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CHFP014

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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

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

--	--	--

3877606

Name of company

* **ADMIRAL SYNDICATE MANAGEMENT LIMITED**

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

~~We~~ **SEE SCHEDULE 3**

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

† delete as
appropriate

§ delete whichever
is inappropriate

~~We~~ **all the directors**† of the above company do solemnly and sincerely declare that:

The business of the company is:

(a) ~~the~~ **management of the company**† with the ~~main~~ **main** ~~business~~ **business** ~~of the~~ **of the** ~~company~~ **company**

(b) ~~the~~ **management of the company**† with the ~~main~~ **main** ~~business~~ **business** ~~of the~~ **of the** ~~company~~ **company** ~~in~~ **in** ~~the~~ **the** ~~company~~ **company**

(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] **ADMIRAL GROUP LIMITED**

~~We~~†

The assistance is for the purpose of ~~the 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: **162,324 A ORDINARY SHARES
OF 10 PENCE EACH AND 60,176 B ORDINARY SHARES OF 10 PENCE EACH**

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

**THEODORE GODDARD
150 ALDERSGATE STREET
LONDON EC1A 4EJ**

For official Use
General Section

Post room



LD2
COMPANIES HOUSE

0366
07/10/02

The assistance is to be given to: (note 2) ADMIRAL GROUP LIMITED of CAPITAL
TOWER, GREYFRIARS ROAD, CARDIFF, CF10 3AZ

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

The person who [has acquired]~~[(will acquire)]~~† the share is:

† delete as
appropriate

SEE SCHEDULE 4

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

SEE SCHEDULE 2

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 WITHIN 8 WEEKS OF THE DATE HEREOF

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) ~~I/we have formed the opinion that the company will be unable to pay its debts as they fall due during the year immediately following that date]~~

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.

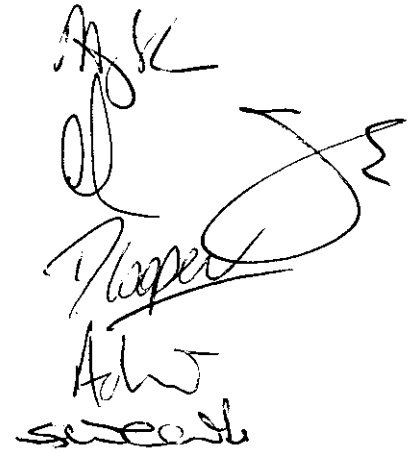
Declared at The offices of Theodore Guldard
150 Aldersgate Street
London

on

Day	Month	Year
01	10	2002

before me James Graham (Solicitor) 
A Commissioner for Oaths or Notary Public or Justice of the Peace or a Solicitor having the powers conferred on a Commissioner for Oaths.

Declarants to sign below



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
37 Castle Terrace
Edinburgh
EH1 2EB

~~CMS Cameron McKenna
Mitre House
160 Aldersgate Street
London EC1 4DD~~

SCHEDULE 1 TO THE FORM 155(6)(a) STATUTORY DECLARATION
dated 1st October 2002 in respect of
ADMIRAL SYNDICATE MANAGEMENT LIMITED (the "Company")

