

COMPAINTS FORM No. 155(6)b

Declaration by the directors of a holding company in relation to assistance for the acquisition of shares



riesse do not write in this margin	Pursuant to section 155(6) of the Companies	Act 1985	
Please complete	To the Registrar of Companies	For official use	Company number
in block type, or bold block lettering	Name of company		2721707
Note Please reed the notes on page 3 before completing this form.		group united	
* insert full name of company	R Bandon De Broderall B Co	,	Bellar, JA larspur
s insert name(s) and address(ss) of all the directors	Elsanden, De Brudenall, B Co. Sunnan who (after consultation in	. , · · · · · · · · · · · · · · · · · ·	Meadyand D Van
		at different venues	<i>"</i>
	Atolter declaration received by		//
	otation declaration required by	co Kenter House "	reto Section 155 (6)
	Surrey CAS SED)		and care, here,
† delete as appropriate	[the-sele-directors]2 of the about solemnly and sincerely declare that:	ove company (hereinafter ca	illed 'this company') do
i delete whichever is inappropriate	The business of this company is:	•	
	(a) that of a (recognized bank)[llosmed institut	i en) t within the mooning of	the Banking Act 1070s
	(b) that of a parage authorised under continue a insurance business in the United Kingdorns	es 4 of the leavence Comp	anies Act 1992 to carry on
	(c) something other than the above5		
	This company is-[the][s]-holding company of*	GARINER MERCHANT	INTERNATIONAL
	HOLDINGS LIMITED		which
	proposing to give financial assistance in connecting this company).	ction with the acquisition of	shares

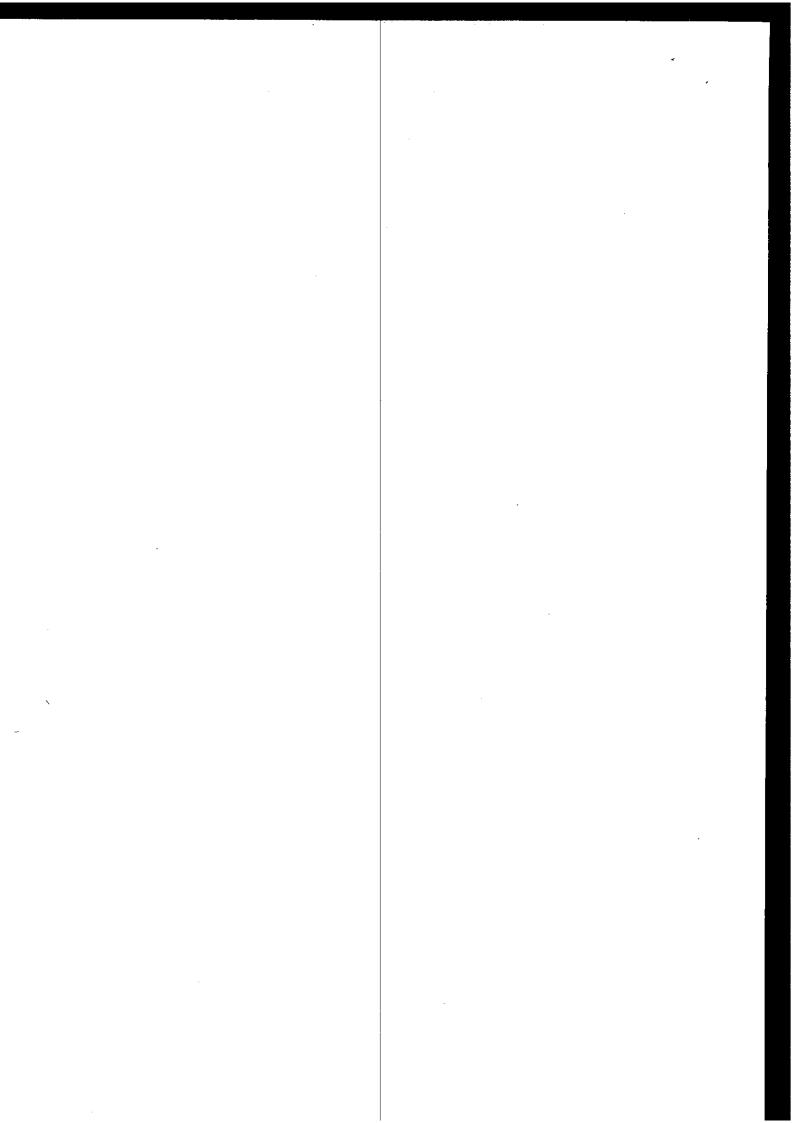
Presentor's name address and reference (if any):

Clifford Chance 200 Aldersgote Struct London ECIA WIT ·THW/51940/30

For official Use General Section



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number and class of the shares acqui	ired or to be acquired it	: see someon	LL Z AM	elhey.
assistance is to be given to: (note 2)_ EXHO GARDNER MER (· #4
assistance will take the form of:	· · · · · · · · · · · · · · · · · · ·	ورزوع ومسموا فالأراث الراز بالمد		
See Schiebule 1 Attached				
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PRIMANT ALLIANXE LIN	ITEO)	SOOEXHO	(+ARONE	ER



Please do not write in this margin

The date on which the assistance is to be given is_

on a before 3, March

19 *95*

Please complete legisty, preferably in black type, or bold block lettering I/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)[I/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)

(b)(It is intended to commence the winding-up of this company within 12 menths of that date, and I/we have formed the opinion that this company will be able to pay its debts in full within 12 months of the commencement of the winding up.)*(acte 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.

