  
**Annexure 3 to Form 155(6) (b)**

On 24 May pursuant to a scheme of arrangement under s425 of the Companies Act 1985 all of the issued shares of 2 pence each in the capital of HIT Limited were cancelled and the HIT Shares were issued to Sunshine Acquisition Limited ("**Sunshine Acquisition**") (the "**Acquisition**"). In consideration for the cancellation of their shares, Sunshine Acquisition has agreed to pay the shareholders of the Company at the time of the Acquisition 300 pence in cash per share (the "**Consideration**").


Inter alia in order to finance the Consideration HIT Limited and HIT Entertainment, Inc ("**US Newco**"), a newly incorporated Delaware corporation, being a subsidiary of the Company, have entered into:

- (a) a £110.3m acquisition term loan facility, a US\$176.2m refinancing term loan facility and a US\$77m revolving facility pursuant to a senior credit agreement dated 20 March 2005 (the "**Senior Credit Agreement**");
- (b) a £95m bridge loan facility pursuant to a bridge credit agreement dated 20 March 2005 (the "**Bridge Credit Agreement**" and together with the Senior Credit Agreement being the "**Facilities Agreements**").

it is proposed that Television Support Services Limited, a subsidiary of the Company (the "**Subsidiary**") give financial assistance for the acquisition of the HIT Shares taking the form of the execution, delivery and performance by the Subsidiary to the extent it is a party of:

**Free Cash Loan Agreement**

A loan agreement in respect of free cash to be entered into by the Subsidiary with Sunshine Acquisition

647. 

**FORM 155(6)(B)**  
**GULLANE ENTERTAINMENT LIMITED**  
**Company Number 2120124**  
**Annexure 4 to Form 155(6) (b)**

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

**Free Cash Loan Agreement**

By executing an intra-group loan (the "**Free Cash Loan Agreement**") between the Subsidiary and Sunshine Acquisition to be dated on or around 26 May 2005, the Subsidiary will loan up to £300,000 of free cash held by the Subsidiary to Sunshine Acquisition for the purpose of it being applied, pursuant to the Facilities, to discharge existing indebtedness of the group.

**Amendments**

The Subsidiary's obligations as described above continue in relation to the Finance Documents as they may be amended, modified, varied or restated from time to time.

**FORM 155(6)(B)**  
**GULLANE ENTERTAINMENT LIMITED**  
**Company Number 2120124**  
**Annexure 5 to Form 155(6) (b)**

Cash to be transferred at the time of giving the financial assistance is up to £300,000 under the Free Cash Loan Agreement.

PricewaterhouseCoopers LLP  
1 Embankment Place  
London WC2N 6RH  
Telephone +44 (0) 20 7583 5000  
Facsimile +44 (0) 20 7822 4652

The Directors  
Gullane Entertainment Limited  
Maple House  
149 Tottenham Court Road  
London  
W1T 7NF

25 May 2005

Dear Sirs

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

We have examined the attached statutory declaration of the directors of Gullane Entertainment Limited (the "Company") dated 25 May 2005 in connection with the proposal that the Company should give financial assistance for the purchase of the ordinary shares of the Company's holding company, HIT Entertainment ~~PLC~~ <sup>PLC</sup>, by Sunshine Acquisition Limited. This report, including the opinion, has been prepared for and only for the Company and the Company's directors in accordance with Section 156 of the Companies Act 1985 and for no other purpose. We do not, in giving the opinion set out below, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

**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 1985 is unreasonable in all the circumstances.

Yours faithfully



PricewaterhouseCoopers LLP  
Chartered Accountants and Registered Auditors

COMPANIES HOUSE

03/06/05



## Declaration by the directors of a holding company in relation to assistance for the acquisition of shares

**155(6)b**

Page 1

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The amount of cash to be transferred to the person assisted is £ see annexure 5

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 Within 8 weeks of today

**Please complete  
legibly, preferably  
in black type, or  
bold block lettering**

X We have formed the opinion, as regards this 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)

\* delete either (a) or (b) as appropriate

(a) ~~XX~~We have formed the opinion that this company will be able to pay its debts as they fall due during the year immediately following that date)\* (note 3)

[illegible]

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

**Declarants to sign below**

New York, New York

Day Month Year  
on 2/5 0/5 2005

before me

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

**BEN COHEN**  
Notary Public, State of New York  
No. 01C06122977  
Qualified in Kings County  
Commission Expires 02/28/2009

## NOTES

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PricewaterhouseCoopers LLP  
1 Embankment Place  
London WC2N 6RH  
Telephone +44 (0) 20 7583 5000  
Facsimile +44 (0) 20 7822 4652

The Directors  
Gullane Entertainment Limited  
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149 Tottenham Court Road  
London  
W1T 7NF

25 May 2005

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We have enquired into the state of the Company's affairs in order to review the bases for the statutory declaration.

**Opinion**

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Yours faithfully



PricewaterhouseCoopers LLP  
Chartered Accountants and Registered Auditors