

COMPANIES FORM No. 155(6)a

G

Declaration in relation to
assistance for the acquisition
of shares

155(6)a

CHFP025

Please do not
write in this
margin

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

Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

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

Name of company

* RECKITT BENCKISER FINANCE COMPANY LIMITED

* insert full name
of companyI/We D COLIN DAY
THE BEECHES
17 STRATTON ROAD
BEACONSFIELD
BUCKS
HP9 1HRSIMON EDWARDS
132 WESTHALL ROAD
WARLINGHAM
SURREY
CR6 9BUMARK WILSON
37 BALMORAL GARDENS
WINDSOR
BERKSHIRE
SL4 3SGD insert name(s) and
address(es) of all
the directorsA delete as
appropriate

[the sole director] [all the directors] A of the above company do solemnly and sincerely declare that:

XXXXXXXXXXXXXX

The business of the company is:

C delete whichever
is inappropriate

(a) that of a [recognised bank] [licensed institution] A within the meaning of the Banking Act 1979C

XX

(b) that of a person authorised under section 3 or 4 of the Insurance Companies Act 1982 to carry on

XX

insurance business in the United KingdomC

(c) something other than the aboveC

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

[company] [company's holding company]

XXXXXXXXXXXXXXXXXXXX

LimitedA

XXXXXX

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

purpose of that acquisition].A

The number and class of the shares acquired or to be acquired is: 310,000,002 ordinary

shares of AU\$1.00 each

Presenter's name address and
reference (if any):Tite & Lewis
Alder Castle
10 Noble Street
London
EC2V 7TLFor official Use
General SectionED8
COMPANIES HOUSEA41
COMPANIES HOUSE0036
29/03/040492
10/03/04

The assistance is to be given to: (note 2) ~~Reckitt Benckiser (Cayman Islands) Limited~~

PO Box 309GT, Uglan House, South Church Street, George Town, Grand Cayman,
Cayman Islands

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:

A credit facility in favour of Reckitt Benckiser plc and any of its
subsidiaries (the "Facility").

The maximum amount to be advanced under the Facility is AUS\$397,500,000.

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

A delete as
appropriate

Reckitt Benckiser (Cayman Islands) Limited

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 £ ~~AUS\$397,500,000~~

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 ~~2004~~ 9 MARCH 2004

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

I/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)

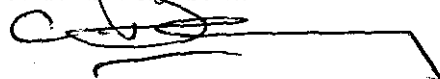
(b) ~~It is intended to commence the winding-up of the company within 12 months of that date and I/we have formed the opinion that the company will be able to pay its debts in full within 12 months of the commencement of the winding-up.]~~* (note 3)

And I/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

Slough, Berkshire

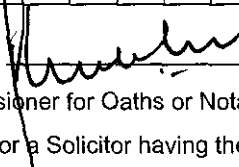
Declarants to sign below



Day Month Year

09 03 2004

before me



G. R. STEEDEN

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

The Facility

1. The maximum amount to be advanced under the Facility is AUS\$397,500,000. The Facility is available (subject to early cancellation or termination) until 31 May 2013, 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 Reckitt Benckiser (Australia) Pty Limited) available to it in cleared funds.
3. Advances under the Facility which have not been repaid shall bear interest at AUS\$LIBOR plus 0.5% for advances repayable within one year and at AUS\$LIBOR plus 0.75% for advances payable after one year. Interest is payable on 31 March, 30 June, 30 September and 31 December each year, the first such payment to be made on 31 March 2004.
4. The company may agree that all or some of the interest payable under the Facility shall be deferred, in which event interest not paid shall accrue at AUS\$LIBOR plus 0.5% for amounts payable within one year and at AUS\$LIBOR plus 0.75% for amounts payable after one year.

The Directors
Reckitt Benckiser Finance Company Limited
103-105 Bath Road
Slough
Berkshire
SL1 3UH

9 March 2004

Dear Sirs

**Auditors' report to the directors of Reckitt Benckiser Finance Company Limited
pursuant to Section 156(4) of the Companies Act 1985**

We have examined the attached statutory declaration of the directors of Reckitt Benckiser Finance Company Limited (the "Company") dated 9 March 2004 in connection with the proposal that the Company should give financial assistance for the purchase by Reckitt Benckiser (Cayman Islands) Limited of the 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.

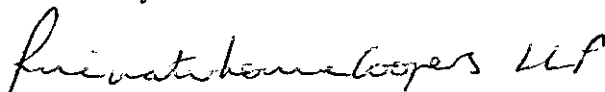
Basis of opinion

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