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CHFP025

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

155(6)a

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

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1221570 3402949

Note

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

* insert full name
of company

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

Name of company

* **ADKINS & MATCHETT (UK) LIMITED**

*/We § **JOHN MATCHETT** of **Swalcliffe Mill, Swalcliffe, Banbury, Oxfordshire**

ALASTAIR MATCHETT of **Watercombe House, Water Lane, Nr Oakridge,
Stroud, Gloucestershire**

MARY MOORE of **33 Ulysses Road, West Hampstead, London**

MARK HOMER of **18 Lake Walk, Adderbury, Banbury**

HOWARD LANGLEY of **Furlong, Tangley, Andover, Hampshire**

ROB DUNNICLIFF of **3 Austins Close, Market Harborough, Leicestershire**

† 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) 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§

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

[company] ~~[company's holding company]~~

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: 100 Ordinary Shares of £1

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

Shoosmiths
Exchange House
482 Midsummer Boulevard
Milton Keynes
MK9 2SH
31400 Central Milton Keynes, Ce

For official Use
General Section

Post room



A48
COMPANIES HOUSE

0419
04/10/02

The assistance is to be given to: (note 2) THE MATCHETT GROUP LIMITED

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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:

SEE SCHEDULE 1

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

† delete as
appropriate

THE MATCHETT GROUP LIMITED

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

SEE SCHEDULE 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 27 SEPTEMBER 2002

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

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

*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) *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 WYCHANCE HOUSE
MIDSUMMER BOULEVARD
MILTON KEYNES

Day Month Year
on

26	09	2012
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before me SAA MARY JONES

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

[Handwritten signatures of declarants]

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

SCHEDULE 1

1. A debenture ("the Debenture") pursuant to which Adkins & Matchett (UK) Limited ("the Company") would create fixed and floating charges on all its undertakings, assets, properties both present and future to secure all monies and any liabilities at any time due owing or incurred by the Company to the Bank of Scotland ("the Bank")
2. A corporate guarantee ("the Guarantee") pursuant to which the Company guarantees all monies and liabilities at any time due and owing or incurred from or by each of The Matchett Group Limited ("TMG") and John Matchett Limited to the Bank.
3. An intercreditor agreement ("the Intercreditor Agreement") to be entered into between (1) the Bank (2) the Company, John Matchett Limited and TMG, (3) the Subordinated Creditors (as defined therein) regulating the repayment of indebtedness and dealing with the subordination issues.

SCHEDULE 2

All capitalised terms in this Schedule, shall unless the contrary intention appears, have the same meanings given to them in Schedule 1:

1. Under the Debenture, the Company will:
 - a) covenant on demand to pay or discharge all monies and liabilities from time to time owing or incurred to the Bank, which would include monies owing pursuant to the Guarantee, together with interest and bank charges ("the Monies"); and
 - b) grant to the Bank charges by way of legal mortgage over all freehold and leasehold property whether or not registered at HM Land Registry together with all buildings, fixtures and fixed plant and machinery from time to time thereon and by way of first fixed charge, inter alia, all future freehold and leasehold property of the Company together with all buildings, fixed plant and machinery from time to time thereon and all the goodwill and uncalled capital for the time being of the Company and all book debts and other debts now and from time to time due and owing to the Company and by way of first floating charge, shall charge all the other undertaking and assets of the Company present and future in order to secure the Monies.

2. Under the Guarantee, the Company will:
 - a) on demand guarantee the payment of all monies and liabilities from time to time owing or incurred by TMG and John Matchett Limited to the Bank together with interest and bank charges; and

3. Under the Intercreditor Agreement, the Company:
 - a) undertakes, inter-alia, not (save as provided therein) to secure, pay, prepay, redeem, purchase, discharge or release all or part of certain debts owing or amend any of the terms attaching to those debts.



KPMG Transaction Services

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E-mail wayne.causon@kpmg.co.uk

The Directors

Adkins & Matchett (UK) Limited

43 Marchmont Street

Bloomsbury

London

WC1N 1AP

Our ref Ts/p/goldie/stat_rep/002

Contact Wayne Causon
01908 844990/844918

26 September 2002

Dear Sirs

Auditors' report to the directors of Adkins & Matchett (UK) Limited pursuant to Section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors dated 26 September 2002 in connection with the proposal that the company should give financial assistance for the purchase of the company's entire issued share capital. We have enquired into the state of the company's affairs in order to review the bases for the statutory declaration.

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.

Yours faithfully

KPMG LLP

Registered Auditor

A48
COMPANIES HOUSE

0418
04/10/02



KPMG LLP,
KPMG LLP, a UK limited liability partnership,
is a member of KPMG International,
a Swiss association

KPMG LLP is registered to
carry on audit work by the
Institute of Chartered
Accountants in England and

Wales and authorised by
the Financial Services
Authority for investment
business activities

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