

**G**

CHFP02

COMPANIE A M C LONDON. 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 letteringTo the Registrar of Companies  
(Address overleaf - Note 5)

For official use

Company number

[ ] [ ] [ ] [ ]

2206141

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

Name of company

\* Caird Environmental Limited

\* insert full name  
of company\* insert name(s) and  
address(es) of all  
the directors

\*/We Michael Charles Edward Averill of Fir Tree House, 61 Chilton Road,  
Long Crendon, Aylesbury, Buckinghamshire HP18 9BZ; David John Downes  
of Holdenbrook, New Barn Lane, Ockley, Surrey RH5 5PF; Colin Andrew  
Brown of The Beeches, 41 George Road, Milford on Sea, Lymington,  
Hampshire SO41 0RS; James Robert Meredith of 2 Prestwick Road,  
Biddenham, Bedford, Bedfordshire MK40 4FH; David Lusher of 12 Dunes  
Avenue, Blackpool FY4 1PX; and Andrew Mark Ryan of 24 Clarendon  
Street, Bedford, Bedfordshire MK41 7SJ

† delete as  
appropriate

*R/S* ~~(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

*R/S* ~~(a) that of a recognised bank licensed institution within the meaning of the Banking Act 1979~~

~~(b) that of a person authorised under section 8 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

*R/S* ~~company~~ [company's holding company Caird Group

Limited]†

*R/S* 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: \_\_\_\_\_

16,748,848 ordinary shares of 25 pence eachPresenter's name address and  
reference (if any):

Ashurst Morris Crisp  
Broadwalk House  
5 Appold Street  
LONDON  
EC2A 2HA  
639 London / City  
MCJ/670S00001

For official Use  
General Section

The assistance is to be given to: (r) A M C LONDON: s Group plc

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:

Please see attachment 1

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

delete as  
appropriate

Shanks Group plc

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

Please see attachment 2

The amount of cash to be transferred to the person assisted is £ none

The value of any asset to be transferred to the person assisted is £ none

The date on which the assistance is to be given is within 8 weeks hereof

Please do not  
write in this  
margin

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

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

\* We have formed A M C LONDON 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) ~~It~~ 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 29 High Street  
15 The Southampton

Declarants to sign below

*Colin Andrew Brown*

COLIN ANDREW BROWN

Day Month Year  
on 

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

before me *W. L. Guy*

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

**W L GUY**  
Solicitor  
**SOUTHAMPTON**

## 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

A M C LONDON

**CAIRD ENVIRONMENTAL LIMITED****Company Number 2206141****Attachment 1 to Form 155(6)a**

- 1.1 **Guarantees:** guarantees and indemnities granted by Caird Environmental Limited to the persons (the "Financiers") providing Shanks Group plc with a senior loan and other facilities of initially up to £75,000,000 and €370,000,000 pursuant to a facilities agreement dated 10 March 2000 (the "Agreement").
- 1.2 **Upstream loan facility:** an intra-group loan facility granted by Caird Environmental Limited in favour of Shanks Group plc pursuant to a facility letter dated the date of this Form 155(6)a.

**CAIRD ENVIRONMENTAL LIMITED****Company Number 2206141****Attachment 2 to Form 155(6)a**

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

- 1.1 **Guarantees:** the guarantees and indemnities referred to in paragraph 1.1 of Attachment 1 are recorded in clauses 17 and 30 of the Agreement and pursuant to which Caird Environmental Limited:
- (a) as principal obligor guarantees payment of monies owing (and performance of obligations undertaken) by each borrower to the Financiers under the Facilities Agreement;
  - (b) undertakes to pay the Financiers any amount not paid when due to any of them as a result of (amongst other things) any obligation owed to them under the Facilities Agreement as if it were expressed to be the principal obligor;
  - (c) indemnifies the Financiers against any loss or liability suffered by any of them if any obligation guaranteed by it is or becomes unenforceable, invalid or illegal;
  - (d) agrees that its guarantee and indemnity obligations will not be affected by (amongst other things) any act, circumstance, omission, matter or thing which would otherwise reduce, release or prejudice any of such obligations or prejudice or diminish such obligations;
  - (e) agrees that any Financier may set off any obligation owed by Caird Environmental Limited to the Financier against any obligation (whether or not due and payable) owed by that Financier to Caird Environmental Limited.
- 1.2 **Upstream loan:** By executing the facility letter referred to in paragraph 1.2 of Attachment 1, Caird Environmental Limited will make available to Shanks Group plc a revolving loan facility of up to £[●,000,000] in aggregate to be used by Shanks Group plc to make payments when

