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COMPANIES FORM No. 155(6)a

Declaration in relation to  
assistance for the acquisition  
of shares

155(6)a

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

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

Name of company

\* CARP (UK) 2 LIMITED

\* insert full name  
of company

I/We ☐ See Appendix A

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

† delete as  
appropriate

~~I/We, the director(s)~~ [all the directors]† of the above company do solemnly and sincerely declare that:

The business of the company is:

§ delete whichever  
is inappropriate

~~(a) that of a recognised bank licensed institution within the meaning of the Banking Act 1979~~

~~(b) that of a person authorised under section 8 of the Insurance Companies Act 1982 to carry on~~

~~insurance business in the United Kingdom~~

(c) something other than the above§

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

~~company~~ [company's holding company Carp (UK) 1 Limited (Co.No.4007584) whose registered  
office is Kirklington Road, Eakring, Newark, Nottinghamshire NG220DZ Limited]†

The assistance is for the purpose of ~~that 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: \_\_\_\_\_

See Appendix B

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

Allen & Overy  
One New Change  
London  
DX 73 London  
CO: 889919  
DX DXExch

For official Use  
General Section

Post room



The assistance is to be given to: (note 2) Center Parcs (UK) Holdings Limited (Co.No 4246719)

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

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 Appendix C

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

† delete as appropriate

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

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

See Appendix D

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

£44,611,917

44,675,985

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

Nil

The date on which the assistance is to be given is

See Appendix E

Please do not write in this margin

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

I/We have formed the opinion, as regards the 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) [I/We have formed the opinion that the company will be able to pay its debts as they fall due during the year immediately following that date]\* (note 3)
- (b) ~~[I/We have formed the opinion that the company will be able to pay its debts as they fall due during the year immediately following that date]\* (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 Not West Tower 42  
London EC2N

Declarants to sign below

on 

Day	Month	Year
01	11	2001

  
before me [Signature]  
A Commissioner for Oaths or Notary Public or Justice of the Peace or a Solicitor having the powers conferred on a Commissioner for Oaths.

[Signature]  
[Signature]  
[Signature]

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  
37 Castle Terrace  
Edinburgh  
EH1 2EB

**APPENDIX A**  
**(to Statutory Declaration Form 155(6)a)**

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.

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

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

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

**APPENDIX C**  
**(to Statutory Declaration Form 155(6)(a) - 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 the Company of an intercompany loan ("**UK2 Loan**") pursuant to which the Company will make an advance to its holding company, Carp (UK) 1 Limited ("**UK1**"), which will enable UK1 to make an intercompany loan to its holding company, Center Parcs (UK) Limited which will enable Center Parcs (UK) Limited to make payment to Center Parcs (UK) Holdings Limited of the consideration due by it in connection with its acquisition of shares, which consideration has been outstanding on intercompany account, which will enable Center Parcs (UK) Holdings Limited to repay wholly or partly the loan notes issued to DBCP Europe GP (Jersey) Limited in consideration for Center Parcs (UK) Holdings Limited's acquisition and to pay any stamp duty payable by it upon that acquisition.

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

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

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

The amount of the UK2 Loan will be ~~£44,611,917~~ 44,675,985. The UK2 Loan or any part of it will be repayable by Carp (UK) 1 Limited on written demand. The UK2 Loan will accrue interest at such rate as may be agreed from time to time by Carp (UK) 1 Limited and the Company and any such interest will be payable by Carp (UK) 1 Limited on written demand (unless otherwise agreed with the Company).

## **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 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*