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COMPANIES FORM No. 155(6)a

Declaration in relation to assistance for the acquisition of shares.

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

[] [] [] [] [] [] [] []

3069139

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

Name of company

* PAGE MOULDINGS (PERSHORE) LIMITED

*Insert full name
of company

*Wet PAUL GIBBS of 38 Jersey Close, Chertsey, Surrey KT16 9PA and

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

ALAN HAYES of 31 Rivermead, East Molesey, Surrey KT8 9AZ

§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~~ ~~(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] _____

PAGE GROUP 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: 297,143 Preferred

Ordinary shares of 5p each and 160,000 Ordinary shares of 5p each

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

Eversheds
Senator House
85 Queen Victoria Street
London
EC4V 4JL
DX: 83 LON/CH'RY WC2
Ref: KMB

For official use

General Section

Post room



A15 *A2DXDQPE* 678
COMPANIES HOUSE 16/11/96

The assistance is to be given to: (note 2) DOMECODE LIMITED (Registered no: 3262411)

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legibly, preferably
in black type, or
bold block
lettering

The assistance will take the form of:

1. The granting by the Company of a Debenture in favour of the Governor and Company of the Bank of Scotland whose registered office is The Mound, Edinburgh;
2. the entering into by the Company of a Guarantee in favour of the Bank in respect of all monies due to the Bank pursuant to a Loan Facilities Letter dated 31 October 1996.

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

DOMECODE LIMITED (Registered no: 3262411)

*Delete as
appropriate

The principal terms on which assistance will be given are:

1. The terms of the Debenture secure (inter alia) the obligations of the Company under a guarantee in respect of Loan Facilities to be advanced to Domecode Limited of £11 million to enable Domecode Limited to acquire all of the issued share capital of Page Group Limited. The Debenture includes fixed and floating charges over all of the undertakings and assets of the Company;
2. the terms of the Guarantee provide, inter alia, that all companies executing the Guarantee (including the Company) are liable for all monies due to the Bank pursuant to the Loan Facilities Letter whether such liability was incurred as principal or surety.

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 November 5th 19 96

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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) ~~It~~/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 Senator House
85 Queen Victoria Street
London EC4
the 4th day of November
One thousand nine hundred and ninety six
before me Carv Zelen

Declarants to sign below

Per Raw
Amay

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.



Dukes Keep
Marsh Lane
Southampton SO14 3EX

Tel 01703 202000
Fax 01703 202001
DX 2034 Southampton

Private & confidential

The Directors
Page Mouldings (Persore) Limited
Forge Lane
SUNBURY-ON-THAMES
Middlesex
TW16 6EQ

Our ref pmk/mjb/1009-03

14 November 1996

Dear Sirs

Auditors' report to the directors of Page Mouldings (Persore) Limited pursuant to Section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors dated 14 November 1996 in connection with the proposal that the company should give financial assistance for the acquisition of all of the equity shares of Page Group Limited (the company's ultimate holding company). We have enquired into the state of the company's affairs in order to review the bases for the statutory declaration.

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.

Yours faithfully

KPMG

KPMG
Registered Auditors



Member firm of
Kinnvold Peat Marwick Goerdeler

KPMG is registered
to carry on audit work and
authorised to carry on
investment business

by the Institute of
Chartered Accountants in
England and Wales. The
principal place of

business is 8 Salisbury
Square, London EC4Y 8BB
where a list of partners'
names is open to inspection.