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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

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 Companies  
(Address overleaf - Note 5)

For official use

Company number

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

4555609

Name of company

\* FRESHWILD LIMITED

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

† delete as  
appropriate

§ delete whichever  
is inappropriate

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

The business of the company is:

~~(a) that of a (recognised bank) (licensed institution) within the meaning of the Banking Act 1978~~

~~(b) that of a person authorised under section 31A of the Financial Services and Markets Act 2000 to carry~~

~~on a business to be carried on~~

(c) something other than the above§

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

~~XXXXXX~~ [company's holding company] CLEVELAND PLACE HOLDINGS

Limited]†

The assistance is for the purpose of [that acquisition] ~~XXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX~~

~~XXXXXXXXXXXXXXXXXXXX~~

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

383,005,408 ordinary shares of 25p each

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

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

For official Use  
General Section



LD5  
COMPANIES HOUSE

\*L75U3R3D\*

0367  
22/12/03

The assistance is to be given to: (note 2) (see Annex A)

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

The assistance will take the form of:

(see Annex B)

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

† delete as  
appropriate

Spirit Retail Bidco Limited

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

(see Annex C)

The amount of cash to be transferred to the person assisted is £ N/A

The value of any asset to be transferred to the person assisted is £ N/A

The date on which the assistance is to be given is 15 December 2003

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write in this  
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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

Declarants to sign below

54 Baker St London W1

on 

Day	Month	Year
11	12	2003

before me

W B Kennair

Benedict Smith  
Usint  
Coventry

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

WILLIAM B KENNAIR

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 A

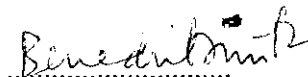
The assistance is given to:

Spirit Retail Bidco Limited (previously named Spirit Amber Bidco Limited, No 4872046) of 107 Station Street, Burton on Trent, Staffordshire, DE14 1 BZ.

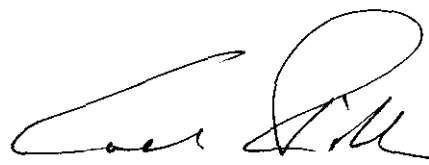
Signatures of Declarants:



Karen Jones




Benedict Smith



Cornel Riklin

Declared at 54 Baker Street, London W1U 7DA, England, before me on 11 December 2003



WILLIAM B KENNAIR  
A COMMISSIONER FOR OATHS

## **ANNEX B**

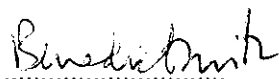
The assistance will take the form of:

- (A) a guarantee and indemnity, on the terms set out in Annex C, (the "Guarantee and Indemnity") by Freshwild Limited (the "Company") pursuant to an accession agreement (the "Credit Facility Accession Agreement") to the credit facility agreement entered into by, *inter alia*, Spirit Group Parent Limited, Spirit Group Holdings Limited and Spirit Retail Bidco Limited (the "Original Obligors") and The Royal Bank of Scotland plc (the "Facility Agent") dated 5 October 2003 (the "Credit Facility Agreement") to facilitate the acquisition by Spirit Retail Bidco Limited of the entire issued share capital of certain companies comprising the Scottish and Newcastle Retail managed pubs, restaurants and lodges business from Scottish and Newcastle PLC;
- (B) a subordination of certain debt to the debt under the Finance Documents (as defined in the Credit Facility Agreement), on the terms set out in Annex C, pursuant to an accession agreement (the "Priority Deed Accession Agreement") to the subordination agreement dated 5 October 2003 (the "Priority Deed") entered into by, *inter alia*, the Original Obligors, the hedging banks named in it and the Facility Agent; and
- (C) a grant of security by the Company over all of the assets of the Company including all its Securitisation Property (as defined in the Credit Facility Agreement), on the terms set out in Annex C, pursuant to a security document (the "Security Document") in favour of the Facility Agent to secure the Guarantee and Indemnity and any other obligations or liabilities of the Company under any Finance Document (as defined in the Credit Facility Agreement) to which it is a party (the "Secured Liabilities").

Signatures of Declarants:



Karen Jones



Benedict Smith



Cornel Riklin

Declared at 54 Baker Street, London W1U 7DA, England, before me on 11 December 2003



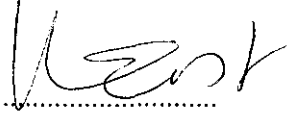
WILLIAM B KENNAIR  
A COMMISSIONER FOR OATHS

### ANNEX C

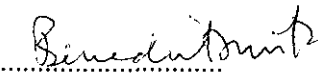
The principal terms on which the assistance will be given are:

- (A) pursuant to the Credit Facility Accession Agreement (as defined in Annex B), Freshwild Limited (the "Company"), by becoming an Additional Obligor under the Credit Facility Agreement, will guarantee the payment obligations of Spirit Group Parent Limited and the other Obligors under the Credit Facility Agreement and indemnify each Finance Party (as defined in the Credit Facility Agreement) against any loss or liability suffered by a Finance Party if any obligation guaranteed by the Company is or becomes unenforceable, invalid or illegal;
- (B) pursuant to the Priority Deed Accession Agreement (as defined in Annex B), the Company will accede to the Priority Deed to achieve subordination of intercompany debt (the "Subordinated Debt") to the debt (the "Senior Debt") under the Finance Documents (as defined in the Credit Facility Agreement) to the effect that payment of any amount of the Subordinated Debt is conditional upon the Finance Parties having irrevocably recovered in full all of the Senior Debt, except to the extent of any Permitted Payment (as defined in the Priority Deed); and
- (C) pursuant to the Security Document (as defined in Annex B) the Company will grant first fixed and floating charges over the assets of the Company including all its Securitisation Property (as defined in the Credit Facility Agreement) as security for the payment and discharge of all present and future obligations and liabilities (whether actual or contingent and whether owned jointly or severally or in any other capacity whatsoever) of each Obligor to any Finance party under each Finance Document (as defined in the Credit Facility Agreement) to which the Obligor is a party, except for any obligation or liability which, if it were so included, would result in the Security Document contravening Section 151 of the Companies Act 1985.

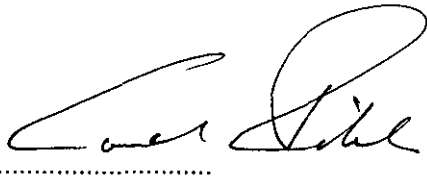
Signatures of Declarants:



Karen Jones



Benedict Smith



Cornel Riklin

Declared at 54 Baker Street, London W1U 7DA, England, before me on 11 December 2003



WILLIAM B KENNAIR  
A COMMISSIONER FOR OATHS



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

We have examined the attached statutory declaration of the directors of Freshwild Limited ("the Company") dated 11 December 2003, prepared in accordance with applicable United Kingdom Law, in connection with the proposal that the Company should give financial assistance for the purchase of the whole of the issued share capital of Cleveland Place Holdings Limited, the holding company of the Company.

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  
11 December 2003