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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

To the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

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

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

03465481

Name of company

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

* The Ginger Media Group Limited

* insert full name
of company

X/We see Rider 1

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

† delete as
appropriate

~~XXXXXX~~ [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 company incorporated in the United Kingdom within the meaning of the Companies Act 1979~~
(b) ~~that of a company incorporated in the United Kingdom within the meaning of the Companies Act 1979~~
~~in which business the company is engaged~~
(c) something other than the above§

This company is [the] [§] holding company of* Keenarch Limited (Co. Reg. No. 03465484)
_____ which is
proposing to give financial assistance in connection with the acquisition of shares
in ~~this company~~ Scottish Media Group (Jersey) Limited
_____ the holding company of this company.]†

Presenter's name address and
reference (if any) :
Herbert Smith
Exchange House
Primrose Street
London
EC2A 2HS

For official Use
General Section

Post room



A35
COMPANIES HOUSE

0351
11/07/02

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
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bold block
lettering

The number and class of the shares acquired or to be acquired is: 110,976 Ordinary Shares

The assistance is to be given to: (note 2)

SMG plc

The assistance will take the form of:

Shares in Scottish Media Group (Jersey) Limited were acquired by SMG plc on 14th March 2001, 18th July 2001 and 14th March 2002. Certain of these shares were acquired using funds drawn from an overdraft facility. This overdraft facility is now, under the terms of a group restructuring, to be guaranteed and secured by the Company.

The financial assistance to be given by the company will take the form of:-

- 1) the entry by the Company into a restructuring agreement (the "Restructuring Agreement"), between, inter alia, the Company and SMG plc; and
- 2) the entry by the Company into a security agreement (the "Security Agreement") between, inter alia, the Company as chargor and Barclays Bank plc as security agent.

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

SMG plc

† delete as
appropriate

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

Under the Restructuring Agreement the Company jointly and severally along with the other Obligors as therein defined, unconditionally guarantees the performance of the payment obligations of the other Obligors (including SMG plc), to pay certain amounts due and to indemnify the Finance Parties against loss and liability.

Under the Security Agreement the Company grants a first legal charge, first fixed charge and first floating charge in favour of the Agent over all of its undertaking, property and assets as defined therein as security for the liabilities of the Obligors (including SMG plc) to the Finance Parties.

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

Rider 1

Andrew Henry Flanagan of 7 Collylin Road, Bearsden, Glasgow G61 4PN, and
George Watt of 34 Wilton Street, North Kelvinside, Glasgow G20 6LE

Rider 2

The date on which the assistance is to be given is the "Effective Date" as defined in the Restructuring Agreement which will occur on a date no later than 8 weeks from the date of this statutory declaration.

Independent auditors' report to the directors of Ginger Media Group Limited pursuant to section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors dated 5 July 2002 in connection with the proposal that the company should give financial assistance for the purchase of the company's entire issued ordinary share capital.

Respective responsibilities of directors and auditors

The company's directors are responsible for the statutory declaration in accordance with applicable law. It is our responsibility under relevant legal and regulatory requirements and United Kingdom Auditing Standards 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

Arthur Andersen
Chartered Accountants
191 West George Street
Glasgow
G2 2LB

5 July 2002