Form of Assistance

1. The execution, delivery and performance by the Company of its obligations under an inter-company loan agreement (the **Inter-Company Loan Agreement**) (dated on or about the date hereof) made between the subsidiaries (Admiral Insurance Services Limited, Rosyglow Limited, Admiral Life Limited, Admiral Commercial Limited, Diamond Motor Insurance Services Limited, Confused.com Limited, Able Insurance Services Limited, and Elephant Insurance Services Limited (together **Subsidiaries**)), Admiral Syndicate Limited and the Company as lenders and Admiral Group Limited (the **Parent**) as borrower, pursuant to which the Company has agreed to make advances to the Parent from time to time.
- 1.1 In addition to the obligations referred to above the Company will also, from time to time, pay and discharge costs and expenses associated with the Refinancing including, but not limited to, legal, accountancy and other professional fees (the **Associated Costs**) pursuant to a facility agreement (the **Facility Agreement**) (to be entered into within eight weeks of the date hereof) between (1) the Parent as Borrower (2) The Governor and Company of The Bank of Scotland (**BoS**) and Lloyds TSB Bank PLC (**Lloyds**) (as Arrangers) (3) Lloyds (acting as Agent and Trustee) (4) the Subsidiaries as Original Guarantors and (5) Lloyds and BoS as Original Lenders (the **Lenders**) pursuant to which the Lenders are proposing to make available to Parent a term loan facility of up to £60 million and a revolving credit facility of up to £20 million for the purposes of the refinancing of the Parent's existing indebtedness which includes the redemption of Existing Indebtedness (as defined in the Facility Agreement), the payment of the Super Dividend (as defined in the Facility Agreement) and the payment of the Deferred Consideration pursuant to the terms of the Variation Agreement (the **Refinancing**).

SCHEDULE 2 TO THE SECTION 155 (6) (a) STATUTORY DECLARATION
dated 1st October 2002 in respect of

ADMIRAL SYNDICATE MANAGEMENT LIMITED (the "Company")

Principal terms of the assistance

Terms defined in Schedule 1 shall have the same meaning when used in this Schedule 2

1. Inter-Company Loan

By executing the Inter-Company Loan the Company will agree to make advances to the Parent from time to time and at its request in order, amongst other things, to assist it in discharging and reducing its liabilities in connection with the Refinancing and including repayment of the borrowings under the Facility Agreement.

2. Associated Costs

In addition to the obligations referred to above, the Company will also, from time to time, pay and discharge costs and expenses associated with the Refinancing including, but not limited to, legal, accountancy and other professional fees.

SCHEDULE 3 TO THE FORM 155(6)(a) STATUTORY DECLARATION
dated 1st October 2002 in respect of
ADMIRAL SYNDICATE MANAGEMENT LIMITED (THE "Company")

RAYMOND MICHAEL BRICK of PEMBERTON, 63 LANTHORNE ROAD,
BROADSTAIRS, KENT, CT10 3LX

STUART DAVID CLARKE of 33 MANSELFELD ROAD, MURTON,
SWANSEA, WEST GLAMORGAN, SA3 3A

ANDREW CHARLES PROBERT of FOXHOLLOWS, SLON LANE, OGMORE-
BY-SEA, MID GLAMORGAN, CF32 0PN

HENRY ALLAN ENGELHARDT of YELLOWS WELLS, GRAIG ROAD,
LISVANE, CARDIFF, CF14 0UF

DAVID GRAHAM STEVENS of GARNLLWYD BARNES, GARN LLWYD,
LLANCARFAN, SOUTH GLAMORGAN, CF62 3AT

ANTHONY JAMES KEYS of 63 PONT STREET, LONDON, SW1X 0BD

DAVID COOPER of 54 PARK PLACE, RISCA, NEWPORT, NP11 6AS

SCHEDULE 4 TO THE FORM 155(6)(a) STATUTORY DECLARATION
dated 1st October 2002 in respect of
ADMIRAL SYNDICATE MANAGEMENT LIMITED

NAME	ADDRESS
Barclays Industrial Development Limited	54 Lombard Street, London EC3P 3AH
Barclays Private Equity PVLP Limited Partnership	8 th Floor, 5 th North Colonnade, Canary Wharf, London E14 4BB
Barclays Private Equity Limited	54 Lombard Street, London EC3P 3AH
Clink Street Nominees Limited	54 Lombard Street, London EC3P 3AH
Parallel Ventures Nominees No.2 Limited	107 Cheapside, London EC2V 6BU
Heather V Stevens	Garnllwyd Barns, Garn Llwyd, Llancarfan, South Glamorgan CF62 3AT
Andrew Charles Probert	Foxhollows, Slon Lane, Ogmore-by-Sea, Mid Glamorgan CF32 0PN
David Graham Stevens	Garnllwyd Barns, Garn Llwyd, Llancarfan, South Glamorgan CF62 3AT
Jane Stone	Highbank House, Cyncoed Road, Cyncoed, Cardiff CF23 5SH, Wales
David A Walker	41 Minehead Avenue, Sully, Parnarth, South Glamorgan CF64 5TJ, Wales
Henry Allan Engelhardt	Yellows Wells, Graig Road, Lisvane, Cardiff, CF14 0UF
Katherine Armstrong	Cefn Corlau, Llannon, Llanelli, Dyfed FA14 8JY



