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CHFP004

COMPANIES FORM No. 155(6)a
Declaration in relation to
assistance for the acquisition
of shares.

155(6)a

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
bold block
lettering

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

For official use

Company number

3148461

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

Name of company

* ZENITH ENTERTAINMENT LIMITED

We^Ø Philip McDanell of 40 Ladbroke Grove, London, W11 2PA and
David Ivan Rendall of The New House, Kings Green, Wichenford, Worcestershire, WR6 6YG

† 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

~~XXXXXX~~ with the meaning of the Banking Act 1987
~~XXXXXX~~ or a person authorised under section 31A of the Insurance Companies Act 1982 to carry on
insurance business in the United Kingdom

(c) something other than the above §

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

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

The number and class of the shares acquired or to be acquired is: 10,201,864 ordinary shares
of £0.001

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

Rosenblatt
9-13 St Andrew Street
London
EC4A 3AF
(Ref: JA/8854)

For official Use
General Section



A06
COMPANIES HOUSE

0324
16/04/03

A21
COMPANIES HOUSE
COMPANIES HOUSE

0116
05/04/03

27/03/03

The assistance is to be given to: (Note 2) Prospect Number Twenty Three Limited a
company registered in England and Wales with company number 4509579 whose
registered office is at Prospect House, 2 Athenaeum Road, London, N20 9YU

Please do not
write in this
margin

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

The assistance will take the form of:

1. A cross guarantee and debenture to be entered into between (1) Prospect Number Twenty Three Limited ("Prospect") (2) the Company and Zenith North Limited (3) Team Programmes Limited, Zenith Group Limited, Television Enterprise and Asset Management (Holdings) Limited and Zenith Productions Limited ("the Subsidiaries") and (4) Barclays Bank plc ("the Bank") ("the Guarantee and Debenture").
2. A composite accounting facility to be made available to Prospect, the Company and Zenith North Limited pursuant to the composite accounting facility letter attached thereto relating to the composite accounting facility.
3. A composite accounting agreement between (1) Prospect (2) the Company and Zenith North Limited (3) the Subsidiaries and (4) the Bank ("Composite Accounting Agreement").
4. Composite cross guarantee between (1) Prospect (2) the Company and Zenith North Limited (3) the Subsidiaries and (4) the Bank relating to the composite accounting facility made available in accordance with the Composite Accounting Agreement ("the Composite Cross Guarantee").
5. An assignment of the existing keyman policies for each of Ivan Rendall, Conor McAnally, Philip McDanell and Adrian Bate to be entered into between the Company and the Bank ("the Assignment").
6. A guarantor accession letter to be entered into by the Company (the "Guarantor Accession Letter").

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

† delete as
appropriate

Prospect Number Twenty Three Limited a company registered in England and Wales with company
number 4509579 whose registered office is at Prospect House, 2 Athenaeum Road, London, N20 9YU

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

1. Pursuant to the terms of the Guarantee and Debenture, the Company is required to give security over all of its assets and undertakings by way of security for the obligations owed by Prospect, the Company, Zenith North Limited and the Subsidiaries to the Bank from time to time pursuant to the terms of the facility agreement by which the Bank is to lend to Prospect (as Principal Borrower) and the Company and Zenith North Limited, (i) the sum of £750,000 by way of term loan towards the acquisition of the Company and refinancing of the existing facilities of the Company and its subsidiaries; and (ii) the sum of £1,000,000 by way of a revolving loan facility for the general working capital requirements and for general corporate purposes.
2. The Company is to enter into a composite accounting agreement between (1) Prospect (2) the Company and Zenith North Limited (3) the Subsidiaries and (4) the Bank relating to the composite accounting facility.
3. The Company is to enter into the Composite Cross Guarantee as security for the obligations of Prospect, the Company, Zenith North Limited and the Subsidiaries to the Bank under the composite accounting facility by which the Bank is to lend to Prospect, the Company and Zenith North Limited the sum of £1,000,000 (gross) and £1,000,000 (net) by way of a group gross/net overdraft until March 2004.
4. The Assignment is to provide additional security to the Bank in relation to the above mentioned facilities.
5. The Guarantor Accession Letter is to be entered into by the Company.

