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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

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write in this
margin

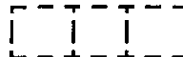
Pursuant to section 155(6) of the Companies Act 1985

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



SC26184

Name of company

* UNITED BISCUITS (HOLDINGS) LIMITED

Note

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

* insert full name
of company

We

Graham Keniston-Cooper of 17, Wington 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)

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

† 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 2 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* United Biscuits (UK) Limited

which is

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

in ~~this company~~ [United Biscuits (Holdings) Limited

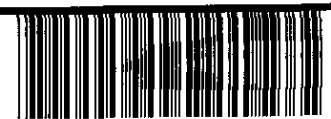
the holding company of this company.]†

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

Norton Rose
Kempson House
Camomile Street
London
EC3A 7AN
85 London
JF/86/AA03882/smc2.1dd

For official Use
General Section

Post room



SCT S9UDGSWC 1398
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:

The execution by United Biscuits (UK) Limited ("UK") of a (UK Loan) Intra-Group Funding Agreement ("Loan") between UK and United Biscuits (Holdings) Limited ("Holdings") pursuant to which UK will, at Holdings' request reduce an intra-company balance due by UB Investments plc ("Investments") and thereby create a loan between Holdings as Borrower and UK as Lender. The reduction of such debt (and therefore the Loan) allows Holdings to become the owner of the share capital of UB Overseas Limited ("Overseas") and UB Limited ("UBL") pursuant to a Share Purchase Agreement between Holdings and Investments dated on or about the date hereof.

The transfer of the shares of Overseas and UBL to Holdings will allow Overseas and UBL to subsequently give financial assistance for the purpose of reducing or discharging debts incurred for the purpose of the acquisition of shares in Holdings. Accordingly, it is thought that the Loan provides indirect financial assistance in connection with the acquisition of shares in Holdings.

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:

Interest shall accrue on the Loan at a rate agreed between the parties. The Loan is repayable on demand.

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 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

S. H. C.
B7

Day Month Year
on 26 07 2000

before me

Bushy Noel-Deane Robert A. Schiffman Jr.

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 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

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.

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COMPANIES FORM No. 155(6)b

**Declaration by the directors
of a holding company in
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acquisition of shares**

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Note
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on page 3 before
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* insert full name
of company

• 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

• 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 (recognised bank) (licensed institution) within the meaning of the Banking Act 1979~~
(b) ~~that of a person authorised under section 9 or 9A of the Insurance Companies Act 1982 to carry on~~
~~insurance business in the United Kingdom~~
(c) something other than the above§

This company is [~~this~~] [a] holding company of* United Biscuits (UK) Limited

which is

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

in [~~this company~~] [United Biscuits (Holdings) Limited

the holding company of this company.]†

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

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Kempson House
Camomile Street
London
EC3A 7AN
85 London
JF/86/AA03882/smc2.1dd

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General Section

Post room

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)

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

(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)

(b) ~~It is intended to commence the winding-up of this company within 12 months of that date, and 1/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 DEUTSCHE BANK AG
WINCESTER HOUSE, LONDON

Declarants to sign below



on

Day	Month	Year
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.

NOTES

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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.

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 United Biscuits (UK) 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