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COMPANIES FORM No. 155(6)a

Declaration in relation to  
assistance for the acquisition  
of shares

155(6)a

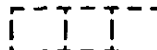
Pursuant to section 155(6) of the Companies Act 1985

Please complete  
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in black type, or  
bold block lettering

To the Registrar of Companies  
(Address overleaf - Note 5)

For official use

Company number



05505192

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

Name of company

\* priceline.com Bookings Acquisition Company Limited

\* insert full name  
of company

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

We § Glenn Fogel, 177 Brewster Road, Scarsdale, New York 10583, USA; and  
Robert Mylod, 538 Lost District Drive, New Cannan, Connecticut 06840,  
USA

† delete as  
appropriate

§ delete whichever  
is inappropriate

~~XXXXXXXXXXXX~~ [all the directors] † of the above company do solemnly and sincerely declare that  
The business of the company is

~~XX~~  
~~XX~~  
~~XX~~  
~~XX~~

(c) something other than the above §

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

~~XXXXXXXX~~ [company's holding company] priceline com International

Limited] †

The assistance is for the purpose of [that acquisition] ~~XX~~  
~~XX~~ †

The number and class of the shares acquired or to be acquired is 197,538 C ordinary shares  
of 0.1 pence each

Presenter's name address and  
reference (if any)  
Baker & McKenzie LLP  
100 New Bridge Street  
London  
EC4V 6JA  
Ref RE

233 London London Chancery Lane  
(LDE)

For official Use  
General Section

Post room

THURSDAY



A70

\*A3H21T4U\*

20/09/2007

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COMPANIES HOUSE

The assistance is to be given to (note 2) priceline.com International Limited  
(registered address c/o Baker & McKenzie LLP, 100 New Bridge Street, London  
EC4V 6JA)

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legibly, preferably  
in black type, or  
bold block  
lettering

The assistance will take the form of

A loan from priceline.com Bookings Acquisition Company Limited to such company's parent company, priceline.com International Limited ("PIL") in the sum of £9,200,000, which loan shall be used by PIL to finance in part (i) the purchase by PIL in aggregate of 197,538 C ordinary shares of 0.1 pence each in the capital of PIL from Anthonie Jan Kosten, Koolen B.V., S.A.N. Beheer B.V., Herald van der Breggen, Pieter van Doorne and Hermanus van Ree at a price of £150.81 per share and for a total consideration of £29,790,705.78 (the "Buyback"), (ii) the payment of certain professional fees incurred in respect of the Buyback, (iii) the payment of stamp duty payable by PIL in respect of such C ordinary shares to be bought back and (iv) the payment of interest at a rate of 5% per annum on the consideration payable by PIL for the C ordinary shares

The person who ~~100,000,000~~ [will acquire] † the shares is

† delete as  
appropriate

priceline.com International Limited

The principal terms on which the assistance will be given are

Interest will be payable on the above loan at a rate of 7% per annum, the principal sum of such loan to be repaid by PIL on 15 October 2017

The amount of cash to be transferred to the person assisted is £ 9,200,000

The value of any asset to be transferred to the person assisted is £ Not applicable

The date on which the assistance is to be given is 15 October 2007

Page 2

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bold block lettering

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

~~X~~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)

(a) ~~X~~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)

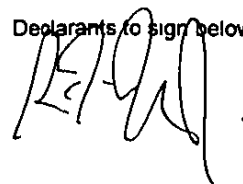
(b) ~~X~~  
~~X~~  
~~X~~ (note 3)

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

Norwalk, CT USA

Declarants to sign below



Day Month Year  
on 

|   |   |   |   |   |   |   |   |
|---|---|---|---|---|---|---|---|
| 0 | 7 | 0 | 9 | 2 | 0 | 0 | 7 |
|---|---|---|---|---|---|---|---|

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

**GERI JACKSON**  
**NOTARY PUBLIC**  
MY COMMISSION EXPIRES NOV 30, 2011.

## 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

## REPORT OF THE INDEPENDENT AUDITOR TO THE DIRECTORS OF PRICELINE.COM BOOKINGS ACQUISITION COMPANY LIMITED ("THE COMPANY") PURSUANT TO SECTION 156(4) OF THE COMPANIES ACT 1985

We report on the attached statutory declaration of the directors dated 7 September 2007, prepared pursuant to the Companies Act 1985, in connection with the proposal that the Company should give financial assistance for the purchase of 197,538 of Priceline.com International Limited's 'C' ordinary shares

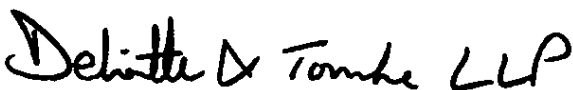
This report is made solely to the directors of the Company for the purpose of section 156(4) of the Companies Act 1985. Our work has been undertaken so that we might state to the directors of the Company those matters that we are required to state to them in an auditors' report under that section and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company, for our work, for this report, or for the opinions that we have formed

### 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 statutory declaration as to any of the matters mentioned in section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances



Deloitte & Touche LLP  
Chartered Accountants and Registered Auditors  
Cambridge, United Kingdom  
7 September 2007