

Declaration by the directors of a holding company in relation to assistance for the acquisition of shares

155(6)b

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 lettering**

**To the Registrar of Companies
(Address overleaf - Note 5)**

For official use

Company number

2806856

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

Name of company

* PEVEREL LIMITED

* insert full name
of company

Ø Insert name(s) and address(es) of all the directors

XWe o Nigel Gordon Bannister of Burbush House, Brighton Road, Sway, Lymington SO41 6EB, Keith Alan Edgar of 82 Hengistbury Road, Bournemouth, Dorset BH6 4DJ, John Gray of Crosstrees, Sway Road, Lymington, Hampshire SO41 8LR, Lee Eamon Middleburgh, 6 Lock View, Evesham, Worcestershire WR11 4PH; Keith Charles Rutherford, 8 The Moorings, 2 Willow Way, Christchurch BH23 1JJ and Catriona Ann Wadlow of March Cottage, Lawrence Lane, North Gorley, Fordingbridge, Hampshire Sp6 2HB

† delete as appropriate

~~XXXXXXXXXXXX~~ [all the directors] † of the above company (hereinafter called 'this company') do solemnly and sincerely declare that

§ delete whichever
is inappropriate

The business of this company is

- (c) something other than the above §

4 This company is (the) ☒ holding company of* Retirement Homeseach Limited
_____ which is
proposing to give financial assistance in connection with the acquisition of shares

in ~~XXXXXXXXXX~~ Holiday Retirement UK Limited

Presentor's name address and
reference (if any)

Nabarro

Lacon House

84 Theobald's Road

London

WC1X 8RW

DX77 London / Chancery

For official Use
General Section

Post room

SATURDAY



A21

A05YUQ27

02/06/2007

446

COMPANIES HOUSE

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

The number and class of the shares acquired or to be acquired is 650,000,000 ORDINARY SHARES
OF £0.01 EACH AND 2,500,000 PREFERENCE SHARES OF £1 EACH

The assistance is to be given to (note 2) AZTEC ACQUISITIONS LIMITED

The assistance will take the form of

EX GRATIA BONUS PAYMENTS IN CONNECTION WITH THE ACQUISITION OF SHARES IN
THIS COMPANY

The person who ~~has assigned~~ [will acquire] † the shares is

AZTEC ACQUISITIONS LIMITED, 131/133 BALLARDS LANE, LONDON N3 1GR

† delete as appropriate

The principal terms on which the assistance will be given are

CASH PAYMENTS OF £50,000

The amount (if any) by which the net assets of the company which is giving the assistance will be reduced by giving it is _____

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

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

~~X~~We have formed the opinion, as regards this 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)

delete either (a) or
(b) as appropriate

1 (a) We have formed the opinion that this company will be able to pay its debts as they fall due during
2 the year immediately following that date)* (note 3)

[illegible]

16 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

Declared at

Queenway House
11 Queenway
New Milton
Hampshire

Day Month Year

on

2	9	0	5	2	0	0	7
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before me

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

Declarants to sign below

2. ~~By~~ (Lal) (Ginger)

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
Companies House
37 Castle Terrace
Edinburgh
EH1 2EB**

ALEXANDRA JENNINGS
SOLICITOR
HEPPENSTALLS
82 STATION ROAD, NEW MILTON
HANTS BH25 6LG



BDO Stoy Hayward LLP
Chartered Accountants

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Ocean Village Southampton SO14 3TL
Telephone +44 (0)23 8088 1700
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DX 2008 Southampton
Web site www.bdo.co.uk

Private and Confidential

Peverel Limited
Queensway House
11 Queensway
New Milton
Hampshire
BH25 5NR

May 2007

Our ref djp/ll

E-mail darren.phillips@bdo.co.uk

Dear Sir

Independent auditors' report to the directors of Peverel Limited (the "Company") pursuant to Section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors the Company dated May 2007 in connection with the proposal that the Company should give financial assistance for the purchase of entire share capital of the Company's holding company, HRUK Limited

Our report has been prepared pursuant to the requirements of section 156(4) of the Companies Act 1985 and for no other purpose. No person is entitled to rely on this report unless such a person is a person entitled to rely upon this report by virtue of and for the purpose of section 156(4) of the Companies Act 1985 or has been expressly authorised to do so by our prior written consent. Save as above, we do not accept responsibility for this report to any other person or for any other purpose and we hereby expressly disclaim any and all such liability.

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

BDO Stoy Hayward LLP