

**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
(Address overleaf - Note 5)

For official use

Company number

| | | |
|--|--|--|
| | | |
|--|--|--|

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|--|

Name of company

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

| |
|---|
| * |
| |

* insert full name
of company

I/We

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

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|--|
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| |

† 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:

(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§

§ delete whichever
is inappropriate

The company is proposing to give financial assistance in connection with the acquisition of shares in
the [company] [company's holding company]

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:

| |
|--|
| |
| |

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

For official Use

General Section

Post room

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

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:

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

[†] delete as
appropriate

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

The amount of cash to be transferred to the person assisted is £ _____

The value of any asset to be transferred to the person assisted is £ _____

The date on which the assistance is to be given is _____

Please do not
write in
this margin

Please complete
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)

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 _____

Declarants to sign below

on

| Day | Month | Year |
|-------------|-------------|-------------------------------------|
| <div></div> | <div></div> | <div></div> <div></div> <div></div> |

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.

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
CF14 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies
37 Castle Terrace
Edinburgh
EH1 2EB