

G

CHFP025

COMPANIES FORM No. 155(6)b

Declaration by the directors of a holding company in relation to assistance for the acquisition of shares

155(6)b

Please do not
write in this
marginPlease 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 companyØ insert name(s) and
address(es) of all
the directors

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

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

For official use

Company number

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

SC26184

Name of company

* UNITED BISCUITS (HOLDINGS) LIMITED

~~1/We~~ Graham Keniston-Cooper of 70 Arlington Square, London SW3 1LH, Bertrand
Meunier of 40 Chemin des Vallieres, 93410 Ville d'avray, France,
Robert A. Schiffner Jr. of 23 Chesterfield Drive, Chester, New Jersey
07930 USA and Manjit Dale of 84 Highgate, West Hill, N6 6LU (by
telephone)

† delete as
appropriate

~~the sole director~~ [all the directors]† of the above company (hereinafter called 'this company') do
solemnly and sincerely declare that:

§ delete whichever
is inappropriate

The business of this company is:

- ~~(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§

This company is ~~the~~ [a] holding company of* UB Overseas Limited

_____ which is
proposing to give financial assistance in connection with the acquisition of shares
in [this company] [_____]

~~the holding company of this company~~†Presentor's name address and
reference (if any) :

Norton Rose
Kempson House
Camomile Street
London
EC3A 7AN
85 London
aa03882\holdingsovs.1dd

For official Use
General Section

Post room



SCT S9UDKSWG 1394
COMPANIES HOUSE 09/08/00

The assistance is for the purpose of ~~[that acquisition]~~ [reducing or discharging a liability incurred for the purpose of that acquisition].† (note 1)

Please do not write in this margin

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

The number and class of the shares acquired or to be acquired is: 476,624,348 Ordinary fully paid shares of 29p each

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

The assistance will take the form of:

See Schedule 2 attached

The person who [has acquired] ~~[will acquire]~~† the shares is:
Finalrealm Limited (Company No. 3877932)

† delete as appropriate

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

As described in Schedule 2 above

The amount (if any) by which the net assets of the company which is giving the assistance will be reduced by giving it is NIL

The amount of cash to be transferred to the person assisted is £ Funding Agreement Advances

The value of any asset to be transferred to the person assisted is £ NIL

Please do not
write in this
margin

The date on which the assistance is to be given is any date prior to 25.8.2000

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

~~1/~~We have formed the opinion, as regards this 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) ~~1/~~We have formed the opinion that this 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 this company within 12 months of that date, and I/we have formed the opinion that this company will be able to pay its debts in full within 12 months of the commencement of the winding up.]~~* (note 3)

And ~~1/~~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

West Drayton

Day Month Year
on

--	--	--	--	--	--

before me

David Noel-Jones

Robert A. Schiffman
B7

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

Martin Murray & Associates

Solicitors

138 High Street

Yiewsley

West Drayton UB7 7BD

NOTES

- 1 For the meaning of "a person incurring 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
Companies House
37 Castle Terrace
Edinburgh
EH1 2EB

Schedule 1

Finalrealm Limited (Company No. 3877932) whose registered office is Church Road, West Drayton, Middlesex UB7 7PR.

Regentrealm Limited (Company No. 3885120) whose registered office is Church Road, West Drayton, Middlesex UB7 7PR

Runecorp Limited (Company No. 3876056) whose registered office is Church Road, West Drayton, Middlesex UB7 7PR.

Dreadstar PLC (Company No. 3945313) whose registered office is Church Road, West Drayton, Middlesex UB7 7PR.

Deutsche Bank AG, London as Security Agent on behalf of various banks and financial institutions whose registered office is Winchester House, 1 Great Winchester Street, London EC2N 2DB.

Schedule 2
(Form 155(6)(a) executed by United Biscuits (Holdings) Limited
in respect of UB Overseas Limited)

The execution by UB Overseas Limited (the "**Company**" for the purposes of this Schedule) of the following Documents:

- (a) a third stage debenture (the "**Debenture**") in favour of Deutsche Bank AG, London as security agent and trustee ("**Security Agent**") for the Finance Parties (as defined in the Senior Facilities Agreement dated 14th December 1999 between inter alios, Bladeland Limited, Regentrealm Limited, Solvecorp Limited, Runecorp Limited, Chase Manhattan plc, DLJ Capital Funding, Inc. and Deutsche Bank AG London as Joint Lead Arrangers, Deutsche Bank AG London as Sole Book Runner and Security Agent and Chase Manhattan plc and DLJ Capital Funding, Inc. as Documentation Agents as amended, supplemented and/or restated on 28 April 2000 in the agreed terms and as further amended, supplemented and/or restated from time to time) (the "**Senior Facilities Agreement**") pursuant to which as a continuing security for the payment and discharge of all indebtedness and other liabilities of any nature of the Company due, owing or incurred to the Security Agent and/or any of the other Finance Parties and/or any receiver under or in connection with the Senior Finance Documents (as defined in the Senior Facilities Agreement) (the "**Indebtedness**") the Company charges, by way of fixed and floating charges, the whole of the property which is or may be from time to time comprised in the property and undertaking of the Company and assigns all its rights, title, interests and benefits (both present and future) (if any) in the Security Insurances, Intra-Group Loan Agreements, the Refinancing Loan Agreements, the China Share Sale Agreement and other material contracts (each as defined in the Debenture);
- (b) an amendment deed (the "**Amendment Deed**") between Bladeland Limited, the companies listed therein as Existing Borrowers, the companies listed therein as Existing Guarantors and the Security Agent pursuant to which the Company confirms that it is a guarantor and indemnifier under the Senior Facilities Agreement and guarantees to each Finance Party and indemnifies each Finance Party in respect of the obligations of each Obligor under the Senior Facilities Agreement which obligations include the repayment of loans incurred by the Obligors in connection with and for the purpose of the acquisition of shares in United Biscuits (Holdings) Limited;
- (c) an accession Deed (the "**Accession Deed**") to an intercreditor deed dated 28 April 2000 between Bladeland Limited and others pursuant to which the Company agrees to be bound by the terms of an Intercreditor Deed (as defined in the Senior Facilities Agreement) as a Guarantor, Intercompany Creditor and Intercompany Debtor (as defined in the Intercreditor Deed);

