

**G**

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

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

For official use

Company number

[ ] [ ] [ ] [ ]

30209

Name of company

\* HARRODS LIMITED

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

\* insert full name  
of company

I/We C. Eggert of Flat 2, 42 Kensington Square, London W8 5HP

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

being a director of the above company (hereinafter called "this company")  
the remainder of whom are making statutory declarations in like terms and  
of even date herewith

† delete as  
appropriate

CU ~~the sole director~~ ~~all the directors~~† of the above company (hereinafter called "this company") do  
solemnly and sincerely declare that:

§ delete whichever  
is inappropriate

The business of this company is:

- CU ~~(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

CU This company is ~~the~~ [a] holding company of\* Harrods International Limited

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

CU in ~~this company~~ [ House of Fraser Limited ]

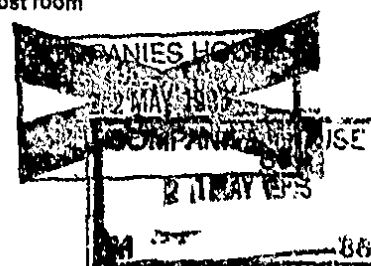
the holding company of this company.†

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

Herbert Smith  
Exchange House  
Primrose Street  
London EC2A 2HS

For official Use  
General Section

Post room



Please do not  
write in  
this margin

The date on which the assistance is to be given is no later than 1st June 1993

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

*all* 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)

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

*all* (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)

*all* (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)

*all* 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 87-135 BROMPTON ROAD  
KNIGHTSBRIDGE LONDON SW1X  
7XL

Declarants to sign below

the 14th day of May  
one thousand nine hundred and ninety three

before me *[Signature]* SOLICITOR  
A Commissioner for Oaths or Notary Public or Justice of  
the Peace or a Solicitor having the powers conferred on  
a Commissioner for Oaths. (K. MOHAMED)

## NOTES

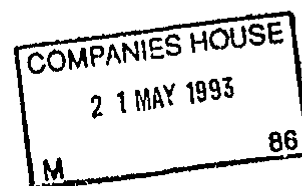
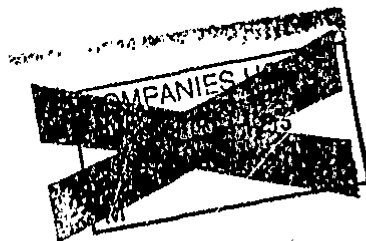
- 1 For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985.
- 2 Insert full name(s) and address(es) of the person(s) to whom assistance is to be given; if a recipient is a company the registered office address should 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.



Price Anderson

COMPANIES INC.

14 May 1993



SCHEDULE 1

HARRODS LIMITED

The financial assistance will or may take the form of Harrods International Limited ("HIL") a subsidiary of Harrods Limited extending the security granted in favour of Samuel Montagu & Co. Limited (the "Agent") by a guarantee and debenture dated 30th April 1993 and entered into by HIL and the Agent so as to secure directly and indirectly the performance of the obligations of House of Fraser Holdings plc ("HOFH") under an amended agreement relating to a £425 000,000 facility agreement (reduced to £375,000,000) dated 19th April 1988 between HOFH, the Agent and the financial institutions referred to therein, which security is to be regulated pursuant to a Trust Agreement with the Agent and others dated 30th April 1993, and further financial assistance given pursuant to the obligations incurred under such documents as security as aforesaid.

# G

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

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

For official use

Company number

--	--	--	--

30209

Name of company

\* HARRODS LIMITED

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

\* Insert full name  
of company

+/We ~~ø~~ A. Fayed of 60 Park Lane, London W1Y 3TG

~~P. Bolliger of 1 Walton Place, London SW3 1RH~~

ø Insert name(s) and  
address(es) of all  
the directors

D.R. Webb of 13 Buckingham House, Sheen Road, Richmond, Surrey TW10 5AX

A.R. Jennings of 45 Kensington Square, London W8 5HP

being some of the directors of the above company (hereinafter called "this  
company") the remainder of whom are making statutory declarations in like  
terms and of even date herewith

† delete as  
appropriate

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

§ delete whichever  
is inappropriate

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\* Harrods International Limited

\_\_\_\_\_ which is  
proposing to give financial assistance in connection with the acquisition of shares  
in ~~this company~~ [House of Fraser Limited

\_\_\_\_\_ the holding company of this company.†

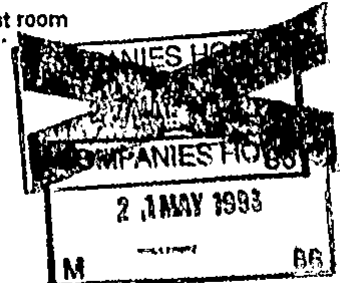
Presenter's name address and  
reference (if any):

Herbert Smith  
Exchange House  
Primrose Street  
London EC2A 2HS

Ref: 282/C290

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

The number and class of the shares acquired or to be acquired is: 153,679,045  
ORDINARY SHARES OF 1p EACH

