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CHFP025

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in black type, or  
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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

**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

To the Registrar of Companies  
(Address overleaf - Note 5)

For official use

Company number

[ ] [ ] [ ] [ ] [ ] [ ]

2890236

Name of company

\* RIXON MATTHEWS APLEYARD LIMITED

\* insert full name of company ~~XXXXXX~~ We ~~Ø~~ Rodney Stewart Johnson of 32 Annandale Road, Kirk Ella, Hull, North Humberside, HU10 7UU  
Ø insert name(s) and address(es) of all the directors John David Mutch of 2 Montgomery Square, Drifffield, North Humberside, YO25 9EX  
Jonathan Whiteley of 68 Bawtry Road, Doncaster, South Yorkshire  
Ian Laycock of 41 Airedale Avenue, Tickhill, Doncaster, South Yorkshire

† delete as  
appropriate

~~XXXXXX~~ [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 person authorised under section 1 of the Insurance Companies Act 1982 to carry~~

~~(b) that of a person authorised under section 4 of the Insurance Companies Act 1982 to carry~~

~~XXXXXX~~ insurance business in the United Kingdom

(c) something other than the above§

~~XXXXXX~~

The company is proposing to give financial assistance in connection with the acquisition of shares in the  
[company] ~~XXXXXX~~

~~XXXXXX~~

The assistance is for the purpose of [that acquisition] ~~XXXXXX~~

The number and class of the shares acquired or to be acquired is: 35,490 Ordinary Shares  
of £1 each and 15,210 "A" Ordinary Shares of £1 each

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

Irwin Mitchell Solicitors  
St Peter's House  
Hartshead  
Sheffield  
S1 2EL  
10513 Sheffield

For official Use  
General Section

Post room



A50  
COMPANIES HOUSE

0531  
13/09/03

The assistance is to be given to: (note 2) Atkinson Smith (Holdings) Limited  
(Company Number: 3059472) of Sidings Court, White Rose Way, Doncaster, South  
Yorkshire, SN4 5NU

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legibly, preferably  
in black type, or  
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lettering

The assistance will take the form of:

Please see Appendix 1

8 The person who ~~has acquired~~ XXXXXXXXXX will acquire<sup>†</sup> the shares is:

<sup>†</sup> delete as  
appropriate

Atkinson Smith (Holdings) Limited

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

Please see Appendix 2

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

The date on which the assistance is to be given is within eight weeks of the date hereof

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legibly, preferably  
in black type, or  
bold block lettering

\* delete either (a) or  
(b) as appropriate

~~8~~ ☒ 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)

~~8~~ ☒ (a) 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)

~~8~~ ☒ (b) ~~It is intended to commence the winding up of the company within 12 months of that date, and 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)~~

~~8~~ And ☒ 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

Cosschalls,  
Queens Gardens  
Hull, E Yorks -

Declarants to sign below

Day Month Year  
on 

03	09	20	03
----	----	----	----

before me

88 Schubert

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

Solicitor

J. Intele  
Shupert  
Shupert

## 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:-

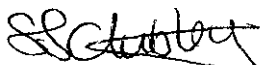
The Registrar of Companies  
37 Castle Terrace  
Edinburgh  
EH1 2EB

## APPENDIX 1

STATUTORY DECLARATION BY THE DIRECTORS OF RIXON MATTHEWS APLEYARD LIMITED (Company Number: 2890236) IN RELATION TO FINANCIAL ASSISTANCE FOR THE ACQUISITION OF SHARES IN THAT COMPANY BY ATKINSON SMITH HOLDINGS LIMITED (the "**Buyer**").

- (i) The execution, delivery and performance by the Company of:-
- (a) A Cross Guarantee to be given by the Company to guarantee all obligations owed by the Buyer and of Atkinson Smith Financial Services Limited (Company Number: 4323903) to Barclays Bank plc (the "**Bank**");
  - (b) A CAS 2000 Master Agreement relating to a Composite Accounting Systems to be operated by the Bank with the Buyer, Atkinson Smith Financial Services Limited and the Company;
  - (c) A Composite Accounting System Overdraft Facility proposed to be given by the Bank to the Buyer and its subsidiaries;
  - (d) An agreement proposed to be made between J Rixon Matthews and Appleyard Limited (the "**Seller**") (1) and the Company (2) for the sale to the Company of the assets and undertaking of the Seller's business of general insurance brokers (excluding nevertheless the goodwill thereof) including an arrangement to leave outstanding the whole consideration for such sale;
  - (e) An intra group loan agreement evidencing the indebtedness of the Company to the Seller in respect of the consideration payable under the agreement referred to in paragraph (d) above which is to remain outstanding at completion of such sale;
- (ii) The payment by the Company or by the Buyer to the appropriate insurance company in respect of the premiums due for the keyman insurance policies insuring the lives of Jonathan Whiteley for £500,000, Ian Laycock for £400,000 and of John David Mutch and Rodney Stewart Johnson for £250,000 each.