KPMG Audit Plc

Marlborough House
Fitzalan Court
Fitzalan Road
Cardiff
CF24 0TE
United Kingdom

Tel +44 (0) 29 2046 8010
Fax +44 (0) 29 2046 8201
DX 33079 Cardiff 1
E-mail alun.bowen@kpmg.co.uk

Private & confidential

The Directors
Admiral Syndicate Management Limited
Capital Tower
Greyfriars Road
Cardiff

Your ref

Our ref pjw/612

Contact Alun Bowen
029 2046 8010

1st October 2002

Dear Sirs

Auditors' report to the directors of Admiral Syndicate Management Limited pursuant to Section 156(4) of the Companies Act 1985 ("Act")

We have examined the attached statutory declaration of the directors dated 1st October 2002 in connection with the proposal that the company should give financial assistance (within the meaning of Sections 151 and 152 of the Act) in connection with the acquisition of shares in the company's holding company, Admiral Group Limited. 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 Act is unreasonable in all the circumstances.

Yours faithfully

KPMG Audit Plc

KPMG Audit Plc
Registered Auditor



KPMG Audit Plc, a company
incorporated under the UK Companies
Acts, is a member of KPMG
International, a Swiss association

KPMG Audit Plc is
registered to carry on audit
work by the Institute of
Chartered Accountants in

England and Wales.
Registered in England
No 3110745

Registered office
8 Salisbury Square
London EC4Y 8BB

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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

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

For official use

Company number

Please complete
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bold block lettering

--	--	--

3877606

Name of company

* **ADMIRAL SYNDICATE MANAGEMENT LIMITED**

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

~~We~~ ☒ **SEE SCHEDULE 3**

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

† delete as
appropriate

§ delete whichever
is inappropriate

~~We~~ ☒ ~~all the directors~~† of the above company do solemnly and sincerely declare that:

The business of the company is:

(a) ~~the~~ ☒ ~~business of~~ ☒ ~~the~~ ☒ ~~company~~ ☒ ~~is~~ ☒ ~~the~~ ☒ ~~business of~~ ☒ ~~the~~ ☒

The assistance is to be given to: (note 2) ADMIRAL GROUP LIMITED of CAPITAL
TOWER, GREYFRIARS ROAD, CARDIFF, CF10 3AZ

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The assistance will take the form of:

SEE SCHEDULE 1

The person who [has acquired]~~[(will acquire)]~~† the share is:

† delete as
appropriate

SEE SCHEDULE 4

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

SEE SCHEDULE 2

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 WITHIN 8 WEEKS OF THE DATE HEREOF

Please do not
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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~~ X We intend to continue the working of the company with X months of the date X and I/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 X

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.

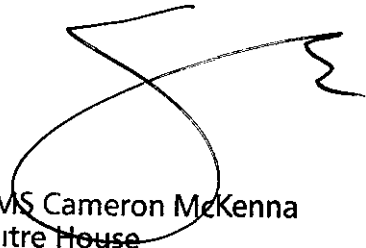
Declared at THEODORE GONNARD
150 ALDERSGATE STREET
LONDON

Declarants to sign below

Day Month Year
on

0	1	1	0	2	0	0	2
---	---	---	---	---	---	---	---

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


CMS Cameron McKenna
Mitre House
160 Aldersgate Street
London EC1 4DD

M. Zeller 1. 10. 02

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.
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- 5 The address for companies registered in England and Wales or Wales is:-