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

The assistance is to be given to: (note 2) House of Fraser Holdings Plc

The assistance will take the form of:

See attached Schedule 1

The person who [has acquired] ~~[will acquire]~~ the shares is:  
House of Fraser Holdings Plc

† delete as  
appropriate

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

See attached Schedule 1

The amount (if any) by which the net assets of the company which is giving the assistance will be reduced by giving it is NIL

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 £ NIL

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

The date on which the assistance is to be given is not later than 1st June 19 93

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)

~~(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 1, Howick Place  
London SW1P 1BT

Declarants to sign below

the 14th day of May  
one thousand nine hundred and ninety three

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.

A Fayed

Dr Webb

A K. Jennings

## 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.

*Price Waterhouse*



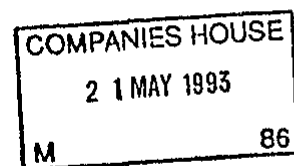
**REPORT OF THE AUDITORS TO THE DIRECTORS OF HARRODS LIMITED PURSUANT TO SECTION 156(4) OF THE COMPANIES ACT 1985**

We have examined the attached statutory declaration of the directors dated 14 May 1993 in connection with the proposal that Harrods International Limited should give financial assistance to House of Fraser Holdings plc. We have enquired into the state of affairs of Harrods Limited so far as necessary for us to review the basis 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 maintained in Section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances.

*Price Waterhouse*

PRICE WATERHOUSE  
Chartered Accountants  
and Registered Auditor



14 May 1993



SCHEDULE 1

HARRODS LIMITED

The financial assistance will or may take the form of Harrods International Limited ("HIL") a subsidiary of Harrods Limited extending the security granted in favour of Samuel Montagu & Co. Limited (the "Agent") by a guarantee and debenture dated 30th April 1993 and entered into by HIL and the Agent so as to secure directly and indirectly the performance of the obligations of House of Fraser Holdings plc ("HOFH") under an amended agreement relating to a £425,000,000 facility agreement (reduced to £375,000,000) dated 19th April 1988 between HOFH, the Agent and the financial institutions referred to therein, which security is to be regulated pursuant to a Trust Agreement with the Agent and others dated 30th April 1993, and further financial assistance given pursuant to the obligations incurred under such documents as security as aforesaid.

# G

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

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

For official use

Company number

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30209

Name of company

\* HARRODS LIMITED

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

\* insert full name  
of company

I/W~~o~~ C.P. de Boer of Ambresbury Lodge, 10 Lowerbury Lane, Epping,  
Essex CM16 5HA

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

being a director of the above company (hereinafter called "this company")  
the remainder of whom are making statutory declarations in like terms and of  
even date herewith

† delete as  
appropriate

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

§ delete whichever  
is inappropriate

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\* Harrods International Limited

\_\_\_\_\_ which is  
proposing to give financial assistance in connection with the acquisition of shares  
in ~~[this company]~~ House of Fraser Limited

\_\_\_\_\_ the holding company of this company.†

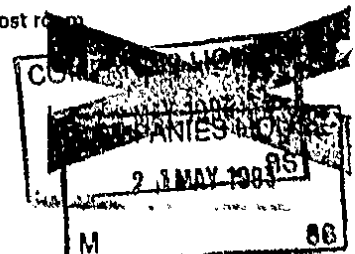
Presenter's name address and  
reference (if any):

Herbert Smith  
Exchange House  
Primrose Street  
London EC2A 2HS

Ref: 282/C290

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

The number and class of the shares acquired or to be acquired is: 153,679,045  
ORDINARY SHARES OF 1p EACH

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

The assistance is to be given to: (note 2) House of Fraser Holdings Plc

The assistance will take the form of:

See attached Schedule 1

The person who {has acquired}[will acquire]† the shares is:  
House of Fraser Holdings Plc

† delete as  
appropriate

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

See attached Schedule 1

The amount (if any) by which the net assets of the company which is giving the assistance will be reduced by giving it is NIL

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 £ NIL

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

The date on which the assistance is to be given is no later than 1st June 1993

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)

~~(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 13 The Broadway  
Woodford Green  
Essex

the 14th day of May  
one thousand nine hundred and ninety three

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.

Declarants to sign below

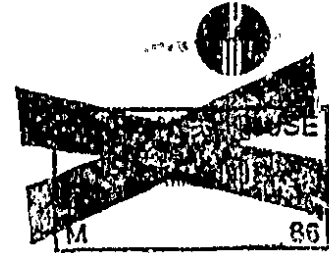
[Signature]

## 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.

G. I. GAYER  
A SOLICITOR AUTHORISED  
TO ADMINISTER OATHS

*Price Waterhouse*



**REPORT OF THE AUDITORS TO THE DIRECTORS OF HARRODS LIMITED PURSUANT TO SECTION 156(4) OF THE COMPANIES ACT 1985**

We have examined the attached statutory declaration of the directors dated 14 May 1993 in connection with the proposal that Harrods International Limited should give financial assistance to House of Fraser Holdings plc. We have enquired into the state of affairs of Harrods Limited so far as necessary for us to review the basis 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.

