

CHFP025

COMPANIES FORM No. 155(6)a
Declaration in relation to
assistance for the acquisition
of shares

155(6)a

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

Figure 1

02073305

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

Name of company

* Alexander Mann Solutions Limited

* insert full name
of company

XWe Rosaleen Blair of Flat 67 Sailmakers Court, William Morris Way, London
SW6 2UX

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

and

Martin Edward Ellison of 1a Longcroft Avenue, Harpenden, Hertfordshire,
AL5 2QY

† delete as appropriate

~~The undersigned~~ [all the directors] † of the above company do solemnly and sincerely declare that

The business of the company is

§ delete whichever
is inappropriate

[illegible]

(c) something other than the above §

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

~~CONFIDENTIAL~~ [company's holding company] Alexander Mann Group Limited

(company number 03560679)

The assistance is for the purpose of ~~the 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

Please see Appendix 1

Presentor's name address and
reference (if any)

OLSWANG
90 High Holborn
London
WC1V 6XX
2951713 1

37972 Kingsway

For official Use
General Section

SATURDAY



A1XUZ067

A39

31/05/2008

99

COMPANIES HOUSE

The assistance is to be given to (note 2) Newincco 781 Limited (company number 06420524)
of 3 Waterhouse Square, 138-142 Holborn, London EC1N 2SW

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

Please see Appendix 2

The person who [has acquired] ~~00000000~~ † the shares is
Newincco 781 Limited (company number 06420524)

† delete as
appropriate

The principal terms on which the assistance will be given are

Please see Appendix 3

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

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

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

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) ~~X~~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)

[illegible]

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 3 WATERHOUSE SQUARE
138-142 HOLBORN
LONDON
EC1N 2SW

Declarants to sign below

RB.

Q. 10

on

Day	Month	Year
29	05	2008

before me W. R. BARNABY JENKINS

~~A Commissioner for Oaths or Notary Public or Justice of~~ MARRIOTT HARRISON

~~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 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
37 Castle Terrace
Edinburgh
EH1 2EB

Company Number: 02073305

COMPANIES FORM 155(6)a

Alexander Mann Solutions Limited

("the Company")

APPENDIX 1

This is Appendix 1 to the Statutory Declaration and Companies House Form 155(6)a made by all the directors of the Company on *29 May* 2008

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

Number of shares to be acquired	Class of shares to be acquired
170,000,000	A shares of 0 5 pence each
10,000,000	B shares of 0 5 pence each
7,234,710	C shares of 0 5 pence each
2,571,425,000	Deferred shares of 0 5 pence each
7,500,000	Preference shares of £1 each

Company Number. 02073305

COMPANIES FORM 155(6)a

Alexander Mann Solutions Limited

(the "Company")

APPENDIX 2

This is Appendix 2 to the Statutory Declaration and Companies House Form 155(6)a made by all the directors of the Company on *29 May* 2008

In Appendices 2 and 3 capitalised terms, unless otherwise defined herein, shall have the meanings set out in Appendix 4

The financial assistance given by the Company will take the form of

- 1 The execution, delivery and performance by the Company of its obligations under the Share Pledge Agreement

Company Number: 02073305

COMPANIES FORM 155(6)a

Alexander Mann Solutions Limited

(the "Company")

APPENDIX 3

This is Appendix 3 to the Statutory Declaration and Companies House Form 155(6)a made by all the directors of the Company on 29 May 2008

In Appendices 2 and 3 capitalised terms, unless otherwise defined herein, shall have the meanings set out in Appendix 4

The principal terms on which the financial assistance by the Company will be given are

- 1 By executing the Share Pledge Agreement the Company will, amongst other things
 - 1 1 grant to the Pledgee a first priority ranking pledge over
 - 1 1 1 all of its shares in AMS GmbH (the "**Shares**"), and
 - 1 1 2 all additional future shares in AMS GmbH the Company may acquire after the notarisation of the Share Pledge Agreement in the event of any increase in the stated share capital of AMS GmbH (the "**Future Shares**")

The Shares and the Future Shares together with all ancillary rights and claims referred to under clause 2 (Dividends) of the Share Pledge Agreement are hereinafter collectively referred to as the "**Pledged Shares**"

- 1 2 In terms of the Share Pledge Agreement, the purpose of the pledge over the Pledged Shares is to secure satisfaction of any and all present, future, actual and contingent obligations which are owed or become owing by any of the Senior Obligors and or the Mezzanine Obligors (as such terms are defined therein) to the Pledgee or any successor or assign of the Pledgee, as far as such obligations result or may result in the future
 - 1 2 1 from the Senior Facilities Agreement (including the obligations arising under the Parallel Debt (as such term is defined therein)),
 - 1 2 2 from any future financing arrangement made among the Pledgee and AMS GmbH by which the Senior Facilities Agreement and/or the Mezzanine Facility Agreement is or will become amended, restated, modified, supplemented, rescheduled or replaced,
 - 1 2 3 from the Mezzanine Facility Agreement (including the obligations arising under the Parallel Debt (as such term is defined therein)), and