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Companies House
Crown Way
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CF14 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies
37 Castle Terrace
Edinburgh
EH1 2EB

SCHEDULE 1 TO THE FORM 155(6)(a) STATUTORY DECLARATION
dated 1st October 2002 in respect of
ADMIRAL SYNDICATE MANAGEMENT LIMITED (the "Company")

Form of Assistance

The execution, delivery and performance by the Company of its obligations under:

- (a) an inter-company loan agreement (the **Inter-Company Loan Agreement**) (dated on or about the date hereof) made between the subsidiaries (Admiral Insurance Services Limited, Rosyglow Limited, Admiral Life Limited, Admiral Commercial Limited, Diamond Motor Insurance Services Limited, Confused.com Limited, Able Insurance Services Limited, and Elephant Insurance Services Limited (together **Subsidiaries**)), Admiral Syndicate Limited and the Company as lenders and Admiral Group Limited (the **Parent**) as borrower, pursuant to which the Company has agreed to make advances to the Parent from time to time.

- 1.2 In addition to the obligations referred to above the Company will also, from time to time, pay and discharge costs and expenses associated with the Refinancing including, but not limited to, legal, accountancy and other professional fees (the **Associated Costs**) pursuant to a facility agreement (the **Facility Agreement**) (to be entered into within eight weeks of the date hereof) between (1) the Parent as Borrower (2) The Governor and Company of The Bank of Scotland (**BoS**) and Lloyds TSB Bank PLC (**Lloyds**) (as Arrangers) (3) Lloyds (acting as Agent and Trustee) (4) the Subsidiaries as Original Guarantors and (5) Lloyds and BoS as Original Lenders (the **Lenders**) pursuant to which the Lenders are proposing to make available to Parent a term loan facility of £60 million and a revolving credit facility of up to £20 million for the purposes of the refinancing of the Parent's existing indebtedness which includes the redemption of Existing Indebtedness (as defined in the Facility Agreement), the payment of the Super Dividend (as defined in the Facility Agreement) and the payment of the Deferred Consideration pursuant to the terms of the Variation Agreement (the **Refinancing**).

SCHEDULE 2 TO THE SECTION 155 (6) (a) STATUTORY DECLARATION
dated **1st October** 2002 in respect of

ADMIRAL SYNDICATE MANAGEMENT LIMITED (the "Company")

Principal terms of the assistance

Terms defined in Schedule 1 shall have the same meaning when used in this Schedule 2

1. Inter-Company Loan

By executing the Inter-Company Loan the Company will agree to make advances to the Parent from time to time and at its request in order, amongst other things, to assist it in discharging and reducing its liabilities in connection with the Refinancing and including repayment of the borrowings under the Facility Agreement.

2. Associated Costs

In addition to the obligations referred to above, the Company will also, from time to time, pay and discharge costs and expenses associated with the Refinancing including, but not limited to, legal, accountancy and other professional fees.

SCHEDULE 3 TO THE FORM 155(6)(a) STATUTORY DECLARATION
dated *1st October* 2002 in respect of
ADMIRAL SYNDICATE MANAGEMENT LIMITED (THE "Company")

RAYMOND MICHAEL BRICK of PEMBERTON, 63 LANTHORNE ROAD,
BROADSTAIRS, KENT, CT10 3LX

STUART DAVID CLARKE of 33 MANSELFELD ROAD, MURTON,
SWANSEA, WEST GLAMORGAN, SA3 3A

ANDREW CHARLES PROBERT of FOXHOLLOWS, SLON LANE, OGMORE-
BY-SEA, MID GLAMORGAN, CF32 0PN

HENRY ALLAN ENGELHARDT of YELLOWS WELLS, GRAIG ROAD,
LISVANE, CARDIFF, CF14 0UF

DAVID GRAHAM STEVENS of GARNLLWYD BARNS, GARN LLWYD,
LLANCARFAN, SOUTH GLAMORGAN, CF62 3AT

ANTHONY JAMES KEYS of 63 PONT STREET, LONDON, SW1X 0BD

DAVID COOPER of 54 PARK PLACE, RISCA, NEWPORT, NP11 6AS

SCHEDULE 4 TO THE FORM 155(6)(a) STATUTORY DECLARATION
dated 1st October 2002 in respect of
ADMIRAL SYNDICATE MANAGEMENT LIMITED

