

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

# 155(6)b

# G

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

---

4066200

Name of company

## Note

Please read the notes  
on page 3 before  
completing this form

\* CARP (UK) 3 LIMITED

\* insert full name  
of company

☒ We ☐ See Appendix A

☐ 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 registered under section 8 of the Companies Act 1985~~  
~~insurance business in the United Kingdom~~  
(c) something other than the above§

This company is ~~the~~ [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 ~~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/ELAC/CO:885218.1

For official Use  
General Section

Post room



LD5  
COMPANIES HOUSE

0374  
07/11/01

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

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 acquired~~ [will acquire]<sup>†</sup> the shares is:

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

<sup>†</sup> 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

See Appendix E

Page 3

**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.

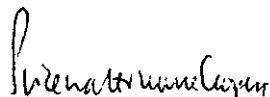
**Basis of opinion**

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



PricewaterhouseCoopers  
*Chartered Accountants and Registered Auditors*