

Declaration in relation to assistance for the acquisition of shares

155(6)a

CHFP025

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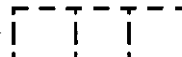
Pursuant to section 155(6) of the Companies Act 1985

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



21794

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

Name of company

* JEYES PROFESSIONAL LIMITED

* insert full name
of company

X We Michael Colley - 'Strathlene', The Park, Great Barton, Bury St Edmunds, Suffolk, IP31 2SU

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

Nicholas Goodwin - Uplands Farmhouse, Chandler Road, Stoke Holy Cross, Norwich, Norfolk, NR14 8RG

† delete as
appropriate

~~XXXXXXXXXXXX~~ [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, with the meaning of the Banking Act 1979~~

~~(b) that of a person authorised under section 1 of the Financial Services Companies Act 1982~~

~~in the business of the company~~

(c) something other than the above§

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

[company] ~~XXXXXXXXXXXXXXXXXXXX~~

XXXXXX

The assistance is for the purpose of [that acquisition] ~~XXXXXXXXXXXXXXXXXXXX~~~~XXXXXXXXXXXXXXXXXXXX~~

The number and class of the shares acquired or to be acquired is:

7,915,117 Ordinary Shares of 25p each

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

Ashurst Morris Crisp
Broadwalk House
5 Appold Street
London
EC2A 2HA
639 London/City
Ref: MRE/2802715.v1(SJL)

For official Use
General Section

Post room



LD2
COMPANIES HOUSE

0132
30/09/02

The assistance is to be given to: (note 2) Jeyes Group Limited, Brunel Way, Thetford, Norfolk, IP24 1HF ("Newco")

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:

Please see Attachment 1

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

† delete as
appropriate

Newco

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

Please 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 £ N/A

The date on which the assistance is to be given is the date hereof or within eight weeks

Please do not
write in this
margin

☒ 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)

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

(a) ☒ 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)

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

(b) ~~[It is intended to commence the winding up of the company within 12 months of that date, and 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 ☒ 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

THEFTORD

Day Month Year
on

2	5	0	9	2	0	0	2
---	---	---	---	---	---	---	---

before me Chris Pull (CHRIS PULLHAM)

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

FORM 155(6)a

Jeyes Professional Limited (the "Company")
Company Number 21794
Attachment 1 to Form 155(6)a

1.1 Standard Security

A standard security granted by the Company over all and whole of its interest in the property known as 2 Colvilles Road, East Kilbride (the "**Standard Security**").

1.2 Personal Bond

A personal bond entered into by the Company along with certain other members of the group of companies in favour of The Governor and Company of the Bank of Scotland (the "**Personal Bond**").

1.3 Facility Accession Letter

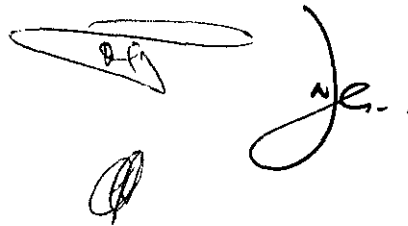
A facility accession letter (the "**Facility Accession Letter**") entered into by the Company to accede to the multicurrency term and revolving credit facilities of a principal aggregate amount of €102,500,000 pursuant to a Multicurrency Term and Revolving Facility Agreement dated 29 June 2002 (the "**Facility Agreement**")

1.4 Debenture Accession Letter

A debenture accession letter (the "**Debenture Accession Letter**") entered into by the Company to accede to a debenture dated 11 September 2002 (the "**Debenture**").

1.5 Intercreditor Accession Letter

An intercreditor accession letter (the "**Intercreditor Accession Letter**") entered into by the Company to accede to an intercreditor agreement dated 11 September 2002 (the "**Intercreditor Agreement**").

Handwritten signatures and initials. There are three distinct marks: a horizontal oval containing the letters 'D.F.', a small circular mark below it, and a large, stylized signature to the right.

