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COMPANIES FORM No. 155(6)a

Declaration in relation to
assistance for the acquisition
of shares

155(6)a

CHFP025

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

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

For official use

Company number

04220086

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

Name of company

* C.G.I.S. City Plaza Shares Limited

* insert full name
of company

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

X We Ø Mark Neil Steinberg of 11 Wadham Gardens, London NW3 3DN; Terence
Shelby Cole of 10 Upper Berkeley Street, London W1H 7PE and Steven
Ross Collins of 70 Marlborough Place, St John's Wood, London NW8 0PL

† delete as
appropriate

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

The business of the company is:

§ delete whichever
is inappropriate

~~XX~~
~~(a) that of a (recognised bank) (licensed institution) within the meaning of the Banking Act 1978~~
~~(b) that of a person authorised under section 32A 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

~~XXXXXXXX~~ [company's holding company] C.G.I.S. Group Limited

The assistance is for the purpose of ~~XXXXXXXXXXXX~~ [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: 12,300,000 ordinary
shares of 25 pence each

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

Denton Wilde Sapte
1 Fleet Place
London
EC4M 7WS

For official Use
General Section

Post room



LD4
COMPANIES HOUSE

0016
03/06/04

6685195

The assistance is to be given to: (note 2) See section 1 of the attached Schedule

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:

See section 2 of the attached Schedule

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

† delete as
appropriate

See section 1 of the attached Schedule

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

See section 3 of the attached Schedule

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 the date of this declaration

Please do not
write in this
margin

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 the~~
~~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 10 Upper Berkeley Street London

Declarants to sign below

on

Day	Month	Year
01	06	2006

before me Michael D. M. PRESLAND

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 2EB

SCHEDULE FOR FORM 155(6)a

C.G.I.S. CITY PLAZA SHARES LIMITED (City Plaza)

1 The assistance will be given to:

- (a) City & General (Holdings) Limited, registered in England under number 4216142 whose registered office is at 66 Wigmore Street, London W1U 2HQ and Uberior Investments plc, registered in Scotland under number SC073998, whose registered office is at New Uberior House, 11 Earl Grey Street, Edinburgh EH3 9BN (together, the **Purchasers**); and
- (b) Law Debenture Trustees Limited, registered in England under number 625705, whose registered office is at Fifth Floor, 100 Wood Street, London EC2V 7EX,

in connection with the acquisition of the shares in C.G.I.S. Group Limited (**C.G.I.S. Group**) by the Purchasers.

2 The assistance will take the form of:

- (a) the execution, delivery and performance by City Plaza of its obligations under a supplemental trust deed (the **Thirty-Sixth Supplemental Deed**) to be entered into between C.G.I.S. Group, C.G.I.S. Castle Gate Estates Limited, City Plaza and Law Debenture Trustees Limited **SUPPLEMENTAL** to a Trust Deed (the **Principal Deed**) dated 14 September 1994 constituting and securing £100,000,000 9^{5/8} per cent. First Mortgage Debenture Stock 2019 of C.G.I.S. Group (being the Original Stock), a First Supplemental Trust Deed dated 20 September 1994, a Second Supplemental Trust Deed (the **Second Supplemental Deed**) dated 14 October 1994 constituting and securing a further £45,999,570 9^{5/8} per cent. First Mortgage Debenture Stock 2019 of C.G.I.S. Group (being the New Stock) and all deeds supplemental thereto (together the **Existing Deeds**); and
- (b) an inter-company loan facility agreement to be entered into between City Plaza and C.G.I.S. Group (the **Loan Facility**).

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

- (a) under the Thirty-Sixth Supplemental Deed confirmation by City Plaza that it has paid the sum of £13,900,000 to the Trustee on the date of the Thirty-Sixth Supplemental Deed with full title guarantee and that, save as therein provided, such sum is free from encumbrances. Such sum shall be security for the payment to the Trustee of the principal of and interest on the Original Stock, the New Stock and all other moneys payable or to become payable under or pursuant to or secured or intended to be secured by these presents and shall form part of, and shall be held by the Trustee upon and subject to the trusts declared by these presents relating to, the Specific Security; and
- (b) under the Loan Facility C.G.I.S. Group will make a loan to City Plaza in an aggregate amount of £13,900,000 for the purpose of enabling City Plaza to make a security deposit with the Trustee. The outstanding amount of the Loan Facility shall bear interest equal to the rate of interest paid to City Plaza from time to time in respect of the security deposit. Any proceeds of the Loan Facility shall comprise security in favour of the Trustee.

In this Schedule:

Further Stock means any further first mortgage debenture stock which may be created or issued by C.G.I.S. Group pursuant to the *Principal Deed* or, as the case may be, the amount thereof for the time being outstanding;

New Stock means the £45,999,570 9 5/8 per cent. First Mortgage Debenture Stock 2019 of C.G.I.S. Group created by resolution of its Board of Directors passed on 13 October 1994 or, as the case may be, the amount thereof for the time being issued and outstanding;

Original Stock means the £100,000,000 9 5/8 per cent. First Mortgage Debenture Stock 2019 of C.G.I.S. Group created by resolution of its Board of Directors passed on 1 September 1994 or, as the case may be, the amount thereof for the time being issued and outstanding;

Specific Security means all property, assets and money which at any time shall be or ought pursuant to any of the provisions of these presents to be held by or assured to or mortgaged or charged by way of first specific security in favour of the Trustee under or pursuant to these presents to the extent that the same shall not have been released pursuant to the provisions of these presents;

Stock means and includes the Original Stock, the New Stock and any Further Stock;

these presents means the *Principal Deed* and Schedules thereto, any deed expressed to be supplemental thereto and the Schedules (if any) thereto (including any deed constituting or securing any Further Stock), and any other deed or instrument conferring rights on the Trustee or to which it may be a party executed or entered into pursuant to the *Principal Deed* or any deed supplemental thereto; and

Trustee means Law Debenture Trustees Limited or other the trustee or trustees for the time being of these presents.



KPMG Audit Plc

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United Kingdom

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DX 38050 Blackfriars
E-mail andrew.marshall@kpmg.co.uk

The Directors
C.G.I.S. City Plaza Shares Limited
10 Upper Berkeley Street
London
W 7PE

Your ref

Our ref agm/ao/592

Contact Andrew Marshall
020 7311 6456

1 June 2004

Dear Sirs

Auditors' report to the directors of C.G.I.S. City Plaza Shares Limited (the "Company") pursuant to Section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors dated today in connection with the proposal that the Company should give financial assistance for the purchase of the ordinary shares in its holding company C.G.I.S. Group Limited.

This report is made solely to the Company's directors as a body in accordance with section 156(4) of the Companies Act 1985. Our work has been undertaken so that we as the Company's auditors might state to the Company's directors those matters we are required to state to them in a report under section 156(4) of that Act and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's directors as a body for our work under section 156(4) of that Act or for this report.

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 Audit Plc



KPMG Audit Plc, a company
incorporated under the UK Companies
Acts, is a member of KPMG
International, a Swiss association

KPMG Audit Plc is
registered to carry on audit
work by the Institute of
Chartered Accountants in

England and Wales.
Registered in England
No 3110745

Registered office
8 Salisbury Square
London EC4Y 8BB