

Declaration in relation to assistance for the acquisition of shares

155(6)a

Please do not
write in this
margin

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

03317483

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

Name of company

* THE LINK STORES LIMITED

* insert full name
of company

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

XWe o Ronan Dunne of The Firs, Firfields, Weybridge, Surrey, KT13 0UD and
Steve Alder of The Frith, Winter Hill Road, Cookham Dean, Berkshire SL6
9UG

† delete as appropriate

~~The said directors~~ [all the directors] † of the above company do solemnly and sincerely declare that:

The business of the company is:

§ delete whichever
is inappropriate

[illegible]

(c) something other than the above §

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

[company] ~~XXXXXXXXXXXXXXXXXXXX~~

The assistance is for the purpose of [that acquisition] XXXXXXXXXXXXXXXXXXXXXXXXXX

~~XXXXXXXXXXXXXXX~~. †

The number and class of the shares acquired or to be acquired is: 60 'A' ordinary shares of
£1.00 each

Presentor's name address and
reference (if any) :
Herbert Smith LLP
Exchange House
Primrose Street
London
EC2A 2HS

For official Use
General Section



A09 *A74
COMPANIES HOUSE

571
21/09/2006

The assistance is to be given to: (note 2) O2 (UK) Limited ("O2") whose registered office is
("DSG") 260 Bath Road, Slough, Berkshire, SL1 4DX and DSG Retail Limited whose
registered office is Maylands Avenue, Hemel Hempstead, Hertfordshire HP2 7TG

Please do not
write in this
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**Please complete
legibly, preferably
in black type, or
bold block
lettering**

The assistance will take the form of:

Please see continuation sheet no.1

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

† delete as
appropriate

O2 (UK) LIMITED whose registered office is at 260 Bath Road, Slough, Berkshire,
SL1 4DX

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

See attached continuation sheet no.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 8 weeks of today's date

* 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)

[illegible]

Declared at Herbert Smith LLP
Exchange House, Primrose Street
London EC2A 2HS

Declarants to sign below

Day Month Year
on 1 5 0 9 2 0 0 6

before me KH Smess Kirsty Holness

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 2FB

Company Number: 3317483

Company Name: THE LINK STORES LIMITED

Continuation Sheet 1

The assistance will take the form of the acts to be taken by The Link Stores Limited (as "Company") in accordance with the following documents:

- (i) the agreement for the sale and purchase of shares in the Company dated 28 July 2006 between the Company, DSG and O2 (the "**Agreement**");
- (ii) the amended and restated management services agreement to be dated 16 September 2006 between the Company, DSG and O2;
- (iii) the tax deed to be dated 16 September 2006 between DSG and O2;
- (iv) the trade mark licence (Link brand) to be dated 16 September 2006 between DSG international plc and the Company;
- (v) the trade mark licence (O2 brand) to be dated 16 September 2006 between DSG and O2 Holdings Limited;
- (vi) the trade mark and domain name assignment to be dated 16 September 2006 between DSG, DSG Retail Ireland Limited, DSG international plc and the Company; and
- (vii) the billing commission side letter agreement to be dated 16 September 2006 between the Company, DSG and O2.

Company Number: 3317483

Company Name: THE LINK STORES LIMITED

Continuation Sheet 2

Principal terms on which the assistance will be given are:

Unless otherwise defined herein, defined terms in the list below shall have the meanings given to such terms in the Agreement:

- (i) the termination of the existing insurance commission arrangements between the Company, the Subsidiary and DSG and their replacement with commission arrangements contained in clause 11 of the Agreement;
- (ii) the assumption of all costs and expenses incurred by the Company in connection with the satisfaction of the condition precedent contained in clause 2.1.3 of the Agreement;
- (iii) the sale of the Computer Integrated Assets by the Company to DSG;
- (iv) the settlement of the Cheque-Back Provision, Doubtful Network Receivables and the Book Value of the Non-Link Inventory;
- (v) the commutation of the Connection Bonuses that are payable under the monthly self billing invoice process by O2 or any member of its group to the Company or any member of DSG's group in respect of prepay and postpay connections made to the Purchaser's Network prior (including the Connections Payment, the Post-Completion Connection Payment and the Disputed Connections Amount);
- (vi) the surrender by the Company or the Subsidiary by way of group relief under section 402 of the Income and Corporation Taxes Act 1988 (the "**Taxes Act**") to DSG or a member of its group of losses up to a maximum amount to which DSG and/or a member of its group is or are entitled as determined by application of section 403 of the Taxes Act;
- (vii) the discharge of the liability to the Company reflected in the corporation tax receivable reflected in the annual report and accounts of the Company for the year ended 29 April 2006;
- (viii) the replacement of any previous arrangements entered into by the Company, DSG, O2 and the Subsidiary in relation to the surrender by way of group relief under section 402 of the Taxes Act in respect of certain accounting periods;
- (ix) the giving of covenants by the Company to reversioners to pay rent and observe and perform the covenants contained in each of the Retained Outlet Leases;
- (x) the amendments to the management services agreement dated 15 May 1997 between the Company and DSG; and
- (xi) the waiver by the Company of certain rights that it may have under the Joint Venture Agreements against the counterparties thereto.

The Directors
The Link Stores Limited
Maylands Avenue
Hemel Hempstead
Hertfordshire
HP2 7TG

INDEPENDENT AUDITORS' REPORT TO THE DIRECTORS OF THE LINK STORES 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 15 September 2006 in connection with the financial assistance arising in respect of the acquisition by O2 (UK) Limited of 60 A Ordinary Shares of £1 each in the Company, such assistance comprising various terms as set out in Continuation Sheet 2 of the attached statutory declaration (including, but not limited to, the termination and replacement of certain insurance commission arrangements, the commutation of connection bonuses, and the early settlement of intercompany amounts) required to be carried out by the Company and Link FS Limited pursuant to the documents set out in Continuation Sheet 1 of the attached statutory declaration.

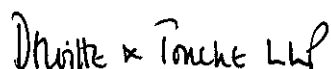
This report is made solely to the directors of the Company for the purpose of section 156(4) of the Companies Act 1985. Our work has been undertaken so that we might state to the directors of the Company those matters that we are required to state to them in an auditors' report under that section and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the directors, 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 the statutory declaration as to any of the matters mentioned in section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances.



Deloitte & Touche LLP
Chartered Accountants and Registered Auditors
London
15 September 2006