NAME	ADDRESS
Barclays Industrial Development Limited	54 Lombard Street, London EC3P 3AH
Barclays Private Equity PVLP Limited Partnership	8 th Floor, 5 th North Colonnade, Canary Wharf, London E14 4BB
Barclays Private Equity Limited	54 Lombard Street, London EC3P 3AH
Clink Street Nominees Limited	54 Lombard Street, London EC3P 3AH
Parallel Ventures Nominees No.2 Limited	107 Cheapside, London EC2V 6BU
Heather V Stevens	Garnllwyd Barns, Garn Llwyd, Llancarfan, South Glamorgan CF62 3AT
Andrew Charles Probert	Foxhollows, Slon Lane, Ogmore-by-Sea, Mid Glamorgan CF32 0PN
David Graham Stevens	Garnllwyd Barns, Garn Llwyd, Llancarfan, South Glamorgan CF62 3AT
Jane Stone	Highbank House, Cyncoed Road, Cyncoed, Cardiff CF23 5SH, Wales
David A Walker	41 Minehead Avenue, Sully, Parnarth, South Glamorgan CF64 5TJ, Wales
Henry Allan Engelhardt	Yellow Wells, Graig Road, Lisvane, Cardiff, CF14 0UF
Katherine Armstrong	Cefn Corlau, Llannon, Llanelli, Dyfed FA14 8JY



KPMG Audit Plc

Marlborough House
Fitzalan Court
Fitzalan Road
Cardiff
CF24 0TE
United Kingdom

Tel +44 (0) 29 2046 8010
Fax +44 (0) 29 2046 8201
DX 33079 Cardiff 1
E-mail alun.bowen@kpmg.co.uk

Private & confidential

The Directors
Admiral Syndicate Management Limited
Capital Tower
Greyfriars Road
Cardiff

Your ref

Our ref pjw/612

Contact Alun Bowen
029 2046 8010

1st October 2002

Dear Sirs

Auditors' report to the directors of Admiral Syndicate Management Limited pursuant to Section 156(4) of the Companies Act 1985 ("Act")

We have examined the attached statutory declaration of the directors dated 1st October 2002 in connection with the proposal that the company should give financial assistance (within the meaning of Sections 151 and 152 of the Act) in connection with the acquisition of shares in the company's holding company, Admiral Group Limited. 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 Act is unreasonable in all the circumstances.

Yours faithfully

KPMG Audit Plc

KPMG Audit Plc
Registered Auditor



KPMG Audit Plc, a company
incorporated under the UK Companies
Acts, is a member of KPMG
International, a Swiss association

KPMG Audit Plc is
registered to carry on audit
work by the Institute of
Chartered Accountants in

England and Wales.
Registered in England
No 3110745

Registered office
8 Salisbury Square
London EC4Y 8BB

CHFP014

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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
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bold block lettering*

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

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

For official use

Company number

--	--	--

3877606

Name of company

* ADMIRAL SYNDICATE MANAGEMENT LIMITED

~~We~~ Ø **SEE SCHEDULE 3**

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

† delete as appropriate

§ delete whichever
is inappropriate

~~XXXXXX~~ [all the directors]† of the above company do solemnly and sincerely declare that:

The business of the company is:

(a) ~~THE~~ ~~ROBINSON BANK~~ ~~LICENSED~~ ~~IN~~ ~~STATE~~ ~~OF~~ ~~TEXAS~~ ~~THE~~ ~~MEMPHIS~~ ~~OKLAHOMA~~ ~~BANKING~~ ~~ACT~~ ~~1978~~

[illegible]

(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 **ADMIRAL GROUP LIMITED**]

