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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

02506007

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

Name of company

* United Biscuits (UK) Limited

* insert full name
of company

XWe ø Please see Schedule 1

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

† delete as appropriate

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

The business of the company is:

§ delete whichever
is inappropriate

[illegible]

(c) something other than the above §

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

~~XXXXXXXX~~ [company's holding company] United Biscuits Group (Investments) Limited

The assistance is for the purpose of ~~the 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: 63,808 "M" Ordinary Shares of £1.00 each and 198,043 "E" Ordinary Shares of £1.00 each.

Presentor's name address and
reference (if any) :
Herbert Smith LLP
Exchange House
Primrose Street
London
EC2A 2HS

6905/2406/30867877

For official Use
General Section

THURSDAY



A07YZLQD

A48

28/12/2006

357

COMPANIES HOUSE

The assistance is to be given to: (note 2) Please see Schedule 2 attached.

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legibly, preferably
in black type, or
bold block
lettering

The assistance will take the form of:

Please see Schedule 3 attached.

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

† delete as
appropriate

United Biscuits (Equity) Limited (company number CR97578), whose registered
office is PO Box 265GT, Walker House, George Town, Grand Cayman, Cayman Islands

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

Please see Schedule 4 attached.

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 within 8 weeks from today's date

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XWe 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

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

- (a) [I/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) ~~XXXXXX I/We have formed the opinion that the company will be unable to pay its debts as they fall due during the year immediately following that date] (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 Hayes Park
Hayes End Road
Hayes Middx W4 8EE

Declarants to sign below

[Handwritten signatures]

Day Month Year
on

1	9	1	2	2	0	0	6
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before me *[Signature]*

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

MARTIN D. SILVERMAN LLB.
Solicitor Empowered to Administer Oaths.

NOTES

- For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985.
- 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.
- Contingent and prospective liabilities of the company are to be taken into account - see section 156(3) of the Companies Act 1985.
- The auditors report required by section 156(4) of the Companies Act 1985 must be annexed to this form.
- 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

**United Biscuits (UK) Limited
(Company Number 02506007)**

Schedule 1 to the Statutory Declaration

List of Directors

**Robin Brown
18 Munster Road
Teddington
Middlesex
TW11 9LL**

**Susan Furst
Birch Cottage
46 Broadhurst
Ashstead
Surrey
KT21 1QF**

**Mark Oldham
62 Beaumont Road
Chiswick
London
W4 5AP**

**Benoit Testard
65 Abingdon Road
London
W8 6AN**

**Jeff van der Eems
72 Stanley Road
East Sheen
London
SW14 7DZ**

**Simon Rose
Honeysuckle Cottage
Sutton Lane
Sutton
Witney
Oxfordshire
OX29 5RU**

United Biscuits (UK) Limited
(Company Number 02506007)

Schedule 2 to the Statutory Declaration

United Biscuits Bidco Limited
(Company Number 05957644)
Level 1, Exchange House,
Primrose Street,
London,
EC2A 2HS

Schedule 3 to the Statutory Declaration

Form of Assistance

The assistance will take the form of:

1. the payment by United Biscuits (UK) Limited (the "**Company**") of bonus payments (collectively the "**Bonus Payments**") of £6,800,000 and up to £1,770,000 respectively to certain managers, former managers and employees of the business operated by the Company and members (and former members) of its group, which payments United Biscuits Bidco Limited (as purchaser of United Biscuits (Equity) Limited and offeror for the purchase of "M" and "E" shares in United Biscuits Group (Investments) Limited (collectively the "**Transactions**")) agreed to make or procure pursuant to a Sale and Purchase Agreement dated 24 October 2006 or otherwise; and
2. the payment by the Company of advisory fees for tax advice given to management of the Company and its group of £55,952 (including VAT and PAYE and National Insurance contributions in relation to such benefits).

United Biscuits (UK) Limited
(Company Number 02506007)

Schedule 4 to the Statutory Declaration

Principal Terms on which the Assistance will be Given

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

1. the aggregate amount of £6,800,000 will be paid in cash from the Company's funds as soon as reasonably practicable to certain managers, former managers and employees of the business operated by the Company and members (and former members) of its group, being certain former holders of "M" and "E" shares in the capital of United Biscuits Group (Investments) Limited now indirectly owned by United Biscuits Bidco Limited (the "**Bonus Payees**"). These bonus payments will be paid unconditionally and without additional performance criteria or obligations on the recipients. The Company will not become entitled to any additional consideration for making such payments;
2. the aggregate amount of up to £1,770,000 will be paid in cash from the Company's funds as soon as reasonably practicable to certain employees of the Company and subsidiaries (and former subsidiaries) of United Biscuits Group (Investments) Limited. These bonus payments will be paid unconditionally and without additional performance criteria or obligations on the recipients. The Company will not become entitled to any additional consideration for such payments; and
3. advisory fees will be settled in cash once invoiced and due and in any event within 8 weeks of the date hereof for tax advice given to certain managers of the Company and its group in the context of the Transactions. The fees payable are approximately £22,000 plus VAT and the aggregate cost to the Company, including PAYE and National Insurance contributions for which the Company is liable, is not more than £55,952.

INDEPENDENT AUDITORS' REPORT TO THE DIRECTORS OF UNITED BISCUITS (UK) LIMITED PURSUANT TO SECTION 156(4) OF THE COMPANIES ACT 1985

We have examined the attached statutory declaration of the directors dated 19 December 2006, prepared in accordance with applicable United Kingdom law, in connection with the proposed financial assistance to be given by United Biscuits (UK) Limited (the "Company") in connection with the purchase of 63,808 "M" ordinary shares and 198,043 "E" ordinary shares in the Company's holding company, United Biscuits Group (Investments) Limited.

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

Basis of opinion

We have enquired into the state of affairs of the Company so far as necessary 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.

Ernst & Young LLP

Ernst & Young LLP
Registered Auditor
1 More London Place
London
SE1 2AF

19 December 2006