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in black type, or
bold block lettering**

For official use

Company number

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

Name of company

* BONHAMS & BROOKS LIMITED

* insert full name
of company

XWe 0 Robert Marshall Brooks,
12 Randolph Road, London W9 1AN, England

Ø insert name(s) and
address(es) of all
the directors

Johannes Martinus Adrianus Schalken,
Kennedylaan 88, 5051 XH Goirle, The Netherlands

† 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) the on a person's bank, person, or company, within the meaning of the Banking Act of 1933

(b) the of a person, authorized, officer, or agent of the insurance company, or of any of its

its business, or of the company

(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 Bonhams Brooks PS&N

LimitedIt

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: 139,972 Ordinary Shares of 1p

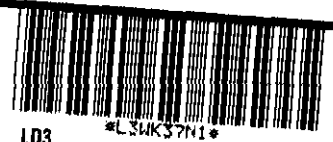
each, 19,996,000 Preference A Shares of £1 each and 29,801,699 Preference B Shares of £1 each.

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

Lewis Silkin
12 Gough Square
London
EC4A 3DW

DX: 182 Chancery Lane
File No: 76105.4/935788 P

For official Use
General Section



LD3
COMPANIES HOUSE

0170
08/08/05

The assistance is to be given to: (note 2) See Rider A

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The assistance will take the form of:

A release of any liability in respect of a deed of indemnity between Bonhams Brooks PS&N Limited, Robert Brooks, Pasquale Investments Limited, Clamator Beheer BV and the R&H Trust Co (Jersey) Limited dated 1 November 2001 ("Original Deed").

The person who [has acquired] [~~will acquire~~] the shares is:

† delete as
appropriate

See Rider B

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

The parties to the Original Deed and Bonhams & Brooks Limited entering in to a deed of release and indemnity under which Bonhams Brooks PS&N Limited will provide a substitute indemnity for the indemnity to be released.

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

AA
The date on which the assistance is to be given is 29 July 2005

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* 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) ~~X~~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 JONES DAY
21 TUDOR ST
LONDON EC4Y 0DJ

Declarants to sign below

Day Month Year
on

2	9	0	7	2	0	0	5
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before me

AE ANDREW HARROW

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

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

Continuation sheet of Companies House Form 155(6)(a)

in respect of Bonhams & Brooks Limited

RIDER A

The assistance is to be given to:

Robert Brooks of 12 Randolph Road, London W9 1AN

R&H Trust Co (Jersey) Limited of Ordnance House, 31 Pier Road, St Helier, Jersey JE4 8PW

Clamator Beheer BV of Oud Clingendaal, 1 Wassenaar, The Netherlands

Pasquale Investments Limited of 1 Capital Place, George Town, PO Box 1787, GT Grand Cayman, Cayman Islands, British West Indies.

Continuation sheet of Companies House Form 155(6)(a)

in respect of Bonhams & Brooks Limited

RIDER B

The persons who have acquired the shares are:

Robert Brooks of 12 Randolph Road, London W9 1AN

R&H Trust Co (Jersey) Limited of Ordnance House, 31 Pier Road, St Helier, Jersey JE4 8PW

Clamator Beheer BV of Oud Clingendaal, 1 Wassenaar, The Netherlands

Pasquale Investments Limited of 1 Capital Place, George Town, PO Box 1787, GT Grand Cayman, Cayman Islands, British West Indies.

INDEPENDENT AUDITORS' REPORT TO THE DIRECTORS OF BONHAMS & BROOKS LIMITED ("THE COMPANY") PURSUANT TO SECTION 156(4) OF THE COMPANIES ACT 1985

We have examined the attached statutory declaration of the directors of the Company dated 29 July 2005 in connection with the proposal that the Company should give financial assistance for the purchase of 139,972 Ordinary Shares of 1p each and the redemption of 19,996,000 'A' Preference Shares of £1 each and 29,801,699 'B' Preference Shares of £1 each of Bonhams Brooks PS&N Limited.

This report is made solely to the directors of the Company for the purpose of section 156(4) of the Companies Act 1985. Our work has been undertaken so that we might state to the directors of the Company those matters that we are required to state to them in an auditors' report under that section 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, for our work, for this report, or for the opinions that we have formed.

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 is unreasonable in all the circumstances.

Deloitte & Touche LLP

Deloitte & Touche LLP

Chartered Accountants and Registered Auditors

29 July 2005

AK