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CHWP000

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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 black lettering

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

For official use

Company number

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06454018

Name of company

* MGCL LIMITED

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

* insert full name
of company

We of ALAN ROPER of THE LODGE, MONUMENT ROAD,
ST PETER PORT, GUERNSEY G.I. CAN.

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

PAUL KEITH WRIGHT of CARISBROOKE, 6, FAUVILLE,
DRIVE, ST SAMSON, GUERNSEY, C.I.

† 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 1979~~

~~(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]~~

~~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

19,508 shares in

MGCL Limited

Presenter's name address and
reference (if any)

For official Use (02/06)
General Section

Post room

FRIDAY



A39QZ05G

A49

30/05/2008

219

COMPANIES HOUSE

The assistance is to be given to (note 2) BLUE DIAMOND LIMITED, MILVUS HOUSE,
LA VILLIAZE, ST SAVIOUR, GUERNSEY

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

PROVISION OF SECURITY AND GUARANTEES FOR BANK BORROWING TO
BE ADVANCED TO BLUE DIAMOND LIMITED BY THE ROYAL BANK
OF SCOTLAND INTERNATIONAL LIMITED TRADING AS NATWEST.

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

† delete as
appropriate

BLUE DIAMOND LIMITED (AS ABOVE)

The principal terms on which the assistance will be given are

SEE ABOVE

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 19 May 2008

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

I/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) [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)

(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 17, Manor Square
London W15 1HU

on

Day	Month	Year
17	05	2018

before me [Signature]
A Commissioner for Oaths or Notary Public or Justice of
the Peace or a Solicitor having the powers conferred on
a Commissioner for Oaths R J LOOSLEY

Declarants to sign below

[Signature]
[Signature]

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

DX 33050 Cardiff

or for companies registered in Scotland -

The Registrar of Companies
37 Castle Terrace
Edinburgh
EH1 2EB

DX 235 Edinburgh

or LP-4 Edinburgh 2



BDO Novus (Audit) Limited
Chartered Accountants
Business Advisers &
Registered Auditors

PO Box 180 Elizabeth House
St Peter Port Guernsey GY1 3LL
Telephone 01481 724561
Facsimile 01481 711657
e-mail mail@bdogsy.com
www.bdogsy.com

The Directors
MGCL Limited
Kiln Lane
Eastleigh
Hampshire
SO50 6HT

19 May 2008

Dear Sirs

**Independent auditors' report to the directors of MGCL Limited (the "Company")
pursuant to Section 156(4) of the Companies Act 1985**

We have examined the attached statutory declaration of the directors of the Company dated 19 May 2008 in connection with the proposal that the Company should give financial assistance for the purchase of the entire share capital of the Company

Our report has been prepared pursuant to the requirements of section 156(4) of the Companies Act 1985 and for no other purpose. No person is entitled to rely on this report unless such a person is a person entitled to rely upon this report by virtue of and for the purpose of section 156(4) of the Companies Act 1985 or has been expressly authorised to do so by our prior written consent. Save as above, we do not accept responsibility for this report to any other person or for any other purpose and we hereby expressly disclaim any and all such liability.

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.

Yours faithfully
For BDO Novus (Audit) Limited
Chartered Accountants and Registered Auditors

Ian R Damarell
Director