

# 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 ~~ø~~ See Appendix A

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

† delete as  
appropriate

~~X~~ ~~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 6 of the Companies Act 1985 to carry on~~  
~~insurance business in the United Kingdom~~  
(c) something other than the above§

This company is ~~X~~ [a] holding company of\* Center Parcs Longleat Limited

(Co. No. 3920523)

which is

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

in ~~X~~ ~~XXXXXX~~ 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/ELAC/CO:885215.1

For official Use  
General Section



Please do not  
write in this  
margin

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

See Appendix A(i)

See Appendix C

† delete as appropriate

See Appendix D

Nil

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**

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)

(b) If it is intended that the corporation be the winning bidder for this company with the 12 months of the bid date and if we then structure the transaction that this company will be able to pay its debts in full with the 12 months of the corporation's bid to the winning bid\* (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 01 11 2001

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.

Midway  
Sept 18th  
Carpenter

## 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 O EZ; and
3. Stephen Robertson of 1 Hereford House, 13 Lauriston Road, London SW19 4JJ.

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

- (1) Carp (UK) 3 Limited (Company Number 4066200);
- (2) Center Parc (UK) Holdings Limited (Company Number 4246719);
- (3) Carp (UK) 2B Limited (Company Number 4246739);
- (4) Carp (UK) 2 Limited (Company Number 4066196); and
- (5) Carp (UK) 1 Limited (Company Number 4007584) whose registered offices are all Kirklington Road, Eakring, Newark, Nottinghamshire NG22 6DZ.

**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 Center Parcs Longleat Limited of an intercompany loan agreement ("**UK3 Loan**") pursuant to which Center Parcs Longleat Limited will loan an amount to its holding company, Carp (UK) 3 Limited ("**UK3**"), which will enable UK3 to lend all or part of that amount to its holding company, Carp (UK) 2 Limited which in turn will enable Carp (UK) 2 Limited to lend that amount to its holding company, Carp (UK) 1 Limited, which in turn will enable Carp (UK) 1 Limited to advance a loan to its holding company, Center Parcs (UK) Limited, which will enable it to fulfil in whole or in part its obligations to its holding company, Center Parcs (UK) Holdings Limited, in respect of the payment of the consideration left outstanding on intercompany loan account upon the purchase of Carp (UK) 1 Limited shares which in turn will enable Center Parcs (UK) Holdings Limited to repay in whole or in part 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 Limited

The amount of the UK3 Loan will be £13,657,000 13,675,404 The UK3 Loan or any part of it will be repayable by UK3 on written demand by the Company. The UK3 Loan will accrue interest at such rate as may be agreed from time to time by UK3 and Center Parcs Longleat Limited and any such interest will be payable by UK3 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, Center Parcs Longleat 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*