*Price Waterhouse*

PRICE WATERHOUSE  
Chartered Accountants  
and Registered Auditor



14 May 1993

## SCHEDULE 1

### HARRODS LIMITED

The financial assistance will or may take the form of Harrods International Limited ("HIL") a subsidiary of Harrods Limited extending the security granted in favour of Samuel Montagu & Co. Limited (the "Agent") by a guarantee and debenture dated 30th April 1993 and entered into by HIL and the Agent so as to secure directly and indirectly the performance of the obligations of House of Fraser Holdings plc ("HOFH") under an amended agreement relating to a £425,000,000 facility agreement (reduced to £375,000,000) dated 19th April 1988 between HOFH, the Agent and the financial institutions referred to therein, which security is to be regulated pursuant to a Trust Agreement with the Agent and others dated 30th April 1993, and further financial assistance given pursuant to the obligations incurred under such documents as security as aforesaid.

# G

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

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

For official use

Company number

--	--	--	--

30209

Name of company

\* HARRODS LIMITED

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

\* Insert full name  
of company

/We M. Al Fayed of 60 Park Lane, London W1Y 3TG

J.G. Hawkins of 45 The Avenue, Tadworth, Surrey KT20 5DB

† Insert name(s) and  
address(es) of all  
the directors

P. Bolliger of 1 Walton Place, London SW3 1RH

M.D. Cole of 11 Chancery Wharf, Crisp Road, London W6 9RT

A.R. Cox of 7 Osprey Heights, The Falcons, London SW11 5NG

being some of the directors of the above company (hereinafter called "this  
company") the remainder of whom are making statutory declarations in like  
terms and of even date herewith

† delete as  
appropriate

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

§ delete whichever  
is inappropriate

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\* Harrods International Limited

\_\_\_\_\_ which is  
proposing to give financial assistance in connection with the acquisition of shares  
in ~~[this company]~~ House of Fraser Limited

\_\_\_\_\_ the holding company of this company†

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

Herbert Smith  
Exchange House  
Primrose Street  
London EC2A 2HS

Ref: 282/C290

For official Use  
General Section

Post room

COMPANIES HOUSE

2 1 MAY 1993

COMPANIES HOUSE

2 MAY 1993

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

The number and class of the shares acquired or to be acquired is: 153,679,045  
ORDINARY SHARES OF 1p EACH

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

The assistance is to be given to: (note 2) House of Fraser Holdings Plc

The assistance will take the form of:

See attached Schedule 1

The person who ~~[has acquired]~~ [will acquire]† the shares is:  
House of Fraser Holdings Plc

† delete as  
appropriate

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

See attached Schedule 1

The amount (if any) by which the net assets of the company which is giving the assistance will be reduced by giving it is NIL

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 £ NIL



Please do not  
write in  
this margin

The date on which the assistance is to be given is no later than 1st June 1993

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

~~/~~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 it's 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 87-135 BROMPTON ROAD,  
KNIGHTSBRIDGE,  
LONDON SW1 X 7 XL  
the 14<sup>th</sup> day of May  
one thousand nine hundred and ninety three

before me Thomas Coates

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

THOMAS JOSEPH COATES  
A SOLICITOR EMPOWERED TO ADMINISTER 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 1995 must be annexed to this form.

Declarants to sign below

Michael D. Cole  
M.D. COLE

P. Bolliger

P. Bolliger

A.R. Cox  
A.R. Cox.

J.G. Hawkins

J.G. HAWKINS.

[Signature]

---

**Jordans**  
LAW STATIONERS

Jordan & Sons Limited  
21 St. Thomas Street, Bristol BS1 6JS Telephone 0272 230600 Telex 449119



Pie Lighthouse

COMPANIES HOUSE  
21 MAY 1993  
M 86

SCHEDULE 1

HARRODS LIMITED

The financial assistance will or may take the form of Harrods International Limited ("HIL") a subsidiary of Harrods Limited extending the security granted in favour of Samuel Montagu & Co. Limited (the "Agent") by a guarantee and debenture dated 30th April 1993 and entered into by HIL and the Agent so as to secure directly and indirectly the performance of the obligations of House of Fraser Holdings plc ("HOFH") under an amended agreement relating to a £425,000,000 facility agreement (reduced to £375,000,000) dated 19th April 1988 between HOFH, the Agent and the financial institutions referred to therein, which security is to be regulated pursuant to a Trust Agreement with the Agent and others dated 30th April 1993, and further financial assistance given pursuant to the obligations incurred under such documents as security as aforesaid.

MDC

to  
L.

less

11

J.C.