A M C LONDON

due to (among others) the Financiers but on the basis that Caird Environmental Limited will *only be obliged to make advances under the facility letter if, inter alia, it has the cash resources* and Caird Environmental Limited is not in liquidation or administration or the subject of a creditor's voluntary arrangement.

- 1.3 **Amendments:** The Company's obligations as described above continue in relation to the Agreement as they may be amended, modified, varied or restated from time to time.

**G**

CHFP025

Please do not  
write in this  
margin**COMPANIES FORM No. 155(6)a****Declaration in relation to  
assistance for the acquisition  
of shares****155(6)a**

Pursuant to section 155(6) of the Companies Act 1985

Please complete  
legibly, preferably  
in black type, or  
bold block lettering**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† delete as  
appropriate§ delete whichever  
is inappropriateTo the Registrar of Companies  
(Address overleaf - Note 5)

For official use

Company number

2206141

Name of company

\* Caird Environmental Limited

\*We = Michael Charles Edward Averill of Fir Tree House, 61 Chilton Road,  
Long Crendon, Aylesbury, Buckinghamshire HP18 9BZ; David John Downes  
of Holdenbrook, New Barn Lane, Ockley, Surrey RH5 5PF; Colin Andrew  
Brown of The Beeches, 41 George Road, Milford on Sea, Lymington,  
Hampshire SO41 0RS; James Robert Meredith of 2 Prestwick Road,  
Biddenham, Bedford, Bedfordshire MK40 4FH; David Lusher of 12 Dunes  
Avenue, Blackpool FY4 1PX; and Andrew Mark Ryan of 24 Clarendon  
Street, Bedford, Bedfordshire MK41 7SJ

[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 8 or 9 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 Caird 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:

16,748,848 ordinary shares of 25 pence each

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

Ashurst Morris Crisp  
Broadwalk House  
5 Appold Street  
LONDON  
EC2A 2HA  
639 London / City  
MCJ/670800001

For official Use  
General Section

The assistance is to be given to: (note 2) Shanks Group plc

Please do not  
write in this  
margin

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

The assistance will take the form of:

Please see attachment 1

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

† delete as  
appropriate

Shanks Group plc

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

Please see attachment 2

The amount of cash to be transferred to the person assisted is £ none

The value of any asset to be transferred to the person assisted is £ none

The date on which the assistance is to be given is within 8 weeks hereof

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

\*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) ~~It is intended to commence the winding up of the company within 12 months of the date on which the assistance is proposed to be given, and 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)

~~(b) It is intended to commence the winding up of the company within 12 months of the date on which the assistance is proposed to be given, and 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 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 57/58 Bond Street  
Lyme Regis Dorset

Declarants to sign below

*A. M. Ryan*

Day Month Year  
on 

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

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. H. J. FOWERBY

## 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 166(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



**CAIRD ENVIRONMENTAL LIMITED****Company Number 2206141****Attachment 1 to Form 155(6)a**

- 1.1 **Guarantees:** guarantees and indemnities granted by Caird Environmental Limited to the persons (the "Financiers") providing Shanks Group plc with a senior loan and other facilities of initially up to £75,000,000 and €370,000,000 pursuant to a facilities agreement dated 10 March 2000 (the "Agreement").
- 1.2 **Upstream loan facility:** an intra-group loan facility granted by Caird Environmental Limited in favour of Shanks Group plc pursuant to a facility letter dated the date of this Form 155(6)a.