- (d) an intra-group funding agreement (the "**Funding Agreement**") between Regentrealm Limited, Dreadstar PLC and Runecorp Limited ("**Borrowers**") and the Company and others pursuant to which the Company and others agree to make available to the Borrowers such advances in such amounts as are from time to time requested by such Borrowers provided that the Company is not obliged to comply with such request if (i) it is insolvent or subject to an insolvency procedure, (ii) it has insufficient funds available, or (iii) at the time of drawdown, it would not be properly able to record its books of accounts the value of the obligation to repay the advance as being equal to the amount proposed to be drawn down;
- (e) two powers of attorney (the "**Powers of Attorney**") pursuant to which the Company appoints as its true and lawful attorney each lawyer of Trenité Van Doorne to execute (inter alia):
 - (i) a notarial Deed of Release of Pledge Shares relating to the release of the 303,000,000 issued shares in the capital of UB Investments (Netherlands) B.V.; and
 - (ii) a notarial Deed of Pledge of shares relating to the pledge of all issued shares in the capital of UB Investments (Netherlands) B.V.;
- (f) Notarial Deed of Release of Pledge Shares and the Notarial Deed of Pledge of Shares relating to the pledge by the Company to the Security Agent of all issued shares in the capital of UB Investments (Netherlands) B.V. (together the "**Notarial Deeds**"); and
- (g) such further documents as are required by the terms of the Debenture, Amendment Deed, Accession Deed, Funding Agreement, Powers of Attorney and Notarial Deeds to be executed by the Company, including, but not limited to documents that are required to be executed pursuant to a clause obliging the Company to provide further assurance.

G

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COMPANIES FORM No. 155(6)b

Declaration by the directors of a holding company in relation to assistance for the acquisition of shares

155(6)b

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

Please complete
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bold black lettering

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

For official use

Company number

--	--	--	--

SC26184

Name of company

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

• UNITED BISCUITS (HOLDINGS) LIMITED

* insert full name
of company

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

~~we~~ We • Graham Keniston-Cooper of Oxington Square, London SW3 1LH, Bertrand
Meunier of 40 Chemin des Vallieres, 93410 Ville d'avray, France,
Robert A. Schiffner Jr. of 23 Chesterfield Drive, Chester, New Jersey
07930 USA and Manjit Dale of 84 Highgate, West Hill, N6 6LU (by
telephone)

† delete as
appropriate

~~the sole director~~ [all the directors]† of the above company (hereinafter called 'this company') do
solemnly and sincerely declare that:

§ delete whichever
is inappropriate

The business of this company is:

- (a) ~~that of a (recognized bank) (licensed institution) within the meaning of the Banking Act 1979~~
(b) ~~that of a person authorised under section 200A of the Insurance Companies Act 1982 to carry on~~
insurance business in the United Kingdom
(c) something other than the above§

This company is ~~the~~ [a] holding company of* UB Overseas Limited

_____ which is
proposing to give financial assistance in connection with the acquisition of shares
in [this company] [_____

~~the holding company of this company.]†~~

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

Norton Rose
Kempson House
Camomile Street
London
EC3A 7AN
85 London
aa03882\holdingsovs.1dd

For official Use
General Section

Post room

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margin

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~~X~~/We have formed the opinion, as regards this 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)

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

(a) ~~X~~/We have formed the opinion that this company will be able to pay its debts as they fall due during the year immediately following that date]* (note 3)

(b) ~~X~~/It is intended to commence the winding up of this company within 12 months of that date and ~~X~~/we have formed the opinion that this company will be able to pay its debts in full within 12 months of the commencement of the winding up.]* (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 DEUTSCHE BANK AG
WINCHESTER HOUSE, LONDON

Declarants to sign below

Day Month Year
on 26 07 2000

before me

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

[Signature]
Robert A. Schiffman
B17
[Signature]

NOTES

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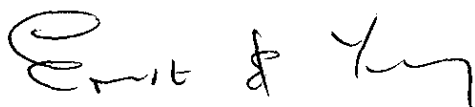
United Biscuits (Holdings) Limited
50 Lothian Road
Festival Square
Edinburgh
EH3 9BY

Auditors' report to the directors of United Biscuits (Holdings) Limited pursuant to section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors of United Biscuits (Holdings) Limited ("the Company") dated 26 July 2000 in connection with the proposal that UB Overseas Limited should give financial assistance for the purpose of reducing or discharging the liability incurred for the purpose of the acquisition of the whole of the issued share capital of the Company.

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.



Ernst & Young
Registered Auditor
London
26 July 2000