

CHFP025

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

Declaration in relation to assistance for the acquisition of shares

155(6)a

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

Please complete legibly, preferably in black type, or bold block lettering
bold block lettering

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

- * insert full name of company
- ø insert name(s) and address(es) of all the directors

To the Registrar of Compan	ies
(Address overleaf - Note	5)

For official use

Company number 2890236

Name of company

* Rixon Matthews Appleyard Limited

X/We ø See Appendix 1

† delete as appropriate

§ delete whichever is inappropriate

DECEMBER AND THE DESIREM NOTION [all the directors] † of the above company do solemnly and sincerely declare that: The business of the company is:

(c) something other than the above §

The company is proposing to give financial assistance in connection with the acquisition of shares in the

Limited] †

The number and class of the shares acquired or to be acquired is:

2,714 ordinary shares of £1

each in ProAktive Risk Group Limited

Presentor's name address and reference (if any):
Gosschalks Solicitors
Queens Gardens
Kingston-Upon-Hull
HU1 3DZ
NJB.102837.1.4 4174572

11902 HULL 2

For official Use General Section



Post room



ATKV4MHP A63 24/01/2007 COMPANIES HOUSE

The assistance is to be given to: (note 2) See Appendix 2	Please do not write in this
	margin
	Please complete legibly, preferabl in black type, or bold block lettering
The assistance will take the form of:	
See Appendix 3	
The person who XXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX	† delete as appropriate
ProAktive Risk Group Limited (company number 3059472)	
The principal terms on which the assistance will be given are:	
See Appendix 4	
The state of the s	
The amount of cash to be transferred to the person assisted is £ Nil	
The value of any asset to be transferred to the person assisted is £ Nil	

within 8 weeks dr the date hereof

The date on which the assistance is to be given is

Page 2

Please do not write in this margin

Please complete legibly, preferably in black type, or bold block lettering

* delete either (a) or (b) as appropriate **X**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) M/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 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.

Declared at

INGRAMS SOLICITORS **ESTUARY BUSINESS PARK** PRIORY PARK EAST

HESSLE, HULL HU4 7DY Year

Month Day

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

- 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 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

Alfako

APPENDICES TO FORM 155(6)a

Appendix 1

Jonathan Whiteley of 68 Bawtry Road, Bessacar, Doncaster, DN4 7BQ and Ian Laycock of 41 Airedale Avenue, Tickhill, Doncaster, DN11 9UH, Clive Owen of Warter Lodge, Warter Road, Middleton on the Wolds, Driffield, YO25 9BZ and Roger Gillingwater of 5 Westerdale, Swanland, HU14 3PY.

Appendix 2

This assistance is to be given to:-

- 1. ProAktive Risk Group Limited; and
- 2. Lloyds TSB Bank plc.

Appendix 3

The assistance will take the form of:-

The execution of the following documents (as the same way be amended, varied, supplemented or substituted from time to time):

- a fixed and floating charge contained in a debenture to be executed by the Company in favour of Lloyds TSB Bank plc whereupon the Company would charge the whole of its assets, property and undertaking by way of fixed and floating charges as security to Lloyds TSB Bank plc;
- 2. an omnibus guarantee and set off agreement to be executed by the Company in favour of Lloyds TSB Bank plc whereunder the Company would guarantee the indebtedness of its holding company ProAktive Risk Group Limited and its associated companies, ProAktive Risk Management Limited, Atkinson Smith Limited and Atkinson Smith Properties Limited to Lloyds TSB Bank plc.

Appendix 4

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

See Appendix 3 above.