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COMPANIES FORM No. 155(6)b

**Declaration by the directors  
of a holding company in  
relation to assistance for the  
acquisition of shares**

155(6)b

Please do not  
write in this  
margin

**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

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

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

For official use

Company number

[ ] [ ] [ ] [ ] [ ] [ ]

3207774

Name of company

\* LucasVarity Limited

I/we § Paul Martin Almond, Duntally, 6 Grove Lane, Wightwick, Wolverhampton,  
WV6 8NJ

[the sole director] [all the directors]† of the above company (hereinafter called 'this company') do  
solemnly and sincerely declare that:

The business of this 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 §

This company is ~~the~~ [a] holding company of\* CAV Limited

\_\_\_\_\_ which is  
proposing to give financial assistance in connection with the acquisition of shares

in [this company] [ \_\_\_\_\_  
\_\_\_\_\_ the holding company of this company.]†

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

Allen & Overy  
One New Change  
London  
EC4M 9QQ

For official Use  
General Section

Post room



The assistance is for the purpose of ~~that acquisition~~ [reducing or discharging a liability incurred for the purpose of that acquisition].† (note 1)

Please do not  
write in this  
margin

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

The number and class of the shares acquired or to be acquired is: whole of issued share  
capital of LucasVarity Limited

The assistance is to be given to: (note 2) TRW Automotive UK Limited of 9 Cheapside,  
London EC2V 6AD

The assistance will take the form of:

SEE ATTACHMENT A

The person who [has acquired] ~~will acquire~~† the shares is:  
TRW Automotive UK Limited

† delete as  
appropriate

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

SEE ATTACHMENT B

The amount (if any) by which the net assets of the company which is giving the assistance will be reduced  
by giving it is None

The amount of cash to be transferred to the person assisted is £ SEE ATTACHMENT B

The value of any asset to be transferred to the person assisted is £ Not applicable

Please do not  
write in this  
margin

The date on which the assistance is to be given is 17th November 19 99

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

I/~~We~~ have formed the opinion, as regards this 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 this company will be able to pay its debts as they fall due during the year immediately following that date]\* (note 3)

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

(b) ~~It is intended to commence the winding up of this company within 12 months of that date; and I/we have formed the opinion that this 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 11/12 New Road Walsingham  
West Midlands

Declarants to sign below

the 10<sup>th</sup> day of November  
one thousand nine hundred and ninety-nine

before me Richard F. Dalton

~~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  
CF4 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies  
Companies House  
37 Castle Terrace  
Edinburgh  
EH1 2EB

**ATTACHMENT A**  
(to statutory declaration Form 155(6)b - box 1 on page 2)

The assistance will take the form of execution, delivery and performance by the Company of its obligations under the Intra-Group Loan Agreement pursuant to which the Company will make loans available to TRW Automotive UK Limited (an indirect wholly owned subsidiary of TRW Inc) to be used by TRW Inc. for the purpose of, *inter alia*, meeting its obligations under various financing and security arrangements to which it is a party in relation to the acquisition of the LucasVarity group of companies by TRW Automotive UK Limited.

In this statutory declaration, "**Intra-Group Loan Agreement**" means the Intra-Group Loan Agreement to be entered into between TRW Automotive UK Limited as borrower and the eleven Lenders (as listed therein), including the Company (each a "**Lender**").

Richard F Dalton  
Solicitor

**ATTACHMENT B**  
(to statutory declaration Form 155(6)b - Box 2 page 2)

By executing the Intra-Group Loan Agreement, the Company will agree to make available to TRW Automotive UK Limited (an indirect wholly owned subsidiary of TRW Inc) loans to be used by TRW Inc:

- (a) for the purposes of providing ongoing funding to enable TRW Inc. to meet its obligations under various financing and security arrangements to which it is a party in relation to the acquisition of the LucasVarity group of companies by TRW Automotive UK Limited; and
- (b) otherwise for its general funding purposes.

The principal terms on which the loans will be made are:

- (a) each loan will be repayable on demand by the Lender;
- (b) no Lender will be obliged to make a loan unless a letter of support from TRW Inc has been received;
- (c) the aggregate of all loans made by a Lender shall not exceed the amount of monies standing to the Lender's credit in its bank accounts (subject to a maximum of £1,500,000,000 to be lent by all the Lenders together); and
- (d) the loans will bear interest at the base rate of Barclays Bank PLC.

Richard F. Dalton  
Solicitor

**Auditors' report to the directors of LucasVarity Limited pursuant to section 156(4) of the Companies Act 1985**

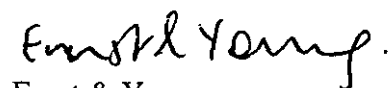
We have examined the attached statutory declaration of the directors of LucasVarity Limited ("the Company") dated 10th November 1999. The statutory declaration is made in connection with the proposed financial assistance to be given by the Company as required by TRW Automotive UK Limited in connection with an Intra-Group Loan Agreement.

**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.

  
Ernst & Young  
Registered Auditor  
10th November 1999



Richard F. Dalton  
Director