

CHFP025

Declaration in relation to assistance for the acquisition of shares

155(6)a

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

Company number

Name of company

* Tag Europe Limited

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

I/We ☐ Colin Leonard Bond of 33 Sandiland Cresnet, Hayes Bromley, Kent ER2 7DP
 Mark Harrison of The Lilies, 108 Wash Road, Noak Bridge, Essex SS15 4BP
 Michael Hearn of Ashwood, 4 West End Lane, Pinner, Middlesex HA5 1EE
 Richard Morpeth Jameson of Dolphin House, 41A Portland Road, Holland Park, London W11 4LH
 Stephen Parish of Camden Holt Cottage, 80 Camden Park Road, Chislehurst, Kent BR7 5HF
 Murray Jeffrey Stroud of Stonewood Farm Greenwoods Lane, Punnetts Town, Heathfield, East Sussex TN21 9HU

~~XXXXXXXXXXXX~~ [all the directors] † of the above company do solemnly and sincerely declare that:

The business of the company is:

[illegible]

(c) something other than the above §

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

~~XXXXXX~~ [company's holding company Adplates Group

Limited] †

The assistance is for the purpose of [that acquisition] XXXXXXXX XXXXXXXX XXXXXXXX XXXXXXXX XXXXXXXX

~~XXXXXXXXXXXXX~~ +

The number and class of the shares acquired or to be acquired is: 51,578 ordinary shares of

£1 each and 13,740 B ordinary shares of £1 each

Presenter's name address and
reference (if any) :
Rosenblatt Solicitors
9-13 St Andrew Street,
London,
, EC4A 3AF

For official Use
General Section



LD2
COMPANIES HOUSE

409
12/02/2007

The assistance is to be given to: (note 2) Tag Worldwide Plc, 29 Clerkenwell Road, London
EC1M 5TA

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:

a loan of £2,030,000 (two million and thirty thousand pounds sterling)

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

† delete as
appropriate

Tag Worldwide plc

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

that the loan is repayable on demand and does not bear interest

The amount of cash to be transferred to the person assisted is £ 2,030,000

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 within 8 weeks hereof

~~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)

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

(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)

delete either (a) or
(b) as appropriate

[illegible]

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 Clerkenwell Road
LONDON EC1M 5TA

Declarants to sign below

Day Month Year
on 24 01 2007

before me Jan 10 1988 UC

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

M. J. Stoud

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



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Corporate Finance

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Epsom Surrey KT17 1HS
Telephone +44 (0) 1372 734300
Facsimile +44 (0) 1372 734356
Website Site: www.bdo.co.uk

Private and Confidential

The Directors
Tag Europe Limited
29 Clerkenwell Road
London
EC1M 5TA

24 January 2007

Our ref: 51/LMG/PSW047

Dear Sirs

TAG EUROPE LIMITED (THE "COMPANY")

Independent auditors' report to the directors of Tag Europe Limited pursuant to Section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors of the Company dated 24 January 2007 in connection with the proposal that the Company should give financial assistance for the purchase of the entire issued share capital of the Company's holding company, Adplates Group Limited.

Our report has been prepared pursuant to the requirements of section 156(4) of the Companies Act 1985 and for no other purpose. No person is entitled to rely on this report unless such a person is a person entitled to rely upon this report by virtue of and for the purpose of section 156(4) of the Companies Act 1985 or has been expressly authorised to do so by our prior written consent. Save as above, we do not accept responsibility for this report to any other person or for any other purpose and we hereby expressly disclaim any and all such liability.

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

BDO Stoy Hayward LLP

BDO Stoy Hayward LLP
Chartered Accountants and Registered Auditors

51/LMG/PSW047
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BDO Stoy Hayward LLP is authorised and regulated by the
Financial Service Authority to conduct investment business

Registered Office: 8 Baker St, London, W1U 3LL
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