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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

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

3734363

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

Name of company

* Stickpad Limited

* insert full name
of company

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

☒ We Ø Karen Elisabeth Dind Jones, Paddock House, 9 Spencer Park, Wandsworth,
London SW18 2SX
Cornel Riklin, 103 Barrow Gate Road, Chiswick, London W4 4QS
Benedict James Smith, Flat 9, 62 Ecclestone Square, London SW1V 1PH

† 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 1978~~

~~(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] Spirit Group Retail

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: 26 Class B ordinary shares,

400 Class C ordinary shares, and 100,000,000 Class D ordinary shares

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

Slaughter and May (Ref: HLD/SJVW)
One Bunhill Row
London
EC1Y 8YY

For official Use
General Section

Post room



LD3
COMPANIES HOUSE

L186XX47

0355
26/07/04

The assistance is to be given to: (note 2) Spirit Retail Bidco Limited

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

The assistance will take the form of:

See Annex 1

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

† delete as
appropriate

Spirit Retail Bidco Limited (at the time of the acquisition in respect of which this assistance was given
this company was called Spirit Amber Bidco Limited)

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

See Annex 2

The amount of cash to be transferred to the person assisted is £ an amount up to £15,970,520

The value of any asset to be transferred to the person assisted is £ 0

The date on which the assistance is to be given is a date before 31 August 2004

Please do not
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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 ☒ 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)

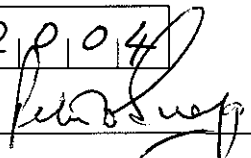
And ☒ we make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at 107 STATION STREET, BURTON-ON-TRENT,
STAFFORDSHIRE. DE14 1BZ.

Declarants to sign below



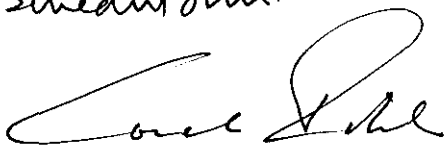
Day Month Year
on

2	2	0	7	2	0	0	4
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before me 

A Commissioner for Oaths or Notary Public or Justice of the Peace or a Solicitor having the powers conferred on a Commissioner for Oaths.

Peter W. Saragg, LL.B.(Lond.)
Notary Public
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:-

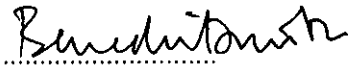
The Registrar of Companies
37 Castle Terrace
Edinburgh
EH1 2EB

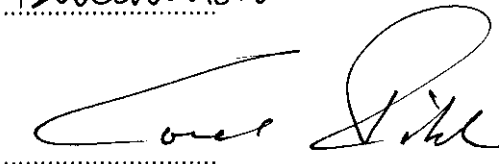
ANNEX 1

An intra-group loan (the "Loan") up to an amount of £15,970,520 from the Company to its intermediate holding company, Spirit Retail Bidco Limited on the terms set out in Annex 2. Part of the proceeds of the Loan will be used by Spirit Retail Bidco Limited to reduce indebtedness incurred in relation to the acquisition of 26 Class B ordinary shares of £1 each, 400 Class C ordinary shares of £1 each, and 100,000,000 Class D ordinary shares of £1 each in Spirit Group Retail Limited from Scottish & Newcastle PLC.

Signatures of Declarants:

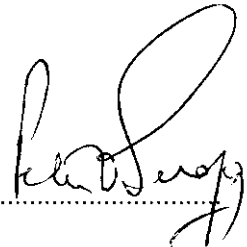

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Declared before me



CE042020075

Peter W. Saragg, LL.B.(Lond.)
Notary Public
A Commissioner for Oaths

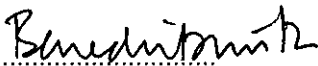
ANNEX 2

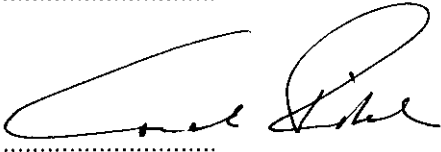
The principal terms of the Loan (as defined in Annex 1) are as follows:

1. The Company shall make available to Spirit Retail Bidco Limited an amount up to £15,970,520.
2. No interest on the Loan shall be payable by Spirit Retail Bidco Limited to the Company.
3. The Loan will be repayable, in whole or in part, on demand in writing from the Company.

Signatures of Declarants:



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.....

.....

Declared before me



CE042020076

Peter W. Seragg, LL.B.(Lond.)
Notary Public
A Commissioner for Oaths

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

We have examined the attached statutory declaration of the directors of Stickpad Limited ("the Company") dated 22 July 2004, prepared in accordance with applicable United Kingdom Law, in connection with the proposal that the Company should give financial assistance for the acquisition of ordinary shares in Spirit Group Retail Limited (known as Scottish and Newcastle Retail Limited at the time of the acquisition), the Company's intermediate holding company, by Spirit Retail Bidco Limited (known as Spirit Amber Bidco Limited at the time of the acquisition).

This report is made solely to the directors in accordance with Section 156(4) of the Companies Act 1985. Our audit work has been undertaken so that we might state to the directors those matters we are required to state to them in an auditors' report 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 audit work, for this report, or for the opinions 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 their declaration as to any of the matters mentioned in section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances.



Ernst & Young LLP
Registered Auditor
Birmingham
22 July 2004