

**G**

CHFP025

## COMPANIES FORM No. 155(6)b

**Declaration by the directors  
of a holding company in  
relation to assistance for the  
acquisition of shares****155(6)b**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

--	--	--	--

2973057

Name of company

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

\* MacLaurin Limited ("the Company")

\* insert full name  
of companyx/We ☐ See Appendix 1☐ insert name(s) and  
address(es) of all  
the directors† delete as  
appropriate

~~the sole director~~ [all the directors]† of the above company (hereinafter called 'this company') do  
solemnly and sincerely declare that:

§ delete whichever  
is inappropriate

The business of this 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 8 or 4 of the Insurance Companies Act 1982 to carry on  
insurance business in the United Kingdom~~  
(c) something other than the above§

This company is ~~the~~ [a] holding company of\* MacLaurin Powerhouse Limited  
number 2267406 ("the Subsidiary") which is  
proposing to give financial assistance in connection with the acquisition of shares  
in [this company] [\_\_\_\_\_]

\_\_\_\_\_ the holding company of this company†

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

Pinsent Curtis Biddle  
Dashwood House  
69 Old Broad Street  
LONDON  
EC2M 1NR  
DX : 119516 Finsbury Square  
Ref: WNWB/3240965

For official Use  
General Section

Post room

A26  
COMPANIES HOUSE

\*AUIL215F\*

0400  
01/06/01

The assistance is for the purpose of [that acquisition] ~~reducing or discharging a liability incurred for the purpose of that acquisition~~† (note 1)

Please do not write in this margin

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

The number and class of the shares acquired or to be acquired is: 835,165 Ordinary Shares  
of 1 pence each

The assistance is to be given to: (note 2) Hatch International Limited (company number  
4091288) of 1 Gresham Street, London EC2V 7BU ("the Purchaser")

The assistance will take the form of:

see Appendix 2

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

† delete as appropriate

The Purchaser

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

see Appendix 3

The amount (if any) by which the net assets of the company which is giving the assistance will be reduced by giving it is nil

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

The date on which the assistance is to be given is within 8 weeks of today's date

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

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

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

(b) ~~It is intended to commence the winding up of this company within 12 months of that date, and I/we have formed the opinion that this 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 **TRAVERS SMITH BRAITHWAITE**  
**10 SNOW HILL**  
**LONDON EC1A 2AL**

Declarants to sign below

Day Month Year  
on 

22	05	2001
----	----	------

before me *ben L*

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 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  
Companies House  
37 Castle Terrace  
Edinburgh  
EH1 2EB

These are the appendices to the declaration in form 155(6)b made by all of the directors of the Company on May 2001

### Appendix 1

Brian Maclaurin  
The Malt House  
Home Farm Close  
Esher  
Surrey  
KT10 9HA

Victoria Stace  
Yew Tree Cottage  
Sopworth  
Chippenham  
Wilts  
SN14 6PR

Michael Murphy  
34 Richmond Hill  
Surrey  
TW10 6QX

### Appendix 2

The assistance will take the form of the execution and delivery by the Subsidiary in favour of the Governor and Company of the Bank of Scotland ("the Bank") of:-

1. a debenture ("**the Debenture**") in favour of the Bank pursuant to which, among other things, the Subsidiary will grant fixed and floating charges and/or assignments over all its undertaking and assets;
2. a guarantee ("**the Guarantee**") in favour of the Bank pursuant to which the Subsidiary will guarantee present and future obligations of the Subsidiary and all other Group Companies (as defined in a facilities agreement between the Purchaser and the Bank ("**the Facilities Agreement**") to the Bank howsoever arising;
3. an intra-group loan agreement ("**the Intra-Group Loan Agreement**") between the Purchaser, the Subsidiary and others pursuant to which the Subsidiary will agree to provide loan facilities not exceeding £2,015,000 for the purpose, amongst other things, of meeting interest and other payments due under the Facilities Agreement; and
4. an intercreditor agreement ("**the Intercreditor Agreement**") between the Bank, the Purchaser, the Subsidiary and others governing certain priority and payment arrangements among those parties (as defined in the Intercreditor Agreement);

### **Appendix 3**

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

- (i) that under the Debenture the Subsidiary covenants that it will on demand pay or discharge to the Bank all or any monies and liabilities which will for the time being be due, owing or incurred to the Bank by the Subsidiary including, inter alia, under or pursuant to the Guarantee and will create fixed and floating charges over the whole and any part of its assets and undertaking, and will assign various rights and claims, to secure all the liabilities of the Subsidiary to the Bank;
- (ii) that under the Guarantee the Subsidiary covenants and guarantees that it will on demand pay or discharge to the Bank all or any monies and liabilities which shall for the time being be due, owing or incurred to the Bank by each Principal (as defined in the Guarantee);
- (iii) the Subsidiary will agree to provide loan facilities not exceeding £2,015,000 for the purpose, amongst other things, of meeting interest and other payments due under the Facilities Agreement; and
- (iv) the Subsidiary will agree certain priority and payment arrangements among the various parties (as set out in the Intercreditor Agreement);

**Auditors' report to the directors of MacLaurin Limited ("the Company") pursuant to section 156(4) of the Companies Act 1985**

We have examined the attached statutory declaration of the directors dated 22 May 2001 in connection with the proposal that the Company's subsidiary, MacLaurin Powerhouse Limited, should give financial assistance for the purchase of 100% of the Company's ordinary shares.

**Respective responsibilities of directors and auditors**

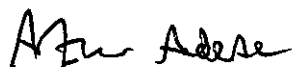
The company's directors are responsible for the statutory declaration in accordance with applicable United Kingdom law. It is our responsibility as established in the United Kingdom by statute, the Auditing Practices Board and our profession's ethical guidance to review the bases for the declaration, 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

20 Old Bailey  
London  
EC4M 7AN

22 May 2001