

G

CHFP025

Please do not
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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
(Address overleaf - Note 5)

For official use

Company number

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

SC011708

Note

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

Name of company

* J G Thomson & Co Limited

* insert full name
of company

~~*/We~~ See continuation sheet 1 attached.

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

† 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 8 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] Bass Holdings

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: 8,466,920 ordinary shares

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

McGrigor Donald
Erskine House
68-73 Queen Street
Edinburgh
EH2 4NF
DX: 103ED Edinburgh
thomson.lfd

For official Use
General Section

Post room



The assistance is to be given to: (note 2) Interbrew UK Holdings Limited,
14 Dominion Street, London EC2M 2TX

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 continuation sheet 2 attached

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

† delete as
appropriate

Interbrew UK Holdings Limited

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

See continuation sheet 3 attached

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 see continuation sheet 4

Please do not
write in this
margin

Please complete
legibly, preferably
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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) ~~[It is intended to commence the winding-up of the company within 12 months of that date, and ~~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

Declarants to sign below

GLASGOW

Day Month Year
on

1	5	1	2	2	0	0	0
---	---	---	---	---	---	---	---

A. W. McIlwain
John A. Smith

before me James G. H.; Notary Public, Glasgow

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
37 Castle Terrace
Edinburgh
EH1 2EB

Continuation Sheet 1

Declaration in relation to assistance for the acquisition of shares

Continuation Sheet to Companies Form 155(6)(a)

Company No: SC011708

Name of Company: J G Thomson & Co Limited
("the Company")

We

Angus Alexander Meldrum of

Loch Green Gryffe Road
Kilmacolm
Renfrewshire
PA13 4BA

John Ian Napier of

Loxley
5 Ladywood
Four Oaks
Sutton Coldfield
B74 2SN

David McAllister of

16 Lochaber Road
Strathaven
ML10 6H2

Continuation Sheet 2

Declaration in relation to assistance for the acquisition of shares

Continuation Sheet to Companies Form 155(6)(a)

Company No: SC011708

Name of Company: J G Thomson & Co Limited ("the Company")

The assistance will take the form of:

1. The execution delivery and performance by the Company of its obligations under a Guarantor Accession Memorandum (the "Guarantor Accession Memorandum") pursuant to which the Company accedes as a guarantor under a multicurrency credit agreement dated 10th June 2000 as amended, novated, supplemented or varied thereafter (the "Credit Agreement") and made between Interbrew UK Holdings Limited and others as borrowers, ABN AMRO Bank N.V. as arranger, agent and security agent and the Banks (as defined therein) and others pursuant to which the Banks granted to inter alia, Interbrew UK Holdings Limited:
 - 1.1 a term loan facility in an aggregate amount of £348,000,000 ("Tranche C");and
 - 1.2 a term loan facility in an aggregate amount of £550,000,000 ("Tranche D");in respect of which, Tranches C and D are made available in connection with Interbrew UK Holdings Limited's acquisition of all the shares in Bass Holdings Limited.
2. Pursuant to the terms of the Credit Agreement and the Guarantor Accession Memorandum, the Company agrees to secure Interbrew UK Holdings Limited's obligations to repay the loans advanced under tranches C and D by way of a guarantee and indemnity.

Continuation Sheet 3

Declaration by holding company in relation to assistance for the acquisition of shares

Continuation Sheet to Companies Form 155(6)(a)

Company No: SC011708

Name of Company: J G Thomson & Co Limited ("the Company")

The principal terms on which assistance will be given are:

