

G

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

---T---
---I---
---I---
---I---

3083661

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

Name of company

* OSI Group Holdings Limited

*
insert full name
of company

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

We Richard Price of 129 St Mark's Road London W10; Roger Hornby of 27
Cloudesley Square London N1 OHN; William Marshall of Ash House, Ardleigh
Road, Little Bromley, Nr. Manningtree, Essex CO11 2QA; Richard Frederick
Evans of Rotselaerlaan 52, 3080 Tervuren, Belgium; Anthony Victor William
Bone of 28 Burwood Park Road, Walton-on-Thames, Surrey, KT12 5LJ; Alistair
Roy Phillips of 68 Arbor Lane, Winnersh, Wokingham, Berkshire RG11 5JD

†
delete as
appropriate

~~XXXXXXXXXXXX~~ [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 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]~~ ~~XXXXXXXXXXXX~~

~~XXXXXXXX~~ †

and

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: SEE SCHEDULE 1 ATTACHED

Presenter's name address and
reference (if any):
Radcliffe Crossman Block
5 Great College Street
London SW1P 3ST
Ref: PJM

For official Use

General Section

Post room



The assistance is to be given to: (note 2) SEE SCHEDULES 1 AND 2 ATTACHED

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:

SEE SCHEDULE 1 ATTACHED

and

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

† delete as
appropriate

SEE SCHEDULES 1 AND 2 ATTACHED

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

SEE SCHEDULE 1 ATTACHED

The amount of cash to be transferred to the person assisted is £ SEE SCHEDULE 1 ATTACHED

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 within 8 weeks hereafter

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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

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)

(b) [X/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 22 PERCY STREET
LONDON W1

Declarants to sign below

the 3RD day of NOVEMBER
one thousand nine hundred and NINETEEN
FIVE

before me [Signature]

A Commissioner for Oaths or Notary Public or Justice of the Peace or a Solicitor having the powers conferred on a Commissioner for Oaths.

J. J. J.

[Signature]

R. E. EVANS

[Signature]

J. R. HORNBY

[Signature]

W. R. MARSHALL

[Signature]

A. R. PHILLIPS

[Signature]

R. F. PRICE

[Signature]

A. V. V. BONE

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
CF4 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies
Companies House
100-102 George Street
Edinburgh
EH2 3DJ

Schedule 1

1. Shares acquired or to be acquired

- 1.1 In respect of the financial assistance referred to at paragraph 3.1 below there have been agreed to be allotted and issued:

2,100,000 Convertible Cumulative Redeemable Preferred Ordinary Shares of 10 pence each ("Convertible Shares");

4,200,000 'C' Deferred Shares of 0.001 pence each; and

1,011,735 Cumulative Redeemable Preference Shares of 1 penny each ("Preference Shares").

- 1.2 In respect of the financial assistance to the Investors (as defined in paragraph 2 below) referred to at paragraph 3.3 below and the financial assistance referred to at paragraphs 3.2 and 3.4 below there have been agreed to be allotted and issued:

3,600,000 'B' Ordinary Shares of 10 pence each; and

140,000 Preference Shares of 1 penny each.

Subject to exercise of rights under a Subscription and Share Option Agreement between the Investors and the Company up to a further 3,900,000 Preference Shares of 1 penny each.

- 1.3 In respect of the financial assistance to the Carlington Founders (as defined in paragraph 2 below) referred to at paragraph 3.3 below there have been allotted and issued:

3,000,000 'A' Ordinary Shares of 10 pence each; and

6,000,000 'A' Deferred Shares of 0.001 pence each.

In the case of these shares therefore the assistance is where persons have acquired shares rather than have agreed to acquire shares.

2. Persons to whom assistance to be given

- 2.1 In respect of the financial assistance referred to at paragraph 3.1 below the following persons ("the Vendors"):

	Number of Convertible Shares	Number of Preference Shares	Number of 'C' Deferred Shares of 0.001p
Anthony Victor William Bone 28 Burwood Park Road Walton-on-Thames KT12 5LJ	224,980	Nil	449,960
Peter Bostock 3 Mill Cottages Great Alne Near Alcester Warwickshire B49 6HX	15,818	Nil	31,636
Chrisalis Trustees (Guernsey) Limited Brook House La Route Des Camps St Martin Guernsey GY4 6AD Channel Islands	370,140	Nil	740,280
William Hibbert 151 Blythe Road London W14 0HL	224,980	Nil	449,960
Ositech S A 74 Rue Ermesinde 1469 Luxembourg	915,938	1,011,735	1,831,876
Harvey N Parr Davan House Woodlands Gerrards Cross Bucks SL9 8DD	94,340	Nil	188,680
Philtech S A 74 Rue Ermesinde 1469 Luxembourg	253,804	Nil	507,608

- 2.2 Three limited partnerships called "ECI5", "ECI5 B" and "ECI Developments 3" ("the Investors") whose members are the persons listed in Schedule 2 to this Declaration in respect of the financial assistance to the referred to at paragraph 3.3 below and the financial assistance referred to at paragraphs 3.2 and 3.4 below.

