

CHA 13

**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**

For official use

Company number

— — — — —

2769705

Name of company

**BALS ENGINEERING GROUP LIMITED**

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

\* insert full name  
of company

XIV We o GUNTER BALS OF BURWEG 23, KIRCHHUMDEN 57399, GERMANY AND MICHAEL JOHN KELLY OF THREEWAYS, TRANWELL WOODS, MORPETH, NORTHUMBERLAND, NE61 6AQ WHO TOGETHER WITH STEPHEN JACKSON OF 39 HIGHSIDE DRIVE, HUMBLETON HILL, SUNDERLAND, SR3 1UL, ROBERT POWELL OF DERRY JANE HOUSE, STOCKS HILL BELTON, DONCASTER, SOUTH YORKSHIRE, DN9 1PE AND DEREK SCHOLEY OF 228 OAKWOOD LANE, LEEDS, YORKSHIRE, LS8 2PF COMPRISE

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

† delete as appropriate

~~XXXXXXXXXXXX~~  
[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~~

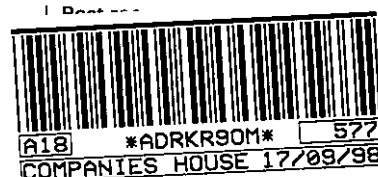
The assistance is for the purpose of [that acquisition]~~reducing or discharging a liability incurred for the purpose of that acquisition~~

The number and class of the shares acquired or to be acquired is: 53,345 cumulative convertible preferred ordinary shares of £1.00 each and 395,592. ordinary shares of 10 pence each in the share capital of Bals Engineering Group Limited

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

WARD HADAWAY  
SANDGATE HOUSE  
102 QUAYSIDE  
NEWCASTLE UPON TYNE  
NE1 3DX  
REF. MAH.BAL001.35

For official Use  
General Section



The assistance is to be given to: (note 2) BALS ENGINEERING LIMITED WHOSE REGISTERED OFFICE  
IS AT SANDGATE HOUSE, 102 QUAYSIDE, NEWCASTLE UPON TYNE, NE1 3DX

Please do not  
write in  
this margin

Please complete  
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in black type, or  
bold block lettering

The assistance will take the form of:

SEE RIDER A

The person who ~~has acquired~~ <sup>XXXXXXXXXX</sup> will acquire<sup>†</sup> the shares is:  
BALS ENGINEERING LIMITED

<sup>†</sup> delete as  
appropriate

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

SEE RIDER B

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 ON OR ABOUT 2 SEPTEMBER 19 98

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

I/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)[I/We have formed the opinion that the company will be able to pay it's 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)~~

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.

Declared at BALS ELEKTROTECHNISCHE WERK III

Declarants to sign below

Am Stieg Nr 1 D-75910  
FREIWALDE

the 1<sup>st</sup> day of September  
one thousand nine hundred and NINETY EIGHT

before me J. W. Clark.

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.

## **Rider A**

The Company guaranteeing and continuing to guarantee to the Governor and Company of the Bank of Scotland (the "**Bank**") all the present and future borrowing, liabilities and obligations of Bals Engineering Limited to the Bank pursuant to the terms of a guarantee to be made between (1) the Company, (2) the Bank, (3) Bals Industrial Accessories Limited, and (4) Bals Electrical Engineering Limited (the "**Guarantee**") and the execution of the Guarantee by the Company and the assumption of all liabilities of the Company thereunder.

## **Rider B**

Under the Guarantee the Company, Bals Industrial Accessories Limited and Bals Electrical Engineering Limited covenant to the Bank to pay, perform, discharge and guarantee the payment, performance and discharge of all actual, contingent, several and joint present and future borrowings, liabilities and obligations of Bals Engineering Limited to the Bank in the terms contained in the Guarantee.