

CHFP025

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

155(6)b

MONDAY



AIB610S

A13

30/06/2008

92

COMPANIES HOUSE

The assistance is for the purpose of ~~NEW 20000000~~ [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 23,000,000 ORDINARY
SHARES OF £1.00 EACH

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

The assistance will take the form of

SEE SCHEDULE 3

The person who [has acquired] ~~NEW 200000~~ † the shares is
SEE SCHEDULE 4

† delete as appropriate

The principal terms on which the assistance will be given are

SEE SCHEDULE 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 £ NIL

The value of any asset to be transferred to the person assisted is £ SEE SCHEDULE 6

WITHIN 8 WEEKS OF THE DATE HEREOF

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) ~~We~~ 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) XX
 have formed the opinion that this company will be able to pay its debts
 XX* (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 10 UPPER BANK STREET
LONDON E14 5JJ

Declarants to sign below

on

Day	Month	Year
19	06	2008

before me deputy
A Commissioner for Oaths or Notary Public or Justice of
the Peace or a Solicitor having the powers conferred on
a Commissioner for Oaths

A Commissioner for Oaths
Bankside House, 107 Leadenhall Street,
London EC3A 4AF
England
(Luis N Hyde-Vaamonde)

~~2023-2024~~
W.D.
J. Miller
Y. Miller

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 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 (Woburn Place) 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 (Woburn Place) Limited of the following document and the performance of its obligations thereunder

a deed of novation to be entered into between Duelguide (Woburn Place) 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 (Woburn Place) 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 (Woburn Place) 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 £20,880,722 that Duelguide Holdings Limited is indebted to Duelguide (Woburn Place) Limited) and waive their respective rights, entitlements, claims and/or demands against each other thereunder and/or in respect thereof, and
- 1 2 Duelguide (Woburn Place) 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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London E14 5AG
United Kingdom

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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 Duelguide (Woburn Place) Limited, of which this company is a holding 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