- 2.3 The following individuals ("the Carlington Founders") in respect of the financial assistance as referred to at paragraph 3.3 below (so far as such assistance is given to the Carlington Founders):

	Number of 'A' Ordinary Shares	Number of 'A' Deferred Shares of 0.001p
Richard Price 129 St Marks Road London W10	1,000,000	2,000,000
Roger Hornby 27 Cloudsley Square London N1 0HN	1,000,000	2,000,000
William Marshall Ash House Ardleigh Road Little Bromley Nr. Manningtree Essex CO11 2QA	1,000,000	2,000,000

3. Form of Assistance

The Company paying the following sums:

- 3.1 the costs and expenses (not exceeding an aggregate amount of £250,000 plus VAT, where relevant) of the Vendors in relation to the negotiation, preparation and execution of the agreement for the sale and purchase of the ordinary share capital in OSI Group Limited between the Vendors (1) the persons named therein as Warrantors (2) and the Company (3) ("the Acquisition Agreement"), the Tax Deed (as defined in the Acquisition Agreement) and all documents ancillary to either of them or referred to as being in the agreed form, together with the Subscription and Shareholders' Agreement relating to the Company between the Carlington Founders (1) the Vendors (2) Richard Evans and others (3) Alistair Roy Phillips (4) the Company (5) and the Investors (6) ("the Shareholders' Agreement"), the board minutes thereunder, the Memorandum and Articles of Association of the Company, the banking documentation relating to the financing of the Company and any ancillary documentation as to any of the same;
- 3.2 an arrangement fee of £50,000 (plus VAT) to ECI Ventures Limited;
- 3.3 all fees (including legal fees) and expenses (including VAT) incurred by the Investors and the Carlington Founders in or in connection with the preparation, negotiation and completion (where appropriate) of the Shareholders' Agreement, the Acquisition Agreement, the Tax Deed (as defined in the Acquisition Agreement), the Board Minutes (as defined in the Shareholders' Agreement), the Articles (as defined in the Shareholders' Agreement), the memorandum of association of the Company, the Deed

Polls (as defined in the Shareholders' Agreement), any banking documentation relating to the financing of the Company and any ancillary documents;

3.4 the costs incurred by the Investors in or in connection with the preparation of the Accountants' Report and the investigation by David Mann (including VAT).

4. The sum in paragraph 3.1 above is to be £293,750 (being £250,000 plus VAT of £43,750), the sum in paragraph 3.2 above is to be £58,750 (being £50,000 plus VAT of £8,750) and the sums in paragraphs 3.3 and 3.4 have not been finalised, but the aggregate of the sums under paragraph 3 shall not exceed £800,000.

5. Persons who acquired or are to acquire shares

5.1 The Vendors will acquire the shares listed in paragraph 1.1 above in the amounts listed in paragraph 2.1.

5.2 ECI Ventures Nominees Limited as nominee for the Investors (or some other nominee for the Investors) will acquire the shares listed in paragraph 1.2 above as follows:

“ECI5” acquired 2,945,455 ‘B’ Ordinary Shares and 114,545 Preference Shares,

“ECI5 B” acquired 420,779 ‘B’ Ordinary Shares and 16,364 Preference Shares; and

“ECI Developments 3” acquired 233,766 ‘B’ Ordinary Shares and 9,091 Preference Shares.

5.3 The Carlington Founders acquired the shares listed in paragraph 1.3 above in the amounts listed in paragraph 2.3.

6. Terms on which assistance will be given

6.1 In the Acquisition Agreement and the Shareholders Agreement the Company agreed (subject to compliance where necessary with Sections 155 to 158 Companies Act 1985) to pay the sums referred to in paragraph 3 above (in the case of the sums in paragraphs 3.1) on completion of the Acquisition Agreement, (in the case of the sum in paragraph 3.2 above) within 30 days after such completion and (in the case of the sums in paragraph 3.4 above) on demand at any time after such report and investigation have been delivered to the Investors. Payment of the sums in paragraph 3.3 above was subject to completion of the Shareholders Agreement.

6.2 The assistance will be funded by a Dividend of £800,000 to be paid by OSI Group Limited to the Company.

7. Cash amounts to be transferred

See paragraph 4 above.

SCHEDULE 2

Schedule of Investors in ECI 5

Bank of England Pension Fund
Greater Manchester County Superannuation Fund
Merseyside Superannuation Fund
British Airways Pension Trustees Ltd
Phildrew Nominees Ltd (as nominee for Lancashire CC SFund)
Exempt Unit Trust
Clerical Medical & General Life Assurance Society
Leeway & Co
Massachusetts Institute of Technology
Massachusetts Institute of Technology Retirement Plan
ECI Invs Recycling Fund - Norwich Union Life Ins Soc 'B' Ac
Rover Group Trustees Ltd on behalf of Rover Group Pension Sch
Sun Alliance Trust Co (Trustee of Crossroads UK 1994 Fund)
Yunping Company Limited
525 Investments Limited
FAVOUR
Sofilec
Wurtembergische 3B
Caviapen Trustees Ltd
Creditanstalt
Abbott Capital Management (Utah Retirement Systems)
Northern Trust Company/Abbott (Illinois Municipal Retirement Fun
California State Teachers' Retirement System

} After
31.12.94

Limited partners
ECI Ventures GP Limited

Total ECI 5

Schedule of Investors in ECI 5B

Royal Bank of Canada Trust Company (Jersey) Ltd a/c 807973
as Trustee of ECI Investments Rollover Fund*
ECI Ventures GP Limited

Total ECI 5B

Schedule of Investors in ECI Developments 3

Innotech Investments Limited
ECI Ventures GP Limited

Total ECI D3

Limited partners
ECI Ventures GP Limited
Total Closed

**REPORT OF THE AUDITORS TO THE DIRECTORS OF O.S.I. GROUP HOLDINGS
LIMITED ("THE COMPANY") PURSUANT TO SECTION 156 (4) OF THE
COMPANIES ACT 1985**

We have examined the attached statutory declaration of the directors dated 3rd November 1995 in connection with the proposal that the Company should give financial assistance for the purchase of the entire share capital of the Company.

Basis of opinion

We have enquired into the state of affairs of the Company so far as necessary 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 the attached statutory declaration as to any of the matters mentioned in Section 156 (2) of the Companies Act 1985 is unreasonable in all the circumstances.

Moore Rowland

3rd November 1995

Ref: jxr/osilet