1. Under the Credit Agreement the Finance Parties have the benefit of a guarantee and indemnity from the Company (once the Company has acceded to the Credit Agreement), the principal terms of which are:
 - 1.1 the Company irrevocably and unconditionally guarantees to each Finance Party the due and punctual observance and performance of all the terms, conditions and covenants on the part of the members of the UK Newco Group contained in any of the Facility Documents and agrees to pay from time to time on demand any and every sum or sums of money which members of the UK Newco Group are at any time liable to pay to any Finance Party under or pursuant to the Facility Documents (or any of them) and which has become due and payable but has not been paid at the time such demand is made; and
 - 1.2 the Company irrevocably and unconditionally agrees as a primary obligation to indemnify each Finance Party from time to time on demand from and against any loss incurred by any Finance Party as a result of any of the obligations of members of the UK Newco Group under or pursuant to any of the Facility Documents being or becoming void, voidable, unenforceable or ineffective as against such member of the UK Newco Group for any reason whatsoever, whether or not known to any Finance Party or any other person, the amount of such loss being the amount which the person or persons suffering it would otherwise have been entitled to recover from the relevant member of the UK Newco Group.
 - 1.3 Terms defined in the Credit Agreement shall, unless otherwise defined herein, have the same meaning herein.
2. Under the Credit Agreement, if an Event of Default has occurred and is occurring, each Bank and each Fronting Bank has the benefit of rights of set-off against the Company.

Continuation Sheet 4

Declaration in relation to assistance for the acquisition of shares

Continuation Sheet to Companies Form 155(6)(a)

Company No: SC011708

Name of Company: J G Thomson & Co Limited
("the Company")

The date on which the financial assistance is to be given will be a date within the period of eight weeks commencing on the date of this declaration.



KPMG Audit Plc

8 Salisbury Square
London
EC4Y 8BB
United Kingdom

Tel +44 (0) 21 7311 1000
Fax +44 (0) 20 7311 3311

The Directors
J.G. Thomson & Co. Limited
Park House
Wellpark Brewery
161 Duke Street
Glasgow
G31 1JD

Our ref rpm/3/jr/mb257_dec

Contact Joe Roxburgh
0121 232 3038

15 December 2000

Dear Sirs

Auditors' report to the directors of J.G. Thomson & Co. Limited pursuant to Section 156(4) of the Companies Act 1985

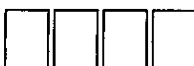
We have examined the attached statutory declaration of the directors dated 15 December 2000 in connection with the proposal that the company should give financial assistance for the purchase of the whole of the ordinary shares of Bass Holdings Limited, the company's holding company. We have enquired 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 Audit Plc

KPMG Audit Plc
Registered Auditors



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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Pursuant to section 155(6) of the Companies Act 1985

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SC011708

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completing this form.

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of company

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address(es) of all
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† 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] Bass Holdings

Limited]†

The assistance is for the purpose of ~~[that acquisition]~~ [reducing or discharging a liability incurred for the
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Presentor's name address and
reference (if any):

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DX: 103ED Edinburgh
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14 Dominion Street, London EC2M 2TX

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The assistance will take the form of:

See continuation sheet 2 attached

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

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appropriate

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

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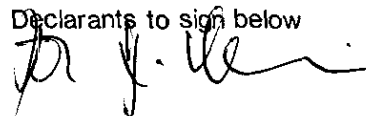
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And ~~1~~/we make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at

BURTON ON TRENT


Declarants to sign below



on

Day	Month	Year
15	12	2000

before me

 THOMAS REDGATE

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

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John Ian Napier of

Loxley
5 Ladywood
Four Oaks
Sutton Coldfield
B74 2SN

David McAllister of

16 Lochaber Road
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ML10 6H2

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 - 1.3 Terms defined in the Credit Agreement shall, unless otherwise defined herein, have the same meaning herein.
2. Under the Credit Agreement, if an Event of Default has occurred and is occurring, each Bank and each Fronting Bank has the benefit of rights of set-off against the Company.

Continuation Sheet 4

Declaration in relation to assistance for the acquisition of shares

Continuation Sheet to Companies Form 155(6)

Company No: SC011708

Name of Company: JG Thomson & Co Limited
("the Company")

The date on which the financial assistance is to be given will be a date within the period of eight weeks commencing on the date of this declaration.



KPMG Audit Plc

8 Salisbury Square
London
EC4Y 8BB
United Kingdom

Tel +44 (0) 21 7311 1000
Fax +44 (0) 20 7311 3311

The Directors
J.G. Thomson & Co. Limited
Park House
Wellpark Brewery
161 Duke Street
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G31 1JD

Our ref rpm/3/jr/mb257_dec

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0121 232 3038

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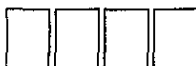
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Yours faithfully

KPMG Audit Plc

KPMG Audit Plc
Registered Auditors



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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