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

155(6)b

CHFP025

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

[] [] [] [] [] [] [] []

4066196

Name of company

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

* Carp (UK) 2 Limited

* insert full name
of company

☒ We ☐ SEE APPENDIX A

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

† delete as
appropriate

~~We~~ ~~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 company authorised under section 8 of the Companies Act 1985 to carry on
insurance business in the United Kingdom~~
(c) something other than the above§

This company is ~~the~~ [a] holding company of* Carp (UK) 3 Limited (Co. No. 4066200)

_____ which is

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

in ~~this company~~ Carp (UK) 1 Limited (Co. No. 4007584)

_____ the holding company of this company.]†

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

Allen & Overy
One New Change
London EC4M 9QQ
DX 73 London
REF: LC/CT/JST
CO:885458.1

For official Use
General Section

Post room



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

The assistance is to be given to: (note 2) Center Parcs (UK) Holdings Limited

(Co. No. 4246719), Carp (UK) 1 Limited (Co No. 4007584), Carp (UK) 2 Limited (Co No. 4066196) and Center Parcs (UK) Limited (Co. No. 4246739) whose registered offices are both Kirklington Road, Eakring, Newark, Nottinghamshire NG22 0DZ

The assistance will take the form of:

See Appendix C

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

Center Parcs (UK) Holdings Limited and Center Parcs (UK) Limited

[†] delete as appropriate

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

See Appendix D

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 £

£13,657,000

13,675,404

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 See Appendix E

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) ~~XXXXXX 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 XXXXXXXX of the winding up]* (note 3)~~

And I/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 New West Tower 42
London EC2N

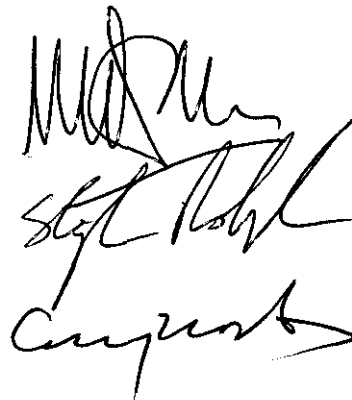
Declarants to sign below

Day Month Year
on

C	1	1	1	2	0	0	1
---	---	---	---	---	---	---	---

before me C. C. C. C.

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

APPENDIX A
(to Statutory Declaration Form 155(6)b)

In respect of the acquisitions by Center Parcs (UK) Holdings Limited and Center Parcs (UK) Limited of the entire issued share capital of Center Parcs (UK) 1 Limited

1. Manjit Dale of 84 Highgate West Hill, London N6 6LU;
2. Christian Purslow of 59 Drax Avenue, London SW20 OEZ; and
3. Stephen Robertson of 1 Hereford House, 13 Lauriston Road, London SW19 4JJ.

APPENDIX B
(to Statutory Declaration Form 155(6)b)

In respect of the acquisitions by Center Parcs (UK) Holdings Limited and Center Parcs (UK) Limited of the entire issued share capital of Center Parcs (UK) 1 Limited

1. 9,430,000 "A Ordinary" shares of £0.01 in Carp (UK) 1 Limited;
2. 480,000 "B Ordinary" shares of £1 in Carp (UK) 1 Limited; and
3. 90,000 "C Ordinary" shares of £0.01 in Carp (UK) 1 Limited.

APPENDIX C
(to Statutory Declaration Form 155(6)b - box 1 on page 2)

In respect of the acquisitions by Center Parcs (UK) Holdings Limited and Center Parcs (UK) Limited of the entire issued share capital of Carp (UK) 1 Limited.

The assistance will take the form of the execution, delivery and performance by Carp (UK) 3 Limited of an intercompany loan agreement ("**UK3 Loan**") pursuant to which Carp (UK) 3 Limited will advance a loan to Carp (UK) 2 Limited ("**UK2**") which will enable it to fulfil, partly or in full, its obligations under an intercompany loan agreement between UK2 and Carp (UK) 1 Limited which, in turn, will enable Carp (UK) 1 Limited to lend that amount to its holding company, Center Parcs (UK) Limited, which in turn will enable Center Parcs (UK) Limited to fulfil, partly or in full, its obligations to Center Parcs (UK) Holdings Limited in respect of the payment of the consideration left outstanding on intercompany loan account in respect of the purchase of the entire issued share capital of Carp (UK) 1 Limited, which in turn will enable Center Parcs (UK) Holdings Limited to repay, partly or in full, the loan notes issued to DBCP GP Europe (Jersey) Limited in consideration for the acquisition of the entire issued share capital of Carp (UK) 1 Limited and to pay any stamp duty payable by it upon that acquisition.

APPENDIX D
(to Statutory Declaration Form 155(6)b - box 2 on page 2)

In respect of the acquisitions by Center Parcs (UK) Holdings Limited and Center Parcs (UK) Limited of the entire issued share capital of Carp (UK) 1

The amount of the UK3 Loan will be ~~£13,657,000~~ 13,675,404 The UK3 Loan or any part thereof will be repayable by UK2 on written demand. The UK3 Loan will accrue interest at such rate as may be agreed from time to time by UK2 and Carp (UK) 3 Limited and any such interest will be payable by UK2 on written demand.

APPENDIX E

On 1st November, 2001 (or a later date not being more than 8 weeks from the date of this Statutory Declaration).

PricewaterhouseCoopers

1 Embankment Place
London WC2N 6RH
Telephone +44 (0) 20 7583 5000
Facsimile +44 (0) 20 7822 4652
Direct Fax +44 (0) 20 7804 4907

The Directors
Carp (UK) 2 Limited
Kirklington Road
Eakring
Newark
Nottinghamshire NG22 0DZ

1 November 2001

Dear Sirs

Auditors' report to the directors of Carp (UK) 2 Limited pursuant to Section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors of Carp (UK) 2 Limited ('the Company') dated 1 November 2001 in connection with the proposal that the Company's subsidiary undertaking, Carp (UK) 3 Limited, should give financial assistance for the purchase of 9,430,000 of the "A Ordinary" shares, 480,000 of the "B Ordinary" shares and 90,000 of the "C Ordinary" shares of Carp (UK) 1 Limited.


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
Chartered Accountants and Registered Auditors