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COMPANIES FORM No. 155(6)a

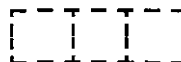
**Declaration in relation to
assistance for the acquisition
of shares****155(6)a**Please do not
write in this
margin

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

Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number



3207774

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

Name of company

* LucasVarity Limited

* insert full name
of company

*We # Reinhard Lechner, Weingarten 1, Liederbach, D-65835, Germany

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

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

† 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] LucasVarity

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: whole of issued share
capital of LucasVarity LimitedPresentor's name address and
reference (if any):Allen & Overy
One New Change
London
EC4M 9QQFor official Use
General Section

Post room



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

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 A

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

† delete as
appropriate

TRW Automotive UK Limited

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

SEE ATTACHMENT B

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

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

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

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

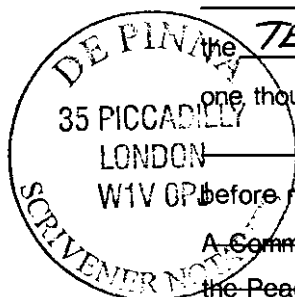
~~1/~~We have formed the opinion, as regards the company's initial situation immediately following the date on which the assistance is proposed to be given, that there will be no ground on which it could then be found to be unable to pay its debts. (note 3)

- (a) ~~1/~~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 1/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 ~~1/~~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 [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. D.N.L. FAWCETT

Scrivener Notary of London, England

[Signature]

[Signature]

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

ATTACHMENT A

(to statutory declaration Form 155(6)a - 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)a - 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

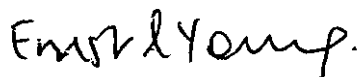
We have examined the attached statutory declaration of the directors of LucasVarity Limited ("the Company") dated 10th November 1999. The statutory declaration is made in connection with the proposed financial assistance to be given by the Company as required by TRW Automotive UK Limited in connection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