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COMPANIES FORM No. 155(6)b

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

For official use

Company number

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22 85039

Name of company

*Insert full name
of company

* SCHOLL (UK) LIMITED

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

I/We† PAUL SANDERS and MICHAEL BISHOP both of Toft Hall, Toft Road, Toft,
Knutsford, Cheshire WA16 9PD

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

Delete as
appropriate

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

The business of this company is:

†Delete whichever
is inappropriate

- (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* Scholl Consumer Products Limited

which is

proposing to give financial assistance in connection with the acquisition of shares

in ~~this company~~ [Scholl Limited

the holding company of this company.]

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

Kuit Steinart Levy
3, St. Marys Parsonage
Manchester M3 2RD
DX 14325 Manchester 1
Ref: BHB.CBK.SET002/460

For official use
General Section

Post room



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

The number and class of the shares acquired or to be acquired is: 16,318,709
8 ⁷/₈ % Cumulative Redeemable Preference Shares 2001/05 of £1 each

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

The assistance is to be given to: (note 2)

Seton Scholl Healthcare plc, Toft Hall, Toft Road, Toft, Knutsford,
Cheshire, WA16 9PD

The assistance will take the form of:

Entering into a guarantee and indemnity in favour of Barclays Bank plc, Barclays Capital and the Banks ("together the Finance Parties") named in Schedule I of a £125,000,000 Multicurrency Revolving Loan Agreement ("the Loan Agreement") proposed to be dated 21 December 1998 and made between the aforementioned parties and Seton Scholl Healthcare plc ("Seton Scholl"), Scholl Limited, Seton Products Limited and Scholl Consumer Products Limited to guarantee and indemnify the Finance Parties in respect of the obligations of Seton Scholl under the Loan Agreement.

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

*Delete as
appropriate

Seton Scholl Healthcare plc

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

(1) To guarantee to each of the Finance Parties the due and punctual observance and performance of all the terms, conditions and covenants on the part of Seton Scholl contained in the Loan Agreement and the payment of any and every sum or sums of money which Seton Scholl shall at any time be liable to pay to any Finance Party under or pursuant to the Loan Agreement; and

(2) As primary obligor to indemnify each of the Finance Parties on demand from and against any loss incurred by any of the Finance Parties as a result of any of the obligations of Seton Scholl under or pursuant to the Loan Agreement being or becoming void, voidable, unforeseeable or ineffective as against Seton Scholl for any reason.

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

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 do not
write in
this margin

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

† Delete either (a) or
(b) as appropriate

The date on which the assistance is to be given is within 8 weeks of the date ~~19~~
hereof.

I/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) [I/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) [It is intended to commence the winding-up of this company within 12 months of that date
and I/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 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 5 THE NORTH COLONNADE
LONDON, E14 4BB

the 21st day of DECEMBER
one thousand nine hundred and ninety eight.

before me

ANDREW WARD

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

Michael
P.S.

Andrew Ward

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.

ARTHUR ANDERSEN

21 December 1998

The Directors
Scholl UK Limited
Toft Hall
Toft Road
Toft
Knutsford
WA16 9PD

Bank House
9 Charlotte Street
Manchester M1 4EU
0161 228 2121 Telephone
0161 228 1421 Facsimile

Dear Sirs

Auditors' statutory report to the directors of Scholl UK Limited pursuant to section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors of Scholl UK Limited (the "Company") dated today in connection with the proposal that the Company's subsidiary, Scholl Consumer Products Limited, should give financial assistance for the purpose of reducing or discharging liabilities incurred in relation to the purchase of shares in its holding company, Scholl Limited.

Respective responsibilities of directors and auditors

The Company's directors are responsible for the statutory declaration. It is our responsibility to review the bases for the declaration, based on our enquiries into the state of the Company's affairs, and to provide a report to the directors.

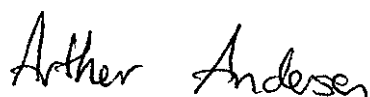
Basis of opinion

We have inquired 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



Arthur Andersen
Chartered Accountants and Registered Auditors

Offices in: London Birmingham Bristol
Cambridge Croydon Edinburgh Glasgow
Leeds Manchester Newcastle Nottingham
Reading St Albans St Helier

Authorised by the Institute of Chartered
Accountants in England and Wales to carry on
investment business

A list of partners is available at 1 Surrey Street
London WC2R 2PS (principal place of business)