

# 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

CHFP000

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  
(Address overleaf - Note 5)

For official use

Company number

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788201

Name of company

\* Birchwood Concrete Products Limited

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

\* insert full name  
of company

We ~~o~~ James Alan Barker and Michael Nelmes-Crocker

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

Both of 83 Promenade

Cheltenham

Gloucestershire

GL50 1PJ

† 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 the 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§

The company is ~~the~~ [a] holding company of \* Birchwood Concrete (Scotland) Limited

("the Subsidiary")

which is

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

in ~~(this company)~~ British Building & Engineering Services Limited

the holding company of this company.]†

Presenter's name address and  
reference (if any) :  
Messrs Charles Russell  
Killowen House  
Bayshill Road  
Cheltenham GL50 3AW

Ref: FRSR

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

The number and class of the shares acquired or to be acquired is: 9,889,803 ordinary shares  
of 25p each

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

The assistance is to be given to: (note 2) Britannia Group plc of 83 Promenade, Cheltenham,  
Gloucestershire GL50 1PJ

The assistance will take the form of:

See attached Appendix 1

The person who ~~(has acquired)~~ ~~(will acquire)~~ the shares is:

Britannia Group plc

† delete as  
appropriate

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

See attached Appendix 2

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 1<sup>st</sup> June 1999

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)

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

(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 83 Promenade  
Cheltenham, Glas  
GL50 1PJ

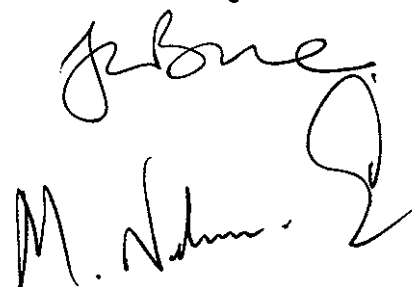
Declarants to sign below

Day Month Year  
on 

0	1	0	6	1	9	9	9
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before me Carlos Perri

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  
CF4 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies  
37 Castle Terrace  
Edinburgh  
EH1 2EB

## APPENDIX 1

The assistance will take the form of:

The subsidiary will become a party to the Britannia Group Plc Composite Accounting System ("the CAS") maintained in the books of Barclays Bank PLC ("the Bank") and in particular will:

- (i) Guarantee to the Bank in common with each of the members of the CAS, namely:

Britannia Group Plc  
Britannia Construction Ltd  
John Flower Fencing Ltd  
Britannia Joinery Ltd  
Britannia Homes (Cheltenham) Ltd  
Britannia Homes (Western) Ltd  
Clifton Retirement Homes Ltd  
Clifton Homes (Southern) Ltd  
Clifton Homes (Cotswolds) Ltd  
Cheltenham Land Co Ltd  
Promenade Investments Ltd  
W F Knight & Sons Ltd  
Architectural Fabrication Systems Ltd  
Detour Ltd  
Euro Aggregates Ltd  
Britannia Shopfitting Ltd  
Smarteffect Ltd  
Arle Court Developments Ltd  
British Building & Engineering Services Ltd  
BB Engineering Ltd  
BB Properties Ltd  
BB (Norton) Ltd  
BB Plant Ltd  
BB Stone Ltd  
Birchwood Concrete Products Ltd  
Birchwood Omnia Ltd  
Birchwood Concrete (Scotland) Ltd  
Contractors Scaffolding & Formwork Ltd  
David Eshelby Ltd  
Kass Build Ltd  
BB Construction Ltd  
Kass Holdings Ltd  
Kass Homes Ltd  
Kass Homes (Land Developments) Ltd  
Promenade Investments (Whittington) Ltd  
Simplex Piling Ltd

BB (Walsall) Ltd  
Cherrydown Construction Ltd  
Contractors Shotblasting Services Ltd

the repayment of all monies and liabilities due owing or incurred to the Bank by the other members of the CAS (being together "the Principal") as defined in the guarantee ("the Guarantee"), and

- (ii) Enter into an irrevocable Agreement with the Bank and all the members of the CAS whereby the Bank may pay or apply the credit balances of the Company (and/or any of the other members of the CAS) towards repayment of the indebtedness of any of the other members of the CAS ("the CAS Set-Off Agreement"), and
- (iii) Become a party to the Bank's offer of facilities to the members of the Britannia Group ("the Group") including the Company dated 4th June 1998 addressed to Britannia Group PLC (the Parent of the said Group) ("the CAS Facility").

## APPENDIX 2

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

(i) The Guarantee

The Subsidiary guarantees the payment or discharge to the Bank of all monies and liabilities due owing or incurred by the Principal to the Bank and undertakes that on demand it will pay or discharge to the Bank all such monies and liabilities for the time being due owing or incurred by the Principal (as therein defined) whether actually or contingently, solely or jointly with any other person and whether as principal or surety including interest commission or other charges and expenses.

(ii) The CAS Set-Off Agreement

In consideration of the Bank's agreement for the purposes of calculation of interest to deduct from the aggregate indebtedness on current account of the members of the CAS the credit balances on current account(s) of the other members of the CAS the Subsidiary, together with the other parties to the Agreement, irrevocably authorises the Bank to pay or apply any monies standing on current account to the credit of any of the members of the CAS (including the Subsidiary) towards the repayment of any of the indebtedness of the other members of the CAS.

The members of the CAS also agree that the net indebtedness of the Group to the Bank shall not exceed £3 million or such other figure as may be agreed with the Bank from time to time for the net Group Facility ("the Group Limit") and that Britannia Group PLC shall be appointed agent for the purposes of agreeing with the Bank the amount of the Group Limit and adding further companies that shall agree to be bound by the Agreement or removing any member of the Group to the intent that the terms of the Agreement shall continue in full force notwithstanding such changes.

(iv) The CAS Facility

Overdraft facilities available to the Britannia Group subject to a gross limit of £5 million and a net limit of £3 million after deduction of any credit balances on the CAS accounts. The facility is repayable on demand and is subject to interest at 1 1.2% per annum above the Bank's Base Rate from time to time, chargeable quarterly in arrears. The facility is subject to the provision of security and guarantees including that detailed herein on the part of the Subsidiary and contains provisions relating to change of circumstances and admission of new members to the Group.



**BDO Stoy Hayward**  
Chartered Accountants

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West Midlands WS1 1QX  
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DX 12115 Walsall

**AUDITORS' REPORT TO THE DIRECTORS OF BIRCHWOOD CONCRETE  
PRODUCTS LIMITED PURSUANT TO SECTION 156(4) OF THE COMPANIES  
ACT 1985**

We have examined the attached statutory declaration of the directors dated 1 June 1999 in connection with the proposal that the company should give financial assistance for the purchase of 9,889,803 25p ordinary shares of British Building & Engineering Services Limited

*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.

*BDO Stoy Hayward*

BDO Stoy Hayward  
Registered Auditors

1 June 1999

Tameway Tower  
PO Box 30  
Bridge Street  
Walsall, WS1 1QX

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Graham A Whittaker

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