

# 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

2984211

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

Name of company

\* GPT SPECIAL PROJECT MANAGEMENT LIMITED

\*Insert full name of company

I/We†

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

Steven Andrew Berg and Peter Michael Hinchliffe both of New Century Park, Coventry CV3 1HJ, are

§ 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 § GPT HOLDINGS LIMITED

‡

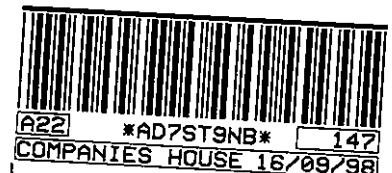
The assistance is for the purpose of ~~that acquisition~~ [reducing or discharging a liability incurred for the purpose of that acquisition].

The number and class of the shares acquired or to be acquired is: 80,000,000 ordinary shares of £1 each in GPT Holdings Limited

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

Miss J C Polley  
1 Bruton Street  
London  
W1X 8AQ

For official use  
General Section



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

The General Electric Company, p.l.c.,  
One Bruton Street, London W1X 8AQ

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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:

The General Electric Company, p.l.c., One Bruton Street  
London W1X 8AQ

\*Delete as  
appropriate

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 £ 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 during the period 9 September 19 to 3 November 1998

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## ATTACHMENT 1

### **Definitions.**

In this statutory declaration the following expressions have the following meanings:

**"Bank"** means Midland Bank Plc;

**"Company"** means GPT Special Project Management Limited;

**"GEC Group"** means The General Electric Company, p.l.c. and its subsidiaries (within the meaning of Section 736 Companies Act 1985); and

**"Set-off and Guarantee Agreement and CGAA"** means the letter agreements between the Company and the Bank referred to below.

### **Form of Assistance**

The assistance will take the form of the execution, delivery and performance by the Company of letter agreements between the Company and the Bank giving the Bank:

1. the right to set-off or transfer sums standing to the credit of any one or more of the Company's accounts which it may hold from time to time with the Bank in or towards the satisfaction of the liabilities to the Bank of certain other members of the GEC Group; and
2. a guarantee of the repayment to the Bank of the liabilities of certain other members of the GEC Group, such guarantee being limited to the extent of the credit balances from time to time on the current accounts held by the Company at the Bank from time to time.



## ATTACHMENT 2

The Principal Terms on which the assistance will be given are set out below.

1. The Company grants to the Bank the right at any time to set off or transfer any credit balances in accounts of the Company with the Bank in or towards satisfaction of the liabilities to the Bank of certain other members of the GEC Group as determined from time to time under the terms of the Set-off and Guarantee Agreement and the CGAA; and
2. The Company guarantees as a continuing security payment to the Bank on demand of all liabilities on current account owing to the Bank (and all reasonable legal and other expenses reasonably incurred by the Bank in connection therewith) from or by all or any one or more of certain other members of the GEC Group as determined from time to time under the terms of the Set-off and Guarantee Agreement and the CGAA provided that the maximum liability of the Company shall not exceed the aggregate of any credit balances existing from time to time on any account of the Company with the Bank.

A handwritten signature in black ink, appearing to be 'MS 21', located in the bottom right corner of the page.

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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) x~~

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

*Renaissance  
London Heathrow Hotel*

the *9th* day of *September*  
One thousand nine hundred and *ninety-eight*

before me

*Elizabeth H Bartle*

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.

your reference

our reference

The Directors  
GPT Special Project Management Limited  
PO Box 53  
New Century Park  
Coventry  
CV3 1HJ

9 September 1998

Dear Sirs

**Auditors' report to the directors of GPT Special Project Management Limited  
pursuant to section 156(4) of the Companies Act 1985**

We are the auditors of the Company.

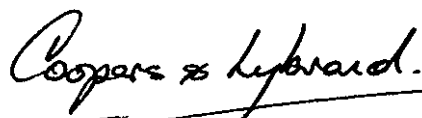
We have examined the attached statutory declaration of the directors of GPT Special Project Management Limited ('the Company') dated 9 September 1998 in connection with the proposal that the Company should give financial assistance in connection with the purchase of shares in the Company's holding company, GPT Holdings Limited.

**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.



Chartered Accountants  
Birmingham