

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

**155(6)b**

1



0585  
15/12/04

The assistance is for the purpose of ~~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: 1,740,000 A ordinary of 10  
10 pence each, 180,000 ordinary of £1 each and 78,500 B ordinary of £1 each

The assistance is to be given to: (note 2) Barchester Healthcare Limited (company number  
2792285) whose registered office is Suite 201, The Chambers, Chelsea Harbour,  
London SW10 0XF

The assistance will take the form of:

See the attached schedule

The person who [has acquired] ~~the shares~~ † the shares is:  
Barchester Healthcare Limited

† delete as appropriate

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

See the attached schedule

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 £ Within 8 weeks

The date on which the assistance is to be given is Within 8 weeks

~~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)

(b) XXXXXXXXXX intended to compromise the working capital of the company, with the proceeds of that date, and XXXXXXXXXX have formed the opinion that this company will be able to pay its debts in full within 12 months of the XXXXXXXXXX of the XXXXXXXXXX\* (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.

Declarants to sign below

on 

Day	Month	Year
9	1	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.

## 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

## SCHEDULE TO FORM 155(6)(b)

### **Westminster Health Care (UK) Limited Company Number 3738097**

Words and expressions used in this Schedule shall, unless otherwise defined in this Schedule, have the meaning ascribed to them in the credit agreement dated 19 October 2004 and made between, amongst others, Barchester Healthcare Limited as Borrower and certain subsidiaries of Barchester Healthcare Limited as original guarantors, The Royal Bank of Scotland plc as Security Trustee, Arranger, Bridging Arranger, Overdraft Bank, Issuing Bank and Agent and The Royal Bank of Scotland plc, AIB Group (UK) p.l.c., Allied Irish Banks, p.l.c., RBS Mezzanine Limited, The Governor and Company of the Bank of Scotland and The Governor and Company of the Bank of Ireland as original lenders (the **Credit Agreement**)

References to:

- (a) clauses and defined terms are to be construed as references to Clauses and definitions in the Credit Agreement unless otherwise defined; and
- (b) the **Company** are to be construed as references to Westminster Health Care Limited (Company Number: 1946682)

### **The Form of Financial Assistance**

The assistance will take the form of the execution of an upstream intragroup loan agreement (the **Westminster Upstream Loan Agreement**) made between Westminster Securitisation Limited and certain of its subsidiaries (including the Company) and Barchester Healthcare Limited in respect of upstream intragroup loans and by the performance of any other acts or the execution of any other documents ancillary or otherwise relating to the Westminster Upstream Loan Agreement.

### **The Principal Terms of the Financial Assistance**

Under the terms of the Westminster Upstream Loan Agreement the Company together with other members of its group will make available to Barchester Healthcare Limited an upstream loan facility up to an amount as shall be agreed between Barchester Healthcare Limited and the Company but on the basis that the Company will not be obliged to make an Advance where:

- (a) it does not have cash equal to the requested Advance; or
- (b) it is in liquidation or it has had an administration order or winding up order made against it.

No Lender shall be obliged to make an Advance to a Barchester Healthcare Limited unless it is satisfied that the provisions of the Offering Circular and the Issuer/Borrower Facility Agreement have been complied with in all respects including clauses 16.3(h) and 16.12 (if applicable) of the Issuer/Borrower Facility Agreement and the conditions set out in paragraph (h) (Permitted Payments) of the "Other Covenants" section in the Summary of Principal Documents in the Offering Circular including, without limitation, if applicable, the Restricted Payment Condition (as defined in such paragraph (h) of the Offering Circular).



**KPMG LLP**  
**Transaction Services**  
100 Temple Street  
Bristol BS1 6AG  
United Kingdom

Tel +44 (0) 117 905 4000  
Fax +44 (0) 117 905 4001  
DX 149280 Bristol 29

**Private and confidential**

The Directors  
Westminster Health Care (UK) Limited  
c/o Barchester Healthcare Limited  
Suite 201  
The Chambers  
Chelsea Harbour  
London, SW10 0XF

Contact **Ian Brokenshire**  
**01752 632100**  
**Ext: 2292**

6 December 2004

Dear Sirs

**Auditors' report to the directors of Westminster Health Care (UK) Limited (the "Company") pursuant to Section 156(4) of the Companies Act 1985**

We have examined the attached statutory declaration of the directors dated 6 December 2004 in connection with the proposal that the Company's subsidiary, Westminster Health Care Limited should give financial assistance for the purchase of the ordinary shares of Westminster Health Care Holdings Limited, the Company's ultimate holding company.

This report is made solely to the Company's directors as a body in accordance with section 156(4) of the Companies Act 1985. Our work has been undertaken so that we as the Company's auditors might state to the Company's directors those matters we are required to state to them in a report under section 156(4) of that Act and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's directors as a body for our work under section 156(4) of that Act or for this report.



**KPMG LLP**

*Auditors' report to the directors of Westminster Health  
Care (UK) Limited (the "Company") pursuant to Section  
156(4) of the Companies Act 1985  
6 December 2004*

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

*KPMG LLP*

KPMG LLP