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CHFP025

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

For official use

Company number

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

3265777

NotePlease read the notes
on page 3 before
completing this form.

Name of company

* COTESWORTH CAPITAL LIMITED

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

*/We NORMAN WALTER BRITTEN of 19 College Gardens, Dulwich Village, London
SE21 7BE, GRAHAM DAVIES of Adeline House, 76 Hazlemere Road, Penn,
High Wycombe, Buckinghamshire HP10 8AG, BERNARD GEORGE DEVEREESE of
Bracken Hill, Spring Elms Lane, Little Baddow, Chelmsford, Essex CM3
4SG, HARVEY GERALD SIMONS of 44 Royston Park Road, Hatch End, Pinner,
Middlesex HA5 4AF, PETER BUTLER THOMPSON of 35 Redman Road, Dee Why
2099 New South Wales Australia and DOMINIC FODERA of 12 Elfrida
Street, Mosman 2088 New South Wales Australia.

† delete as
appropriate§ delete whichever
is inappropriate

[the sole director] [all the directors]† of the above company do solemnly and sincerely declare that:

The business of the company is:

(a) ~~that of a recognised bank (licensed institution) within the meaning of the Banking Act 1979~~(b) ~~that of a person authorised under section 8 or 4 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] [company's holding company] Cotesworth Group

Limited†

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: 221,188 A OrdinaryShares of 1p 317,190 B Ordinary Shares of 1p 233940 Preference Shares of £1Presenter's name address and
reference (if any):

Manches (Solicitors)
3 Worcester Street
OXFORD
OX1 2PZ
Ref: LBM/07654/0015
Tel: 01865 722106 Ext. 227
Doc: 218372

For official Use
General Section

Post room

A27
COMPANIES HOUSE

ADT25PAJ

0022
01/04/00

The assistance is to be given to: (note 2) HIH European Holding Company Limited whose
registered office is at 85 Gracechurch Street, London EC3V 0AA.

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:

a loan of up to (but not exceeding) £4 million from the company to HIH European Holding Company Limited ("HIH") to enable HIH to discharge liabilities it has incurred in connection with its obligation to redeem loan notes issued pursuant to a Deed of Option dated 30 July 1998 by virtue of which HIH acquired the entire issued share capital of Cotesworth Group Limited.

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

† delete as
appropriate

HIH European Holding Company Limited

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

a loan of up to (but not exceeding) £4 million will be made by the company to HIH European Holding Company Limited ("HIH"), the principal terms of which are that:

- (a) no interest shall accrue or be payable on the loan;
- (b) the loan will become due and repayable by HIH on first written demand by the company; and
- (c) HIH will be at liberty at any time to prepay the loan in whole or in part without penalty.

The amount of cash to be transferred to the person assisted is £ maximum of £4 million

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

The date on which the assistance is to be given is 30 March

2000

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

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

~~1/~~ 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) ~~1/~~ 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 1/ 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 ~~1/~~ 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 85 Gracechurch Street,
London

Day Month Year
on

2	9	0	3	2	0	0	0
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before me Y. S. Cauder

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

N.W. [Signature]
G. Davies
B.D. [Signature]
M. [Signature]
P. [Signature]
D. [Signature]

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

BINDER HAMLYN

Andersen Worldwide

20 Old Bailey
London EC4M 7BH

Auditors' report to the directors of Cotesworth Capital Limited pursuant to section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors dated 29 March 2000 in connection with the proposal that the company should give financial assistance for the purchase of Cotesworth Group Limited by HHH European Holding Company Limited.

Respective responsibilities of directors and auditors

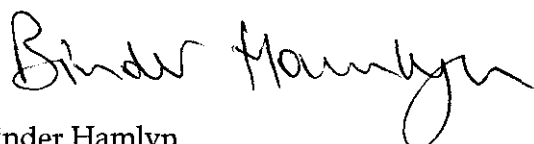
The company's directors are responsible for the statutory declaration. It is our responsibility to review the bases for the declaration, based on our enquiries into the state of the company's affairs, and to provide a report to the directors.

Basis of opinion

We have enquired into the state of the company's affairs so far as necessary for us 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.



Binder Hamlyn
Chartered Accountants

29 March 2000