ANNEX 1

The assistance is for the purpose of [the 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: **162,324 A ORDINARY SHARES OF 10 PENCE EACH AND 60,176 B ORDINARY SHARES OF 10 PENCE EACH**

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

THEODORE GODDARD
150 ALDERSGATE STREET
LONDON EC1A 4EJ

For official Use
General Section

The assistance is to be given to: (note 2) ADMIRAL GROUP LIMITED of CAPITAL
TOWER, GREYFRIARS ROAD, CARDIFF, CF10 3AZ

Please do not
write in
this margin

Please complete
legibly, preferal
in black type, or
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The assistance will take the form of:

SEE SCHEDULE 1

The person who [has acquired]~~[has acquired]~~† the share is:

† delete as
appropriate

SEE SCHEDULE 4

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

SEE SCHEDULE 2

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

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Please complete
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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) ~~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~~ I/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)

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 76 High Street
Ramsgate
Kent

Declarants to sign below

on

Day	Month	Year
01	10	2002

before me

JOHN G. SEARLES LLB
SOLICITOR
76 High Street
Ramsgate CT11 1JG

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.
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The Registrar of Companies
Companies House
Crown Way
Cardiff
CF14 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies
37 Castle Terrace
Edinburgh
EH1 2EB

SCHEDULE 1 TO THE FORM 155(6)(a) STATUTORY DECLARATION
dated 1st October 2002 in respect of
ADMIRAL SYNDICATE MANAGEMENT LIMITED (the "Company")

Form of Assistance

1. The execution, delivery and performance by the Company of its obligations under an inter-company loan agreement (the **Inter-Company Loan Agreement**) (dated on or about the date hereof) made between the subsidiaries (Admiral Insurance Services Limited, Rosyglow Limited, Admiral Life Limited, Admiral Commercial Limited, Diamond Motor Insurance Services Limited, Confused.com Limited, Able Insurance Services Limited, and Elephant Insurance Services Limited (together **Subsidiaries**)), Admiral Syndicate Limited and the Company as lenders and Admiral Group Limited (the **Parent**) as borrower, pursuant to which the Company has agreed to make advances to the Parent from time to time.
- 1.1 In addition to the obligations referred to above the Company will also, from time to time, pay and discharge costs and expenses associated with the Refinancing including, but not limited to, legal, accountancy and other professional fees (the **Associated Costs**) pursuant to a facility agreement (the **Facility Agreement**) (to be entered into within eight weeks of the date hereof) between (1) the Parent as Borrower (2) The Governor and Company of The Bank of Scotland (**BoS**) and Lloyds TSB Bank PLC (**Lloyds**) (as Arrangers) (3) Lloyds (acting as Agent and Trustee) (4) the Subsidiaries as Original Guarantors and (5) Lloyds and BoS as Original Lenders (the **Lenders**) pursuant to which the Lenders are proposing to make available to Parent a term loan facility of up to £60 million and a revolving credit facility of up to £20 million for the purposes of the refinancing of the Parent's existing indebtedness which includes the redemption of Existing Indebtedness (as defined in the Facility Agreement), the payment of the Super Dividend (as defined in the Facility Agreement) and the payment of the Deferred Consideration pursuant to the terms of the Variation Agreement (the **Refinancing**).

SCHEDULE 2 TO THE SECTION 155 (6) (a) STATUTORY DECLARATION
dated 15th October 2002 2002 in respect of

ADMIRAL SYNDICATE MANAGEMENT LIMITED (the "Company")

Principal terms of the assistance

Terms defined in Schedule 1 shall have the same meaning when used in this Schedule 2

1. Inter-Company Loan

By executing the Inter-Company Loan the Company will agree to make advances to the Parent from time to time and at its request in order, amongst other things, to assist it in discharging and reducing its liabilities in connection with the Refinancing and including repayment of the borrowings under the Facility Agreement.

