



00524880

# ation in relation to tance for the acquisition of shares

# 165(6)A

MC

Please do not write  
in this margin  
Please complete  
legibly, preferably  
in black type, or  
bold block  
lettering

Pursuant to Article 165(6) of the Companies (Northern Ireland) Order 1986.

To the Registrar of Companies

For official use

Company number

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NI 9882

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

Name of Company

\* ARDS HOLDINGS LIMITED

\* insert full of  
company

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

~~We~~ ☒ We ☐ THE DIRECTORS SPECIFIED IN THE SCHEDULE ANNEXED HERETO

† 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 which ever  
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 it.

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: \_\_\_\_\_

42,750 ORDINARY SHARES OF £0.25 EACH

Presentor's name, address and  
reference (if any):  
(SEF/JBy)

L'ESTRANGE & BRETT  
ARNOTT HOUSE  
12/16 BRIDGE STREET  
BELFAST  
BT1 1LS

For official use

Public Office

Document Checking Section

DEPARTMENT OF ENTERPRISE  
TRADE AND INVESTMENT

11 JUL 2008

POST RECEIVED  
COMPANIES REGISTRY

the assistance is to be given to the person who

THE PURCHASERS SPECIFIED IN THE SCHEDULE ANNEXED THERETO (THE "PURCHASERS")

Please do not write  
in this margin

The assistance will take the form of:

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

SEE SCHEDULE

The person who ~~has acquired~~ (will acquire)† the shares is:

THE PURCHASERS

† delete as  
appropriate

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

SEE SCHEDULE

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 THE DATE HEREOF OR ON A DATE WITHIN EIGHT  
WEEKS OF THAT DATE

Please do not write  
in this margin

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

~~we have formed an opinion, as required by the Companies Act 1986, 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 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).

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

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 117 Milltown Road, Shaw's  
Bridge, Belfast, BT8 7XP

Declarants to sign below

the 3 day of July  
two thousand nine hundred and eight

Chloe Duffin, solicitor

before me Cleaver Fulton Rankin Solicitors  
50 Bedford Street Belfast, BT2 7FW

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

*Eoin*

*R. H.*

*B. Hughes*

*P. Duffin*

*John*

*John Hart*

## NOTES

1. For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see Article 162(3) of the Companies (Northern Ireland) Order 1986.
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 Article 166(3) of the Companies (Northern Ireland) Order 1986.
4. The auditors report required by Article 166(4) of the Companies (Northern Ireland) Order 1986 must be annexed to this form.

**SCHEDULE TO COMPANIES FORM No. 165(6)A**

**ARDS HOLDINGS LIMITED (the "Company")**  
**Company Number: NI 9882**

The Directors are:

<b>Name</b>	<b>Address</b>
Edwin Gerard O'Neill	56 Oakwood Avenue Belfast BT8 8SW
Ray Hutchinson	47 Springfields Banbridge BT32 3LT
John Wilson	43 Old Park Road Ballymena BT42 1BH
John Hart	Apartment 1 13 College Gardens Belfast BT9 6BQ
Gerry Hughes	15 Commons School Road Commons Newry BT34 2QQ
Raymond Gilroy	56 Foxborough Mullaghmore Road Dungannon BT70 1FB

The Purchasers are:

<b>Name</b>	<b>Address</b>	<b>Number of Shares</b>
Mr Ciaran Begley	32 Lockvale Manor Aghalee Lisburn BT67 0LU	1,500
Mr John Boyd	24 Glendower Street Cregagh Belfast BT6 8PD	1,000

Mrs Maria Bradley	12 Glengormley Park Glengormley Newtownabbey Co Antrim BT36 7RE	900
Mr Paul Carroll	36 Dunmore Road Spa Ballynahinch Co Down BT24 8PR	350
Mr Rodney Coalter	12 Derryhaw Road Tynan Co Armagh BT60 4SS	1,500
Mr Warren Copeland	3 Hillview Avenue Carrickfergus Co Antrim BT38 8YP	500
Mr Michael Curran	13 Seaview Heights Ballymartin Co Down BT34 3LZ	2,000
Mr Graham Currie	10 Balmoral Avenue Bangor County Down BT19 7XB	1,000
Mr John F Davis	107 Shandon Park Belfast BT5 6NY	2,000
Mr Tony Devlin	17 Leansmount Road Lurgan Co Armagh	350
Mr Alan Dooley	2 The Oaks Newtownards BT23 8GZ	1,000
Mr Sean Doran	41 Station Road Randalstown Co Antrim BT41 2AE	1,500
Mr Rudi Gould	2 Arran Street Antrim BT41 2TB	1,500