**CAIRD ENVIRONMENTAL LIMITED****Company Number 2206141****Attachment 2 to Form 155(6)a**

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

- 1.1 **Guarantees:** the guarantees and indemnities referred to in paragraph 1.1 of Attachment 1 are recorded in clauses 17 and 30 of the Agreement and pursuant to which Caird Environmental Limited:
- (a) as principal obligor guarantees payment of monies owing (and performance of obligations undertaken) by each borrower to the Financiers under the Facilities Agreement;
  - (b) undertakes to pay the Financiers any amount not paid when due to any of them as a result of (amongst other things) any obligation owed to them under the Facilities Agreement as if it were expressed to be the principal obligor;
  - (c) indemnifies the Financiers against any loss or liability suffered by any of them if any obligation guaranteed by it is or becomes unenforceable, invalid or illegal;
  - (d) agrees that its guarantee and indemnity obligations will not be affected by (amongst other things) any act, circumstance, omission, matter or thing which would otherwise reduce, release or prejudice any of such obligations or prejudice or diminish such obligations;
  - (e) agrees that any Financier may set off any obligation owed by Caird Environmental Limited to the Financier against any obligation (whether or not due and payable) owed by that Financier to Caird Environmental Limited.
- 1.2 **Upstream loan:** By executing the facility letter referred to in paragraph 1.2 of Attachment 1, Caird Environmental Limited will make available to Shanks Group plc a revolving loan facility of up to £[●,000,000] in aggregate to be used by Shanks Group plc to make payments when

due to (among others) the Financiers but on the basis that Caird Environmental Limited will only be obliged to make advances under the facility letter if, inter alia, it has the cash resources and Caird Environmental Limited is not in liquidation or administration or the subject of a creditor's voluntary arrangement.

- 1.3 **Amendments:** The Company's obligations as described above continue in relation to the Agreement as they may be amended, modified, varied or restated from time to time.

THIS IS THE ATTACHMENT 1 AND THE ATTACHMENT 2 REFERRED  
TO IN THE STATUTORY DECLARATION OF ANONON MARK NYATIN  
DECLARED BEFORE ME THIS 19TH DAY OF APRIL 2000



Solicitor

**G**

CHFP025

Please do not  
write in this  
margin**COMPANIES FORM No. 155(6)a****Declaration in relation to  
assistance for the acquisition  
of shares****155(6)a**

Pursuant to section 155(6) of the Companies Act 1985

Please complete  
legibly, preferably  
in black type, or  
bold block letteringTo the Registrar of Companies  
(Address overleaf - Note 5)

For official use

Company number

[ ] [ ] [ ] [ ]

2206141

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

Name of company

\* Caird Environmental Limited

\* insert full name  
of company\* insert name(s) and  
address(es) of all  
the directors

\*/We Michael Charles Edward Averill of Fir Tree House, 61 Chilton Road,  
Long Crendon, Aylesbury, Buckinghamshire HP18 9BZ; David John Downes  
of Holdenbrook, New Barn Lane, Ockley, Surrey RH5 5PF; Colin Andrew  
Brown of The Beeches, 41 George Road, Milford on Sea, Lymington,  
Hampshire SO41 0RS; James Robert Meredith of 2 Prestwick Road,  
Biddenham, Bedford, Bedfordshire MK40 4FH; David Lusher of 12 Dunes  
Avenue, Blackpool FY4 1PX; and Andrew Mark Ryan of 24 Clarendon  
Street, Bedford, Bedfordshire MK41 7SJ

† 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 or licensed institution within the meaning of the Banking Act 1985~~(b) ~~that of a person authorised under section 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 Caird 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: \_\_\_\_\_

16,748,848 ordinary shares of 25 pence eachPresentor's name address and  
reference (if any):

