

Page 1

The assistance is for the purpose of ~~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 63,808 "M" Ordinary Shares  
of £1.00 each and 198,043 "E" Ordinary Shares of £1.00 each.

The assistance is to be given to (note 2) Please see Schedule 2 attached

The assistance will take the form of

Please see Schedule 3 attached

The person who [has acquired] ~~the shares~~ † the shares is

† delete as  
appropriate

United Biscuits (Equity) Limited, (company number CR97578), whose registered office is PO Box  
265GT, Walker House, George Town, Grand Cayman, Cayman Islands

The principal terms on which the assistance will be given are

Please see Schedule 4 attached

The amount (if any) by which the net assets of the company which is giving the assistance will be reduced  
by giving it is not more than £8,625,952

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

within 8 weeks from today's date

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

☒ 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) [I/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)

[illegible]

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

Hayes Park  
Hayes End Road  
Hayes Mill U34 SEE

**Declarants to sign below**

Declarants to sign below

~~Walter~~  
In L  
of

Day      Month      Year

on 1 9 1 2 2 0 0 6

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

**MARTIN D. SILVERMAN LL.B.**  
Solicitor Empowered to Administer 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**  
**Companies House**  
**37 Castle Terrace**  
**Edinburgh**  
**EH1 2EB**

**United Biscuits (Holdings) Limited  
(Company Number SC026184)**

**Schedule 1 to the Statutory Declaration**

**List of Directors**

**Susan Furst  
Birch Cottage  
46 Broadhurst  
Ashstead  
Surrey  
KT21 1QF**

**Mark Oldham  
62 Beaumont Road  
Chiswick  
London  
W4 5AP**

**Simon Rose  
Honeysuckle Cottage  
Sutton Lane  
Sutton  
Witney  
Oxfordshire  
OX29 5RU**

**United Biscuits (Holdings) Limited**  
**(Company Number SC026184)**

**Schedule 2 to the Statutory Declaration**

United Biscuits Bidco Limited  
(Company Number 05957644)  
Level 1, Exchange House,  
Primrose Street,  
London,  
EC2A 2HS

**United Biscuits (Holdings) Limited**  
**(Company Number SC026184)**

**Schedule 3 to the Statutory Declaration**

**Form of Assistance**

The assistance will take the form of

- 1 the payment by United Biscuits (UK) Limited ("**UBUK**") of bonus payments (collectively the "**Bonus Payments**") of £6,800,000 and up to £1,770,000 respectively to certain managers, former managers and employees of the business operated by the Company and members (and former members) of its group, which payments United Biscuits Bidco Limited (as purchaser of United Biscuits (Equity) Limited and offeror for the purchase of "M" and "E" shares in United Biscuits Group (Investments) Limited (collectively the "**Transactions**")) agreed to make or procure pursuant to a Sale and Purchase Agreement dated 24 October 2006 or otherwise, and
- 2 the payment by UBUK of advisory fees for tax advice given to management of UBUK and its group of £55,952 (including VAT and PAYE and National Insurance contributions in relation to such benefits)

**United Biscuits (Holdings) Limited**  
**(Company Number SC026184)**

**Schedule 4 to the Statutory Declaration**

**Principal Terms on which the Assistance will be Given**

The principal terms on which the assistance will be given are

- 1 the aggregate amount of £6,800,000 will be paid in cash from UBUK's funds as soon as reasonably practicable to certain managers, former managers and employees of the business operated by UBUK and members (and former members) of its group, being certain former holders of "M" and "E" shares in the capital of United Biscuits Group (Investments) Limited now indirectly owned by United Biscuits Bidco Limited (the "**Bonus Payees**") These bonus payments will be paid unconditionally and without additional performance criteria or obligations on the recipients UBUK will not become entitled to any additional consideration for making such payments,
- 2 the aggregate amount of up to £1,770,000 will be paid in cash from UBUK's funds as soon as reasonably practicable to certain employees of UBUK and subsidiaries (and former subsidiaries) of United Biscuits Group (Investments) Limited These bonus payments will be paid unconditionally and without additional performance criteria or obligations on the recipients UBUK will not become entitled to any additional consideration for such payments, and
3. advisory fees will be settled in cash once invoiced and due and in any event within 8 weeks of the date hereof for tax advice given to certain managers of UBUK and its group in the context of the Transactions The fees payable are approximately £22,000 plus VAT and the aggregate cost to UBUK, including PAYE and National Insurance contributions for which UBUK is liable, is not more than £55,952

**INDEPENDENT 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 dated 19 December 2006, prepared in accordance with applicable United Kingdom law, in connection with the proposed financial assistance to be given by United Biscuits (UK) Limited, a subsidiary of United Biscuits (Holdings) Limited (the "Company") in connection with the purchase of 63,808 "M" ordinary shares and 198,043 "E" ordinary shares in United Biscuits Group (Investments) Limited

This report is made solely to the directors in accordance with Section 156(4) of the Companies Act 1985. Our 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 under section 156(4) 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 affairs of the Company so far as necessary 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*

Ernst & Young LLP  
Registered Auditor  
1 More London Place  
London SE1 2AF

19 December 2006