



The assistance is to be given to: (note 2) INVOX PLC (COMPANY NO: 3917504)  
GALBRAITH HOUSE, 141 GREAT CHARLES STREET, QUEENSWAY, BIRMINGHAM B3 3LG

Please do not  
write in this  
margin

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

The assistance will take the form of:

Financial assistance will be provided by the Company to Barclays Bank plc ("the Bank") in connection with the acquisition by Invox plc ("Invox") of 32% of the issued share capital of Brightview and the entire issued share capital of Reedbest ("Share Purchase").

The financial assistance to be given by the Company will take the form of the execution and delivery of:-

- (i) a Composite Guarantee and Debenture to be entered by the Company, Invox and others (1) and the Bank(2); and
- (ii) a Trade Mark Mortgage to be given by the Company in favour of the Bank

Invox has entered into a facility agreement with the Bank dated 30 July 2004 under which the Bank has made available to Invox a revolving credit facility of £10,000,000 ("Facility Agreement") in connection with the Share Purchase. It is a condition of the Facility Agreement that the Company enter into the Composite Guarantee and Debenture and the Trade Mark Mortgage.

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

† delete as  
appropriate

INVOX PLC, GALBRAITH HOUSE, 141 GREAT CHARLES STREET, QUEENSWAY,  
BIRMINGHAM B3 3LG

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

Under the terms of the Cross Guarantee and Debenture, the Company jointly and severally guarantee to discharge, on demand or upon the occurrence of certain events, the obligation to discharge the amounts owed to the Bank by Invox under the Facility Agreement and provide security by way of first legal mortgage over the Company's property and fixed and floating charges over the assets and undertaking of the Company.

The Trade Mark Mortgage provides security over the Company's interests in trade marks, trade names, goodwill by way of legal mortgage and first fixed charge.

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 9<sup>TH</sup> AUGUST 2004

Please do not write in this margin

**X** 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)

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

(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)

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

(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 30 OLD BURLINGTON ST  
LONDON W1S 2NL

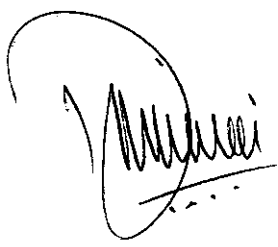
Declarants to sign below

Day Month Year

on 

0	9	0	8	2	0	0	4
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before me GS GUY SHERRARD



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



KPMG Audit Plc

2 Cornwall Street  
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Tel +44 (0) 121 232 3039  
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DX 709850 Birmingham 26

The Directors  
Brightview Internet Services Limited  
9-10 Grafton Street  
London  
W1S 4EN

Our ref eln/3/mb1691\_vista

9 August 2004

Dear Sirs

**Auditors' report to the directors of Brightview Internet Services Limited ("the company") pursuant to Section 156(4) of the Companies Act 1985**

We have examined the attached statutory declaration of the directors dated 9 August 2004 in connection with the proposal that the company should give financial assistance for the purchase of the company's immediate and ultimate holding company's issued ordinary shares.

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  
Registered Auditor



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