

Please do not write in this margin

COMPANIES FORM No. 155(6)a

# Declaration in relation to assistance for the acquisition of shares



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

United Biscuits (UK) Limited

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
	2506007

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

Name of company

	Orneton Square 144	
≭/We ø	(a) Graham Keniston-Cooper of 17-Lincoln Street, London SW3-2TP, and	M
	Manjit Dale of 84 Highgate, West Hill, N6 6LU; and (b) Bertrand	
	Meunier of 40 Chemin des Vallieres, 92410 Ville d'avray, France, and	
	Robert A. Schiffner Jr. of 23 Chesterfield Drive, Chester, New Jerse	У
	07930 USA (who sign this statutory declaration in counter-part, the	
	originals of which are attached hereto)	

t delete as appropriate

§ delete whichever is inappropriate [thex.sode.xdirector] [all the directors]† of the above company do solemnly and sincerely declare that: The business of the company is:

(e) xthat xof xax [secognises | banks | thoenses | winstitution | the xwithin xthe xmeaning xxfx | xthex | Banking xAct x | 0.79\$ (b) xthat xof xex person xauthonised winder section 30 xor x4x of thex has been a x6x mpanies xAct x | 0.82 x o x6x x x o x6x o

(c) something other than the above §

The company is proposing to give financial assistance in connection with the acquisition of shares in the [company's holding company United Biscuits (Holdings)

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: 476,624,348 Ordinary fully paid shares of 29p each

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

Norton Rose Kempson House Camomile Street London EC3A 7AN 85 London MPP/86/AA03882/smcform3. For official Use General Section

Post room



LD2
COMPANIES HOUSE

0278 24/07/00

Page 1

ee Schedule 1 attached	Please do not write in this maroin
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e assistance will take the form of:	
The execution by United Biscuits (UK) Limited ("UK") of a (UK Loan) Intra-Group Funding Agreement ("Loan") between UK and United Biscuits (Holdings)Limited ("Holdings") pursuant to which UK will, at Holdings' request reduce an intra-company balance due by UB Investments plc ("Investments") and thereby create a loan between Holdings as Borrower and UK as Lender. The reduction of such debt (and therefore the Loan) allows Holdings to become the owner of the share capital of UB Foods US Limited ("US") pursuant to a Share Purchase Agreement between Holdings and Investments dated on or about the date hereof.	
The transfer of the shares of US to Holdings will allow US to subsequently give financial assistance for the purpose of reducing or discharging debts incurred for the purpose of the acquisition of shares in Holdings. Accordingly, it is thought that the Loan provides indirect financial assistance in connection with the acquisition of shares in Holdings.	
ne person who [has acquired] (ஸ்ஸ்ஷ்ஷ்ஸ்க்)† the shares is:	t delete as
	appropriate
Finalrealm Limited (Company No. 3877932)	
Finalrealm Limited (Company No. 3877932)	_
Finalrealm Limited (Company No. 3877932)  me principal terms on which the assistance will be given are:	_
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ne principal terms on which the assistance will be given are:  Interest shall accrue on the Loan at a rate agreed between the parties.	
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ne principal terms on which the assistance will be given are:  Interest shall accrue on the Loan at a rate agreed between the parties.	

The value of any asset to be transferred to the person assisted is  $\Sigma$  NIL

The date on which the assistance is to be given is any date prior to 25.8.2000

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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) [tx/sx/intended:xtaxcommencexthecx/inding-upxat/xthexcompany-withinxt2xmanthsxat/xthat/xdatexand/xt/we have/formed:xthexcompany-witkbec/abtextoxpayxitsx/debtscirc/full/withinxt2xmanthsxot/xthe commencement/of/xthexwinding-spc]\* (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.

### 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.

a Commissioner for Oaths.

- 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

### Schedule 1

Finalrealm Limited (Company No. 3877932) whose registered office is Church Road, West Drayton, Middlesex UB7 7PR.

Regentrealm Limited (Company No. 3885120) whose registered office is Church Road, West Drayton, Middlesex UB7 7PR

Runecorp Limited (Company No. 3876056) whose registered office is Church Road, West Drayton, Middlesex UB7 7PR.

