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CHFP010.

Please do not write in this margin

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

Name of company

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0029311

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

* Wilkinson Sword Limited

* Insert full name of company

I/We David Ralph Bainbridge, C/o Pfizer Limited, Ramsgate Road, Sandwich, Kent CT13 9NJ, one of the two directors

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~~

_____ 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: 6,350,000 Ordinary Shares of £0.20 each and 19,882,283 Ordinary A Shares of £0.20 each

Presenter's name, address and reference (if any):

Mrs. N Hodgins
Bryan Cave
London EC4M 5TE

For official use

General Section

Post room



A36 COMPANIES HOUSE 0540 12/12/03

The assistance is to be given to: (note 2) Energizer Holdings Inc.,

Please do not write in
this margin

a company incorporated under the laws of Missouri of the

United States of America

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

The assistance will take the form of:

A loan to the Company's sole shareholder, Energizer Holdings UK Company Limited in the amount of £8,703,000, the proceeds of which are intended to be transferred to Energizer Holdings, Inc. , the ultimate parent company of the Company and Energizer Holdings UK Company Limited, for use in connection with payment by Energizer Holdings, Inc. of a purchase price adjustment under the Stock and Asset Purchase Agreement dated as of 20 January 2003, as amended, pursuant to which Energizer Holdings UK Company Limited acquired the shares of the Company.

† delete as
appropriate

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

Energizer Holdings UK Company Limited

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

A Loan Agreement between the Company and Energizer Holdings UK Company Limited on the following terms:

Amount: £8,703,000

Term: 5 years from date of drawdown

Interest: 6.24%, payable annually in arrears

Borrower may repay at any time without penalty.

The amount of cash to be transferred to the person assisted is £ 8,703,000.00

The value of any asset to be transferred to the person assisted is £ 0.00

The date on which the assistance is to be given is 05-12-2003

Please do not write in this margin

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. (note3)

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

- (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)

* 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. This is one of two counterpart forms. The other counterpart is to be signed by the other director Michael Cummings.

Declared at Sixth House, Torrington Road
Hugil Wycombe Buchs.

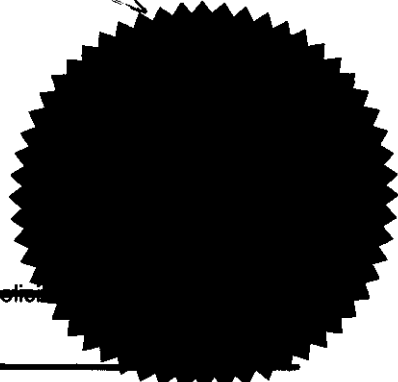
Declarants to sign below
D.R. Raulidge

on

Day	Month	Year
04	12	2003

before me STEPHAN DAVID FINN

~~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

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To the Registrar of Companies
(address overleaf - Note 5)

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Company Number

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0029311

Name of company

* Wilkinson Sword Limited

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

* Insert full name of
company

I/We Michael Cummings of c/o Pfizer Limited, Ramsgate Road,
Sandwich, Kent CT13 9NJ, one of the two directors

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]~~

_____ Limited]†

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of £0.20 each and 19,882,283 Ordinary A Shares of £0.20 each

Presenter's name, address
and reference (if any):

Mrs. N Hodgins
Bryan Cave
33 Cannon Street
London EC4M 5TE

For official use

General Section

Post room

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Borrower may repay at any time without penalty.

The amount of cash to be transferred to the person assisted is £ 8,703,000.00

The value of any asset to be transferred to the person assisted is £ 0.00

The date on which the assistance is to be given is 05-12-2003

APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. Country: The United States of America

THIS PUBLIC DOCUMENT

2. has been signed by **KATHERINE F. IGNATOWSKI**

3. acting in the capacity of **NOTARY PUBLIC**

4. in the State of Connecticut for the term of **June 1, 2002 to May 31, 2007**

CERTIFIED

5. at Hartford, Connecticut

6. on **December 8, 2003**

7. by **SUSAN BYSIEWICZ**, Secretary of the State of Connecticut

8. Number : **2003-13614**

9. Seal :



10. Signature

A handwritten signature in cursive script, reading "Susan Bysiewicz", written over a horizontal line.

Secretary of the State

Please do not write in this margin

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. (note3)

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

- (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)
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* 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. This is one of two counterpart forms. The other counterpart is to be signed by the other director David Bainbridge.

Declared at Milford, CT. 06460
10 Leighton Road

Declarants to sign below

Michael J. Cummings

on

Day	Month	Year
04	12	2003

before me Katherine F. Ignatowski

KATHERINE F. IGNATOWSKI
NOTARY PUBLIC
My Commission Expires: May 31, 2007

~~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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CF14 3UZ
or, for companies registered in Scotland:-
The Registrar of Companies
37 Castle Terrace
Edinburgh
EH1 2EB

The Directors
Wilkinson Sword Limited
Sword House
Totteridge Road
High Wycombe
Bucks HP13 6EJ

4 December 2003

Dear Sirs

Auditors' report to the directors of Wilkinson Sword Limited pursuant to Section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors of Wilkinson Sword Limited ("the Company") dated 4 December 2003 in connection with the proposal that the Company should give financial assistance for the purpose of reducing or discharging a liability incurred in the purchase of shares in 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.

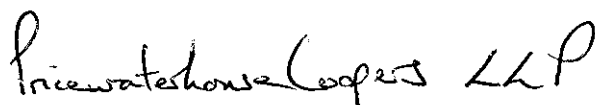
Basis of opinion

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