

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

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02703870

Name of company

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

* 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]~~ §

‡

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:

25,000 ordinary shares

Code JPAGE 155(6)A MARLYNA (050615-0299) 

Presentor'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

A869GWT5

0051
15/07/04

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

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

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:

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

*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 DrKW of the 25,000 ordinary 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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bold block lettering

† 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 3JX

Day Month Year

on

0	9	0	7	2	0	0	4
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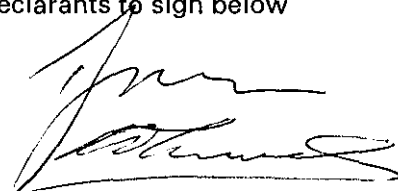
before me

Edward Gardiner

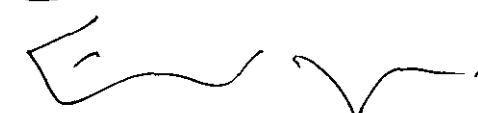
A Commissioner for Oaths or Notary Public or Justice of the Peace or a Solicitor having the powers conferred on a Commissioner for Oaths.

A 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 25,000 of the company's ordinary 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.

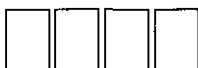
We have enquired into the state of the company's affairs in order to review the bases for the statutory declaration.

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

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Registered office:
8 Salisbury Square, London EC4Y 8BB