

G

CHFP025

COMPANIES FORM No. 155(6)b

**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

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

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

X We ~~are~~

SEE APPENDIX A

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

† delete as  
appropriate

~~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 or licensed institution within the meaning of the Banking Act 1979~~  
(b) ~~that of a company authorised under section 86A of the Companies Act 1985 to carry on 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



LD2  
COMPANIES HOUSE

0372  
25/10/01

The assistance is for the purpose of [that acquisition] ~~restoring or discharging a liability incurred for the~~  
~~XXXXXX XXXXXXXX~~ (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 Carp (UK) 2B 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 Carp (UK) 2B 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 £ £13.3 million

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**

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)

- delete either (a) or (b) as appropriate

(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) The word "commencement" shall mean the date on which the first payment of principal or interest is due under the loan agreement.

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

Declarants to sign below

Center Power bought Forest  
in the County of Willshire

Day Month Year  
on 1 9 1 0 2 0 0 1

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.

J. A. L. Williams

## 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 Carp (UK) 2B 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 Carp (UK) 2B 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 Carp (UK) 2B 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, Carp (UK) 2B Limited, which in turn will enable Carp (UK) 2B Limited to fulfil 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 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.

**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 Carp (UK) 2B Limited of the entire issued share capital of Carp (UK) 1

The amount of the UK3 Loan shall be £13,300,000. 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 19th October, 2001 (or a later date not being more than 8 weeks from the date of this Statutory Declaration).



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CHFP025

COMPANIES FORM No. 155(6)b

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

Please complete  
legibly, preferably  
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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

~~XXXXXX~~ SEE APPENDIX A

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

† delete as  
appropriate

~~XXXXXX~~ [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 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

Please do not  
write in this  
margin

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

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

The assistance will take the form of:

See Appendix C

Center Parcs (UK) Holdings Limited and Carp (UK) 2B Limited

† delete as appropriate

See Appendix D

The amount of cash to be transferred to the person assisted is £ £13.3 million

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

See Appendix E

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)

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

(a) ~~W~~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)

[illegible]

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~~ by

~~Declarants to sign below~~

by Stef Rohl at THE PORT HOUSE, 13 CAUSEWAY LANE  
LONDON, SW19 4TF

Day Month Year  
on 1 | 9 1 | 0 2 | 0 | 0 | 1

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.~~

U  
of Benoun. Leighton Passier  
Adelaide House  
London Bridge  
London EC4R 9HA

## 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.
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**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 Carp (UK) 2B 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 0EZ; and~~

~~3. Stephen Robertson of 1 Hereford House, 13 Lauriston Road, London SW19 4JJ.~~

*Sf 19/10/01*

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

In respect of the acquisitions by Center Parcs (UK) Holdings Limited and Carp (UK) 2B 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;
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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)**

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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, Carp (UK) 2B Limited, which in turn will enable Carp (UK) 2B Limited to fulfil 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 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.

**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 Carp (UK) 2B Limited of the entire issued share capital of Carp (UK) 1

The amount of the UK3 Loan shall be £13,300,000. 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 19th October, 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

19 October 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 19 October 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.

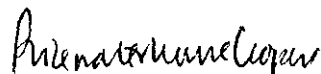
**Basis of opinion**

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*