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Please do not  
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## COMPANIES FORM No. 155(6)a

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

# 155(6)a

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

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

**Note**

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

\* insert full name  
of company

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

† delete as  
appropriate

§ delete whichever  
is inappropriate

To the Registrar of Companies  
(Address overleaf - Note 5)

For official use

Company number

784278

Name of company

\* AMPHENOL LIMITED ("Company")

\*/We # John Brian Backhouse of 39 Towles Pastures, Castle Donnington, Derby

DE74 2RX

Martin Hans Loeffler of 58 North Star Drive, Southington, Connecticut

06489, USA

~~(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 8 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] Amphenol Commercial & Industrial UK,

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: 1,000 ordinary shares of  
£1 each

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

Ashurst Morris Crisp  
Broadwalk House  
5 Appold Street  
LONDON  
EC2A 2HA  
639 London / City  
FMS/277359.01

For official Use  
General Section

Post room



The assistance is to be given to: (note 2) Amphenol Holding UK, Limited  
of Thanet Way, Whitstable, Kent CT5 3JF ("Amphenol Holding")

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 Attachment 1

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

† delete as  
appropriate

Amphenol Holding

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

See Attachment 2

The amount of cash to be transferred to the person assisted is £ up to £34,144,259.50 plus  
interest and costs

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 within 8 weeks of date hereof 19

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

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

\*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)

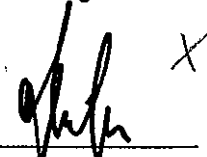
- (a) ~~It is intended to commence the winding up of the company within 12 months of that date, and we have formed the opinion that the company will be able to pay its debts in full within 12 months of the commencement of the winding up.~~ (note 3)
- (b) ~~It is intended to commence the winding up of the company within 12 months of that date, and 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 WALLINGFORD  
CONNECTICUT  
U.S.A.

the 10th day of NOVEMBER  
one thousand nine hundred and NINETY - SEVEN

Declarants to sign below

  
MARTIN H. LOEFFLER

before me

Jeanette E. Mendenhall  
A Commissioner for Oaths or Notary Public or Justice of  
the Peace or a Solicitor having the powers conferred on  
a Commissioner for Oaths. NOTARY PUBLIC

MY COMMISSION EXPIRES JUNE 30, 1998

## 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  
37 Castle Terrace  
Edinburgh  
EH1 2EB

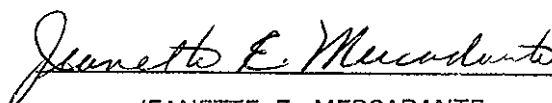
**AMPHENOL LIMITED**  
**Company Number 784278**

**Attachment 1 - Form 155(6)a**

The execution and delivery by the Company of an intra-group loan agreement (the "**Intra-Group Loan Agreement**") to be entered into between Amphenol Holding and Amphenol Commercial & Industrial UK, Limited as borrowers and Amphenol-Borg Limited and the Company as Lenders pursuant to which the Lenders will make available a revolving credit facility in the maximum aggregate principal amount of £34,144,259.50 plus interest and costs to assist Amphenol Holding and Amphenol Commercial & Industrial UK, Limited in meeting their obligations pursuant to a term loan facility agreement (the "**Facility Agreement**") entered into between inter alia Amphenol Holding, Amphenol Commercial & Industrial UK, Limited, Amphenol Corporation and the lenders listed therein, pursuant to which the lenders listed therein have made available a term loan facility in the maximum aggregate principal amount of £12,499,237.85 to Amphenol Holding and which was used by Amphenol Holding in financing the purchase price payable to Amphenol Corporation (the "**Vendor**") for the purpose of the acquisition of the shares in Amphenol Commercial & Industrial UK, Limited by Amphenol Holding (the "**Acquisition**").

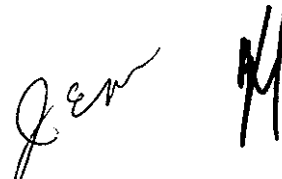


MARTIN H. LOEFFLER



JEANETTE E. MERCADANTE  
NOTARY PUBLIC

MY COMMISSION EXPIRES JUNE 30, 1998



**AMPHENOL LIMITED**  
**Company Number 784278**

**Attachment 2 - Form 155(6)a**

By executing the Intra-Group Loan Agreement the Company will make available to Amphenol Holding and Amphenol Commercial & Industrial UK, Limited a revolving credit facility of up to £34,144,259.50 plus interest and costs to be used by Amphenol Holding and Amphenol Commercial & Industrial UK, Limited to make payments when due under the Facility Agreement, provided that the Company shall only be obliged to make advances if, inter alia, the aggregate of all monies standing to the credit of its bank accounts exceeds the amount of the proposed advance and the Company is solvent.



