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COMPANIES FORM No. 155(6)a

**Declaration in relation to  
assistance for the acquisition  
of shares.**

6  
**155(6)a**

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

1111

1482152

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

Name of company

\* THE GGT GROUP LIMITED

\*Insert full name  
of company

\*We† DAVID ANTHONY LAKE AND IAN LLOYD OF 82 DEAN STREET, LONDON, W1V 5AB

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

BEING

§Delete as  
appropriate

~~the sole director~~ [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 recognised bank or 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 proposing to give financial assistance in connection with the acquisition of shares in the

~~company~~ [company's holding company] DAS INTERNATIONAL LIMITED

~~limited~~†

The assistance is for the purpose of [that acquisition] ~~[reducing or discharging a liability incurred for the purpose of that acquisition]~~§

The number and class of the shares acquired or to be acquired is: 105,000 ORDINARY

SHARES OF £1.00 EACH IN THE CAPITAL OF DAS INTERNATIONAL LIMITED

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

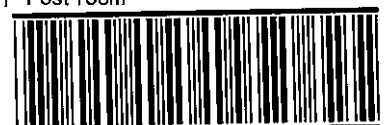
Macfarlanes  
10 Norwich Street  
London  
EC4A 1BD

DX: 138 Chancery Lane  
CHXS/549999/814838

For official use

General Section

Post room



KLO \*K6JF6A37\* 1922  
COMPANIES HOUSE 02/10/98

The assistance is to be given to: (note 2) DAS INTERNATIONAL LIMITED

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lettering

The assistance will take the form of:

LOANS TO OPTION ONE LIMITED LIMITED ("THE OPTION ONE LOAN") AND BDDP.GGT LIMITED ("THE BDDP LOAN") (WHOLLY OWNED SUBSIDIARIES OF THE COMPANY).

A LOAN TO DIVERSIFIED AGENCY SERVICES LIMITED (A WHOLLY OWNED SUBSIDIARY OF DAS INTERNATIONAL LIMITED) ("THE DIVERSIFIED LOAN").

OPTION ONE LIMITED WILL USE THE WHOLE OF THE OPTION ONE LOAN TO PAY THE DEFERRED CONSIDERATION FOR THE ACQUISITION OF THE ENTIRE ISSUED SHARE CAPITAL OF PRISM INTERNATIONAL LIMITED FROM DIVERSIFIED AGENCY SERVICES LIMITED.

BDDP.GGT LIMITED WILL USE THE WHOLE OF THE BDDP LOAN TO PAY THE DEFERRED CONSIDERATION FOR THE ACQUISITION OF THE ENTIRE ISSUED ORDINARY SHARE CAPITAL OF TBWA UK GROUP HOLDINGS LIMITED FROM DIVERSIFIED AGENCY SERVICES LIMITED.

THE AGGREGATE AMOUNT OF THE CONSIDERATION PAID BY OPTION ONE LIMITED AND BDDP.GGT LIMITED TO DIVERSIFIED AGENCY SERVICES LIMITED AND THE DIVERSIFIED LOAN WILL BE LOANED BY DIVERSIFIED AGENCY SERVICES LIMITED TO DAS INTERNATIONAL LIMITED (OF WHICH THE COMPANY IS A WHOLLY OWNED SUBSIDIARY) TO ENABLE THAT COMPANY TO COMPLETE A BUY BACK OF 105,000 OF ITS OWN ISSUED ORDINARY SHARES OF £1.00 EACH.

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

DAS INTERNATIONAL LIMITED

\*Delete as  
appropriate

The principal terms on which assistance will be given are:

THE LOANS BY THE GGT GROUP LIMITED TO BDDP.GGT LIMITED AND OPTION ONE LIMITED CARRY MONTHLY INTEREST AT THE RATE EQUAL TO LIBOR PLUS 1.5 PER CENT

THEY ARE REPAYABLE ON DEMAND AT THE END OF EACH INTEREST PERIOD (ON 7 DAYS PRIOR WRITTEN NOTICE). ON THE OCCURENCE OF CERTAIN EVENTS OF DEFAULT THE LENDER MAY DECLARE ANY OUTSTANDING AMOUNT OF PRINCIPAL OR INTEREST DUE AND PAYABLE OR EXERCISE SUCH REMEDIES AS MAY BE AVAILABLE TO IT AT LAW. THE LOANS ARE SOLELY FOR THE PURPOSE OF FINANCING THE ACQUISITIONS BY THE BORROWERS OF TBWA UK GROUP HOLDINGS LIMITED AND PRISM INTERNATIONAL LIMITED RESPECTIVELY ("THE FIRST LOANS").

THE LOAN BY THE GGT GROUP LIMITED TO DIVERSIFIED AGENCY SERVICES LIMITED IS ON THE SAME TERMS AS THE FIRST LOANS SAVE THAT THE LOAN IS TO BE USED SOLELY FOR GENERAL CORPORATE PURPOSES.

The amount of cash to be transferred to the person assisted is £ 105,000,000

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

The date on which the assistance is to be given is 28 SEPTEMBER

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legibly, preferably  
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Delete either (a) or  
(b) as appropriate

~~x~~/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) [~~It 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 ~~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 Green Shield + Co  
45 Cranford Place London  
W1  
the 28TH day of SEPTEMBER  
One thousand nine hundred and NINETY-EIGHT  
before me [Signature] Adam Dickman

Declarants to sign below

[Signature]  
[Signature]

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.

London

**Auditors' report to the directors of The GGT Group Limited pursuant to section 156(4) of the Companies Act 1985**

We have examined the attached statutory declaration of the directors of The GGT Group Limited ("the Company") dated 28 September 1998 in connection with the proposal that the Company should give financial assistance to its holding company, DAS International Limited, for the purchase of 105,000 of DAS International Limited's ordinary shares of £1 each.

**Respective responsibilities of directors and auditors**

The Company's directors are responsible for the statutory declaration. It is our responsibility to review the bases for the declaration, based on our enquiries into the state of the Company's affairs, and to provide a report to the directors.

**Basis of opinion**

We have enquired into the state of the Company's affairs so far as necessary for us 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.



Arthur Andersen  
Chartered Accountants

28 September 1998