The amount of cash to be transferred to the person assisted is £

NONE

The value of any asset to be transferred to the person assisted is £

NONE

The date on which the assistance is to be given is

17th APRIL

2003

Page 2

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

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

(a) [I/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 to have noted 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 81X

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 9:13

Levison - Meltzer - Pigott
913 St Andrew Street
London EC4A 3AF

Tel: 020 7556 2400
Fax: 020 7556 2400

on

before me

Declarants to sign below

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
DX: 33050
Cardiff

or, for companies registered in Scotland:-

The Registrar of Companies
Companies House
37 Castle Terrace
Edinburgh
EH1 2EB
DX: 235
Edinburgh

Nexia Audit

— Limited —

No 1 Riding House Street • London • W1A 3AS
Telephone: 020 7637 5377 • Fax: 020 7631 0741 • Dx: 53810 Oxford Circus North
e-mail: <recipient>@smith.williamson.co.uk • <http://www.nexiaaudit.co.uk>

The Directors
Zenith Entertainment Limited
43 – 45 Dorest Street
London
W1U 7NA

19 March 2003

**Certified a True
Copy of the Original**

Rosenthal Solicitors

Dear Sirs

REPORT OF THE AUDITORS TO THE DIRECTORS OF ZENITH ENTERTAINMENT LIMITED (THE "COMPANY") PURSUANT TO SECTION 156(4) OF THE COMPANIES ACT 1985

We have examined the attached statutory declaration of the Directors dated 19 March 2003 in connection with the proposal that the Company should give financial assistance in relation to the purchase of the entire issued share capital of the Company.

Basis of opinion

We have enquired into the state of affairs of the Company in order to review the basis for the statutory declaration.

Opinion

We are not aware of anything to indicate that the opinion expressed by the Directors in the attached statutory 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

.....Nexia Audit Limited
Nexia Audit Limited

Nexia Audit

— Limited —

No 1 Riding House Street • London • W1A 3AS
Telephone: 020 7637 5377 • Fax: 020 7631 0741 • Dx: 53810 Oxford Circus North
e-mail: <recipient>@smith.williamson.co.uk • http://www.nexiaaudit.co.uk

**Certified a True
Copy of the Original**

Rosabatt Solomon

To: Barclays Bank plc
Media Banking Centre
27 Soho Square
London
W1D 3QR

19 March 2003

Dear Sirs

NON-STATUTORY AUDITORS' REPORT

REPORT BY THE AUDITORS OF ZENITH ENTERTAINMENT LIMITED (the 'Company')

This report is given in connection with the proposed arrangement whereby the Company will give financial assistance for the acquisition of shares in the Company, particulars of which are given in the statutory declaration (a copy of which is attached) made this day by the directors pursuant to section 155(6) of the Companies Act 1985 (the "Act").

The purpose of this report is to assist the Bank in considering whether the proposed arrangement is permitted under section 155(2) of the Act and it is not intended to be used, quoted or referred to for any other purpose.

We have examined the board memorandum dated today (a copy of which is attached, initialled by us for the purpose of identification) (the "Board Memorandum") for which the directors are solely responsible and have enquired into the Company's state of affairs so far as necessary for us to review the bases of the Board Memorandum. Our enquiry did not constitute an audit under the provisions of the Act.

We confirm that on 19 March 2003, the aggregate of the Company's assets as stated in its accounting records exceeded the aggregate of its liabilities as so stated.

We are not aware of anything to indicate that the opinion expressed in paragraph 2 of the Board Memorandum is unreasonable in all the circumstances.

Yours faithfully

Nexia Audit Limited
Nexia Audit Limited