

COMPANIES FORM No. 155(6)b

Declaration by the directors of a holding company in relation to assistance for the acquisition of shares



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 867300

Name of company

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

* Newmond (UK) Holdings Limited

* insert full name of company

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

Adrian Egerton Darling of 30 Lakeside Crescent, Lakeside Grange, Surrey KG13 9ZE and PRIDEE

John McFaull of Fairways, 9 Liston Drive, Derby, DE22 1AS

† delete as appropriate

solemnly and sincerely declare that:

§ delete whichever is inappropriate

The business of this company is:

- (c) something other than the above§

This company is [the] [X holding company of* Newmond Building Products Limited (registered no.1370566) ("the Subsidiary") which is proposing to give financial assistance in connection with the acquisition of shares the holding company of this company.]t

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

Dickson Minto W.S. Royal London House 22-25 Finsbury Square London EC2A 1DX

Ref: BaxiGroup.lpd

For official Use General Section



COMPANIES HOUSE

Post room

19/03/04

Page 1

The assistance is for the purpose of [that acquisition] ************************************	Please do not write in this margin Please complet legibly, preferal in black type, or bold block lettering		
		The assistance is to be given to: (note 2) Global Heating Products plc,	
		whose registered office is at Royal London House, 22-25 Finsbury Square, London, EC2A 1DX	
		The assistance will take the form of:	
The passing by the Subsidiary of a written resolution approving the giving of financial assistance by its subsidiary the purpose of the acquisition by Global Heating Products plc of the entire issued share capital of Baxi Group Limited.			
The person who [hall acquire] the shares is: Global Heating Products plc	† delete as appropriate		
The principal terms on which the assistance will be given are:			
By passing the written resolution, the Subsidiary will be approving the entering into of certain documents as a result of which the market (but not book) value of the shares in the Subsidiary may be reduced.			
The amount (if any) by which the net assets of the company which is giving the assistance will be reduced by giving it isNil			
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	Page 2		

within 8 weeks from the date hereof

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

(b) as appropriate

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) XI/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 1* (note 3) * delete either (a) or

And X/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

Declarapte to sign below

Day Month Year 010

KATHAMPERSON

A Commissioner for Oaths or Notary Public or Justice of Tile and Cerus the Peace or a Solicitor having the powers conferred on Landar

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.
- The address for companies registered in England and Wales or Wales is:-

The Registrar of Companies Companies House Crown Way Cardiff **CF14 3UZ**

or, for companies registered in Scotland:-

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



PricewaterhouseCoopers LLP Cornwall Court 19 Comwall Street Birmingham B3 2DT Telephone +44 (0) 121 200 3000 Facsimile +44 (0) 121 200 2464

The Directors
Newmond (UK) Holdings Limited
Pentagon House
Sir Frank Whittle Road
Derby DE21 4XA

10 March 2004

Our ref: B14/C04

Dear Sirs

Auditors' report to the directors of Newmond (UK) Holdings Limited pursuant to Section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors of Newmond (UK) Holdings Limited ("the Company") dated OMarch 2004 in connection with the proposal that the Company's subsidiary undertaking, Newmond Building Products Limited, should give financial assistance for the purchase of the ordinary shares of the Company's ultimate holding company, Baxi Group Limited. This report, including the opinion, has been prepared for and only for the Company and the Company's directors in accordance with Section 156 of the Companies Act 1985 and for no other purpose. We do not, in giving the opinion set out below, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

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 LLP

Chartered Accountants and Registered Auditors

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