Ashurst Morris Crisp  
 Broadwalk House  
 5 Appold Street  
 LONDON  
 EC2A 2HA  
 639 London / City  
 MCJ/670S00001

For official Use  
General Section

The assistance is to be given to: (note 2) Shanks Group plc

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:

Please see attachment 1

The person who (has acquired) (~~will acquire~~) the shares is:

† delete as  
appropriate

Shanks Group plc

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

Please see attachment 2

The amount of cash to be transferred to the person assisted is £ none

The value of any asset to be transferred to the person assisted is £ none

The date on which the assistance is to be given is within 6 weeks hereof

Pag

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

\* 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) ~~It~~ 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 ~~it~~ 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 \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Day Month Year  
or 

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

before me H. Nathan Davies.  
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]  
[Signature]  
David Linder.

## 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.
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Cardiff  
CF14 3UZ

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37 Castle Terrace  
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EH1 2EB

**CAIRD ENVIRONMENTAL LIMITED**

**Company Number 2206141**

**Attachment 1 to Form 155(6)a**

- 1.1 **Guarantees:** guarantees and indemnities granted by Caird Environmental Limited to the persons (the "**Financiers**") providing Shanks Group plc with a senior loan and other facilities of initially up to £75,000,000 and €370,000,000 pursuant to a facilities agreement dated 10 March 2000 (the "**Agreement**").
- 1.2 **Upstream loan facility:** an intra-group loan facility granted by Caird Environmental Limited in favour of Shanks Group plc pursuant to a facility letter dated the date of this Form 155(6)a.

**CAIRD ENVIRONMENTAL LIMITED**

**Company Number 2206141**

**Attachment 2 to Form 155(6)a**

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

- 1.1 **Guarantees:** the guarantees and indemnities referred to in paragraph 1.1 of Attachment 1 are recorded in clauses 17 and 30 of the Agreement and pursuant to which Caird Environmental Limited:
- (a) as principal obligor guarantees payment of monies owing (and performance of obligations undertaken) by each borrower to the Financiers under the Facilities Agreement;
  - (b) undertakes to pay the Financiers any amount not paid when due to any of them as a result of (amongst other things) any obligation owed to them under the Facilities Agreement as if it were expressed to be the principal obligor;
  - (c) indemnifies the Financiers against any loss or liability suffered by any of them if any obligation guaranteed by it is or becomes unenforceable, invalid or illegal;
  - (d) agrees that its guarantee and indemnity obligations will not be affected by (amongst other things) any act, circumstance, omission, matter or thing which would otherwise reduce, release or prejudice any of such obligations or prejudice or diminish such obligations;
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- 1.2 **Upstream loan:** By executing the facility letter referred to in paragraph 1.2 of Attachment 1, Caird Environmental Limited will make available to Shanks Group plc a revolving loan facility of up to £[●,000,000] in aggregate to be used by Shanks Group plc to make payments when

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- 1.3 **Amendments:** The Company's obligations as described above continue in relation to the Agreement as they may be amended, modified, varied or restated from time to time.



**PricewaterhouseCoopers**

1 Embankment Place

London WC2N 6NN

Telephone +44 (0) 20 7583 5000

+44 (0) 20 7939 3000

Facsimile +44 (0) 20 7822 4652

The Directors  
Caird Environmental Limited  
10 George Street  
Edinburgh  
EH2 2DZ

19 April 2000

Dear Sirs

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

We have examined the attached statutory declaration of the directors of Caird Environmental Limited ('the Company') dated 19 April 2000 in connection with the proposal that the Company should give financial assistance in connection with the acquisition of 16,748,848 of the ordinary shares of the Company's holding company, Caird Group Limited.

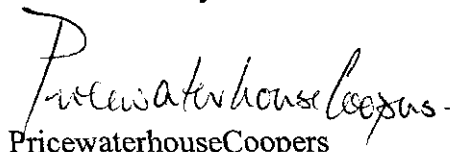
**Basis of opinion**

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

*Chartered Accountants and Registered Auditors*