

CHFP025

## Declaration in relation to assistance for the acquisition of shares

# 155(6)a

Please do not  
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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

SC275894

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

Name of company

\* Aggreko European Finance Limited

\* insert full name  
of company

XWeo Arthur Paul Allen, of 4 West Montrose Street, Helensburgh, Scotland,  
G84 9JS

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

Rupert Christopher Soames of Ridgebarn Farmhouse, Ridgebarn Lane,  
Cuddington, Aylesbury, Buckinghamshire, HP18 0AE

† delete as appropriate

~~XXXXXXXXXXXX~~ [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

Is that of a recognised bank, licensed institution, within the meaning of the Banking Act, 1938.

[illegible]

XX

(c) something other than the above§

The company is proposing to give financial assistance in connection with the acquisition of shares in the

[company] [XXXXXXXXXXXXXXXXXXXX]

The assistance is for the purpose of [that acquisition] ~~reducing or eliminating a liability incurred by the~~

~~XXXXXXXXXXXXXXXXXXXX~~

The number and class of the shares acquired or to be acquired is: 58,332,822 Ordinary

Shares of 1 Euro each

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

Lawrence Graham LLP

190 Strand

WC2R 1JN

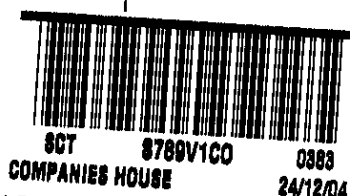
020 7785 1207

(Ref: CRM/CT/4745968)

DX 39      London Chancery

For official Use  
General Section

Post room



The assistance is to be given to: (note 2) Aggreko Luxembourg Management Sarl of 22 Parc  
D'Activite, Syrdall, L-5635 Munsbach, Luxembourg

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write in this  
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Please complete  
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bold block  
lettering

The assistance will take the form of:

A Credit Facility in favour of Aggreko Plc and its subsidiaries (the  
"Facility")

The Maximum amount to be advanced under the facility is €58,332,822

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

† delete as  
appropriate

Aggreko Luxembourg Management Sarl

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

Please see attached sheet

The amount of cash to be transferred to the person assisted is £ €58,332,822

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 16 DECEMBER 2004

Please do not  
write in this  
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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) [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)

~~(b) [X is intended to commence the winding up of the company within 12 months of that date, and X has 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 Institute of Directors  
116 Pall Mall  
London SW1Y 5ED

Declarants to sign below



A21h

on 

Day	Month	Year
11	12	2016

  
before me

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

## 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

### **The Facility**

- 1      The maximum amount to be advanced under the Facility is €58,332,822. The Facility is available (subject to early cancellation or termination) until 30 November 2007, and all amounts outstanding shall be repaid on that date.
- 2      The company shall not be obliged to advance monies under the Facility except to the extent that it has subscription monies (relating to a subscription of shares by Aggreko Luxembourg Sarl) available to it in cleared funds.
- 3      Advances under the Facility which have not been repaid bear interest at Euro Libor plus 1% per annum. Interest is payable quarterly each year, the first such payment to be made on 31 March 2005.
- 4      The company may agree that all or some interest payable under the Facility shall be deferred, in which event interest not paid shall accrue at Euro Libor plus 1% per annum.

**PricewaterhouseCoopers LLP**  
Kintyre House  
209 West George Street  
Glasgow G2 2LW  
Telephone +44 (0) 141 248 2644  
Facsimile +44 (0) 141 242 7481  
Direct Phone +44 (0) 141 245 2150  
[www.pwc.com/uk](http://www.pwc.com/uk)

The Directors  
Aggreko European Finance Limited  
121 West Regent Street  
Glasgow  
G2 2SD

16 December 2004

Dear Sirs

**Auditors' report to the directors of Aggreko European Finance Limited pursuant to Section 156(4) of the Companies Act 1985**

We have examined the attached statutory declaration of the directors of Aggreko European Finance Limited (the "Company") dated 16 December 2004 in connection with the proposal that the Company should give financial assistance for the purchase of ordinary shares of the Company. This report including the opinion, has been prepared for and only for the Company and the Company's directors in accordance with Section 156 of the Companies Act 1985 and for no other purpose. We do not, in giving the opinion set out below, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

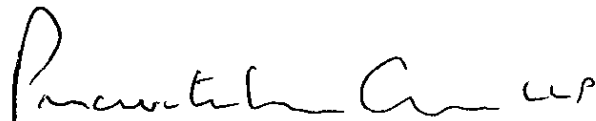
**Basis of opinion**

We have enquired into the state of the Company's affairs 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 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



PricewaterhouseCoopers LLP  
*Chartered Accountants and Registered Auditors*