CHFP025

COMPANIES FORM No. 155(6)b

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



Please do not write in this margin

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

Note

Please read the notes on page 3 before completing this form

- * insert full name of company
- ø insert name(s) and address(es) of all the directors

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

To the Reg	gistrar of (Compan	ies
(Address	overleat	- Note	5)

Name of company

For official use	Company number	
	4066200	

* CARP (UK) 3 LIMITED

x<mark>l</mark>/We ø

See Appendix A

† delete as appropriate

[thexxxivexxivexxivex] [all the directors] to of the above company (hereinafter called 'this company') do solemnly and sincerely declare that:

§ delete whichever is inappropriate

The business of this company is:

- (d) than not accompance and accompance assertion as an accompance and accompance
- (c) something other than the above§

This company is [xixe] [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 anarararia

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:885218.1

For official Use General Section

Post room



COMPANIES HOUSE

0874 07/11/01

The assistance is for the purpose of [that acquisition] (፲፰፰ኒኤኤኤኤኤኤኤኤኤኤኤኤኤኤኤኤኤኤኤኤኤኤኤኤኤኤኤኤኤኤኤኤኤኤኤ		
The number and class of the shares acquired or to be acquired is: Appendix B	Please complete legibly, preferabl in black type, or bold block	
	lettering	
The assistance is to be given to: (note 2) See Appendix A(i)		
The assistance will take the form of:		
See Appendix C		
The person who [has expansed [will acquire] the shares is: Center Parcs (UK) Limited and Center Parcs (UK) Holdings 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 $\frac{\text{Nil}}{\text{Nil}}$		
The amount of cash to be transferred to the person assisted is £		
The value of any asset to be transferred to the person assisted is £	Page 2	

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 appropriáte
- (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)
- AWY KANEK KERIK KERIK EK KERIKORIK SEK RICHIW KANEKIKAK KERIK KERIKORIW KERIK KERIKORIK KERIK KERIK KERIK (d) SULLEY KARING KARIH KARIH KARIH KARIH KARIKARIKARI KARIKAR KARIKAR KARIKAR KARIKARIKAR KARIHAR KARIHAR KARIH K xconningencement of the xwinding xxxx (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 Not West Tower 42

LONDON ECIN

Declarants to sign below

Day Month Year 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.

NOTES

- 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

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

- (1) Carp (UK) 3 Limited (Company Number 4066200);
- (2) Center Parcs (UK) Holdings Limited (Company Number 4246719);
- (3) Center Parcs (UK) 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 Carp (UK) 1 Limited

- 1. 9,430,000 "A Ordinary" shares of £0.01 each 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 the Center Parcs Longleat Limited of an inter-company loan agreement ("UK3 Loan") pursuant to which the 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 the 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)

13,675,404

The amount of the UK3 Loan will be £13,657,000.) 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 a rate as may be agreed from time to time by UK3 and the Company and any such interest will be payable by UK3 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) 3 Limited
Kirklington Road
Eakring
Newark
Nottinghamshire NG22 0DZ

1 November 2001

Dear Sirs

Auditors' report to the directors of Carp (UK) 3 Limited pursuant to Section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors of Carp (UK) 3 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

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PricewaterhouseCoopers

Chartered Accountants and Registered Auditors

PricewaterhouseCoopers is the successor partnership to the UK firms of Price Waterhouse and Coopers & Lybrand. The principal place of business of PricewaterhouseCoopers and its associate partnerships, and of Coopers & Lybrand, is 1 Embankment Place, London WC2N 6RH. The principal place of business of Price Waterhouse is Southwark Towers, 32 London Bridge Street, London SE1 9SY. Lists of the partners' names are available for inspection at those places.