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COMPANIES FORM No. 155(6)A  
CHFP000

## Declaration in relation to assistance for the acquisition of shares

# 155(6)A

### CHFP000

Please do not write  
in this margin

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

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

\*insert full name of  
company

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

= delete as  
appropriate

POW § delete which ever  
is inappropriate

Pursuant to Section 155 (6) of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

01630028

Name of Company

MULTI MESH LIMITED

I/We Ø Deirdre Costello of Tullycallick, Glaslough, Monaghan, Co. Monaghan, John

Costello of Ballyalbanny, Monaghan, Co Monaghan

Lyndon Grainger Rohrer of 3 Allerton drive, Allerton, Liverpool, Merseyside,

L186HH

Richard Morton of Hassop Lodge , 24 Hedgerows Road, Ulnes Walton, Leyland,

Lancashire L186HH and Peter Anthony Mills of 5 Bowers Croft, Leamington Spa

Warwickshire CV32 6QJ,

~~[the sole director]~~ [all the directors] = of the above company do solemnly and sincerely declare that

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 proposing to give financial assistance in connection with the acquisition of shares in the ~~company~~ [company's holding company]

The assistance is for the purposes 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

1000 ordinary shares of £1 00  
each

Presentor's name, address and reference  
(if any) ASMCC

John McKee & Son,  
Solicitors,  
The Linenhall,  
32-38 Linenhall Street,  
Belfast BT2 8BG

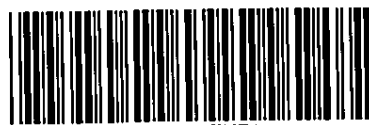
DX 470NR, BELFAST

For official (02/00)

General Section

Post Room

FRIDAY



\*AH0KXZKR\*

A15

09/05/2008

221

COMPANIES HOUSE

The assistance is to be given to (note 2)

**SOAR GROUP LIMITED**), a company incorporated in Northern Ireland with company number NI 68089 and registered office at c/o C & H Jefferson, Norwich House, 7 Fountain Street, Belfast BT1 5EA (the "**Purchaser**")

Please do not write in this margin

The assistance will take the form of

Please complete legibly, preferable in black type or bold block letters

SEE ATTACHMENT 1

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

= delete as appropriate

The principal terms on which the assistance will be given are

SEE ATTACHMENT 2

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

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

I/We have formed the opinion, as regards the company's initial situation immediately following the date 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) [I/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 I/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)~~

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

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

Declarants to sign below

Declared at County Chambers,

Banbury, Oxon

P. G. Rehner

[Signature]

the 31<sup>st</sup> day of March

two thousand and eight

before me Robert S. Uenshaws

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 register in England and Wales is  
The Registrar of Companies, Companies House,  
Crown Way, Cardiff CF13 3UZ  
or, for the companies registered in Scotland  
The Register of Companies, 37 Castle Terrace,  
Edinburgh, EH1 2EB

## ATTACHMENT 1

- 1 An all monies Mortgage Debenture to be granted by the Company to Ulster Bank Ireland Limited (the Bank) ("the Bank's Debenture"),
- 2 A guarantee to be given by the Company to the Bank guaranteeing all monies due by the Purchaser, Soar Group Limited and its subsidiary Pentargan Limited (03804219), and the Company's parent company Soar Engineering limited (03798751 and its sister companies Potter & Soar Limited (01418524) and Bedford & Soar Limited (0251263) (together "the Soar Group")

## ATTACHMENT 2

(A) In respect of the Bank's Debenture, the following mortgages, charges and assignments by the Company in favour of the Bank as security for the payment of the Company's obligations

