

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

155(6)b

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

155(6)b

2172877

Name of company

* McIntosh 88 Limited

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

* insert full name
of company

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

1/We § Hew Edward Ogilvy Balfour of Ruchlaw House, Stenton, East Lothian
EH42 1TD, Graham MacSporran of Rydal, 103 Old Greenock Road,
Bishopton, Renfrewshire PA7 5BB, Robert James John Bell of 48 Cammo
Road, Barnton, Edinburgh EH4 8AP and William McColl of 76 Barnton
Park View, Edinburgh EH4 6HJ

† delete as
appropriate

[the sole director] [all the directors]† of the above company (hereinafter called 'this company') do
solemnly and sincerely declare that:

§ delete whichever
is inappropriate

The business of this 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 §

This company is [the] [a] holding company of* ESA McIntosh Limited (Registered
Number SC090149) which is
proposing to give financial assistance in connection with the acquisition of shares
in [this company] [

the holding company of this company.]†

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

Dickson Minto WS
11 Walker Street
Edinburgh EH3 7NE
DX ED 199

H083/6/1/AJP/CJM
McIntosh.1fd

For official Use
General Section

Post room



A35
COMPANIES HOUSE

0652
26/09/01

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: 111 ordinary shares
of £1.00 each

The assistance is to be given to: (note 2) Havelock Europa plc (Registered Number 782546)
136 Church Street, Eastwood, Nottinghamshire NG16 3HT (the "Purchaser")

The assistance will take the form of:

See attached Rider A

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

† delete as
appropriate

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

See attached Rider B

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 £ Nil

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

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)

(a) ~~X~~/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)

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

(b) ~~It is intended to commence the winding-up of this company within 12 months of that date, and X/we have formed the opinion that this 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 11 Walker Street
Edinburgh EH3 7NE

Declarants to sign below

Day Month Year
on

2	4	0	9	2	0	0	1
---	---	---	---	---	---	---	---

before me Duncan Proudfoot

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

Henry Sagon
N. M. M. M.
R. G. R.
George Agnew

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
Companies House
37 Castle Terrace
Edinburgh
EH1 2EB

McINTOSH 88 LIMITED

(Registered Number 2172877)

FORM 155(6)b - RIDER A

The assistance will take the form of the execution by ESA McIntosh Limited (the "Company") and others of a corporate guarantee (the "Guarantee") in favour of The Governor and Company of the Bank of Scotland.

McINTOSH 88 LIMITED**(Registered Number 2172877)****FORM 155(6)b - RIDER B**

The principal terms on which the assistance will be given under the Guarantee are that the Company unconditionally guarantees the payment or discharge of the Secured Liabilities owing by the Company, the Purchaser and McIntosh 88 Limited (Registered Number 2172877).

"BoS"	means The Governor and Company of the Bank of Scotland;
"Group"	means the Purchaser and each of the subsidiaries from time to time;
"Principal"	means each and all of the Company, the Purchaser and McIntosh 88 Limited (Registered Number 2172877);
"Purchaser"	means Havelock Europa plc (Registered Number 782546); and
"Secured Liabilities"	means all or any monies and liabilities which shall for the time being (and whether on or at any time after demand) be due, owing or incurred in whatsoever manner by the Principal to BoS whether actually or contingently and whether incurred solely, severally or jointly and whether as principal or surety and whether on account of money advanced, bills of exchange, promissory notes, guarantees, indemnities or otherwise, including interest, discount, commission and other lawful charges or expenses which BoS may in the course of its business charge or incur (including for any advances made by BoS during the three months' period of notice referred to in Clause 6 of the Guarantee or in relation to any other liability of the Principal to BoS) together with:-

- (a) (on a full indemnity basis) all properly incurred costs and expenses (including without limitation properly incurred legal costs) recoverable by BoS from the Principal;
- (b) (on a full indemnity basis) all costs and expenses (including without limitation legal costs) charged or incurred by BoS in perfecting or in or about the recovery or attempted recovery of money due to BoS under the Guarantee; and
- (c) interest calculated and accruing daily from demand in accordance with the usual BoS rates and practice on (a) and (b) above.

Terms defined in Rider A shall bear the same meaning in this Rider B.



KPMG Audit Plc

24 Blythswood Square
Glasgow
G2 4QS
United Kingdom

Tel +44 (0) 141 226 5511
Fax +44 (0) 141 204 1584
DX GW99 Glasgow-1

Private & confidential

The Directors
McIntosh 88 Limited
Mitchelston Drive
Kirkcaldy
KY1 3LX

Your ref

Our ref

Contact Robin Crawford
0141 300 5587

24 September 2001

Dear Sirs

Auditors' report to the directors of McIntosh 88 Limited ('the company') pursuant to Section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors dated 24 September 2001 in connection with the proposal that the company's wholly owned subsidiary, ESA McIntosh Limited ('the subsidiary') should give financial assistance for the purchase of the company's ordinary shares. We have enquired into the state of the company's and the subsidiary'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.

Yours faithfully

KPMG Audit Plc
Registered Auditors



KPMG Audit Plc, a company
incorporated under the UK Companies
Acts, is a member of KPMG
International, a Swiss association

KPMG Audit Plc is
registered to carry on audit
work by the Institute of
Chartered Accountants in

England and Wales.
Registered in England
No 3110745

Registered office
8 Salisbury Square
London EC4Y 8BB