

# G

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 lettering

To the Registrar of Companies

For official use Company number

00324504

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

Name of company

\* THE RANK ORGANISATION LIMITED

\*Insert full name of company

1/Wet

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

Douglas Martin Yates of 6 Connaught Place, London W2 2EZ  
Charles Bruce Arthur Cormick of 6 Connaught Place, London W2 2EZ  
Francis George Northcott Thomas of 6 Connaught Place, London W2 2EZ

§ 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 the Appendix to this Declaration.

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

For official use  
General Section



COMPANIES HOUSE 30/06/97

Please do not  
write in  
this margin

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

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

Rank Group Finance Plc whose registered office is at 6 Connaught Place, London W2 2EZ.

The assistance will take the form of:

The Company will enter into a Deed of Novation with Xerox Overseas Holdings PLC, Xerox Corporation and Rank Group Finance Plc on 30 June 1997 or, if later, the date on which the Deed of Novation is entered into being a date within 55 days after that date whereby the Company will agree to the assumption by Xerox Overseas Holdings PLC of a debt of £888,065,000 due from Rank Group Finance Plc to the Company and the release of Rank Group Finance plc from its obligations in respect thereof.

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

Xerox Overseas Holdings PLC whose registered office is at Parkway, Marlow, Buckinghamshire SL7 1YL.

\*Delete as  
appropriate

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

Rank Group Finance Plc ("RGF") is indebted to the Company in the sum of £888,065,000 (the "Debt"). Under the Deed of Novation referred to above:

1. Xerox Overseas Holdings PLC ("XOH") will assume RGF's obligations to the Company in respect of the Debt.
2. The Company will release RGF from its obligations to the Company in respect of the Debt.
3. Xerox Corporation will guarantee the full, complete and prompt performance by XOH of the obligations to the Company assumed by XOH.

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 See Appendix to this Declaration.

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)~~

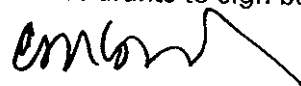
And I/we make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

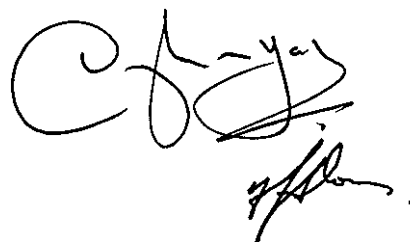
Declared at 6 CONNAUGHT PLACE  
LONDON W2 2EZ.

the 27<sup>th</sup> day of JUNE  
One thousand nine hundred and ninety-seven

before me Stu Howe STEVEN TEN HOVE  
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.

**THE RANK ORGANISATION LIMITED (00324504)**

**Appendix to Declaration of Douglas Martin Yates, Charles Bruce Arthur Cormick and Francis George Northcott Thomas in relation to assistance for the acquisition of shares (Form 155(6)(a))**

The number and class of shares acquired or to be acquired is: 838,340,334 Ordinary Shares of 10p each; 227,552,614 convertible redeemable preference shares of 20p each; 838,340,334 preferred ordinary shares of US\$0.01 each; 227,552,614 convertible cumulative preference shares of US\$0.01 each.

The date on which the assistance is to be given is: 30 June 1997 or, if later, the date on which the Deed of Novation is entered into being a date within 55 days after that date.

*Price Waterhouse*



**AUDITOR'S REPORT TO THE DIRECTORS OF THE RANK ORGANISATION LIMITED  
PURSUANT TO SECTION 156(4) OF THE COMPANIES ACT 1985**

We have examined the attached statutory declaration of the directors dated 27 June 1997 in connection with the proposal that the company should give financial assistance for the purchase of its shares.

**Basis of Report**

We have enquired into the state of the company's affairs in order to review the bases for the statutory declaration.

**Report**

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.

*Price Waterhouse*

Price Waterhouse  
Chartered Accountants and Registered Auditors  
27 June 1997