- (1) A legal mortgage all the freehold and leasehold property now vested in or charged to the Company
- (2) A fixed charge over all estates or interests in any freehold and leasehold property now and in the future vested in or mortgaged or charged to the Company except the property charged by Clause (B)(1)
- (3) A fixed charge over all fixtures and fittings from time to time attached any freehold and leasehold property of the Company
- (4) A fixed charge over all the plant and machinery vehicles any present and future and all associated warranties and maintenance contracts
- (5) A fixed charge over all rents receivable from any lease granted out of any freehold and leasehold property of the Company
- (6) A fixed charge over all the goodwill of the Company present and future
- (7) A fixed charge over all the uncalled capital of the Company present and future
- (8) A fixed charge over all stocks shares and other securities held by the Company from time to time in any subsidiary and all income and rights derived from or attaching to the same
- (9) A fixed charge over all Intellectual Property Rights choses in action licences and claims of the Company present and future and the insurance policies and proceeds of any insurance from time to time affecting the Property "Intellectual Property Rights" include (without limitation) all rights in patents inventions copyrights design rights trademarks service marks database rights confidential information know-how domain names and business names
- (10) A fixed charge over the benefit of any currency or interest rate swap cap or collar or other hedging agreement or any futures transaction or treasury instrument made with the Bank or any third party
- (11) A fixed charge over all book debts and other debts of the Company present and future and the proceeds of payment or realisation of each of them
- (12) A fixed charge over all funds standing to the credit of the Company from time to time on any account with the Bank or any other bank or financial institution or organisation
- (13) A floating charge over all the undertaking and all property assets and rights of the Company present and future

### DEFINITIONS CONTAINED IN BANK'S DEBENTURE

<b>Bank:</b>	Ulster Bank Ireland Limited
<b>Company:</b>	Multi Mesh Limited Limited a company registered in England under Company Number 01630028 and having its registered office at Beaumont road Banbury Oxfordshire OX16 1SD
<b>Company's Obligations:</b>	All the Company's liabilities to the Bank of any kind and in any currency (whether present or future actual or contingent and whether incurred alone or jointly with another) together with the Bank's charges and commission Interest and Expenses
<b>Expenses:</b>	All expenses (on a full indemnity basis) incurred by the Bank or any Receiver at any time in connection with the Property or the Company's Obligations or in taking or perfecting this deed or in preserving defending or enforcing the security created by this deed or in exercising any power under this deed or otherwise with Interest from the date they are incurred
<b>Interest:</b>	Interest at the rate(s) charged to the Company by the Bank from time to time
<b>Property:</b>	The whole and any part of the undertaking property and assets of the Company charged by Clause 1

(B) In respect of the Guarantee, the guarantee by the Company to the Bank of

(1) all money

a now or hereafter due owing or payable to the Bank from the Soar Group under or in respect of any dealing, transaction or engagement whatsoever either solely or jointly and whether as principal or guarantor and whether upon current account or other banking account or otherwise or in respect of bills, drafts, notes or other negotiable instruments made, drawn, accepted, advised, endorsed or paid by or on account of the Bank for the Soar Group

b that the Bank may from time to time become liable to pay in respect of any bills, drafts, notes, letters of credit or any other dealing, transaction or engagement on account of or for the benefit of the Soar Group

(2) all interest, costs, commissions and other banking charges and expenses that the Bank may charge against the Soar Group

(3) all legal and other costs, charges and expenses incurred by the Bank in enforcing or obtaining payment of money due to it from the Soar Group

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**The Directors**  
Soar Engineering Limited  
Beaumont Road  
Banbury  
Oxfordshire  
OX16 1SD

31<sup>st</sup> MARCH 2008

**AUDITORS' REPORT TO THE DIRECTORS OF SOAR ENGINEERING  
LIMITED ("the Company") PURSUANT TO SECTION 156(4) OF THE  
COMPANIES ACT 1985**

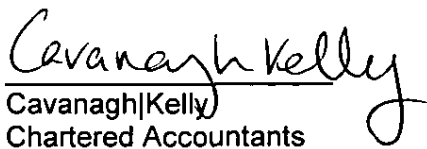
We have examined the attached statutory declaration of the directors dated [ 31<sup>st</sup> MARCH 2008 ] in connection with the proposal that the Company's subsidiary Multimesh Limited should give financial assistance for the purchase of the entire issued share capital of the Company by Soar Group Limited

**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 155(2) of the Companies Act 1985 is unreasonable in all the circumstances

  
Cavanagh|Kelly  
Chartered Accountants

Date