

CHFP025

Please do not write in this margin **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

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

- \* insert full name of company
- ø insert name(s) and address(es) of all the directors

To the Registrar of Compar	nes
(Address overleaf - Note	5)

idress overleaf - Note 5)

or official use	Company number
	4464887

Name of company

MONTAGU HOLDINGS LIMITED

XWe See Annexure 1

- t delete as appropriate
- § delete whichever is inappropriate

The business of the company is

(c) something other than the above §

\_\_XXXXXXXXXX

The number and class of the shares acquired or to be acquired is

See Annexure 2

Presentor's name address and reference (If any) Macfarlanes 10 Norwich Street London EC4A 1BD

138 Chancery Lane (Ref EDR/594610/3240335)

For official Use General Section



The assistance is to be given to (note 2)  MONTAGU MANAGEMENT LIMITED (registered number 4600037) of Vintners Place, 68  Upper Thames Street, London EC4V 3PE	Please do not write in this margin
	Please complete legibly, preferab in black type, or bold block lettering
The assistance will take the form of	
See Annexure 3	
	J
The person who [XXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX	f delete as appropriate
MONTAGU MANAGEMENT LIMITED (registered number 4600037) of Vintners Place, 68 Upper Thames Street, London EC4V 3PE	
	_
The principal terms on which the assistance will be given are	<b>-</b>
See Annexure 4	
	J
The amount of cash to be transferred to the person assisted is £ N11	_
The value of any asset to be transferred to the person assisted is £ N11	_
	<del>-</del>
The date on which the assistance is to be given is Within 8 weeks of the date hereof	- Page 203

Please do not vrite in this nargin

Please complete egibly, preferably n black type, or pold block lettering

delete either (a) or (b) as appropriate

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)

- (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)

And X/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

Vintros Place London ECAV 3FE

Day Month

Year

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 Declarants to sign below

White

Vision

Little

Littl

#### **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 Ami Jaya / Relia Annexures to the Statutory Declaration made by all the Directors of Montagu Holdings Limited (the "Company") in respect of financial assistance to be given by the Company to Montagu Management Limited in relation to the acquisition by Montagu Management Limited of certain share capital of the Company

#### ANNEXURE 1

The directors of the Company are

Sylvain Berger Duquene of 47 Rue de Prony, 75017, Paris, France

Thomas Eric Chaloner of Vintners Place, 68 Upper Thames Street, London EC4V 3PE

Mark Patrick Dunfoy of 11 Heathview Gardens, London SW15 3SZ

Christopher Jason Gatenby of 18 Saint James Lane, Winchester, Hampshire SO22 4NX

Nico Helling of Meerhofstr 9, Meerbusch (Struemp), 40670, Germany

Graham Hislop of 9 Monro Place, Clarendon Park, Epsom, Surrey KT19 7LD

Peter Kroha of Achenbachstr 107 D-40237, Dusseldorf, Germany

Matthew William Lyons of 60 Halliford Street, London N1 3EQ-

Christopher Mary Masterson of Side Ley, Cavendish Road, St Georges Hill, Weybridge KT13 0JY

Vincent Gerald O'Brien of 8 Vineyard Hill, Wimbledon, London SW19 7JH

Simon Felix Pooler of Cherry Tree House, Davey Lane, Alderley Edge, Cheshire SK9 7NZ

Simon James Edward Roddis of The Old Farmhouse, 36 High Street, Easton On The Hill, Stamford, Lincolnshire PE9 3LN

Alexander Gabriel Shinder of 14 Nassington Road, London NW3 2UD

Wiet Austin Stokhuyzen of 51 Hazlewell Road, London SW15 6UT

#### **ANNEXURE 2**

The number and class of shares acquired are 65,832 B Ordinary shares of £1 00 each

#### **ANNEXURE 3**

The financial assistance will take the form of the execution and delivery by the Company of a composite guarantee to be entered into between the Company, Montagu Private Equity Limited, Montagu Management Limited and HSBC Bank plc ("HSBC") (the "HSBC Guarantee")

#### **ANNEXURE 4**

The principal terms on which the financial assistance will be given are -

#### The HSBC Guarantee

1

Under the terms of the HSBC Guarantee -

- the Company irrevocably and unconditionally jointly and severally
- guarantees to HSBC punctual performance by MML II Limited (the "Borrower") and any Guarantor (as defined therein) of all the Borrower's or other Guarantor's obligations under a loan stock instrument dated on or about the date of the Statutory Declaration constituting £9,278,000 nominal amount of unsecured "B" loan stock 2016 (the "B Loan Stock Instrument") or the HSBC Guarantee,
- undertakes with HSBC that whenever the Borrower or other Guarantor does not pay any amount when due under or in connection with the B Loan Stock Instrument or the HSBC Guarantee, the Company shall immediately on demand pay that amount as if it were the principal obligor, and
- indemnifies HSBC immediately on demand against any cost, loss or liability suffered by HSBC for any reason if any obligation guaranteed by it is or becomes unenforceable, invalid or illegal (whether or not such cost, loss or liability arises as a direct or indirect result of such unenforceability, invalidity or illegality). The amount of the cost, loss or liability shall be equal to the amount which HSBC would otherwise have been entitled to recover.
- the guarantee provided by the Company under the HSBC Guarantee is a continuing guarantee and will extend to the ultimate balance of sums payable by the Borrower or any Guaranter under the B Loan Stock Instrument or the HSBC Guarantee, regardless of any intermediate payment or discharge in whole or in part



