



COMPANIES FORM No.155(6)a

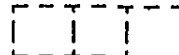
**Declaration in relation to
assistance for the acquisition
of shares.****155(6)a**Please do not
write in this
margin

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

Please complete
legibly, preferably
in black type, or
bold block letteringNote
Please read the notes
on page 3 before
completing this form.* insert full name
of companyo insert name(s) and
address(es) of all
the directors† delete as
appropriate§ delete whichever
is inappropriateTo the Registrar of Companies
(Address overleaf- Note 5)

For official use

Company number



96792 SCO

Name of company

* EXAL SAMPLING SERVICES LIMITED

We o John Hennessey Dawson

Kevan Walter Fearnley

Jeremy Neil Henderson

Ian Clive Wilkins

~~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§

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

Limited†

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: thirty-four million three hundred and four thousand four hundred and seventy-one ordinary shares of ten pence eachPresentor's name address and
reference (if any):SIMON OLSWANG & CO.
1 GREAT CUMBERLAND PLACE
LONDON W1H 7AJFor official use
General Section Post room

The assistance is to be given to: (note 2) BOWGLAZE LIMITED whose registered office

Please do not
write in
this margin

is at 7-9 Cremyll Road Reading Berkshire RG1 8NQ

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

The assistance will take the form of:

Entering into a guarantee and debenture and bond and floating charge securing and guaranteeing the repayment of a term loan of £21,000,000 and other obligations of Bowglaze Limited to the Bank of Scotland and other lender. (if any from time to time) under an agreement for a term loan facility between Bowglaze Limited and the Bank of Scotland dated 27th May 1992 ("Facility Agreement") which facilities will be used, inter alia, to enable Bowglaze Limited to acquire the shares in the Company's holding company Expro International Group Limited and also securing all other amounts due, owing or incurred to the Bank of Scotland by Bowglaze Limited and certain other subsidiaries of Expro International Group Limited

has agreed
The person who ~~has acquired~~ will acquire the shares is:

Bowglaze Limited

† delete as
appropriate

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

The Company will covenant to pay all money and discharge (and guarantees the payment and discharge of) all obligations due to the Bank of Scotland and other lenders (if any from time to time) under the Facility Agreement, the said guarantee and debenture and bond and floating charge

The Company will grant a first fixed charge over all its (i) freehold and leasehold property (ii) plant and machinery (iii) securities (iv) debts (v) intangible property and a first floating charge over all its other property whatsoever in all cases as security for all monies obligations and liabilities covenanted or guaranteed to be paid or discharged by it under the said guarantee and debenture and bond and floating charge

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 30th July 19 92

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) ☒ 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 ☒ we make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

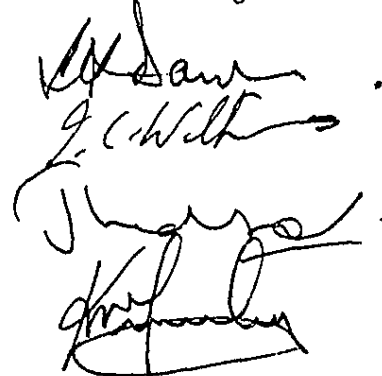
Declared at NABARRO NATHANSON
50 STRATTON STREET
LONDON W1X 5FL

the 30th day of July
one thousand nine hundred and ninety
two

before me STEVEN MED

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

Declarants to sign below



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
CF4 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies
Companies House
100-102 George Street
Edinburgh
EH2 3DJ