

CHFP025

Declaration in relation to assistance for the acquisition of shares

155(6)a

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

Company number

— — — — —

03755594

Name of company

* DUELGUIDE (BLOOMSBURY) LIMITED (THE "COMPANY")

XWe SEE SCHEDULE 1

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

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

The business of the company is

[illegible]

(c) something other than the above §

The company is proposing to give financial assistance in connection with the acquisition of shares in the [company] ~~XXXXXXXXXXXXXX~~

The assistance is for the purpose of ~~the acquisition~~ [reducing or discharging a liability incurred for the purpose of that acquisition] †

The number and class of the shares acquired or to be acquired is 23,000,000 ORDINARY
SHARES OF £1.00 EACH

Presenter's name address and
reference (if any)
Clifford Chance LLP
10 Upper Bank Street
London
E14 5JJ
904792/70-20333313/8.1
149120 Canary Wharf 3

For official Use
General Section

MONDAY



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COMPANIES HOUSE

The assistance is to be given to (note 2) SEE SCHEDULE 2

Please do not
write in this
margin

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

The assistance will take the form of

SEE SCHEDULE 3

The person who [has acquired] ~~owns~~ † the shares is

† delete as
appropriate

SEE SCHEDULE 4

The principal terms on which the assistance will be given are

SEE SCHEDULE 5

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 £ SEE SCHEDULE 6

The date on which the assistance is to be given is WITHIN 8 WEEKS OF THE DATE HEREOF

Schedule 1 to a Statutory Declaration of the directors of Duelguide (Bloomsbury) Limited
made on 19 June 2008

Names and addresses of directors:

Mr David John Collins
Flat 3
10 Thurloe Square
London
SW7 2TA

Mr Patrick Colin O'Driscoll
50 Pams Way
Epsom
Surrey
KT19 0HX

Mr James Lane Tuckey
95 Elgin Crescent
London
W11 2JF

Mr Malcolm Robin Turner
18 Jay Mews
London
SW7 2EP

**Schedule 2 to a Statutory Declaration of the directors of Duelguide (Bloomsbury)
Limited**

- 1 The assistance is to be given as part of a broader restructuring of the group of companies of which DGL Acquisitions Limited is the ultimate holding company (respectively, the "**Restructuring**" and the "**DGL Group**") The Restructuring is being undertaken for the purpose of facilitating the division of the DGL Group between Westfield Acquisition PLC (and its affiliates), on the one hand, and R&M Investments (BVI) Limited (and its affiliates), on the other hand. As part of the Restructuring, it is proposed that a number of acquisitions of shares will take place and a number of liabilities which were incurred for the purpose of previous acquisitions of shares will be reduced or discharged
- 2 The assistance covered by this statutory declaration is to be given to R&M Holdings (UK) Limited, a company registered in England and Wales (company number 6544546) with its registered office at 25 Harley Street, London W1G 9BR, as the purchaser of Duelguide (Bloomsbury) Limited and is to be given for the purpose of discharging a liability of £23,000,000 incurred by R&M Holdings (UK) Limited to Duelguide Holdings Limited pursuant to a share transfer agreement relating to the entire issued share capital of Duelguide (Bloomsbury) Limited.
- 3 Assistance is also to be given to certain of the direct counter-parties to the agreement into which it is proposed that Duelguide (Bloomsbury) Limited will enter, being

Duelguide Holdings Limited, a company registered in England and Wales (company number 02636872) with its registered office at 6th Floor Midcity Place, 71 High Holborn, London WC1V 6EA

Schedule 3 to a Statutory Declaration of the directors of Duelguide (Bloomsbury) Limited

The assistance will take the form of the execution and delivery by Duelguide (Bloomsbury) Limited of the following document and the performance of its obligations thereunder:

a deed of novation to be entered into between Duelguide (Bloomsbury) Limited, Duelguide Holdings Limited and R&M Holdings (UK) Limited (the "**Deed of Novation**"),

being in such form as may be amended, supplemented, novated, and/or replaced from time to time together with the performance by Duelguide (Bloomsbury) Limited of other acts in connection with the acquisition of the shares, the financing of that acquisition and/or the Restructuring.

Schedule 4 to a Statutory Declaration of the directors of Duelguide (Bloomsbury) Limited

The person who has acquired the shares is

R&M Holdings (UK) Limited, a company registered in England and Wales (company number 6544546) with its registered office at 25 Harley Street, London W1G 9BR.

Schedule 5 to a Statutory Declaration of the directors of Duelguide (Bloomsbury) Limited

The principal terms on which the assistance will be given are

- 1 under the terms of the Deed of Novation, *inter alia*
- 1 1 Duelguide (Bloomsbury) Limited and Duelguide Holdings Limited will mutually release and discharge each other from their respective obligations and liabilities arising under and/or in respect of the relevant loan (being an amount of £2,367,037 that Duelguide Holdings Limited is indebted to Duelguide (Bloomsbury) Limited) and waive their respective rights, entitlements, claims and/or demands against each other thereunder and/or in respect thereof; and
- 1 2 Duelguide (Bloomsbury) Limited and R&M Holdings (UK) Limited will agree that they shall (i) assume, perform, discharge and be bound in every way by all obligations and liabilities under and in respect of the relevant loan; and (ii) have the benefit of all rights and entitlements under and in respect of the relevant loan

Schedule 6 to a Statutory Declaration of the directors of Duelguide (Bloomsbury) Limited

The value of any asset to be transferred to the persons assisted is as follows

1 Nil



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Canary Wharf (38th Floor)
1 Canada Square
London E14 5AG
United Kingdom

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Fax +44 (0) 20 7311 4121
DX 38050 Blackfriars

Private & confidential

The Directors
Duelguide (Bloomsbury) Limited
25 Harley Street
LONDON,
W1G 9BR

19 June 2008

Dear Sirs

Auditors' report to the directors of Duelguide (Bloomsbury) Limited pursuant to Section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors dated 19 June 2008 in connection with the proposal that the company should give financial assistance as part of the broader restructuring of the group of companies of which DGL Acquisitions Limited is the ultimate holding company, in the manner described in the attached statutory declaration

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.

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