

# G

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

# 155(6)b

CHFP025

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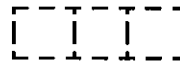
Pursuant to section 155(6) of the Companies Act 1985

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

Name of company

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

\* The Dencare Management Group Limited

\* Insert full name  
of company

~~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

~~XXXXXXXXXX~~ [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:

- (a) ~~that of a person authorised under section 3 or 4 of the Insurance Companies Act 1982 to carry  
insurance business in the United Kingdom~~
- (b) ~~that of a person authorised under section 3 or 4 of the Insurance Companies Act 1982 to carry  
insurance business in the United Kingdom~~
- (c) something other than the above§

This company is [the] ~~the~~ holding company of\*

Dencare Developments Limited

\_\_\_\_\_ which is  
proposing to give financial assistance in connection with the acquisition of shares  
in [this company] [\_\_\_\_\_]

~~XX~~  
the holding company of this company

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

Eversheds  
Kett House  
1 Station Road  
Cambridge  
CB1 2JY

DX 5807 Cambridge  
MKG/GP/184710

For official Use  
General Section

Post room



A27  
COMPANIES HOUSE

0847  
14/03/03

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

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")

See Appendix 2

† delete as appropriate

See Appendix 3

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

Please do not  
write in this  
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The date on which the assistance is to be given is

the date hereof (or within 8 weeks of the date hereof)

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)

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

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

(b) ~~X~~We have formed the opinion that this company will be able to pay its debts in full within 12 months of the commencement of the winding up]\* (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.

Declared at

Declarants to sign below

The Clon Mhoril

Day Month Year  
on 10 03 2003

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.

Solimar Hamell

[Signature]  
[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  
Companies House  
37 Castle Terrace  
Edinburgh  
EH1 2EB

**FORM 155(6)b**

**Appendix 1**

<b>Name of Company</b>	The Dencare Management Group Limited ("the Company")
<b>Company Number</b>	02848490
<b>Name of Subsidiary</b>	Dencare Developments Limited ("the Subsidiary")
<b>Subsidiary Number</b>	02851621

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)b**

**Appendix 2**

<b>Name of Company</b>	The Dencare Management Group Limited ("the Company")
<b>Company Number</b>	02848490
<b>Name of Subsidiary</b>	Dencare Developments Limited ("the Subsidiary")
<b>Subsidiary Number</b>	02851621

The assistance will take the form of:

- i) The execution, delivery and compliance with the terms of an unlimited guarantee ("the Guarantee") by Dencare Developments Limited ("the Subsidiary") in favour of the Governor and Company of the Bank of Scotland ("the Bank") (including the Subsidiary granting to the Bank a right to off-set credit balances in the Subsidiary's accounts with the Bank against sums payable by, inter alia, the Purchaser to the Bank) pursuant to which the Subsidiary 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 Subsidiary in favour of the Bank pursuant to which the Subsidiary 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.

**FORM 155(6)b**

**Appendix 3**

<b>Name of Company</b>	The Dencare Management Group Limited ("the Company")
<b>Company Number</b>	02848490
<b>Name of Subsidiary</b>	Dencare Developments Limited ("the Subsidiary")
<b>Subsidiary Number</b>	02851621

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

- i) The Guarantee will provide that the Subsidiary 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's holding company;
- ii) The Debenture will provide that the Subsidiary creates a fixed and floating charge over its assets, property and undertaking as security for the Subsidiary's obligations to the Bank including its obligations under the Guarantee.

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's subsidiary undertaking, Dencare Developments Limited, should give financial assistance for the purchase of 100% of the issued share capital of the Company.

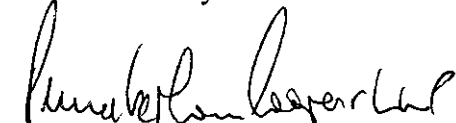
**Basis of opinion**

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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14/03/03