MARTIN H. LOEFFLER



JEANETTE E. MERCADANTE  
NOTARY PUBLIC  
MY COMMISSION EXPIRES JUNE 30, 1998



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## COMPANIES FORM No. 155(6)a

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

# 155(6)a

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

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To the Registrar of Companies  
(Address overleaf - Note 5)

For official use

Company number

--	--	--	--

784278

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

Name of company

\* AMPHENOL LIMITED ("Company")

\* insert full name  
of company

~~I/We~~ John Brian Backhouse of 39 Towles Pastures, Castle Donnington, Derby  
DE74 2RX

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

Martin Hans Loeffler of 58 North Star Drive, Southington, Connecticut  
06489, USA

† 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] Amphenol Commercial & Industrial UK,  
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: 1,000 ordinary shares of  
£1 each

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

Ashurst Morris Crisp  
Broadwalk House  
5 Appold Street  
LONDON  
EC2A 2HA  
639 London / City  
FMS/277359.01

For official Use  
General Section

Post room

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of Thanet Way, Whitstable, Kent CT5 3JF ("Amphenol Holding")

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bold block  
lettering

The assistance will take the form of:

See Attachment 1

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

† delete as  
appropriate

Amphenol Holding

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

See Attachment 2

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and costs

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 within 8 weeks of date hereof 19

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write in this  
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in black type, or  
bold block lettering

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

~~\*/~~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) ~~\*/~~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 3/6 Done John  
Canterbury Kent

the 10 day of November  
one thousand nine hundred and ninety seven

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.~~

Declarants to sign below

[Signature]  
CA

## 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.
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- 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  
37 Castle Terrace  
Edinburgh  
EH1 2EB



**AMPHENOL LIMITED**  
**Company Number 784278**

**Attachment 1 - Form 155(6)a**

The execution and delivery by the Company of an intra-group loan agreement (the "**Intra-Group Loan Agreement**") to be entered into between Amphenol Holding UK, Limited ("Amphenol Holding") and ACI as borrowers and Amphenol-Borg Limited and the Company as Lenders pursuant to which the Lenders will make available a revolving credit facility in the maximum aggregate principal amount of £34,144,259.50 plus interest and costs to assist Amphenol Holding and ACI in meeting their obligations pursuant to a term loan facility agreement (the "**Facility Agreement**") entered into between inter alia Amphenol Holding, ACI, Amphenol Corporation and the lenders listed therein, pursuant to which the lenders listed therein have made available a term loan facility in the maximum aggregate principal amount of £12,499,237.85 to Amphenol Holding and which was used by Amphenol Holding in financing the purchase price payable to Amphenol Corporation (the "**Vendor**") for the purpose of the acquisition of the shares in ACI by Amphenol Holding (the "**Acquisition**").

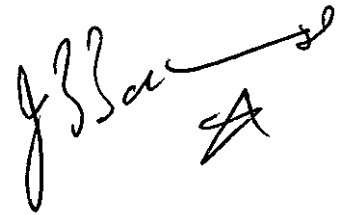


**Christopher John Byrne**  
**Notary Public**  
**3 Dane John, Canterbury, Kent**

**AMPHENOL LIMITED**  
**Company Number 784278**

**Attachment 2 - Form 155(6)a**

By executing the Intra-Group Loan Agreement the Company will make available to Amphenol Holding and Amphenol Commercial & Industrial UK, Limited a revolving credit facility of up to £34,144,259.50 plus interest and costs to be used by Amphenol Holding and Amphenol Commercial & Industrial UK, Limited to make payments when due under the Facility Agreement, provided that the Company shall only be obliged to make advances if, inter alia, the aggregate of all monies standing to the credit of its bank accounts exceeds the amount of the proposed advance and the Company is solvent.



Christopher John Byrne  
Notary Public  
6 Dane John, Canterbury, Kent



## Chartered Accountants

Deloitte & Touche  
Hill House  
1 Little New Street  
London EC4A 3TR

Telephone: National 0171 936 3000  
International + 44 171 936 3000  
Telex: 884739 TRLNDN G  
Fax (Gp. 3): 0171 583 8517  
LDE: DX 599

## AUDITORS' REPORT TO THE DIRECTORS OF AMPHENOL LIMITED PURSUANT TO SECTION 156(4) OF THE COMPANIES ACT 1985

We have examined the attached statutory declaration of the directors dated 10 November 1997 in connection with the proposal that the company should give financial assistance for the purchase of 1,000 of Amphenol Commercial and Industrial UK Limited's ordinary shares.

### 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

Registered Auditors

10 November 1997

Ref: FMS/277 359.01

Hill House  
1 Little New Street  
London EC4A 3TR