Before me:

  
.....  
Solicitor/Commissioner for oaths

Dated:

..... 3/09/03 .....

## APPENDIX 2

STATUTORY DECLARATION BY THE DIRECTORS OF RIXON MATTHEWS APPELEYARD LIMITED (Company Number: 2890236) (the "**Company**") IN RELATION TO FINANCIAL ASSISTANCE FOR THE ACQUISITION OF SHARES IN THAT COMPANY BY ATKINSON SMITH HOLDINGS LIMITED (the "**Buyer**").

- (a) Under the Cross Guarantee the Company guarantees all obligations owed by the Buyer and Atkinson Smith Financial Services Limited (Company Number: 4323903) to Barclays Bank plc (the "**Bank**") including the indebtedness of the Buyer incurred for the purposes of acquiring the shares in the Company;
- (b) Under the CAS 2000 Master Agreement the Bank and the Buyer, Atkinson Smith Financial Services Limited and the Company agree to set up a composite accounting system to be operated by the Bank for the benefit of the Buyer and its subsidiaries under the Banks normal terms;
- (c) Under the composite accounting system overdraft facility proposed to be given by the Bank to the Buyer, Atkinson Smith Financial Services Limited and the Company whereby an overdraft facility of £100,000 is to be made available to Atkinson Smith Financial Services Limited under the composite accounting system in accordance with the CAS 2000 Master Agreement. Interest will be charged at a margin of 2.1% per annum over the Bank's Base Rate current from time to time the facility (together with all interest accrued thereon) is repayable on demand by the Bank and the relevant Group Company may prepay the whole or any part of the facility at any time pursuant to the terms of the composite accounting system overdraft facility. The Company, with the Buyer and Atkinson Smith Financial Services Limited makes and gives certain warranties, indemnities, authorities and covenants to the Bank on the terms set out in the composite accounting system overdraft facility.
- (d) The Sale Agreement referred to in paragraph (d) of Appendix 1 provides for the sale to the Company by the Seller of the Seller's business of a General Insurance Broker which is a requirement of Atkinson Smith Holdings Limited in connection with the purchase of the Shares of the Company and the retention of the purchase price for the purchase of the assets and undertaking of the general insurance business of the Seller is to facilitate the purchase of that company pending the calculation of the amount of the dividend to the Company from the Seller and Penmarch Limited.
- (e) Under the Intra Group Loan Agreement evidencing the monies outstanding to J Rixon Matthews and Appleyard Limited it is acknowledged that the loan will be interest free, the Company may prepay the whole or any part of the loan at any time and that the Borrower repay the loan in full on the date the Lender declares the dividend of an amount equating to the loan to its sole shareholder, Penmarch Limited as at 3 September 2003.
- (f) The payment by the Company or the Buyer to the appropriate insurance company in respect of the premiums due for the Keyman policies referred to at paragraph 2 of Appendix 1 ~~(is) (and the assignment of these policies to the Bank pursuant to the Keyman assignment are)~~ a requirement of the Bank for the facilities granted to the Company and Atkinson Smith Holdings Limited.

Before me:

  
Solicitor/Commissioner for Oaths

Date:

3/09/03.



# BARBER HARRISON & PLATT

CHARTERED ACCOUNTANTS

2 Rutland Park  
Sheffield S10 2PD

Tel: (0114) 266 7171  
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Internet: <http://www.bhp.co.uk>

Our Ref

Your Ref

## Auditors' Report to the Directors Rixon Mathews Appleyard Limited ("The Company") Pursuant to Section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors dated <sup>30</sup> September 2003 in connection with the proposal that the company's subsidiary J Rixon Mathews and Appleyard Limited ("JRMA") should give financial assistance for the purchase of all of the issued share capital of JRMA.

### 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.

*Barber, Harrison & Platt*

Date: <sup>30</sup> September 2003



PARTNERS: G L Stuart-Harris, M J Ferreday, C A King, J Warner LL.B., P Cross B.Sc., P C Allsop B.A.,  
A M J Ball B.A., D W Charlton B.Sc., G A Gee, J Hague B.A., R M Matthews, A C D Staniforth B.Eng.  
CONSULTANTS: A M C Staniforth B.A., J E Moore  
ASSOCIATES: M J Woods, D Elsom B.A., C Haw, J E Marshall B.A.

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