2. Associated Costs

In addition to the obligations referred to above, the Company will also, from time to time, pay and discharge costs and expenses associated with the Refinancing including, but not limited to, legal, accountancy and other professional fees.

SCHEDULE 3 TO THE FORM 155(6)(a) STATUTORY DECLARATION
dated *15 October* 2002 in respect of
ADMIRAL SYNDICATE MANAGEMENT LIMITED (THE "Company")

RAYMOND MICHAEL BRICK of PEMBERTON, 63 LANTHORNE ROAD,
BROADSTAIRS, KENT, CT10 3LX

STUART DAVID CLARKE of 33 MANSELFELD ROAD, MURTON,
SWANSEA, WEST GLAMORGAN, SA3 3A

ANDREW CHARLES PROBERT of FOXHOLLOWS, SLON LANE, OGMORE-
BY-SEA, MID GLAMORGAN, CF32 0PN

HENRY ALLAN ENGELHARDT of YELLOWS WELLS, GRAIG ROAD,
LISVANE, CARDIFF, CF14 0UF

DAVID GRAHAM STEVENS of GARNLLWYD BARNES, GARN LLWYD,
LLANCARFAN, SOUTH GLAMORGAN, CF62 3AT

ANTHONY JAMES KEYS of 63 PONT STREET, LONDON, SW1X 0BD

DAVID COOPER of 54 PARK PLACE, RISCA, NEWPORT, NP11 6AS

SCHEDULE 4 TO THE FORM 155(6)(a) STATUTORY DECLARATION
dated *1st October 2002* 2002 in respect of
ADMIRAL SYNDICATE MANAGEMENT LIMITED

NAME	ADDRESS
Barclays Industrial Development Limited	54 Lombard Street, London EC3P 3AH
Barclays Private Equity PVLP Limited Partnership	8 th Floor, 5 th North Colonnade, Canary Wharf, London E14 4BB
Barclays Private Equity Limited	54 Lombard Street, London EC3P 3AH
Clink Street Nominees Limited	54 Lombard Street, London EC3P 3AH
Parallel Ventures Nominees No.2 Limited	107 Cheapside, London EC2V 6BU
Heather V Stevens	Garnllwyd Barns, Garn Llwyd, Llancarfan, South Glamorgan CF62 3AT
Andrew Charles Probert	Foxhollows, Slon Lane, Ogmore-by-Sea, Mid Glamorgan CF32 0PN
David Graham Stevens	Garnllwyd Barns, Garn Llwyd, Llancarfan, South Glamorgan CF62 3AT
Jane Stone	Highbank House, Cyncoed Road, Cyncoed, Cardiff CF23 5SH, Wales
David A Walker	41 Minehead Avenue, Sully, Parnarth, South Glamorgan CF64 5TJ, Wales
Henry Allan Engelhardt	Yellow Wells, Graig Road, Lisvane, Cardiff, CF14 0UF
Katherine Armstrong	Cefn Corlau, Llannon, Llanelli, Dyfed FA14 8JY



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E-mail alun.bowen@kpmg.co.uk

Private & confidential

The Directors
Admiral Syndicate Management Limited
Capital Tower
Greyfriars Road
Cardiff

Your ref

Our ref pjw/612

Contact Alun Bowen
029 2046 8010

1st October 2002

Dear Sirs

Auditors' report to the directors of Admiral Syndicate Management Limited pursuant to Section 156(4) of the Companies Act 1985 ("Act")

We have examined the attached statutory declaration of the directors dated 1st October 2002 in connection with the proposal that the company should give financial assistance (within the meaning of Sections 151 and 152 of the Act) in connection with the acquisition of shares in the company's holding company, Admiral Group Limited. 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 Act is unreasonable in all the circumstances.

Yours faithfully

KPMG Audit Plc
Registered Auditor



KPMG Audit Plc, a company
incorporated under the UK Companies
Acts, is a member of KPMG
International, a Swiss association

KPMG Audit Plc is
registered to carry on audit
work by the Institute of
Chartered Accountants in

England and Wales.
Registered in England
No 3110745

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