

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]

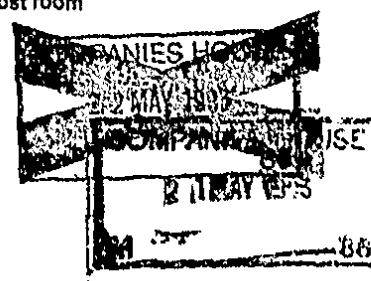
the holding company of this company.†

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

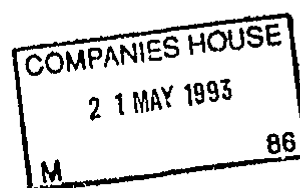
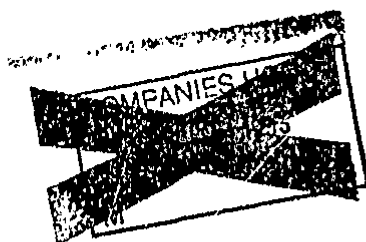
- 1 For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985.
- 2 Insert full name(s) and address(es) of the person(s) to whom assistance is to be given; if a recipient is a company the registered office address should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



Eric Matheson

~~COMPANIES~~

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

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

A Fayed

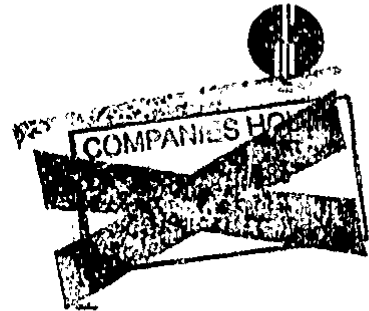
Dr Webb

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



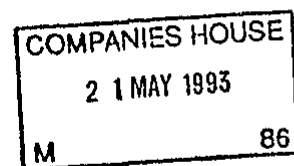
REPORT OF THE AUDITORS TO THE DIRECTORS OF HARRODS LIMITED PURSUANT TO SECTION 156(4) OF THE COMPANIES ACT 1985

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

--	--	--	--

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.†

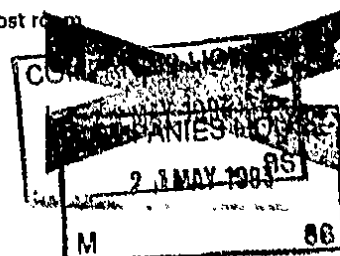
Presenter's name address and
reference (if any):

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

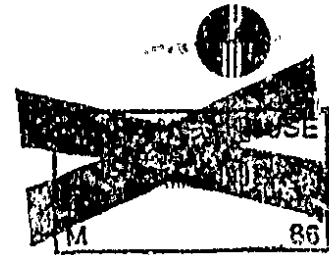
[Signature]

NOTES

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- 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.

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
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bold block lettering**

To the Registrar of Companies

For official use

Company number

30209

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

Name of company

* HARRODS LIMITED

* Insert full name
of company

WWE Ø M. Al Fayed of 60 Park Lane, London W1Y 3TG

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

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

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

M.D. Cole of 11 Chancellors 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. It

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

COMPANIES HOUSE

21 MAY 1993

STAYES HOLIN

2 MAY 1968

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

before me Thomas Coates

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

THOMAS JOSEPH COATES
A SOLICITOR EMPOWERED TO ADMINISTER OATHS
NOTES

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- 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.

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



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.