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COMPANIES FORM No. 155(6)a

Declaration in relation to  
assistance for the acquisition  
of shares

155(6)a

CHFP025

Please do not  
write in this  
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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

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

Name of company

\* Aggreko European Finance Limited

\* insert full name  
of company

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

We Arthur Paul Allen of 4 West Montrose Street, Helensburgh, Scotland  
G84 9JS and  
Rupert Christopher Soames of Ridgebarn Farm House, Ridgebarn Lane,  
Cuddington, Aylesbury, Buckinghamshire, HP18 0AE

† delete as  
appropriate

§ delete whichever  
is inappropriate

~~XXXXXXXXXXXX~~ [all the directors]† of the above company do solemnly and sincerely declare that:

The business of the company is:

~~(a) that it is a company registered in the United Kingdom under the Companies Act 1985~~

~~(b) that it is a company registered in the United Kingdom under the Companies Act 1985~~

~~in the business of 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] ~~XXXXXX~~

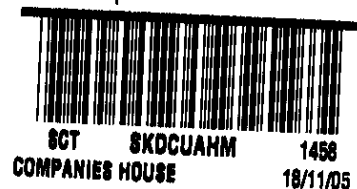
The assistance is for the purpose of ~~XXXXXX~~ [reducing or discharging a liability incurred for the  
purpose of that acquisition].†

The number and class of the shares acquired or to be acquired is: 58,332,820 ordinary  
shares of EUR1.00 each (the "Shares")

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

Lawrence Graham LLP  
190 Strand  
WC2R 1JN  
Doc:5008812v1  
Ref: RZM/A142/2  
DX 39 London Chancery

For official Use  
General Section



The assistance is to be given to: (note 2) Aggreko Luxembourg Sarl of 22 Parc d'Activite,  
Syrdall, L-5365 Munsbach, Luxembourg

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

The assistance will take the form of:

1 conditional upon the Company re-registering as an unlimited company, a reduction of share capital of the Company such that the issued share capital of the Company following the reduction is EUR54,469,110 divided into 2 shares of EUR1.00 each, 58,332,819 shares of EUR0.93376436 each and 1 share of EUR0.5994692; and  
2 conditional upon the reduction of capital of the Company being approved by the shareholders of the Company and such reduction taking effect, the acceptance by the Company of the assignment of a receivable (EUR 52,500,000 nominal plus EUR 1,762,197 accrued and unpaid interest) currently owing by Aggreko Luxembourg Management Sarl to Aggreko Luxembourg Sarl (the "Settlement Amount") in full and final settlement of the then outstanding balance of the nominal amount payable in relation to the Shares (being the sum of EUR54,262,197).

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

† delete as  
appropriate

Aggreko Luxembourg Sarl

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

following the reduction of share capital of the Company, the acceptance of the Settlement Amount in full and final satisfaction of the total nominal amount outstanding in relation to each Share.

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 £ Please see attached

The date on which the assistance is to be given is between 24 and 30 November 2005

Please do not  
write in this  
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legibly, preferably  
in black type, or  
bold block lettering

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

~~X~~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) ~~X~~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 the declarants 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 ~~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 GLASGOW

Declarants to sign below

Day Month Year  
on 

|   |   |   |   |   |   |   |   |
|---|---|---|---|---|---|---|---|
| 1 | 7 | 1 | 1 | 2 | 0 | 0 | 5 |
|---|---|---|---|---|---|---|---|

before me Catherine Mary Corr

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

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  
37 Castle Terrace  
Edinburgh  
EH1 2EB

**Attachment to form 155(6)(a)**

**The value of any asset to be transferred to the person assisted**

Whilst no asset or cash will be actually transferred to the person assisted, the person assisted received the benefit of EUR3,863,712 being the amount by which the share capital of the Company was reduced and also being the difference between the aggregate nominal amount outstanding in relation to all the Shares immediately prior to the reduction of capital and the Settlement Amount.

The Directors  
Aggreko European Finance Limited  
121 West Regent Street  
Glasgow  
G2 2SD

17 November 2005

Dear Sirs

**Auditors' report to the directors of Aggreko European Finance Limited pursuant to Section 156(4) of the Companies Act 1985**

We have examined the attached statutory declaration of the directors of Aggreko European Finance Limited (the "Company") dated 17 November 2005 in connection with the proposal that the Company should give financial assistance for the purchase of ordinary shares of the Company. This report, including the opinion, has been prepared for and only for the Company and the Company's directors in accordance with Section 156 of the Companies Act 1985 and for no other purpose. We do not, in giving the opinion set out below, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

**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 1985 is unreasonable in all the circumstances.

Yours faithfully



PricewaterhouseCoopers LLP  
Chartered Accountants and Registered Auditors