



CHFP025

COMPANIES FORM No. 155(6)b

2

# 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

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03733077

Name of company

\* Unique Pubs Limited (the "Company")

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

\* insert full name  
of company

~~We~~ See Rider 1

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

† delete as  
appropriate

~~We~~ [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 1985~~
- (b) ~~that of a person authorised under section 3 or 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] ~~the~~ holding company of\* each of the companies described in  
Rider 2 each of \_\_\_\_\_ which is  
proposing to give financial assistance in connection with the acquisition of shares  
in ~~the company~~ The Unique Pub Company Limitd (company number 04197697)  
(the "Target") \_\_\_\_\_ the holding company of this company.†

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

CMS Cameron McKenna  
Mitre House  
160 Aldersgate Street  
London  
EC1A 4DD  
DX 135316 BARBICAN 2  
PKD/041041/302 20967059

For official Use  
General Section

Post room



LD3  
COMPANIES HOUSE

0033  
14/04/04

The assistance is for the purpose of [that acquisition] ~~reducing 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: See Rider 3.

The assistance is to be given to: (note 2) Enterprise Inns Holding Company Limited  
(company number 5016450) and Enterprise Inns plc (company number 2562808)  
both of 3 Monkspath Hall Road, Solihull, West Midlands B90 4SJ

The assistance will take the form of:

See Rider 4

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

† delete as appropriate

Enterprise Inns Holding Company Limited (company number 5016450) and  
Enterprise Inns plc (company number 2562808)

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

See Rider 5.

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 £ See Rider 6.

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

Please complete  
legibly, preferably  
in black 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)

(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)

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

(b) ~~We are intended to commence the winding up of this company within 12 months of that date, and 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

London

Declarants to sign below

on 

Day	Month	Year
31	03	2004

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.

*Arwing*  
*Grand*  
*Alm*

## 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

## **RIDER 1**

**Unique Pubs Limited**  
**(Company No. 03733077)**

### **Form 155(6)(b)**

#### **Directors and Addresses**

1. Keith Honeywood  
8 Church Hill  
Patcham  
Brighton  
Sussex  
BN1 8YE
2. Graham Turner  
55 Elsyng Road  
Wandsworth Common  
London  
SW18 2HR
3. Andrew Winning  
72c Wrotesley Rd  
Tettenhall  
Wolverhampton  
WV6 8SF

**RIDER 2**

**Unique Pubs Limited**  
**(Company No. 03733077)**

**Form 155(6)(b)**

SupplyLine Services Limited

Thame Pub Management Limited

(together the **“Subsidiaries”** and each a **“Subsidiary”**)

**RIDER 3**

**Unique Pubs Limited**  
**(Company No. 03733077)**

**Form 155(6)(b)**

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

753,915 "A" Ordinary Shares

78,300 "C" Ordinary Shares

(together the "Shares")

## RIDER 4

Unique Pubs Limited  
(Company No. 03733077)

### Form 155(6)(b)

The background to the financial assistance is:

- 1.1 Enterprise Inns plc ("**Enterprise**") has exercised an option pursuant to a call option deed dated 20 March 2002 made between, amongst others, Enterprise, Cinven Limited, Legal and General Assurance Society Limited and Morgan Stanley's Princes Gate Investors (together the "**Consortium**") to acquire all the Shares. Enterprise has directed that the legal title in the Shares be transferred to Enterprise Inns Holding Company Limited ("**EIHCL**"). It is intended that Enterprise will then transfer (pursuant to the terms of a share sale and purchase agreement) the beneficial title in the Shares and the legal and beneficial title to all the other shares in the capital of the Target that it owns to EIHCL (together the "**Acquisition**").
- 1.2 In order to assist the funding of the Acquisition, Enterprise has entered into a into a syndicated credit facility agreement dated 23 May 2002 (the "**Senior Facility Agreement**") between, amongst others, Enterprise, the banks and financial institutions listed in schedule 1 thereto, Deutsche Bank AG London as agent and security trustee, Barclays Capital, Deutsche Bank AG London, Lehman Brothers International (Europe) and The Royal Bank of Scotland plc as mandated lead arrangers and Lehman Brothers Special Financing, Inc. as original hedge counterparty (as amended and restated by a supplemental agreement dated 30 March 2004).
- 1.3 To fund the purchase of all the shares in the capital of the Target from Enterprise, EIHCL would issue, on or about 31 March 2004, discounted subordinated convertible loan stock to Enterprise (which together with any instrument relating to that loan stock is hereinafter referred to as the "**Convertible Loan Stock**").
- 1.4 Enterprise requested that the Subsidiaries together with the Company, the Target and other subsidiaries of the Target (together the "**Enterprise Lenders**"), enter into a funding agreement (the "**Enterprise Funding Agreement**") pursuant to which the Enterprise Lenders agree to lend monies to Enterprise on the terms and conditions therein, to enable Enterprise to meet its debt service requirements under the Senior Facility Agreement as they fall due.
- 1.5 EIHCL has also requested that the Subsidiaries, the Company, the Target and certain other subsidiaries of the Target (together the "**EIHCL Lenders**") enter into a funding agreement (the "**EIHCL Funding Agreement**") pursuant to which the EIHCL Lenders agree to lend monies to EIHCL on the terms and conditions therein, to enable EIHCL to meet its debt service requirements under the Convertible Loan Stock as they fall due.

