

G

CHA 116

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
marginPlease 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§ insert name(s) and
address(es) of all
the directors† delete as
appropriate§ delete whichever
is inappropriate

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

To the Registrar of Companies
(Address overleaf - Note 5)

For official use

[] [] [] [] [] []

Company number

120272

Name of company

* Sears Limited

x/We § Aidan Stuart Barclay of 20 St James's Street London SW1A 1ES

Philip Nigel Ross Green of 20 Abbey Road St John's Wood London NW8

Michael Seal FCA of 58 Kingsley Way London N2 0EW

Philip Leslie Peters of 104 De Beauvoir Road London N1 4DJ

~~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* Sears Investments Limited

which is

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

in [this company] []

~~the holding company of this company~~†Presentor's name address and
reference (if any):Lovell White Durrant
65 Holborn Viaduct
London
EC1A 2DYFor official Use
General Section

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: 152,735,855 ordinary shares of 250p each

The assistance is to be given to: (note 2) January Investments Limited (registered number 3689120) whose registered office is at 3rd Floor 20 St James's Street London SW1A 1ES

The assistance will take the form of:

The entry by Sears Investments Limited into an agreement for the sale and purchase of the issued share capital of Sears Group Properties Limited pursuant to which the entire issued share capital of Sears Group Properties Limited will be transferred by Sears Investments Limited to January Investments Limited. The consideration for the transfer of the shares will be left outstanding on intercompany loan account

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

January Investments Limited

† delete as appropriate

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

The consideration for the sale of the shares in Sears Group Properties Limited comprising £224,396,000 will be left outstanding as a loan between January Investments Limited and Sears Investments Limited. The loan will be interest free and repayable on demand.

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 £ 224,396,000

Please do not
write in this
margin

The date on which the assistance is to be given is 16 April 19 99

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 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 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.

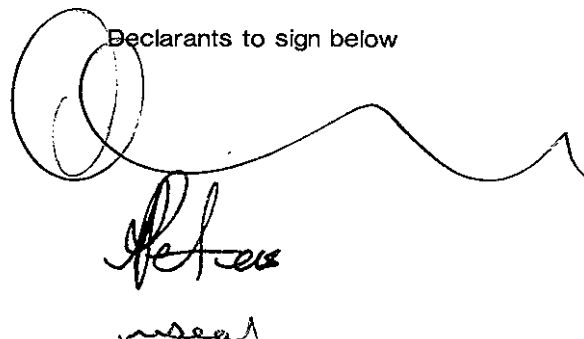
Declared at 40 Duke St
London W1G 2HP

the 16th day of April
one thousand nine hundred and ninety nine

before me Philip Gust Daniels

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



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
CF4 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies
Companies House
37 Castle Terrace
Edinburgh
EH1 2EB

G

CHA 116

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

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

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

† delete as
appropriate

§ delete whichever
is inappropriate

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

To the Registrar of Companies
(Address overleaf - Note 5)

For official use

[] [] [] []

Company number

120272

Name of company

* Sears Limited

†/We § Aidan Stuart Barclay of 20 St James's Street London SW1A 1ES

Philip Nigel Ross Green of 20 Abbey Road St John's Wood London NW8

Michael Seal FCA of 58 Kingsley Way London N2 0EW

Philip Leslie Peters of 104 De Beauvoir Road London N1 4DJ

[~~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* Sears Investments Limited

_____ which is

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

in [this company] [_____

_____ the holding company of this company.]†

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

Lovell White Durrant
65 Holborn Viaduct
London
EC1A 2DY

For official Use
General Section

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: 152,735,855 ordinary shares
of 250p each

The assistance is to be given to: (note 2) January Investments Limited (registered number
3689120) whose registered office is at 3rd Floor 20 St James's Street London
SW1A 1ES

The assistance will take the form of:

The entry by Sears Investments Limited into an agreement for the sale and purchase of the issued share capital of Sears Group Properties Limited pursuant to which the entire issued share capital of Sears Group Properties Limited will be transferred by Sears Investments Limited to January Investments Limited. The consideration for the transfer of the shares will be left outstanding on intercompany loan account

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

January Investments Limited

† delete as appropriate

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

The consideration for the sale of the shares in Sears Group Properties Limited comprising £224,396,000 will be left outstanding as a loan between January Investments Limited and Sears Investments Limited. The loan will be interest free and repayable on demand.

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 £ 224,396,000

Please do not
write in this
margin

The date on which the assistance is to be given is 16 April 19 99

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 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 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 DUBAI

Declarants to sign below

the 16 day of APRIL
one thousand nine hundred and NINETY NINE

before me EWAN ROBERT JAMES CAMERON

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

Ewan R. J. Cameron

كليفورد تشانس
CLIFFORD CHANCE
P.O. Box 9380
Dubai - U.A.E.
ص.ب. : ٩٣٨٠
دبي - ٢٠٤١

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
CF4 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies
Companies House
37 Castle Terrace
Edinburgh
EH1 2EB

The Directors
Sears Limited
40 Duke Street
LONDON
W1A 2HP

16 April 1999

Dear Sirs

Auditors' Report to the Directors of Sears Limited Pursuant to Section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors of Sears Limited ('the Company') dated 16 April 1999 in connection with the proposal that the Company should give financial assistance for the purchase of 152,735,855 Ordinary shares of 250 pence each of the Company.

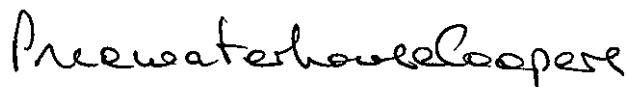
Basis of opinion

We have enquired into the state of the Company's affairs in order to review the bases for the statutory declaration.

Opinion

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



PricewaterhouseCoopers
Chartered Accountants and Registered Auditors