Dreadstar PLC (Company No. 3945313) whose registered office is Church Road, West Drayton, Middlesex UB7 7PR.

Deutsche Bank AG, London as Security Agent on behalf of various banks and financial institutions whose registered office is Winchester House, 1 Great Winchester Street, London EC2N 2DB.



Please do not write in this **COMPANIES FORM No. 155(6)a** 

## Declaration in relation to assistance for the acquisition of shares



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

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Please complete egibly, preferably in black type, or bold block lettering	To the Registrar of Companies (Address overleaf - Note 5)		For official use	Company number 2506007	
Note .	Name of company				
Please read the notes on page 3 before completing this form.	• United Biscuits (UK) I	<u> </u>	Minoran Souarx	. ILH	
' insert full name	*/We = (a) Graham Keniston				
of company	Manjit Dale of 84 H				
insert name(s) and address(es) of all the directors				i'avray, France, and	
	Robert A. Schiffner	Jr. of 23 Chest	terfield Drive	, Chester, New Jersey	
	07930 USA (who sign	this statutory	declaration is	n counter-part, the	
	originals of which	are attached her	reto)		
t delete as appropriate	[thexaniexdirector] [all the directo The business of the company is:	ors]† of the above co	ompany do solemn	ly and sincerely declare that	
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	The company is proposing to give financial assistance in connection with the acquisition of shares in the				
	[company's holding com	pany <u>United Bisc</u>	uits (Holdings	Limited)	
	The assistance is for the purpose	freelitek noosextexist to e	reducing or dischar	· · · · · · · · · · · · · · · · · · ·	
	The assistance is for the purpose of {**Rational (reducing or discharging a liability incurred for the purpose of that acquisition).				
	porpose of that acquisitions i				
	The number and class of the shares acquired or to be acquired is: 476,624,348 Ordinary				
	fully paid shares of 29p each				
	Presentor's name address and reference (if any) :	For official Use General Section	Post ro	Om.	
	rton Rose				
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Page 1

London EC3A 7AN

London

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ee Schedule 1 attached	Please do no write in this maroin
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e assistance will take the form of:	
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The execution by United Biscuits (UK) Limited ("UK") of a (UK Loan) Intra-Group Funding Agreement ("Loan") between UK and United Biscuits (Holdings)Limited ("Holdings") pursuant to which UK will, at Holdings' request reduce an intra-company balance due by UB Investments plc ("Investments") and thereby create a loan between Holdings as Borrower and UK as Lender. The reduction of such debt (and therefore the Loan) allows Holdings to become the owner of the share capital of UB Foods US Limited ("US") pursuant to a Share Purchase Agreement between Holdings and Investments dated on or about the date hereof.	
The transfer of the shares of US to Holdings will allow US to subsequently give financial assistance for the purpose of reducing or discharging debts incurred for the purpose of the acquisition of shares in Holdings. Accordingly, it is thought that the Loan provides indirect financial assistance in connection with the acquisition of shares in Holdings.	
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e person who [has acquired] [withwookins]† the shares is:	A datasa aa
person who thas acquired twin acquired; the shalles is.	t delete as approprial
Finalrealm Limited (Company No. 3877932)	•
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e principal terms on which the assistance will be given are:	
Interest shall accrue on the Loan at a rate agreed between the parties.  The Loan is repayable on demand.	
	•
	J
e amount of cash to be transferred to the person assisted is £ 169,400,000	<del>_</del>
amount of cash to be transferred to the person assisted is £ 169,400,000	-
amount of cash to be transferred to the person assisted is £ $_{169,400,000}$ value of any asset to be transferred to the person assisted is £ $_{NIL}$	-

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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) [k/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) [Italian in the continuous co

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.

Parsippany, N.J. USA 07054

Declarants to sign below

Day Month

HUNTH

Year

017/14/2101010

before me

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

a Commissioner for Oaths.

