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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

☐ ☐ ☐ ☐

970239

Name of company

* HESTAIR SPECIALIST VEHICLES LIMITED

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

* Insert full name
of company

* We ☒ Please see attached Schedule 2

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

† delete as
appropriate

~~XXXXXX~~ 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:

~~XXXXXX (a) recognised bank, licensed institution or with the meaning of the Banking Act 1985~~
~~XXXXXX (b) person authorised under section 1XXX of the Insurance Companies Act 1982 to carry on~~
~~XXXXXX business in the United Kingdom~~

(c) something other than the above§

~~XXXX~~ This company is ~~XXXX~~ (a) holding company of* Hestair Eagle Export Limited 1212117

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

~~XXXX~~ in ~~XXXX~~ this company ~~XXXX~~

~~XXXX~~ the holding company of this company ~~XXXX~~

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

Clifford Chance
Royex House
Aldermanbury Square
London EC2V 7LD

Rep: DCJ/CAQC

For official Use
General Section

COMPANIES ACT 1985
Post room
25 FEB 1989
M
Clifford Chance House
13 FEB 1989
M 35

the assistance is for the purpose of that acquisition

Please do not
write in
this margin

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

persons of that acquisition (note 1)

The number and class of the shares acquired or to be acquired is: 200 Ordinary Shares
of £1 each

The assistance is to be given to: (note 2) Foleywood Limited
Heathcote Way
Heathcote Industrial Estate
Warwick CV34 6TE

The assistance will take the form of:

See attached Schedule 1.

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

† delete as
appropriate

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

The execution of the Debenture and Guarantee as detailed in
Schedule 1 attached

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 £ NONE

The value of any asset to be transferred to the person assisted is £ NONE

~~We~~ 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)

B. B. R. 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)

1981/3/13
 13/3/81
 13/3/81

BB 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 68 Waggoner Rd
Leamford Surrey


the 30th day of January
one thousand nine hundred and 89

before me A. Koenig

~~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

Declarants to sign below


RAB

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 HESTAIR SPECIALIST VEHICLES LIMITED PURSUANT TO SECTION 156(4) OF THE COMPANIES ACT 1985

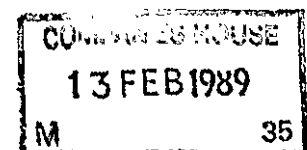
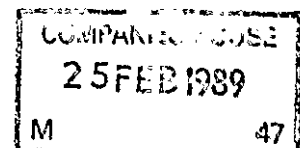
We have examined the attached statutory declaration of the directors dated 30 January 1989 in connection with Foleywood Limited's proposed purchase of all of the ordinary shares of the company. We have inquired into the state of affairs of Hestair Specialist Vehicles Limited so far as necessary for us to review the bases 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 required to be specified therein is unreasonable.

Price Waterhouse

PRICE WATERHOUSE
Chartered Accountants

30 January 1989



SCHEDULE 1.

The execution by the Company of the following:-

1. The joint and several guarantee by the Company of Foleywood Limited's obligations under Facility Documents (the "Facility Documents" as defined in the Senior Loan Agreement) to be entered into on or before 31st January 1989 in favour of Bankers Trust Company as agent on behalf of the Beneficiaries under the Facility Documents.
2. Debenture in favour of Bankers Trust Company as agent on behalf of the Beneficiaries under the Facility Documents to secure the company's own obligations under the Facility Documents to be entered into on or before 31st January 1989.

SCHEDULE 2

Stephen Leslie Burton of Woodhanger Cottage, Old Barn Lane, Churt, Surrey

Geoffrey Harold Hollyhead of 12, Four Oaks Road, Sutton Coldfield, West Midlands

Robert Anthony Bryson of 24, Rodney Way, Boxgrove Park, Guildford, Surrey, GU1 2NY

Nigel Jonathon Ward of 54, Hilland Rise, Headley, Hants, GU35 8LZ

Patrick Brendan Geary of 21, Sherratt Close, Walmley, Sutton Coldfield, West Midlands