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### COMPANIES FORM No. 155(6)a

## Declaration in relation to assistance for the acquisition of shares



Pursuant to section 155(6) of the Companies Act 1985

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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	
•	Name of company				
Note Please read the notes on page 3 before completing this form	• MONTAGU HOLDINGS LIMIT	ED			
* insert full name of company	XWe p See Annexure 1				
ø insert name(s) and address(es) of all the directors					
† delete as appropriate	DOCKNOCKNOCKNOCKNOCKNOCKNOCKNOCKNOCKNOCKN	s] † of the above cor	mpany do solem	nly and sincerely declare that	
орргория	The business of the company is				
§ delete whichever is inappropriate					
	KYKKAKYKYKYKYKYKYKYKYKYKYKYKYKYKYKYKYKY				
	(c) something other than the above	§			
	The company is proposing to give	financial assistance in	connection with	the acquisition of shares in the	
	[company] <b>(XXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX</b>	96y			
				XXXXXXXXXX	
	The assistance is for the purpose	of [that acquisition] (A	30000XXXXXXXXX	XXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX	
	The number and class of the shares	acquired or to be acquired	red is		
	See Annexure 2				
	Presentor's name address and	For official Use			
	reference (if any) Macfarlanes	General Section	Post	room	
	10 Norwich Street London EC4A 1BD				
Page 1	138 Chancery Lane (Fef EDR/594610/3240335)			32403	

MONTAGU MANAGEMENT LIMITED (registered number 4600037) of Vintners Place, 6	8 write in this margin
Upper Thames Street, London EC4V 3PE	Please complete legibly, preferab in black type, or bold block lettering
The assistance will take the form of	
See Annexure 3	
he person who XXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX	† delete as appropriate
ONTAGU MANAGEMENT LIMITED (registered number 4600037) of Vintners Place, 6 pper Thames Street, London EC4V 3PE	
he principal terms on which the assistance will be given are	
See Annexure 4	
	ļ
he amount of cash to be transferred to the person assisted is £ Nil	<del></del>
the value of any asset to be transferred to the person assisted is £ N11	<del></del>
he date on which the assistance is to be given is Within 8 weeks of the date hereof	Pana ?
5	——— Page 2

Please do not write in this nargin

Please complete egibly, preferably n black type, or hold block lettering

delete either (a) or (b) as appropriate

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

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

a Commissioner for Oaths

CARR & Co Solicitors 26 Newgate Street Morpeth Northumberland NE61 1BA

#### **NOTES**

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R	<u></u>			
\mathcal{I}_A	NC			
delete as appropriate	DOCUMENTAL SON [all the director	rs] † of the above	company do sole	mnly and sincerely declare that
	The business of the company is			
delete whichever is inappropriate	(c) something other than the above	<b>90800000</b> 0008 9 <b>080000</b> 0008		
Tr St	The company is proposing to give [company] (SQCONA)(CCONOCACCO)		in connection with	
0			MAAAAAAAAAA	XXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX
J. Wy	The assistance is for the purpose	or [that acquisition]	KARIONGOONGON	
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	oc milerate 2			
	Presentor's name address and reference (if any) Macfarlanes 10 Norwich Street London EC 4A 1BD	For official Use General Section	Po	ist room

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Declared at

Charlotte Cheer

Declarants to sign below

Day Month

Year

D

on  $\lfloor \mathcal{L} \rfloor$ 

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

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812 N

Duffins Solicitor

Annexures to the Statutory Declaration made by all the Directors of Montagu Holdings Limited (the "Company") in respect of financial assistance to be given by the Company to Montagu Management Limited in relation to the acquisition by Montagu Management Limited of certain share capital of the Company

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KPMG Audit Plc Private Equity 1-2 Dorset Rise London EC4Y 8EN United Kingdom Tel +44 (0) 20 7311 1000 Fax +44 (0) 20 7311 1643 DX 38050 Blackfriars anthony cecil@kpmg co uk Mobile 07710878992

The Directors
Montagu Holdings Limited
Vintners Place
68 Upper Thames Street
London
EC4V 3PE

Our ref ac/wc

Contact

Anthony Cecil 020 7694 3269

28 March 2007

Dear Sirs

Auditors' report to the directors of Montagu Holdings Limited pursuant to Section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors dated 28 March 2007 in connection with the proposal that the company should give financial assistance for the purchase of 65,832 'B' ordinary shares of £1 each in the company's share capital

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

KRMG Add Ple

KPMG Audit Plc