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CHFP025

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 (Addr
	Mana

Note

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

- \* insert full name of company
- ø insert name(s) and address(es) of all the directors

To the Reg	gistrar of	Compan	ies
(Address	overlea	f - Note	5)

For official use

Company number

1191534

Name of company

\* PGL TRAVEL LIMITED ("COMPANY")

We peter John Churchus of the Grove, 3 Eastfield Road, Ross on Wye, Herefordshire, Hr9 5an Martin Davies of Woodhouse Lodge, Bridstow, Ross on Wye, Herefordshire, Hr9 6JT Linda Mary Woolf of 3 Blenheim Close, Ross on Wye, Hereforshire, Hr9 7XQ IAN CAMPBELL OFFICER OF CHESTNUT COTTAGE WALFORD, ROSS ON WYE, HEREFORDSHIRE HR9 5QS MARTIN HUDSON, 20 FALAISE CLOSE, ROSS ON WYE, HEREFORDSHIRE, HR9 5UT, AND JOHN GORDON FIRTH 23 HANBURY PARK ROAD, ST JOHNS WORCESTER WR2 4PG

† delete as appropriate

§ delete whichever is inappropriate (c) something other than the above §

\_XXXXXXXX

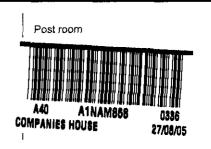
The number and class of the shares acquired or to be acquired is:

12,400,000 ORDINARY £1

SHARES

Presentor's name address and reference (if any):
Gateley Wareing LLP
One Eleven
Edmund Street
Birmingham
B3 2HJ

13033 Birmingham 1 AXT/53101.001/961656 For official Use General Section



The assistance is to be given to: (note 2) P.G.L. VOYAGES LIMITED (COMPANY NUMBER 649051) WHOSE REGISTERED OFFICE IS AT ALTON COURT, PENYARD LANE, ROSS ON WYE,	Please do not write in this
HEREFORDSHIRE, HR9 5NR ("THE PURCHASER")	margin  Please complete
	<ul> <li>legibly, preferab in black type, or bold block</li> </ul>
	lettering
The assistance will take the form of:	<b>-</b>
SEE RIDER 1	
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	<b>-</b>
The person who [XXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX	t delete as appropriate
THE PURCHASER	
The principal terms on which the assistance will be given are:	<del></del>
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SEE RIDER 3	
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	J
	_
The amount of cash to be transferred to the person assisted is £ See Rider 3	
•	
The value of any asset to be transferred to the person assisted is £	_
The date on which the assistance is to be given is SEE RIDER 4	_ Page 2

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

When 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) **K**/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)

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.

Declarants to sign below

Declared at ONE ECEVEN EDMUND
STREET, BIRMINGHAM

Day Month Year on 190820055

before me <u>JULIA DUAL ALCOCE KIRKHAM</u>
A Commissioner for Oaths or Notary Public or Justice of

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 flability" 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:-

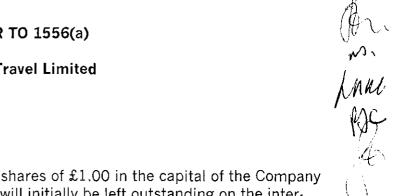
The Registrar of Companies Companies House Crown Way Cardiff CF14 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies 37 Castle Terrace Edinburgh EH1 2E8

### **RIDER TO 1556(a)**

#### P.G.L.Travel Limited



#### Rider 1

A subscription for 12,400,000 ordinary shares of £1.00 in the capital of the Company ("Subscription") the payment for which will initially be left outstanding on the intercompany loan account.

#### Rider 2

Pursuant to the Subscription, the Purchaser will subscribe for shares in the Company and the Company will agree to allow the Purchaser to defer the date of actual payment of the Subscription price for such shares. In allowing the deferment of such payment the Company is assisting the Purchaser by way of inter-company loan.

#### Rider 3

The amount of cash to be transferred to the Purchaser is the amount of cash to be transferred according to the is subject to a maximum of £12,400,000.

#### Rider 4

Within 8 weeks of the date of this declaration.

**Grant Thornton UK LLP** 

Chartered Accountants
UK member of
Grant Thornton International

Our Ref D29019/PTJB/MM

The Directors
PGL Travel Limited
Alton Court
Penyard Lane
Ross on Wye
Herefordshire
HR9 5GL

**Dear Sirs** 

## AUDITORS' REPORT TO THE DIRECTORS OF PGL TRAVEL LIMITED (THE COMPANY) PURSUANT TO SECTION 156(4) OF THE COMPANIES ACT 1985

We have examined the attached statutory declaration of the directors dated in connection with the proposal that the Company should give financial assistance for a further subscription for 12,400,000 ordinary shares of £1 each in the capital of the Company, by its holding company, PGL Voyages Limited.

#### 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.

GRANT THORNTON UK LLP REGISTERED AUDITORS CHARTERED ACCOUNTANTS

Thanks UK LLP

43 Queen Square Bristol BS1 4QR T +44 (0)117 926 8901 F +44 (0)117 926 5458 DX 78112 Bristol

**Bristol** 

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