

**Declaration in relation to assistance for the acquisition of shares.**

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

02703870

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

Name of company

\* MARLYNA LIMITED

\*Insert full name of company

I/We†

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

THOMAS GASSON OF 17 ST PETER'S STREET, LONDON, N1 8JD, UNITED KINGDOM  
 JEREMY DAVID NICHOLSON THOMAS OF HADDON HOUSE, MADDOX PARK, LEATHERHEAD, SURREY, KT23 3BW, UNITED KINGDOM  
 ANTHONY DAVID LEVY OF 59 DANELAND, EAST BARNETT, HERTFORDSHIRE, EN4 8PZ  
 CHRISTOPHER NORMAN LYNCH OF BRIDGEFOOT HOUSE, STATION ROAD, SAWBRIDGEWORTH, HERTFORDSHIRE, CM21 9JZ  
 STEPHEN JOHN LOWE OF 20 MANOR WAY, BLACKHEATH, LONDON, SE3 9EF

§ Delete as appropriate

[the sole director] [all the directors]§ of the above company do solemnly and sincerely declare that:

The business of the 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 ‡

The company is proposing to give financial assistance in connection with the acquisition of shares in the [company] [company's holding company]. §

It

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: 1,000,000 fixed rate preference shares

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

FRESHFIELDS BRUCKHAUS  
 DERINGER  
 65 FLEET STREET, LONDON  
 ENGLAND EC4Y 1HS  
 DX 23 LONDON/CHANCERY  
 LANE

For official use  
 General Section

Post room



A49  
 COMPANIES HOUSE

0050  
 15/07/04

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

Dresdner Kleinwort Wasserstein Group Limited  
20 Fenchurch Street,  
London  
EC3P 3DB

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write in  
this margin

Please complete  
legibly, preferably  
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bold block  
lettering

The assistance will take the form of:

Entry into, and making of advances under, a loan facility agreement dated 9 July 2004 (the *Loan Agreement*) between the company as lender and Dresdner Kleinwort Wasserstein Group Limited (*DrKW*) as borrower.

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

Dresdner UK Investments 2 BV  
20 Fenchurchstreet, London EC3P 3DB, United Kingdom

\*Delete as  
appropriate

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

The company entering into the Loan Agreement with DrKW as described above may, under section 152(1)(a)(iii) of the Companies Act 1985 (the *Act*), thereby be providing financial assistance under section 151(2) of the Act, for the acquisition by Dresdner UK Investments 2 BV of the 1,000,000 fixed rate preference shares in the company. Under the Loan Agreement the company will lend £1,699,333,100 to DrKW at a fixed rate of interest of 5.4650 per cent. per annum. All amounts outstanding under the Loan Agreement will be repayable by DrKW on the date falling 5 years after, and including, 9 July 2004.

The amount of cash to be transferred to the person assisted is £      £1,699,333,100

The value of any asset to be transferred to the person assisted is £      Zero

The date on which the assistance is to be given is 9 July 2004

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

I/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) [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) [~~It is intended to commence the winding-up of the company within 12 months of that date, and I/we have formed the opinion that the 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 2 Swan Lane,  
London EC6R 2JX

Day Month Year  
on 

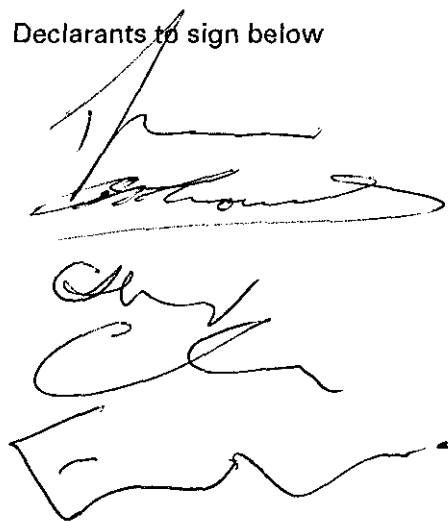
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before me 

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

Commissioner for Oaths  
10 Philpot Lane,  
London EC3M 8BR,  
England  
(Edward Gardiner)

Declarants to sign below



## 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 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



**KPMG Audit Plc**

Canary Wharf (7th Floor)  
1 Canada Square  
London E14 5AG  
United Kingdom

Tel +44 (0) 20 7311 1000  
Fax +44 (0) 20 7311 5862  
DX 38050 Blackfriars

**Private & confidential**

The Directors  
Marlyna Limited  
20 Fenchurch Street  
London EC3P 3DB

Your ref

Our ref sh/ag/542

Contact Angus Grant  
020 7311 6040

9 July 2004

Dear Sirs

**Auditors' report to the directors of Marlyna Limited pursuant to Section 156(4) of the Companies Act 1985**

We have examined the attached statutory declaration of the directors dated 9 July 2004 in connection with the proposal that the company should give financial assistance for the purchase of 1 million of the company's preference shares.

This report is made solely to the company's directors as a body in accordance with section 156(4) of the Companies Act 1985. Our work has been undertaken so that we as the company's auditors might state to the company's directors those matters we are required to state to them in a report under section 156(4) of that Act 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 and the company's directors as a body for our work under section 156(4) of that Act or for this report.

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.

Yours faithfully

*KPMG Audit Plc*

KPMG Audit Plc  
Registered Auditor



KPMG Audit Plc, a company incorporated  
under the UK Companies Acts, is a member  
of KPMG International, a Swiss cooperative

Registered in England No 3110745  
Registered office:  
8 Salisbury Square, London EC4Y 8BB