John William Callow of 26 Dodd Avenue, Myton Road, Warwick

Barry Ewart Mealing of The Old Deanary, The Butts, Warwick

Peter Grove of Church Cottage, Church Lane, Alveston, Nr Stratford on Avon, CV35 7QT

CAQC38\$9.04.at

178 The assistance is for the purpose of (initial acquisition) ~~reducing the net assets of the company~~† (note 1)

Please do not
write in
this margin

Please complete
legibly, preferably
in black type, in
bold block letters

The number and class of the shares acquired or to be acquired is: 200 Ordinary Shares
of £1 each

The assistance is to be given to: (note 2) Foleywood Limited

Heathcote Way

Heathcote Industrial Estate

Warwick CV34 6TE

The assistance will take the form of:

See attached Schedule 1.

179 The person who ~~has acquired~~ (will acquire)† the shares is:
Foleywood Limited

† delete as
appropriate

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

The execution of the Debenture and Guarantee as detailed in
Schedule 1 attached

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 £ NONE

NONE

The value of any asset to be transferred to the person assisted is £

write in
this margin

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

~~XXXX~~ 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)

~~XXXX~~ 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

~~XXXX~~ 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)

~~XXXX~~ 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)

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 WALSLEY

Declarants to sign below

the 3rd day of JANUARY
one thousand nine hundred and eighty nine

before me Andrew P. Doherty

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

[Handwritten signatures]

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 155(4) of the Companies Act 1985 must be annexed to this form.

This is the 1st Schedule referred to in the
annexed Declaration declared before me

SCHEDULE 1.

Andrew P. Phelan
Solicitor.

The execution by the Company of the following:-

1. The joint and several guarantee by the Company of Foleywood Limited's obligations under Facility Documents (the "Facility Documents" as defined in the Senior Loan Agreement) to be entered into on or before 31st January 1989 in favour of Bankers Trust Company as agent on behalf of the Beneficiaries under the Facility Documents.
2. Debenture in favour of Bankers Trust Company as agent on behalf of the Beneficiaries under the Facility Documents to secure the company's own obligations under the Facility Documents to be entered into on or before 31st January 1989.

This is the 2nd Schedule referred to in the annexed
Declaration Acknowledged before me

John P. Kelly
Solicitor

SCHEDULE 2

Stephen Leslie Burton of Woodhanger Cottage, Old Barn Lane, Churt, Surrey

Geoffrey Harold Hollyhead of 12, Four Oaks Road, Sutton Coldfield, West
Midlands

Robert Anthony Bryson of 24, Rodney Way, Boxgrove Park, Guildford, Surrey,
GU1 2NY

Nigel Jonathon Ward of 54, Hilland Rise, Headley, Hants, GU35 8LZ

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Peter Grove of Church Cottage, Church Lane, Alveston, Nr Stratford on Avon,
CV35 7QT

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155(6)b

Ref DCT/CAQC

~~1~~ We have formed the opinion, as regards this company's initial situation immediately following the date
~~2~~ on which the assistance is proposed to be given, that there will be no ground on which it could then be
~~3~~ found to be unable to pay its debts.(note 3)

~~X~~~~1~~ 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)

XXXX is intended to commence the winding up of this company within 2 months of the date of the order and may be
made for work the amount that this company will be able to pay to debts in full within 2 months of the order
and on the part of the winding up of the company.

And ~~if~~ 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 Roxex House
Aldermanbury St
London EC2
the 30th day of January
one thousand nine hundred and Eighty-nine

before me Helen H. Dames

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

C. H. Hally
 S. J. H.
 P. B. Gears

NOTES

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2. Debenture in favour of Bankers Trust Company as agent on behalf of the Beneficiaries under the Facility Documents to secure the company's own obligations under the Facility Documents to be entered into on or before 31st January 1989.

Helena A Davies

SCHEDULE 2

Stephen Leslie Burton of Woodhanger Cottage, Old Barn Lane, Churt, Surrey

Geoffrey Harold Hollyhead of 12, Four Oaks Road, Sutton Coldfield, West Midlands

Robert Anthony Bryson of 24, Rodney Way, Boxgrove Park, Guildford, Surrey, GU1 2NY

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Helena A Davies

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