Banghah, Thailand

the twist ____ day of

one thousand nine hundred and westy for

before me Thorale

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

Itall.

NOTES

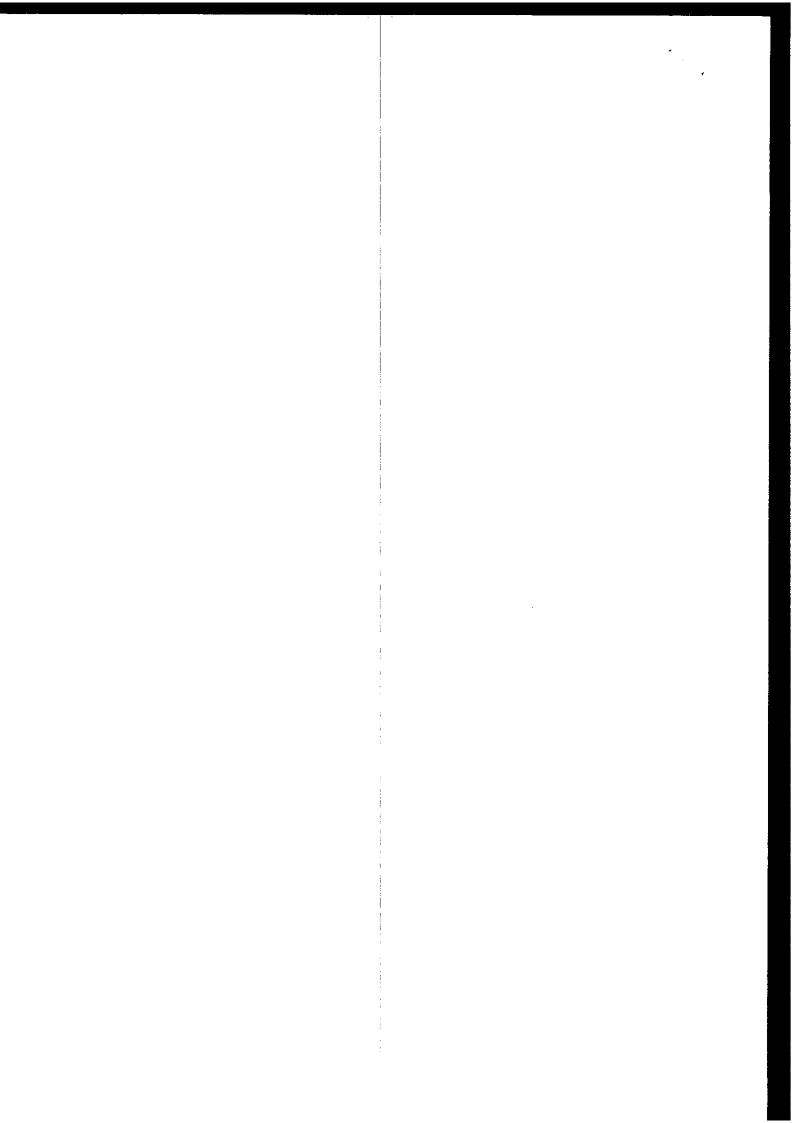
- For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1986,
- Insert full name(s) and address(es) of the person(s) to whom assistance is to be given; if a recipient is a company the registered office address should be shown.
- 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.

Gardner Merchant Services Group Limited

Schedule for Form155(6)(b)

The execution by Gardner Merchant International Holdings Limited (the "Company") in or after the date hereof of a composite guarantee by the Company (the "Guarantee") in favour of Société Générale for itself and as agent for the Beneficiaries as defined in the Guarantee (the "Agent") pursuant to which the Company will guarantee all moneys, obligations and liabilities from time to time due, owing or incurred by Gardner Merchant Services Group Limited and/or certain of its subsidiaries to Société Générale and the other Beneficiaries under the Facility Documents (as defined in the Facility Agreement), which moneys, obligations and liabilities will relate to credit facilities to be made available pursuant to a Facility Agreement (the "Facility Agreement") to be entered into on or after the date hereof by (1) Gardner Merchant Services Group Limited and certain subsidiaries as borrowers, (2) Sodexho S.A., the Company's holding company, and (3) Société Générale, some or all of which is or may be used for reducing or discharging a liability in relation to the acquisition of the entire issued share capital of Gardner Merchant Services Group Limited.

The granting of the Guarantee is a condition precedent to the credit facilities being made available to Gardner Merchant Services Group Limited and its subsidiaries under the Facility Agreement.



SCHEDULE 2

Issued Share Capital of Gardner Merchant Services Group Limited

£2,367,710.24 divided into:

200,000 "A" ordinary shares of 1p each;

800,000 "B" ordinary shares of 1p each;

235,771,024 preferred shares of 1p each.

