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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 block type, or
bold block lettering

To the Registrar of Companies

For official use

Company number

8C6108S

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

Name of company

HOW ENGINEERING SERVICES (PLANTING) LIMITED

* Insert full name
of company

I/We

GRAHAM G.R. LUDLOW

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

COMPTON HODGE,

OATFIELD,

HAINKIVERT

KENT

TN18 4JR

§ 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 **HOW GROUP PLC (now HOW GROUP
LIMITED)** **1**

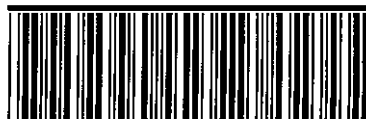
The assistance is for the purpose of ~~that acquisition~~ reducing or discharging a liability incurred for
the purpose of that acquisition). **§**

The number and class of the shares acquired or to be acquired is: **44,682,755 10p
ORDINARY SHARES.**

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

For official use
General Section

Post room



SCT *SFHN1CD1* 330
COMPANIES HOUSE 23/12/98

The assistance is to be given to: (note 2) TILBURY DOUGLAS PLC, TILBURY HOUSE,
RUNCOMBE PARK, TWYFORD, READING RG10 9JH

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this margin

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

The assistance will take the form of:

SEE PAPER 1

The person who ~~has acquired~~ ~~(will acquire)~~* the shares is:

TILBURY DOUGLAS PLC

*Delete as
appropriate

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

SEE PAPER 2

The amount of cash to be transferred to the person assisted is £ N/A

The value of any asset to be transferred to the person assisted is £ N/A

The date on which the assistance is to be given is 17 DECEMBER 1998

Rider 1 to Form 155(6) a

How Group Limited ("How"), of which How Engineering Services (Scotland) Limited is a subsidiary is to enter into a Deed of Guarantee ("the Guarantee") to be made between How and the Midland Bank plc (the "Bank") under which How agrees to pay to the Bank all monies and liabilities whatever due from Tilbury Douglas Plc ("Tilbury") to the Bank. By virtue of the Facilities as defined in Rider 2 and the entering into of the Guarantee by How, the Company may be considered to be giving financial assistance to Tilbury for the purpose of reducing or discharging the liability incurred by Tilbury.

Rider 2 to Form 155(6) a

Midland Bank plc ("the Bank"), by a letter dated 3rd September 1998 addressed to inter alia which How Engineering Services (Scotland) Limited ("the Company") offered certain banking facilities ("the Facilities") to inter alia the Company (the "Offer"). One of the conditions precedent of the Offer is that an Unlimited Multilateral Guarantee dated 9th October 1991 given by inter alia the Company to the Bank be held as security under the Facilities.

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this margin

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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 1-3 Brighton Road
Bexley West Sussex

the 11 day of December

One thousand nine hundred and 1998

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.

GRAEME S. BENNETT
SOLICITOR

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 158(3) of the Companies Act 1985.
- 4 The auditors report required by section 158(4) of the Companies Act 1985 must be annexed to this form.



The Directors
How Engineering Services (Scotland) Limited
1 Albion Way
Kelvin Industrial Area
East Kilbride
Glasgow
G75 0X2

Our Ref: LE98012009/SMJ 3

18 December 1998

AUDITORS REPORT TO THE DIRECTORS OF HOW ENGINEERING SERVICES (SCOTLAND) LIMITED PURSUANT TO SECTION 156(4) OF THE COMPANIES ACT 1985

We have examined the attached statutory declaration of the directors dated 11 December 1998 in connection with the proposal that the company should give financial assistance in connection with the reorganisation of the group's banking facilities.

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 is unreasonable in all the circumstances.

Deloitte & Touche
Deloitte & Touche
Registered Auditors