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

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

* insert full name of company

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

To the Registrar of Companies

For official use

Company number: 30209

Name of company

* HARRODS LIMITED

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

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.]†

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 MAY 198[illegible]
COMPANIES HOUSE
2 MAY 1985

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

OM 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)

OM (a)[I/~~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)

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

OM ~~(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)

OM 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

the 14th day of May

one thousand nine hundred and ninety three

before me [signature] SOLICITOR

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

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.

Southwark Towers
32 London Bridge Street
London SE1 9SY

Telephone 071 939 3000
Telex 884657 PRIWAT G
Telecopier 071-378 0647

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

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

* insert full name of company

* HARRODS LIMITED

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

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

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

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.]†

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 MAY 1993
M 66

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

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

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

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 not later than 1st June 1993

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

~~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 it's 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 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 1BH

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

before me

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

Declarants to sign below

A Fayed

Dr Webb

A F 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

COMPANIES HOUSE

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

COMPANIES HOUSE
2 1 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.

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

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

* insert full name of company

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

† delete as appropriate

§ delete whichever is inappropriate

To the Registrar of Companies

For official use

Company number: 30209

Name of company

* HARRODS LIMITED

I/We ø C.P. de Boer of Ambresbury Lodge, 10 Lower$bury Lane, Epping, Essex CM16 5HA

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

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

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 1985
M 86

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

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

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

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

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)

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

(a)[I/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 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

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

Declarants to sign below

G. I. GAYER
A SOLICITOR AUTHORISED
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 1985 must be annexed to this form.

Southwark Towers
32 London Bridge Street
London SE1 9SY

Telephone 071 939 3000
Telex 884657 PR LON G
Telecopier 071 378 0647

Price Waterhouse

COMPANIES HOUSE
M 86

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

COMPANIES HOUSE
2 1 MAY 1993
M 86

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

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

* insert full name of company

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

† delete as appropriate

§ delete whichever is inappropriate

To the Registrar of Companies

For official use

Company number: 30209

Name of company

* HARRODS LIMITED

~~I~~/We ø M. Al Fayed of 60 Park Lane, London W1Y 3TG
J.G. Hawkins of 45 The Avenue, Tadworth, Surrey KT20 5DB
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

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

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
21 MAY 1993

COMPANIES HOUSE
22 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

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

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

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

~~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 it's 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 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 87-135 BROMPTON ROAD, KNIGHTSBRIDGE, LONDON SW1 X 7XL

the 14th 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

Declarants to sign below

M.D. COLE

P. Bolliger

A.R. Cox.

J.G. HAWKINS.

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.

Southwark Towers
32 London Bridge Street
London SE1 9SY

Telephone 071 939 3000
Telex 884657 PRIWAT G
Telecopier 071 378 0647

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

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