

## 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

|   |   |   |   |   |   |   |   |   |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |     |
|---|---|---|---|---|---|---|---|---|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|-----|
| 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 | 11 | 12 | 13 | 14 | 15 | 16 | 17 | 18 | 19 | 20 | 21 | 22 | 23 | 24 | 25 | 26 | 27 | 28 | 29 | 30 | 31 | 32 | 33 | 34 | 35 | 36 | 37 | 38 | 39 | 40 | 41 | 42 | 43 | 44 | 45 | 46 | 47 | 48 | 49 | 50 | 51 | 52 | 53 | 54 | 55 | 56 | 57 | 58 | 59 | 60 | 61 | 62 | 63 | 64 | 65 | 66 | 67 | 68 | 69 | 70 | 71 | 72 | 73 | 74 | 75 | 76 | 77 | 78 | 79 | 80 | 81 | 82 | 83 | 84 | 85 | 86 | 87 | 88 | 89 | 90 | 91 | 92 | 93 | 94 | 95 | 96 | 97 | 98 | 99 | 100 |
|---|---|---|---|---|---|---|---|---|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|-----|

2413328

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

Name of company

\* Precis (928) Limited

\* insert full name  
of company

X/We 0 See Annexure 1

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

† delete as appropriate

~~XXXXXX~~ [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

[illegible]

(b) ~~Not a person authorized under section 3(a)(4) of the Insurance Companies Act 1992 to carry on insurance business in the United Kingdom~~

(c) something other than the above \$

This company is ~~not~~ [a] holding company of\* Bell-Fruit Games Limited (No. 763393) ("Subsidiary")

which is

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

in [this company] [\_\_\_\_\_]

Presentor's name address and  
reference (if any)

Ashurst LLP  
Broadwalk House  
5 Appold Street  
London  
EC2A 2HA  
639 London City

For official Use  
General Section

FRIDAY



A51

\*ANU282OR\*

29/08/2008

174

COMPANIES HOUSE

The assistance is for the purpose of ~~XXXXXXXXXX~~ [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) Danoptra Limited (No 4395815) and Kunick Limited (No 506827) each with its registered office at Low Lane, Horsforth, Leeds, LS18 4ER

The assistance will take the form of

See Annexure 3

The person who [has acquired] ~~XXXXXXXXXX~~ † the shares is  
Danoptra Limited (No 4395815) and Kunick Limited (No 506827)

† 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 see Annexure 5

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

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

**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) ~~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

Ashurst LLP  
Broadwalk House  
5 Appold Street  
London EC2A 2HA

Declarants to sign below

Day Month Year  
on 1 9 0 8 2 0 0 8

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 3UZ**

or, for companies registered in Scotland -

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

**FORM 155(6)B**

**PRECIS (928) LIMITED**  
**Company Number 2413328**

**Annexure 1 to Form 155(6)b**

The names and addresses of the directors of the Company are

Derek Thomas Lloyd  
55 Westerdale Drive  
Banks  
Southport  
Merseyside  
PR9 8DG

Paul Alan Meehan  
The Farm House Park Farm  
Newton Hall Lane  
Mobberley  
Cheshire  
WA16 7LQ

**Annexure 2 to Form 155(6)b**

The shares acquired by Kunick Limited were

1,500 Ordinary shares of £1 each, and  
3,625,931 Deferred shares of £1 each

The shares acquired by Danoptra Limited were

3,000 Ordinary shares of £1 each, and  
7,251,862 Deferred shares of £1 each

### **Annexure 3 to Form 155(6)b**

On 5 January 2005 Kunick Limited ("**Kunick**") acquired 1,500 ordinary shares of £1 each and 3,625,931 deferred shares of £1 each in the issued share capital of the Company. On 13 January 2005 Danoptra Limited ("**Danoptra**") acquired from Kunick 3,000 ordinary shares of £1 each and 7,251,862 deferred shares of £1 each in the issued share capital of the Company (the "**Acquisitions**")

In order to fund the Acquisitions, Danoptra and Kunick, among others, entered into a senior facilities agreement (the "**Senior Facilities Agreement**") dated 22 May 2002 (as amended and restated from time to time) with The Royal Bank of Scotland plc and others and a mezzanine facility agreement dated 22 May 2002 (as amended and restated from time to time) with RBS Mezzanine Limited and others.

It is now intended that a restructuring of the capital structure of Danoptra and its subsidiaries will be undertaken which will include (among other things) the amendment and restatement of the Senior Facilities Agreement (the "**Restructuring**") pursuant to an amendment agreement dated 12 June 2008 (as amended by a deed of amendment dated 19 August 2008 between, among others, the Company and Credit Suisse, London Branch) (the "**Amendment Agreement**")

Prior to the completion of the Restructuring certain Guarantors (as defined in the Amendment Agreement) intend to waive receivables due to them from certain other subsidiaries of Danoptra and enter into intra-group loan agreements in order to improve the net asset position of certain Guarantors (as defined in the Amendment Agreement)

#### **Form of Financial Assistance**

The financial assistance will take the form of the execution, delivery and performance by the Subsidiary, as lender, of its obligations under an intra-group loan agreement with the Company, as borrower, (the "**Bell-Fruit Loan**") and any other financial assistance contemplated by the Bell-Fruit Loan, the amounts payable thereunder and/or the transactions contemplated thereby, and the exercise by the Subsidiary of its rights and the performance of its obligations thereunder, which shall include, without limitation, any condition, undertaking, representation, warranty, guarantee, indemnity, loan, waiver, gift, security agreement, novation, assignment or any other thing done or to be done in connection with the Bell-Fruit Loan which would constitute financial assistance.

#### **Annexure 4 to Form 155(6)b**

The principal terms on which the assistance will be given under the terms of the Bell-Fruit Loan (as defined in Annexure 3) are that the Subsidiary, as lender, will lend the Company a sum of £12,505,000 which will be on lent to Kunick and subsequently lent from Kunick to the Subsidiary

Further principal terms on which the assistance will be given under the terms of the Bell-Fruit Loan are that the Bell-Fruit Loan will be subject to the terms of the Intercreditor Deed (as defined in the Amendment Agreement (as defined in Annexure 3)) and the liabilities owed by the Company will be subordinated to the liabilities owed to the Finance Parties (as defined in the Amendment Agreement)

**Annexure 5 to Form 155(6)b**

Cash to be transferred at the time of giving the financial assistance is £12,505,000



# Deloitte

## REPORT OF THE INDEPENDENT AUDITOR TO THE DIRECTORS OF PRECIS (928) LIMITED ("THE COMPANY") PURSUANT TO SECTION 156(4) OF THE COMPANIES ACT 1985

We report on the attached statutory declaration of the directors dated the same date as this report, prepared pursuant to the Companies Act 1985, in connection with the proposal that the Company's subsidiary Bell-Fruit Games Limited should give financial assistance for the purpose of reducing or discharging a liability incurred in connection with the purchase of the entire issued share capital of the Company.

This report is made solely to the directors of the Company for the purpose of section 156(4) of the Companies Act 1985. Our work has been undertaken so that we might state to the directors of the Company those matters that we are required to state to them in an auditors' report under that section and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company, for our work, for this report, or for the opinions that we have formed.

### 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 statutory declaration as to any of the matters mentioned in section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances.

*Deloitte + Touche LLP*

Deloitte & Touche LLP

1 City Square

Leeds

LS1 2AL

Chartered Accountants and Registered Auditors

Date *19 August 2008*