

# G

COMPANIES FORM No. 155(6)b

## Declaration by the directors of a holding company in relation to assistance for the acquisition of shares

# 155(6)b

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

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

\* insert full name  
of company

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

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

For official use

Company number

--	--	--	--

3359692

Name of company

\* VIRGIN RADIO HOLDINGS LIMITED

I/We o David Campbell of Oakhurst, Branch Hill, Hampstead, London NW3 7LY

Andrew John Mollett of 4 Whiteheron Mews, Park Lane

Anthony John Pearson of Oaklawn Burnhams Road, Bookham

† delete as  
appropriate

~~the sole director~~ [all the directors]† of the above company (hereinafter called 'this company') do  
solemnly and sincerely declare that:

§ delete whichever  
is inappropriate

The business of this 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 3 or 4 of the Insurance Companies Act 1982 to carry on  
insurance business in the United Kingdom~~  
(c) something other than the above§

This company is [the][a] holding company of\* Virgin Radio Limited

which is

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

in [this company][

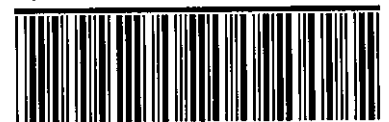
~~the holding company of this company.†~~

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

Olswang  
90 Long Acre  
London WC2E 9TT  
Ref: JSG 6212-2

For official Use  
General Section

Post room



A21 \*ANCUE2FY\* 72  
COMPANIES HOUSE 30/12/97

The assistance is for the purpose of [that acquisition][reducing or discharging a liability incurred for the purpose of that acquisition].† (note 1)

Please do not  
write in  
this margin

The number and class of the shares acquired or to be acquired is: 6,039,295 ordinary shares  
of 1p each and 3,893,522 preference shares of 1p each

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

The assistance is to be given to: (note 2) Kewlogic Limited (registered number 3465481)  
registered office: Paramount House, 162-170 Wardour Street, London W1V 3AJ

The assistance will take the form of:

Following completion of the procedures required pursuant to Section 155 of the Companies Act:

- (1) the guarantor accession notice ("Guarantor Accession Notice") executed by Virgin Radio Limited pursuant to which Virgin Radio Limited became a guarantor of Kewlogic Limited's ("Kewlogic") obligations under a facility agreement ("Facility Agreement"); and
- (2) the debenture between Virgin Radio Limited, Kewlogic, the other obligors set out therein and the Security Trustee ("Debenture") pursuant to which Virgin Radio Limited granted security for, inter alia, Kewlogic's obligations under the Facility Agreement, will extend to all obligations incurred in connection with the acquisition of the shares in the company referred to above pursuant to the Facility Agreement.

The person who ~~has acquired~~ ~~will acquire~~† the shares is: Kewlogic Limited (registered number 3465481) registered office: Paramount House, 162-170 Wardour Street, London W1V 3AJ

† delete as  
appropriate

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

The Company:

- (1) unconditionally guaranteeing the repayment of monies due under the Facility Agreement by Kewlogic and the other guarantors under the Senior Facility Documents (as defined in the Facility Agreement); and
- (2) assigning to the Security Trustee (appointed as trustee pursuant to the Security Trust Deed) as security certain assets and grant fixed and floating charges for the Security Trust Deed) as security certain assets and grant fixed and floating charges for the Security Trustee to secure all payments due under the Senior Facility Documents.

The amount (if any) by which the net assets of the company which is giving the assistance will be reduced by giving it is Nil

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

Please do not  
write in  
this margin

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

The date on which the assistance is to be given is 8 December 19 97.

X/We have formed the opinion, as regards this 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)[XWe have formed the opinion that this company will be able to pay its debts as they fall due during the year immediately following that date]\*(note 3)

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

~~(b)[It is intended to commence the winding up of this company within 12 months of that date and I/we have formed the opinion that this 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 VICTOR LISSACK & ROSCOE  
SOLICITORS  
8 BOW STREET  
COVENT GARDEN  
LONDON, WC2

the 8<sup>th</sup> day of December  
one thousand nine hundred and 97

before me

[Signature]  
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

[Signature: J. S. Mallett]  
[Signature: Mike]  
[Signature: Dan Cooper]

## 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  
CF4 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies  
Companies House  
100-102 George Street  
Edinburgh  
EH2 3DJ

# ARTHUR ANDERSEN

## **Auditors' report**

To the Directors of Virgin Radio Holdings Limited pursuant to Section 156(4) of the Companies Act 1985:

We have examined the attached statutory declaration of the directors dated 8 December 1997 in connection with the proposal that the company should give financial assistance to Kewlogic Limited for the purchase of the entire issued share capital of the company.

## **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.



Arthur Andersen  
Chartered Accountants  
1 Surrey Street  
London  
WC2R 2PS

8 December 1997