

# G

CHFP025

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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

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

02685312

Name of company

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

\* EXPO-SYSTEMS LIMITED

\* insert full name  
of company

†/We ☐ SEE ANNEXURE 1

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 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] OPEX EXHIBITION SERVICES LIMITED

(Company Number 02714186) 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: SEE ANNEXURE 2

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

DAVENPORT LYONS  
1 OLD BURLINGTON STREET  
LONDON W1X 2NL

DX 37233 Piccadilly 1  
sl/expo/14.11.00

For official Use  
General Section



The assistance is to be given to: (note 2) JOUSTBEAM LIMITED  
(Company Number 3973072) whose registered office is at 1 Old Burlington Street,  
London W1S 3NL

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

The assistance will take the form of:

SEE ANNEXURE 3

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

† delete as  
appropriate

JOUSTBEAM LIMITED

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

SEE ANNEXURE 4

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 £ 1,113,000

The date on which the assistance is to be given is SEE ANNEXURE 5

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

\* delete either (a) or  
(b) as appropriate

~~/~~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) ~~/~~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 /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 ~~/~~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 1 Old Burlington Street  
London W1S 3NL


Declarants to sign below

on 

Day	Month	Year
14	12	2000

before me A. Riddle (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.

  
JRT-bull

## 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

**Form 155(6) a – In respect of Expo-Systems Limited (the “Company”)**

Annexure 1

<b>Director</b>	<b>Address</b>
David Guy Morgan	Parklands, Warreners Lane, St Georges Hill, Weybridge, Surrey KT13 0LJ
David Joseph O'Connor	83 Dudley Road, Walton-on Thames, Surrey KT12 2JY
Jonathan Richard Turnbull	3 Woodside Road, Northwood, Middlesex HA6 3QE
Graham Dalvarez	3 The Squirrels, Brackendene, Brickett Wood, St Albans AL2 3SD

**Form 155(6) a – In respect of Expo-Systems Limited (the “Company”)**

Annexure 2

2,071,000 Ordinary Shares of £1.00 each.

**Form 155(6) a – In respect of Expo-Systems Limited (the “Company”)**

**Annexure 3**

The execution by the Company of and the performance by the Company of its obligations under each of the following documents:

1. an intra group loan made between Joustbeam Limited and, inter alia, the Company, (the “Intra Group Loan Agreement”)
2. an intra group business sale and purchase agreement made between Joustbeam Limited and, inter alia, the Company (the “Intra Group Business Sale and Purchase Agreement”) together with any and all agreements transferring assets and obligations entered into to effect the transfers contemplated therein.

**Form 155(6) a – In respect of Expo-Systems Limited (“the Company”)**

Annexure 4

1. Under the terms of the Intra Group Loan Agreement the Company will agree to grant to Joustbeam Limited upon the terms of the Intra Group Loan Agreement loan facilities for such purposes as the Company and Joustbeam Limited may agree in writing.
2. Under the terms of the Intra Group Business Sale and Purchase Agreement the Company and, inter alia, agrees to sell the business and assets of the Company to Joustbeam Limited.

**Form 155(6) a – In respect of Expo-Systems Limited (the “Company”)**

Annexure 5

The assistance will be given within 8 weeks of the date of this Statutory Declaration.





**BDO Stoy Hayward**  
Chartered Accountants

8 Baker Street London W1U 3LL  
Telephone +44 (0)20 7486 5888  
Facsimile +44 (0)20 7487 3686  
DX 9025 West End W1  
Web Site: [www.bdo.co.uk](http://www.bdo.co.uk)

The Directors  
Expo-Systems Limited  
Earls Court Exhibition Centre  
Warwick Road  
London  
SW5 9TA

14 December 2000

Dear Sirs

**Auditors' Report to the directors of Expo-Systems Limited ("the Company")  
pursuant to Section 156(4) of the Companies Act 1985**

We have examined the attached statutory declaration of the directors dated 14 December 2000 in connection with the proposal that the Company should give financial assistance for the purchase of 100% of the issued share capital of its holding company, Opex Exhibition Services Limited.

We have enquired into the state of the Company's affairs so far as is necessary for us 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

**BDO Stoy Hayward**  
Chartered Accountants and Registered Auditors

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in England and Wales to carry on investment business