DIANE K. PAZDEN
NOTARY PUBLIC OF NEW JERSEY
MY COMMISSION EXPIRES MAR. 28, 2005

#### NOTES

- For the meaning of "a person incurring a fiability" and "reducing or discharging a fiability" 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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# Declaration in relation to assistance for the acquisition of shares



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

margin					
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bold block lettering	None of owners	<u>L</u> _			
Note Please read the notes	Name of company				
on page 3 before completing this form.	* United Biscuits (UK) Li	mited			
Jon pour g () 20 Torrill		DAINGTON	SQUARE	INH	
insert full name of company	*/We s (a) Graham Keniston-	Cooper of 17 Lincol	n Gtreet,	London SW3 ZTP, and	
insert name(s) and address(es) of all the directors	Manjit Dale of 84 Hi	ghgate, West Hill,	N6 6LU; a	nd (b) Bertrand	
	Meunier of 40 Chemin	des Vallieres, 924	10 Ville	d'avray, France, and	
	Robert A. Schiffner	Jr. of 23 Chesterfi	eld Drive	, Chester, New Jersey	
	07930 USA (who sign	this statutory decl	aration i	n counter-part, the	
	originals of which a	re attached hereto)			
t delete as	[they enterprise attention of the directors	It of the above compan	w do salema	ly and sincerally declare the	
appropriate	[thex.soute.xdirecter] [all the directors] to the above company do solemnly and sincerely declare that.  The business of the company is:				
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	(b) othak other person zert vorised under section of construction that we are a companies of children in a construction of the				
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	[company's holding company's holding compa	MMy United Biscuits	(Holdings)		
				Limited)	
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	fully paid shares of 29p each				
	Presentor's name address and reference (if any).:	For official Use General Section	Post roo	om	

Page 1

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13-07-2000 20:28

London

Norton Rose Kempson House Camomile Street

The assistance is to be given to: (note 2)	Please do not write in this
See Bonedole 1 desdoned	margin  Please complete legibly, preferably in black type, or bold block lettering
The execution by United Biscuits (UK) Limited ("UK") of a (UK Loan) Intra-Group Funding Agreement ("Loan") between UK and United Biscuits (Holdings) Limited ("Holdings") pursuant to which UK will, at Holdings' request reduce an intra-company balance due by UB Investments plc ("Investments") and thereby create a loan between Holdings as Borrower and UK as Lender. The reduction of such debt (and therefore the Loan) allows Holdings to become the owner of the share capital of UB Foods US Limited ("US") pursuant to a Share Purchase Agreement between Holdings and Investments dated on or about the date hereof.  The transfer of the shares of US to Holdings will allow US to subsequently give financial assistance for the purpose of reducing or discharging debts	
incurred for the purpose of the acquisition of shares in Holdings.  Accordingly, it is thought that the Loan provides indirect financial assistance in connection with the acquisition of shares in Holdings.	
The person who [has acquired] [with acquire] the shares is:  Finalrealm Limited (Company No. 3877932)	t delete as appropriate
The principal terms on which the assistance will be given are:	- 7
Interest shall accrue on the Loan at a rate agreed between the parties. The Loan is repayable on demand.	
The amount of cash to be transferred to the person assisted is £ 169,400,000	_
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 any date prior to 25.8.2000	_ Page 2

Please do not write in this margin

Please complete legibly, preferably in black type, or bold block lettering \*/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)

- delete either (a) or (b) as appropriate
- (a) [t/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)

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 40 chemin des Vallières

Declarants to sign below

BIJ

Day Month Year

before me\_

A Commissioner for Oaths of 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.
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■ Becket House 1 Lambeth Palace Road London SE1 7EU ■ Phone: 020 7951 2000 Telex: 885234 Fax: 020 7951 1345 CDE & LDE Box 241

Web site: http://www.eyuk.com

United Biscuits (UK) Limited Church Road West Drayton Middlesex UB7 7PR

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 of United Biscuits (UK) Limited ("the Company") dated 14 July 2000 in connection with the proposal that the Company should give financial assistance for the purpose of reducing or discharging the liability incurred for the purpose of the acquisition of the whole of the issued share capital of United Biscuits (Holdings) Limited.

We have enquired into the state of the Company's affairs in order to review the bases for the statutory declaration.

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.

Ent & Ym

Ernst & Young Registered Auditor London 14 July 2000

<sup>■</sup> The United Kingdom firm of Ernst & Young is a member of Ernst & Young International. It is authorised by The Institute of Chartered Accountants in England and Wales to carry on investment business. A list of partners' names is available for inspection at the above address, the partnership's principal place of business.