

G

CHA 116

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

x/We § Reinhard Lechner, Weingaerten 1, Liederbach, D-65835, Germany

Michael John Read, 93A Dartmouth Road, London NW2 4ER

~~(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* Lucas Investment Finance Limited

which is

proposing to give financial assistance in connection with the acquisition of shares

in [this company] [xx]

xx the holding company of this company.†

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

Allen & Overy
One New Change
London
EC4M 9QQ

CO:653437.12

For official Use
General Section

Post room



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

do not
write in this
margin

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

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

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

~~*/~~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) ~~*/~~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)

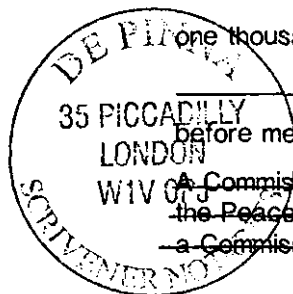
(b) ~~It is intended to commence the winding up of this company within 12 months of that date, and I/we have formed the opinion that this company will be able to pay its debts in full within 12 months of the commencement of the winding up)* (note 3)~~

And ~~*/~~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 LONDON, ENGLAND

Declarants to sign below

the TENTH day of NOVEMBER
one thousand nine hundred and NINETY-NINE



before me
A Commissioner for Oaths or Notary Public or Justice of the Peace or a Solicitor having the powers conferred on a Commissioner for Oaths.

D.N.L. FAWCETT
Scrivener Notary of London, England

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**").

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.

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 10 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

Ernst & Young

Registered Auditor

10th November 1999