(the Enterprise Funding Agreement and the EIHCL Funding Agreement are hereinafter referred to as the "**Funding Agreements**" and each a "**Funding Agreement**").

The financial assistance will take the form of:

- 2.1 the entering into of the Enterprise Funding Agreement by the Subsidiaries; and
- 2.2 the entering into of the EIHCL Funding Agreement by the Subsidiaries.



## RIDER 5

**Unique Pubs Limited**  
**(Company No. 03733077)**

### Form 155(6)(b)

- 1.6 The principal terms on which the financial assistance will be given are set out in the Funding Agreements.
- 1.7 The principal terms of the Enterprise Funding Agreement are:
- 1.7.1 the funds provided under the Enterprise Funding Agreement (the “**Enterprise Funds**”) shall be applied by Enterprise in or towards the discharge or satisfaction of interest, principal, costs, fees, expenses, charges and other sums falling due under the Senior Facility Agreement;
  - 1.7.2 the Enterprise Funds will be available to Enterprise so long as they have any outstanding obligations in respect of the facilities granted pursuant to the Senior Facility Agreement or any refinancings thereof;
  - 1.7.3 the Enterprise Funds may be redrawn once repaid or otherwise discharged;
  - 1.7.4 the Enterprise Funds shall bear interest at a rate to be agreed between Enterprise and the relevant lender from time to time;
  - 1.7.5 the Enterprise Funds shall remain outstanding on inter-company loan account until repaid; and
  - 1.7.6 the Enterprise Lenders are obliged to make amounts available to Enterprise on request by Enterprise, except if an Insolvency Event (as defined in the Enterprise Funding Agreement) has occurred.
- 1.8 The principal terms of the EIHCL Funding Agreement are:
- 1.8.1 the funds provided under the EIHCL Funding Agreement (the “**EIHCL Funds**”) shall be applied by EIHCL in or towards the discharge or satisfaction of interest, principal, costs, fees, expenses, charges and other sums falling due under the Convertible Loan Stock;
  - 1.8.2 the EIHCL Funds will be available to EIHCL so long as they have any outstanding obligations in respect of the facilities granted pursuant to the Convertible Loan Stock or any refinancings thereof;
  - 1.8.3 the EIHCL Funds may be redrawn once repaid or otherwise discharged;
  - 1.8.4 the EIHCL Funds shall bear interest at a rate to be agreed between EICHCL and the relevant lender from time to time;
  - 1.8.5 the EIHCL Funds shall remain outstanding on inter-company loan account until repaid; and

- 1.8.6 the EIHCL Lenders are obliged to make amounts available to EIHCL on request by EIHCL, except if an Insolvency Event (as defined in the EIHCL Funding Agreement) has occurred.

**RIDER 6**

**Unique Pubs Limited**  
**(Company No. 03733077)**

**Form 155(6)(b)**

The amount of cash to be transferred to the person assisted is:

Any amounts lent under the Funding Agreements.

The Directors  
Unique Pubs Limited  
Mill House  
Aylesbury Road  
Thame, OX9 3AT

31 March 2004

Our ref: abas cips/dgd jm/w6UPL156b

Dear Sirs

**Auditors' report to the directors of Unique Pubs Limited pursuant to Section 156(4) of the Companies Act 1985**

We have examined the attached statutory declaration of the directors of Unique Pubs Limited ("the Company") dated 31 March 2004 in connection with the proposal that the Company's subsidiary company, SupplyLine Services Limited, should give financial assistance for the purchase of all of the ordinary shares of The Unique Pub Company Limited not already owned by Enterprise Inns plc or its subsidiaries. This report, including the opinion, has been prepared for and only for the Company and the Company's directors in accordance with Section 156 of the Companies Act 1985 and for no other purpose. We do not, in giving the opinion set out below, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

**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

The Directors  
Unique Pubs Limited  
Mill House  
Aylesbury Road  
Thame, OX9 3AT

31 March 2004

Our ref: abas cips/dgd jm/w7UPL156b

Dear Sirs

**Auditors' report to the directors of Unique Pubs Limited pursuant to Section 156(4) of the Companies Act 1985**

We have examined the attached statutory declaration of the directors of Unique Pubs Limited ("the Company") dated 31 March 2004 in connection with the proposal that the Company's subsidiary company, Thame Pub Management Limited, should give financial assistance for the purchase of all of the ordinary shares of The Unique Pub Company Limited not already owned by Enterprise Inns plc or its subsidiaries. This report, including the opinion, has been prepared for and only for the Company and the Company's directors in accordance with Section 156 of the Companies Act 1985 and for no other purpose. We do not, in giving the opinion set out below, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

**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