

CHFP025

COMPANIES FORM No 155(6)b

Declaration by the directors of a holding company 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 To the Registrar of Companies (Address overleaf - Note 5)

For official use Company number 2806856

Note
Please read the notes

Name of company

* PEVEREL LIMITED

* insert full name

on page 3 before

ø insert name(s) and address(es) of all

the directors

*We o Nigel Gordon Bannister of Burbush House, Brighton Road, Sway, Lymington SO41 6EB, Keith Alan Edgar of 82 Hengistbury Road, Bournemouth, Dorest BH6 4DJ, John Gray of Crosstrees, Sway Road, Lymington, Hampshire SO41 8LR, Lee Eamon Middleburgh, 6 Lock View, Evesham, Worcestershire WR11 4PH; Keith Charles Rutherford, 8 The Moorings, 2 Willow Way, Christchurch BH23 1JJ and Catriona Ann Wadlow of March Cottage, Lawrence Lane, North Gorley, Fordingbridge, Hampshire Sp6 2HB

t delete as

§ delete whichever is inappropriate The business of this company is

(c) something other than the above §

Presentor's name address and reference (if any) Nabarro Lacon House 84 Theobald's Road London WC1X 8RW

DX77 London / Chancery

For official Use General Section

A05YUQ2Z
A21 037067303

Post room

Page 1

02/06/2007 COMPANIES HOUSE 446

The assistance is for the purpose of [that acquisition] (1000000000000000000000000000000000000	write in this margin
The number and class of the shares acquired or to be acquired is650,000,000_ORDINARY_SHARES	Please compl legibly, prefer in black type, bold block
OF £0.01 EACH AND 2,500,000 PREFERENCE SHARES OF £1 EACH	lettering -
The assistance is to be given to (note 2) AZTEC ACQUISITIONS LIMITED	
The assistance will take the form of EX GRATIA BONUS PAYMENTS IN CONNECTION WITH THE ACQUISITION OF SHARES IN THIS COMPANY	
he person who ***XXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX	† delete as appropriate
he principal terms on which the assistance will be given are	
CASH PAYMENTS OF £50,000	
he amount (if any) by which the net assets of the company which is giving the assistance will be reduced y giving it is	

Please do not	
vrite in this	
กลด้วเก	

The date on which the assistance is to be given is

Please complete egibly, preferably n black type, or old block lettering

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)

(a) K/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)

delete either (a) or (b) as appropriate

And N/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

When way

Day Month

Year

0 0 0

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

Declarants to sign below

NOTES

For the meaning of "a person incurning 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

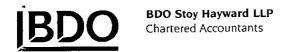
- 3 Contingent and prospective liabilities of the company are to be taken into account - see section 156(3) of the Companies Act 1985
- The auditors report required by section 156(4) of the Companies Act 1985 must be annexed to this form
- 5 The address for companies registered in England and Wales or Wales is -

The Registrar of Companies Companies House Crown Way Cardiff **CF14 3UZ**

or, for companies registered in Scotland -

The Registrar of Companies Companies House 37 Castle Terrace EH1 2EB

ALEXANDRA JENNINGS SOLICITOR **HEPPENSTALLS** 82 STATION ROAD, NEW MILTON HANTS BH25 6LG



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DX 2008 Southampton
Web site www.bdo.co.uk

Private and Confidential

Peverel Limited Queensway House 11 Queensway New Milton Hampshire BH25 5NR May 2007

Our ref djp/ll

E-mail darren phillips@bdo co uk

Dear Sir

Independent auditors' report to the directors of Peverel Limited (the "Company") pursuant to Section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors the Company dated May 2007 in connection with the proposal that the Company should give financial assistance for the purchase of entire share capital of the Company's holding company, HRUK Limited

Our report has been prepared pursuant to the requirements of section 156(4) of the Companies Act 1985 and for no other purpose. No person is entitled to rely on this report unless such a person is a person entitled to rely upon this report by virtue of and for the purpose of section 156(4) of the Companies Act 1985 or has been expressly authorised to do so by our prior written consent. Save as above, we do not accept responsibility for this report to any other person or for any other purpose and we hereby expressly disclaim any and all such hability.

Basis of opinion

We have enquired into the state of the Company's affairs 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

Yours faithfully

BDO. Soy Hayward LLP