Mr John Kearney	20 Newry Road Camlough Newry Co Armagh BT35 7JP	200
Mr Jim Killen	11 Abbey Park Scrogg Road Kilkeel Co Down BT34 4EB	1,000
Mr Jim Kirk	18 Linseys Heights Armagh BT61 9HB	1,000
Mr Martin Lawther	33 River Road Carcreevy Lisburn Co Antrim BT27 6TN	1,000
Mr Derrick Love	79 Hillsborough Road Moneyreagh Newtownards BT23 5AZ	500
Mrs Kathleen McAteer	8A Coalpit Road Savalmore Newry Co Down BT34 2RQ	200
Mr Jim McCartan	71 Castle Street Newry Co Down BT34 2BY	250
Mr David McCrea	25 Milebush Crescent Carrickfergus Co Antrim BT38 7QW	3,600
Mr Brendan McGaughey	Upper Jenkinstown Dundalk County Louth	200
Mr Damian McKenna	2 Kildrum Galbally Co Tyrone BT70 2NW	2,500
Mr Finbar McMeel	14 Winchester Drive Carryduff Belfast BT8 8QD	5,000

Mr Sean Moore	25 Ardchrois Pomeroy Road Donaghmore Dungannon BT70 3LB	750
Mr Mark Mullan	61 Somerset Court Coleraine Co Londonderry BT51 3LQ	500
Mr Frank Nolan	36 Drumnahunshin Road Whitecross Co Armagh BT60 2SY	3,000
Mr Mark Nutt	26 Torwood Moirra Craigavon Co Armagh BT67 0NQ	2,500
Mr Malachy O'Brien	64 The Brambles Station Road Magherafelt	1,000
Mr James O'Neill	35 Polly Brae Road Limavady Co Londonderry	500
Mr Andrew Russell	59 Heronwood Dromore Co Down BT25 1HE	1,000
Mr Alex Trainor	5 Mountainview Drive Belfast BT14 7GX	1,000
Mr Andrew Whitten	21 Wynnland Park Carnmoney Newtownabbey Co Antrim BT36 6SE	1,650
Mr Ivor Wilson	41 Hydepark Road Mallusk Newtownabbey Co Antrim BT36 8PZ	300

The assistance will take the form of:

- (1) the execution of a guarantee and indemnity (the “**Guarantee**”) by the Company in favour of AIB Group (UK) plc trading as First Trust Bank (the “**Bank**”) supported by a letter of set off (the “**Letter of Set Off**”) in respect of the Company’s two accounts with the Bank; and
- (2) the agreement by the Company to pay a security fee to the Bank and the stamp duty incurred by the Purchasers in connection with the Acquisition (as defined below) (the “**Transaction Costs**”).

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

Pursuant to a letter dated 29<sup>th</sup> May 2008 from the Bank to the Company, the Bank has agreed to make available to the Purchasers term loans totalling £550,000 (five hundred and fifty thousand pounds only) (the “**Facility**”).

The Facility will be utilised to assist in the acquisition of the shares in the capital of the Company by, inter alia, the Purchasers (the “**Acquisition**”).

By virtue of the provisions in the Guarantee and the Letter of Set Off, the Company will (inter alia) guarantee all of the liabilities incurred to the Bank by the Purchasers under the Facility.

By paying the Transaction Costs, the Company will be making a payment in respect of the Guarantee and Set-Off and/or otherwise discharging all or some part of the costs and expenses by third parties in connection with the Acquisition.



PricewaterhouseCoopers LLP  
Waterfront Plaza  
8 Laganbank Road  
Belfast  
BT1 3LR  
Telephone +44 (0) 28 9024 5454  
Facsimile +44 (0) 28 9041 5953

## STRICTLY PRIVATE AND CONFIDENTIAL

The Directors  
Ards Holdings Limited  
47 Boucher Road  
Belfast  
BT12 6HR

3 July 2008

Dear Sirs

### **Report of the Independent Auditor to the directors of Ards Holdings Limited pursuant to Article 165(4) of the Companies (Northern Ireland) Order 1986**

We report on the attached statutory declaration of the directors dated 3 July 2008, prepared pursuant to the Companies (Northern Ireland) Order 1986, in connection with the proposal that the company should give financial assistance for the purchase of 42,750 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 Article 165 of the Companies (Northern Ireland) Order 1986 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.

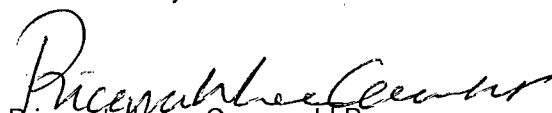
#### **Basis of opinion**

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 statutory declaration as to any of the matters mentioned in Article 166(2) of the Companies (Northern Ireland) Order 1986 is unreasonable in all the circumstances.

Yours faithfully

  
PricewaterhouseCoopers LLP  
Chartered Accountants and Registered Auditors