Jeyes Professional Limited
Company Number 21794
Attachment 2 to Form 155(6)a

1.6 Standard Security

The Standard Security referred to in paragraph 1.1 above is to be created by the Company:

- (a) granting a Standard Security in favour of The Governor and Company of the Bank of Scotland over all and whole of the sub-tenant's interest in the property known as 2 Colvilles Road, East Kilbride; and
- (b) assigning its whole right, title and interest in and to the rights, benefits and claims under the policies of insurance covering the above property to The Governor and Company of the Bank of Scotland as Security Trustee (as defined in the Personal Bond).

1.7 Personal Bond

The Personal Bond referred to in paragraph 1.2 above is to be created by the Company entering into a Personal Bond to pay to The Governor and Company of the Bank of Scotland (as Security Trustee):

- (a) all present and future obligations and liabilities of each Charging Company (as defined in the Debenture) to the Security Trustee and the Security Beneficiaries (as defined in the Intercreditor Agreement) under any of the Finance Documents (as defined in the Intercreditor Agreement);
- (b) all reasonable costs, charges and expenses properly incurred by the Security Beneficiaries in connection with the preparation and negotiation of the Finance Documents; and
- (c) all costs, charges and expenses incurred by the Security Trustee and Security Beneficiaries in connection with the protection, preservation and enforcement of their respective rights under any Finance Documents.

1.8 Facility Accession Letter

The Facility Accession Letter referred to in paragraph 1.3 above is to be entered into by the Company in order to accede to the Facility Agreement as a guarantor pursuant to which the Company guarantees the obligations of each Obligor (as defined in the Facility Agreement).

1.9 Debenture Accession Letter

The Debenture Accession Letter referred to in paragraph 1.4 above is to be entered into by the Company in order to accede to the Debenture between the Lenders (as defined in the Facilities Agreement), certain subsidiaries of Jeyes Holdings Limited (formerly Inhoco 2655 Limited) (the "**Parent**") and the Governor and Company of the Bank of Scotland (as Security Trustee) pursuant to which the Company covenants to pay and discharge the monies owing under the Facility Agreement and covenants to pay and discharge the

Jeyes Professional Limited
Company Number 21794
Attachment 2 to Form 155(6)a (continued)

monies owing under the Facility Agreement and will create fixed and floating charges over all their assets and undertaking by way of security for their obligations.

1.10 Intercreditor Accession Letter

The Intercreditor Accession Letter referred to in paragraph 1.5 above is to be entered into by the Company in order to accede to the Intercreditor Agreement between, amongst others, the Lenders, various subsidiaries of the Parent, the Parent, Newco, the Governor and Company of the Bank of Scotland (as Security Trustee) and the Subordinated Creditors (as defined in the Intercreditor Agreement) which, inter alia, regulates the rights of the Lenders and the subordinated creditors as amongst themselves.



21794.

KPMG Transaction Services

6 Lower Brook Street
Ipswich
IP4 1AP
United Kingdom

Tel +44 (0) 1473 233499
Fax +44 (0) 1473 204486
DX 3262 Ipswich

Jeyes Professional Limited
C/o Jeyes Group Limited
Brunel Way
Thetford
Norfolk
IP24 1HF

Your ref

Our ref

Contact Steve Creasy
01908 844918

25 September 2002

Dear Sirs

Auditors' report to the directors of Jeyes Professional Limited pursuant to Section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors dated 25 September 2002 in connection with the proposal that the company should give financial assistance for the purchase of all of the company's ordinary shares. We have enquired into the state of the company's affairs in order to review the bases for the statutory declaration.

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.

Yours faithfully


KPMG LLP

Registered Auditor



KPMG LLP,
KPMG LLP, a UK limited liability partnership,
is a member of KPMG International,
a Swiss association

KPMG LLP is registered to
carry on audit work by the
Institute of Chartered
Accountants in England and

Wales and authorised by
the Financial Services
Authority for investment
business activities

Registered in England No OC301540
Registered office:
8 Salisbury Square,
London EC4Y 8BB