

Oyez

CHFP041

COMPANIES FORM No. 155(6)a

155(6)a

**Declaration 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 letteringTo the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

1188567

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

Name of company

* JONES LANG LASALLE LIMITED

*Insert full name
of company

x/Wet

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

JOHN ANDREW JENKINS OF 24 HOLROYD ROAD, PUTNEY, LONDON SW15 6LN

ROBERT STEWART ORR OF 6 MALBROOK ROAD, LONDON SW15 6UF

§ Delete as
appropriate

All THE DIRECTORS of the above company do solemnly and sincerely declare that:

The business of the company is:

‡ Delete whichever
is inappropriate

- (a) that of a person authorised under section 374 of the Companies Act 1985 to carry on business in the United Kingdom
- (b) that of a person authorised under section 374 of the Companies Act 1985 to carry on business in the United Kingdom
- (c) something other than the above ‡

The company is proposing to give financial assistance in connection with the acquisition of shares in the ~~company~~ [company's holding company] §The assistance is for the purpose of [that acquisition] ~~for the purpose of that acquisition~~ §

The number and class of the shares acquired or to be acquired is: See Appendix A

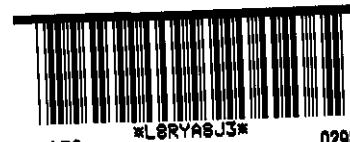
Presenter's name, address and
reference (if any):

SKadden, Arps, Slate, Meagher & Flom LLP
One Canada Square
Canary Wharf
London E14 5DS
(Danny Tricot)

Cog 155(6)a 1/3

For official use
General Section

Post room

LD3
COMPANIES HOUSE

L8RYA8J3

0298
27/07/00

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

JONES LANG LASALLE EUROPE LIMITED (COMPANY NUMBER 3872194), OF 22 HANOVER
SQUARE, LONDON, W1A 2BN, ENGLAND

Please do not
write in
this margin

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

The assistance will take the form of:

SEE APPENDIX B

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

JONES LANG LASALLE EUROPE LIMITED (COMPANY NUMBER 3872194) OF 22 HANOVER
SQUARE, LONDON, W1A 2BN, ENGLAND

*Delete as
appropriate

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

SEE APPENDIX C

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

The date on which the assistance is to be given is within 8 weeks hereof

Please do not
write in
this margin

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

† Delete either (a) or
(b) as appropriate

☒ We have formed the opinion, as regards the 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 the company will be able to pay its debts as they fall due during the year immediately following that date] † (note 3)

(b) ~~This is intended to commence the winding up of the company within 12 months of that date and we have formed the opinion that the 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 22 HANOVER SQUARE,
LONDON W.1.

Declarants to sign below

Roberts. Ou

Day Month Year

on

1 18 0 7 20 0 0

before me

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

RICHARD G. ROSSER
NOTARY PUBLIC LONDON

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 is:-

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

or, for companies registered in Scotland:-

The Registrar of Companies
37 Castle Terrace
Edinburgh
EH1 2EB

**Appendix A to the Statutory Declaration on
Form 155(6)(a) given by
Jones Lang LaSalle Limited**

NUMBER AND CLASS OF SHARES TO BE ACQUIRED

Such number of Ordinary Shares of £1 each as may be acquired at par with an amount in sterling equal to the amount that up to US\$100 million would be exchangeable into sterling at the observable spot rate on the date of the acquisition of shares, provided always that such amount does not exceed £80 million.

**Appendix B to the Statutory Declaration
on Form 155(6)(a) given by
Jones Lang LaSalle Limited**

FORM OF THE FINANCIAL ASSISTANCE

The execution, delivery and performance by the Company of its obligations under:

- i. a loan agreement (the "Finance Loan Agreement") to be entered into between the Company and Jones Lang LaSalle Finance B.V. ("the Issuer"), pursuant to which the Issuer will lend certain of the proceeds of the Issuer's offering of senior notes (the "Notes") to the Company;
- ii. a loan agreement (the "JLLE Loan Agreement" and, together with the Finance Loan Agreement, the "Loan Agreements") to be entered into between the Company and Jones Lang LaSalle Europe Limited ("JLLE"), pursuant to which the Company will on-lend the loan received by it from the Issuer to JLLE in order to finance the JLLE's acquisition of shares in itself;
- iii. an Indenture (the "Indenture"), pursuant to which the Company will guarantee the obligations of the Issuer under the Indenture and the Notes (the "Guarantee");
- iv. a Placement Agreement between, inter alia, the Company, the Issuer, Morgan Stanley & Co. International Limited, Bank of America International Limited, BMO Nesbitt Burns Corp. and Chase Manhattan International Limited (collectively the "Placement Agents"), pursuant to which the Company agrees to indemnify and hold harmless the Placement Agents for certain matters, as more specifically provided in section 8 of the Placement Agreement (the "Placement Agreement"); and
- v. a Registration Rights Agreement between, inter alia, the Issuer, the Company and the Placement Agents, pursuant to which the Company agrees to indemnify and hold harmless the Placement Agents for certain matters, as more specifi-

cally provided in section 5 of the Registration Rights Agreement (the "Registration Rights Agreement") ((i), (ii), (iii), (iv) and (v) collectively referred to as the "Agreements").

**Appendix C to the Statutory Declaration on
Form 155(6)(a) given by
Jones Lang LaSalle Limited**

**THE PRINCIPAL TERMS ON WHICH THE
ASSISTANCE WILL BE GIVEN**

- A. By executing the Finance Loan Agreement, the Company agrees to borrow the Loan from the Issuer, where (i) the "Loan" is an amount equal to the Share Repurchase Amount and (ii) the "Share Repurchase Amount" is an amount in euros as is necessary, after giving effect to all foreign exchange transactions, to enable JLLE to repurchase its shares in sterling as provided in the Share Repurchase Agreement (as defined in the Finance Loan Agreement).
- B. By executing the JLLE Loan Agreement, the Company agrees to make the Loan available to JLLE at the time specified in a request from JLLE.
- C. By executing the Indenture, the Company fully and unconditionally guarantees (jointly and severally with the other guarantors party to the Indenture) to each Holder of Notes and to the Trustee (on behalf of the Holders) the due and punctual payment of the principal of, and premium, if any, and interest on, each Note, when and as the same may become due and payable, whether at maturity, acceleration or otherwise, the due and punctual payment of interest on the overdue principal of and interest, if any, on the Notes, to the extent lawful, and the due and punctual performance of all other obligations of the Issuer to the Holders or the Trustee all in accordance with the terms of the Notes and the Indenture, where the "Notes" means the senior notes issued by the Issuer under the Indenture. Other capitalised terms used herein bear the meanings set forth in the Indenture.
- D. By executing the Placement Agreement, the Company agrees jointly and severally with the Issuer and the other guarantors thereunder, to indemnify and hold harmless each Placement Agent and each person, if any, who controls any Placement Agent from and against any and all losses, claims, damages and liabilities as therein enumerated in connection with the matters set forth in section 8 of the Placement Agreement.
- E. By executing the Registration Rights Agreement, the Company agrees jointly and severally with the Issuer and the other guarantors thereunder, to indemnify and hold harmless each Placement Agent, each Holder and each

person, if any, who controls any Placement Agent or any Holder from and against any and all losses, claims, damages and liabilities as therein enumerated in connection with the matters set forth in section 5(a) of the Registration Rights Agreement.



KPMG Audit Plc

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Telex 8811541 KPMGLO G
DX 38050 Blackfriars

The Directors
Jones Lang LaSalle Limited
22 Hanover Square
LONDON
WC1

Our ref sgb/wejh/592

Contact Stephen Bligh
020 7311 6444

18 July 2000

Dear Sirs

Auditors' report to the directors of Jones Lang LaSalle Limited ("the company") pursuant to Section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors dated 18 July 2000 in connection with the proposal that the company should give financial assistance for the purchase of a number of the company's holding company's ordinary shares to be determined. We have enquired into the state of the company's affairs in order 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 mentioned in Section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances.

Yours faithfully

KPMG Audit Plc

KPMG Audit Plc



KPMG Audit Plc, a company
incorporated under the UK Companies
Acts, is a member of KPMG
International, a Swiss association

KPMG Audit Plc is
registered to carry on audit
work by the Institute of
Chartered Accountants in

England and Wales.
Registered in England
Number 3110745

Registered office
8 Salisbury Square,
London EC4Y 8BB