1 2 4 from the Intercreditor Agreement

1 3 give various undertakings, covenants and indemnities and agree to pay certain fees, costs and expenses to the Pledgee

Company Number: 02073305

COMPANIES FORM 155(6)a

Alexander Mann Solutions Limited

(the "Company")

APPENDIX 4

This is Appendix 4 to the Statutory Declaration and Companies House Form 155(6)a made by all the directors of the Company on *29 May* 2008

In Appendices 2 and 3 capitalised terms, unless otherwise defined therein, shall have the following meanings

"AMS GmbH"

Means Alexander Mann Solutions GmbH, a limited liability company duly organised and validly existing under the laws of Germany, registered with the Commercial register at the Local Court of Frankfurt/Main under HRB 74198,

"Intercreditor Agreement"

means the intercreditor agreement dated 5 December 2007 as amended and restated by an amendment and restatement agreement dated 21 February 2008 as amended, restated, modified and/or supplemented from time to time and made between, amongst others, (1) the Pledgee as Senior Agent, Security Agent, Original Ancillary Lender, Original Issuing Bank, Mezzanine Agent, Guarantee Bank, Original Hedge Counterparty, Original Senior Lender and Original Mezzanine Lender, (2) the persons name in part 4 of schedule 1 therein as Original Investors, (3) Newincco 780 Limited as Parent and (4) the companies listed in schedule 2 therein as Original Obligors, Intra-Group Creditors and Intra-Group Debtors,

"Mezzanine Facility Agreement"

means a Mezzanine Facility agreement dated 21 February 2008 as amended, restated, modified and/or supplemented from time to time and made between, amongst others, (1) Newincco 781 Limited as Mezzanine Borrower, (2) Newincco 780 Limited, Alexander Mann Group Limited, the Company and Amicus Limited as Mezzanine Guarantors and (3) the Pledgee as Arranger, Agent, Security Agent, Guarantee

Bank and Original Mezzanine Lender for the provision of loan facilities totalling £7,700,000,

"Pledgee"

means HSBC Bank plc, a company incorporated under the laws of England and Wales with registered number 00014259,

"Senior Facilities Agreement"

means the senior sterling facilities agreement dated 5 December 2007 as amended and restated by an amendment and restatement agreement dated 21 February 2008 as amended, restated, modified and/or supplemented from time to time and made between, amongst others, (1) Newincco 780 Limited as Parent, (2) Newincco 781 Limited, (3) the companies listed in part 1 of schedule 1 therein as Original Borrowers, (4) the companies listed in part 1 of schedule 1 therein as Original Guarantors, (5) Barclays Bank plc and the Pledgee as Arrangers, (6) the financial institutions listed in part 2 of schedule 1 therein as Original Lenders, (7) the Pledgee as Agent, Security Agent and Original Issuing Bank and (8) HSBC Invoice Finance (UK) Limited as the Invoice Discounting Facility Provider for the provision of loan facilities totalling £35,500,000,

"Share Pledge Agreement"

means the share pledge agreement between the Company and the Pledgee pursuant to which the Company grants a first priority ranking pledge over the Pledge of Shares (as defined therein) in favour of the Pledgee



The Directors
Alexander Mann Solutions Limited
3 Waterhouse Square
138-142 Holborn
London
EC1N 2SW

**REPORT OF THE INDEPENDENT AUDITOR TO THE DIRECTORS OF
ALEXANDER MANN SOLUTIONS LIMITED ("THE COMPANY") PURSUANT TO
SECTION 156(4) OF THE COMPANIES ACT 1985**

We report on the attached statutory declaration of the directors dated 29 May 2008, prepared pursuant to the Companies Act 1985, in connection with the proposal that the Company should give financial assistance for the purpose of reducing or discharging liabilities incurred in connection with the purchase of the whole of the ordinary issued share capital of Alexander Mann Group Limited

This report is made solely to the directors of the Company for the purpose of section 156(4) of the Companies Act 1985. Our work has been undertaken so that we might state to the directors of the Company those matters that we are required to state to them in an auditors' report under that section and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company, for our work, for this report, or for the opinions that we have formed

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 statutory declaration as to any of the matters mentioned in section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances

Deloitte & Touche LLP

Deloitte & Touche LLP
Chartered Accountants and Registered Auditors
London
29 May 2008