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CHA 116

## COMPANIES FORM No. 155(6)b

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

For official use

Company number

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02915765

Name of company

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

\* LIBRA HEALTH GROUP LIMITED (the "Company")

\* insert full name  
of companyx/We Jennifer Priestly of 48 Coniger Road, London SW6 3TA, Kenneth Scottof Wayside, Wolverton, Stratford-upon-Avon, Warwickshire CV37 0HE,\* insert name(s) and  
address(es) of all  
the directorsDavid Torbett of 17 Moultnay Crescent, Camberley, Surrey GU15 1PW,Richard Vaughan of 58 Peterborough Road, London SW6 3EB and AndrewWilson of 5 Court Lane Gardens, Dulwich, London SE21 7DZ† delete as  
appropriate(the sole director) [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 recognised bank, licensed institution within the meaning of the Banking Act 1979

(b) that of a person authorised under section 4 of the Insurance Companies Act 1982 to carry on  
insurance business in the United Kingdom

(c) something other than the above§

This company is (the) [a] holding company of\* LIBRA HEALTH LIMITED

(Company Number 01355923) (the "Subsidiary") which is

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

in [this company] [ ]

the holding company of this company.†

Presenter's name address and  
reference (if any):Ashurst Morris Crisp  
Broadwalk House  
5 Appold Street  
LONDON  
EC2A 2HA  
G39 London / City  
NSB/W93100323/839967For official Use  
General Section

Post room



The assistance is for the purpose of (that acquisition) ~~(raising or discharging a liability incurred for the purpose of that acquisition)~~† (note 1)

Please do not write in this margin

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

The number and class of the shares acquired or to be acquired is: 6,700,000 Preference Shares of 10p,  
435,000 A Ordinary Shares of 1p, 15,000 B Ordinary Shares of 1p & 150,000 Ordinary Shares of 1p

The assistance is to be given to: (note 2) Westminster Health Care Holdings PLC  
(Company Number 1580744) ("PLC")

The assistance will take the form of:

See Attachment 1

The person who (has acquired) ~~(will acquire)~~† the shares is:  
Westminster Health Care Holdings PLC (Company Number 1580744)

† delete as appropriate

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

See Attachment 2

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

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

Please do not  
write in this  
margin

The date on which the assistance is to be given is 12 October 19 98

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

~~\*/~~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

(a) ~~\*/~~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)

(b) ~~It is intended to commence the winding up of this company within 12 months of that date and I/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 ~~\*/~~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 Leicester Square,  
London W1

the 12<sup>th</sup> day of October  
one thousand nine hundred and ninety-eight

before me J. K. Milligan, Notary Public  
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

*Teik Riech*  
*P. Platt*  
*Roman and Hughes*  
*[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  
CF4 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies  
Companies House  
37 Castle Terrace  
Edinburgh  
EH1 2EB

**Libra Health Group Limited**  
**Company Number 02915765**

**Attachment 1 - Form 155(6)(b)**

The execution and delivery by the Subsidiary of:

- (a) a guarantee (as the same may be amended, varied or supplemented from time to time the "Additional Guarantee") in the form prescribed by a facilities agreement dated 17 June 1996 between PLC and Westminster Health Care Limited, Northminster Limited, Westminster Health Care (Acute Care) Limited and Westminster Health Care (Investments) Limited as borrowers and guarantors and Westminster Health Care (Diagnostics) Limited as guarantor and, Barclays Bank PLC as agent and underwriter, as amended and restated by an agreement to amend and restate dated 14 October 1996 entered into by and among the same parties and certain other banks and financial institutions referred to therein (together with Barclays Bank PLC as Agent being hereafter referred to as the "Banks" and each a "Bank") (the "Facilities Agreement"). Pursuant to the Additional Guarantee, the Subsidiary will jointly and severally with all other Obligors (as defined in the Facilities Agreement) guarantee to each Bank the due and punctual payment of all principal, interest and other moneys from time to time payable by any Borrower (as defined in the Facilities Agreement) to such Bank under the Facilities Agreement as and when such amounts shall respectively become due;
- (b) an intra group loan agreement (as may be amended, varied or supplemented from time to time, the "Intra Group Loan Agreement") to be entered into, inter alia, PLC and the Subsidiary pursuant to which the Subsidiary would make available to PLC a revolving credit facility in the maximum aggregate amount of £150,000,000.

**Libra Health Group Limited**  
**Company Number 02915765**

**Attachment 2 - Form 155(6)(b)**

1. By executing the Additional Guarantee, the Subsidiary:-
  - 1.1 will undertake to guarantee to each Bank the due and punctual payment of all principal, interest and other moneys from time to time payable by any Borrower to such Bank under the Facilities Agreement as and when such amounts shall respectively become due;
  - 1.2 makes certain representations and warranties in the terms set out in the Facilities Agreement.
2. The obligations of the Subsidiary are joint and several with those of the Obligors and the obligations will be continuing obligations and shall remain in operation until all moneys owing by any Obligor under the terms of the Facilities Agreement and other relevant documents have been paid off or satisfied in full.
3. By executing the Intra Group Loan Agreement the Subsidiary will make available to PLC a revolving credit facility to be used by PLC to, inter alia, make payments when due under the Facilities Agreement provided that the Subsidiary shall only be obliged to make advances if, inter alia, the aggregate of all monies standing to the credit of its bank accounts exceeds the amount of the proposed advance and the company is solvent.

**KPMG**

**KPMG Audit Plc**

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Canary Wharf  
London E14 6AG  
United Kingdom

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Telex 8811541 KPMGLO G  
DX 38050 Blackfins

The Directors  
Libra Health Group Limited  
48 Leicester Square  
London  
WC2H 7WH

Your ref

Our ref ne/mw/592

Contact Nicholas Elphick  
0171-311-4191

12 October 1998

Dear Sirs

**Auditor's report to the directors of Libra Health Group Limited pursuant to Section 156(4) of the Companies Act 1985**

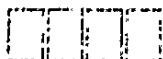
We have examined the attached statutory declaration of the directors dated 12 October 1998 in connection with the proposal that Libra Health Limited, of which this company is a holding company, should give financial assistance for the purchase of all of this company's ordinary shares. We have enquired into the state of the company's affairs in order to review the bases for the statutory declaration.

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

*Libra Audit Plc*

**KPMG Audit Plc**  
**Registered Auditor**



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KPMG International

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registered to carry on audit  
work by the Institute of  
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