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COMPANIES FORM No. 155(6)a

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 lettering

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

For official use

Company number

[ ] [ ] [ ] [ ]

02848490

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

Name of company

\* The Dencare Management Group Limited

\* insert full name  
of company

X We ☒ Malcolm Hughes of Old Orchard, 6 Burstead Close, Cobham, Surrey KT11 2NL

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

Jeremy Clark of 13 Potters Crescent, Great Moulton, Norfolk NR15 2HL

† delete as  
appropriate

~~XXXXXXXXXXXX~~ [all the directors]† of the above company do solemnly and sincerely declare that:

The business of the company is:

§ delete whichever  
is inappropriate

~~XX~~  
(a) that of a recognised bank, licensed institution, within the meaning of the Banking Act 1978

~~XX~~  
(b) that of a person authorised under section 32A of the Insurance Companies Act 1982 to carry

~~XX~~  
insurance business or be licensed to do so

(c) something other than the above§

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

[company] ~~XX~~

~~XXXXXXXX~~

The assistance is for the purpose of [that acquisition] ~~XX~~

~~XX~~

The number and class of the shares acquired or to be acquired is: See Appendix 1

Presentor's name address and  
reference (if any) :

Eversheds  
Kett House  
1 Station Road  
Cambridge  
CB1 2JY

DX 5807 Cambridge  
MKG/GP/183804

For official Use  
General Section

Post room



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COMPANIES HOUSE

0851  
14/03/03

The assistance is to be given to: (note 2) Oasis Healthcare Plc (Company Number 3257078)  
whose registered office is at 69-75 Thorpe Road, Norwich NR1 1UA ("the Purchaser")

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write in this  
margin

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

The assistance will take the form of:

See Appendix 2

The person who ~~has acquired~~ will acquire<sup>†</sup> the shares is:

<sup>†</sup> delete as  
appropriate

the Purchaser

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

See Appendix 3

The amount of cash to be transferred to the person assisted is £ -

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

The date on which the assistance is to be given is the date hereof (or within 8 weeks of the date hereof)

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

☒ 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) ☒ 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 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 ☒ 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

Declarants to sign below

The Clon Naval

on 

Day	Month	Year
11	03	2003

before me [Signature]

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

[Signature]

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

**FORM 155(6)a**

**Appendix 1**

<b>Name of Company</b>	The Dencare Management Group Limited
<b>Company Number</b>	02848490

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

138,750 'A' Ordinary shares of £1 each, 788,364 'B' Ordinary shares of 10p each, 1,056,666 'C' Ordinary shares of 10p each, 750,000 'D' Ordinary shares of 10p each, 716,049 'E' Ordinary shares of 10p each and 11,250 B £1 shares of £1 each.

**FORM 155(6)a**

**Appendix 2**

**Name of Company**            The Dencare Management Group Limited ("the Company")  
**Company Number**        02848490

The assistance will take the form of:

- i)    The execution, delivery and compliance with the terms of an unlimited guarantee ("the Guarantee") by the Company in favour of the Governor and Company of the Bank of Scotland ("the Bank") (including the Company granting to the Bank a right to off-set credit balances in the Company's accounts with the Bank against sums payable by, inter alia, the Purchaser to the Bank) pursuant to which the Company will guarantee the obligations of, inter alia, the Purchaser to the Bank in respect of the present and future borrowings and liabilities and obligations of, inter alia, the Purchaser ("the Facilities").
- ii)   The execution, delivery and compliance with the terms of a debenture ("the Debenture") by the Company in favour of the Bank pursuant to which the Company will grant a fixed and floating charge over all its assets, property and undertaking as security for its obligations to the Bank including, inter alia, the Guarantee.
- iii)   The execution, delivery and compliance with the terms of a letter of waiver ("the Waiver Letter") by the Company in favour of the Company's wholly owned subsidiary, Dencare Management Limited, pursuant to which the Company will waive Dencare Management Limited's obligations and liabilities under an intra-group loan made by the Company in the amount of £5,000,000.

**FORM 155(6)a**

**Appendix 3**

<b>Name of Company</b>	The Dencare Management Group Limited ("the Company")
<b>Company Number</b>	02848490

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

- i) The Guarantee will provide that the Company guarantees, inter alia, the obligations of the Purchaser pursuant to the Facilities. The Facilities that have been provided by the Bank were used by the Purchaser to fund, inter alia, the acquisition by the Purchaser of the entire issued share capital of the Company;
- ii) The Debenture will provide that the Company creates a fixed and floating charge over its assets, property and undertaking as security for the Company's obligations to the Bank including its obligations under the Guarantee.
- iii) The Waiver Letter will provide that Dencare Management Limited is released from all its obligations and liabilities under the intra-group loan as referred to above.

PricewaterhouseCoopers LLP  
The Atrium  
St Georges Street  
Norwich NR3 1AG  
Telephone +44 (0) 1603 615244  
Facsimile +44 (0) 1603 631060

The Directors  
The Dencare Management Group Limited  
69 – 75 Thorpe Road  
Norwich  
NR1 1UA

10 March 2003

Dear Sirs

**Auditors' report to the directors of The Dencare Management Group Limited  
pursuant to Section 156(4) of the Companies Act 1985**

We have examined the attached statutory declaration of the directors of The Dencare Management Group Limited ("the Company") dated 10 March 2003 in connection with the proposal that the Company should give financial assistance for the purchase of 100% of the issued share capital of the Company.

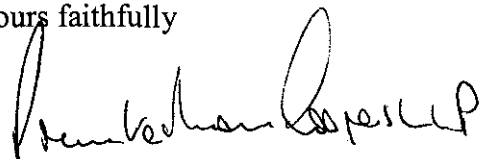
**Basis of opinion**

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*

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0850  
14/03/03