

# G

## Declaration in relation to assistance for the acquisition of shares.

# 155(6)a

Please do not 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

For official use

Company number

--	--	--

SC034389

Name of company

\* MARSHALL FOOD GROUP LIMITED

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

\*Insert full name of company

~~Walter Walker Paris of 21 Hillview Road, Banchory, Aberdeenshire AB31 4EG, Philip Thomas Hopley of Calluna, Tough, Alford, Aberdeenshire AB33 8EQ and Malcolm Smith of 26 Landsdowne Close, Carlisle being~~  
We† Alfred John Duncan of Saetra House, Inchmarlo Road, Banchory, Aberdeenshire AB31 3RR

†Insert name(s) and address(es) of all the directors

§ 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:

~~(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 †

†Delete whichever is inappropriate

The company is proposing to give financial assistance in connection with the acquisition of shares in the [company] ~~company's holding company~~ §

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: See Paper Apart 1

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

Dundas & Wilson CS  
Saltire Court  
20 Castle Terrace  
Edinburgh EH1 2EN

Ref: EWM/ASM/MPS/BOS001.0494

For official use  
General Section

Post room



The assistance is to be given to: (note 2)

Grampian Country Food Group Limited (Registered Number 100976) with its Registered Office at 20 Queens Road, Aberdeen AB15 4ZT (GCFG)

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:

See Paper Apart 2

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

\*Delete as  
appropriate

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

See Paper Apart 2

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 29th January

1999

Page 2

Dundas & Wilson J:\CORP\ACRA\INGEIO\YEZW037G153.WFF

003/013

DUNDAS & WILSON

29/01/99 16:09 FAX 01312288888

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

*Aberdeen*

Declarants to sign below

the *29th* day of *January*  
One thousand nine hundred and *Ninety-nine*

before me

*Roy Ruxbury N.P.*

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]* *JD*  
*[Signature]* *WHP*  
*[Signature]* *PTH*  
*[Signature]* *MS*

## 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.

**OYEZ**

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Companies G155(6)(a)

1985 Edition  
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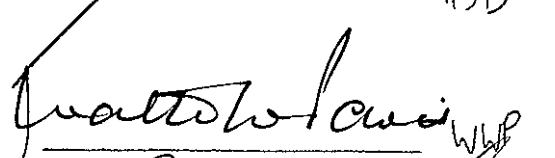
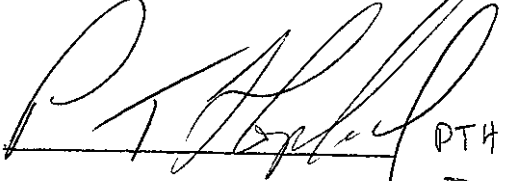
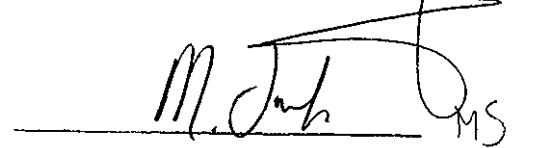
Paper Apart 1 relative to the foregoing Companies Form 155(6)a by Marshall Food Group Limited (Registered No SC034389) (the Company)

**Number and class of shares acquired**

The following shares in the Company:-

2,818,248 Ordinary Shares of £1 each

2,187,177 A Ordinary Shares of £1 each

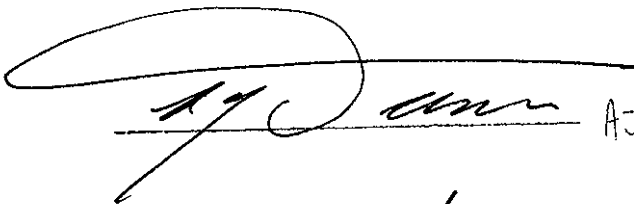
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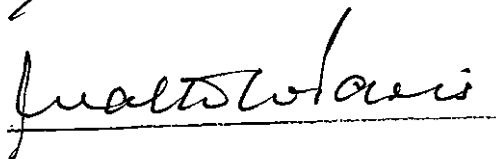
the Subordinated Banks and the Subordinated Agent amending the Subordinated Facility Agreement;

and consequently in terms of Clause 12 of the Senior Facility Agreement and Clause 11 of each of the Mezzanine Facility Agreement and the Subordinated Facility Agreement the granting by the Company as a Debtor Party (as defined in the respective Facility Agreements) of an irrevocable and unconditional guarantee of the due and punctual payment of all moneys and performance of all other obligations expressed to be payable or performed by each other Debtor Party under the Finance Documents (as defined in the respective Facility Agreements) and consequently inter alia a guarantee of GCFG's obligations in respect of debt raised to refinance amounts borrowed by GCFG to acquire shares in the Company.

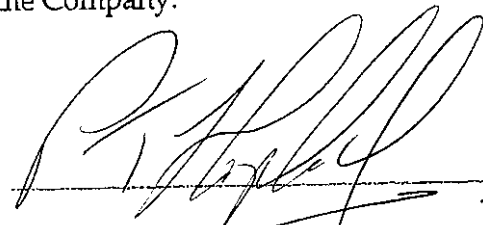
2. In security inter alia of sums due by the Company pursuant to Clause 12 of the Senior Facility Agreement and Clause 11 of each of the Mezzanine Facility Agreement and the Subordinated Facility Agreement the entering into by the Company of:
  - (i) a Debenture in favour of The Governor and Company of the Bank of Scotland as security trustee for itself as security trustee and for the Senior Agent, the Mezzanine Agent and the Subordinated Agent (in this capacity the "Security Trustee") comprising fixed and floating charges over the Company's whole property and undertaking;
  - (ii) a Bond and Floating Charge in favour of the Security Trustee comprising a floating charge over the Company's whole property and undertaking;
  - (iii) Standard Securities in favour of the Security Trustee comprising fixed charges over the Company's heritable properties in Scotland.
3. The approval by the Company of the transfer of shares in the Company by GCFG to Bank of Scotland Branch Nominees Limited pursuant to a Shares Pledge granted by GCFG in favour of the Security Trustee in security inter alia for sums due by GCFG to the Security Trustee, the Senior Agent, the Mezzanine Agent, the Subordinated Agent, the Senior Banks, the Ancillary Bank, the Mezzanine Banks and the Subordinated Banks pursuant to the Senior Facility Agreement which include sums due by GCFG as principal debtor or guarantor in respect of debt raised to refinance amounts borrowed by GCFG to acquire shares in the Company.



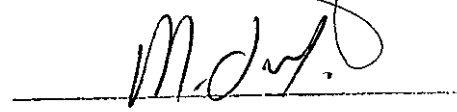
AJO



WWP



PTH



MS



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AB10 1JB  
United Kingdom

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Fax +44 (0) 1224 590909  
DX AB121 Aberdeen 1

**Private & confidential**

The Directors  
Marshall Food Group Limited  
Newbridge  
Midlothian  
EH28 8SW

29 January 1999

Dear Sirs

**Auditors' report to the directors of Marshall Food Group Limited pursuant to Section 156(4) of the Companies Act 1985**

We have examined the attached statutory declaration of the directors dated 29 January 1999 in connection with the proposal that the company should give financial assistance for the purchase of 100% of the company's ordinary shares. We have enquired into the state of the company's affairs in order to review that basis 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.

Yours faithfully

*Registered Auditors*



Member firm of  
KPMG International

KPMG is registered  
to carry on audit work and  
authorised to carry on  
investment business

by the Institute of  
Chartered Accountants in  
England and Wales. The  
principal place of

business is 8 Salisbury  
Square, London EC4Y 8BB  
where a list of partners'  
names is open to inspection.