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COMPANIES FORM No. 155(6)a

**Declaration in relation to  
assistance for the acquisition  
of shares.**

**155(6)a**

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

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old block lettering

To the Registrar of Companies

For official use

Company number


3425314

ote  
lease read the  
otes on page 3  
efore completing  
his form

Name of company

\* Westminster Beaumont Properties (Southgate) Limited

Insert full name  
of company

West

Insert name(s) and  
address(es) of all  
the directors

1. Anthony George Heywood of Kings Court, 41-51 Kingston Road, Leatherhead, Surrey KT22 7SZ

2. Stephen John Purse of Kings Court, 41-51 Kingston Road, Leatherhead, Surrey KT22 7SZ

Delete as  
appropriate

~~The sole director~~ [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 or licensed institution within the meaning of the Banking Act 1979~~  
~~(b) that of a person authorised under section 3 or 4 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~~ company's former holding company Westminster Health Care Group Limited ‡

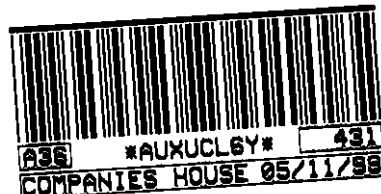
The assistance is for the purpose of ~~that acquisition~~ [reducing or discharging a liability incurred for the purpose of that acquisition].

The number and class of the shares acquired or to be acquired is:

64,076,937 ordinary shares of £0.20 each

Presenter's name, address and  
reference (if any):  
FRESHFIELDS  
65 FLEET STREET  
LONDON EC4Y 1HS  
DX 23 LONDON/CHANCERY  
LANE (AH WBPSOUTHGATE)

For official use  
General Section



The assistance is to be given to: (note 2)

See Appendix 1.

Please do not  
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Please complete  
legibly, preferably  
in black type, or  
bold block  
lettering

The assistance will take the form of:

See Appendix 2.

The person who [has acquired ~~has acquired~~] \* the shares is:

Westminster Health Care (UK) Limited (formerly Canterbury Healthcare Limited)

\*Delete as  
appropriate

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

See Appendix 3.

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

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 within 8 weeks of the date hereof

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

†Delete either (a) or  
(b) as appropriate

~~W~~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) ~~W~~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) ~~It is intended to commence the winding-up of the company within 12 months of that date, and W~~~~we have formed the opinion that the company will be able to pay its debts in full within 12 months of the commencement of the winding-up.~~ † (note 3)

And ~~W~~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 65 Fleet Street, London

the 26<sup>th</sup> day of October

One thousand nine hundred and ninety nine

before me Anna Hille

Declarants to sign below



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

- 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.

**Form 155(6)a**

**APPENDIX 1 - Persons to whom financial assistance is to be given**

**WESTMINSTER BEAUMONT PROPERTIES (SOUTHGATE)  
LIMITED**

**(Company number 3425314)**

1. Westminster Health Care Finance Limited (registered in the Cayman Islands) whose registered office is Maples and Calder, Ugland House, George Town, South Church Street, PO Box 209, Grand Cayman, Cayman Islands (the *Issuer*).
2. Prudential Trustee Company Limited (company number 1863305) whose registered office is 142 Holborn Bars, London EC1N 2NH (the *Security Trustee*).
3. Barclays Bank PLC (for and on behalf of the other managers of the issue of notes to be issued by the Issuer) acting through its branch at 5 The North Colonnade, Canary Wharf, London E14 4BB.
4. Westminster Health Care Group Limited (company number 1580744) whose registered office is Kings Court, 41-51 Kingston Road, Leatherhead, Surrey KT22 7SZ (the *Subordinated Creditor*).

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**APPENDIX 2 – Form of financial assistance**

**WESTMINSTER BEAUMONT PROPERTIES (SOUTHGATE)  
LIMITED**

**(Company number 3425314)**

Westminster Beaumont Properties (Southgate) Limited (the *Company*) will provide financial assistance by way of:

1. a facility agreement to be entered into by the Company, Westminster Health Care Limited (the *Borrower*), Westminster Securitisation Limited (*WSL*) the Issuer, Westminster Beaumont Properties (Chorleywood) Limited (*WBP (Chorleywood)*), Westminster Beaumont Properties (Edgbaston) Limited (*WBP (Edgbaston)*), Westminster Beaumont Properties Limited (*WPBL*) and the Security Trustee (the *Issuer/Borrower Facility Agreement*);
2. a debenture to be entered into by the Company, the Borrower, WSL, the Issuer, WBP (Chorleywood), WBP (Edgbaston), WBPL, Barclays Bank PLC, Westminster Healthcare Group Limited and the Security Trustee (the *WHC Group Debenture*); and
3. a subscription agreement to be entered into between, *inter alios*, the Issuer, the Borrower, WSL, the Company and Barclays Bank PLC (the *Subscription Agreement*).

**APPENDIX 3 – Principal terms upon which the financial assistance will be given**

**WESTMINSTER BEAUMONT PROPERTIES (SOUTHGATE)  
LIMITED**

**(Company number 3425314)**

**1. Issuer/Borrower Facility Agreement**

Pursuant to the Issuer/Borrower Facility Agreement, the Company agrees it will:

- (a) irrevocably and unconditionally jointly and severally with the Guarantors guarantee the obligations of each other under the Transaction Documents (as defined in the Issuer/Borrower Facility Agreement) and indemnify each of the Security Trustee, Barclays Bank PLC, the Issuer and the Subordinated Creditor if any of the obligations of any of the Guarantors becomes void, voidable, unenforceable or ineffective; and
- (b) agree to pay and or indemnify the Issuer for, *inter alia*, specified costs, claims, expenses, losses, liabilities and taxes incurred by it.

**2. WHC Group Debenture**

Pursuant to the WHC Group Debenture, the Company agrees that it will, *inter alia*, jointly and severally with the other Obligors (as defined in the WHC Group Debenture) duly and punctually pay and discharge all moneys and liabilities of each other under or in respect of the WHC Borrower Facility Agreements, the Subordinated Debt Agreement, the WHC Bank Account Agreement, the WHC Group Debenture or any other Transaction Document (as defined in the WHC Group Debenture) to which it is a party.

Pursuant to the WHC Group Debenture, the Company also agrees that it will create security by way of mortgage and floating charge over, and assignments of all its property, assets and undertaking to secure, *inter alia*, the obligations of itself, WSL, Westminster Health Care Limited, WBP (Chorleywood), WBP (Edgbaston) and WBPL pursuant, *inter alia*, to the Issuer/Borrower Facility Agreement, the Subordinated Debt Agreement and other related documents.

**3. Subscription Agreement**

Pursuant to the Subscription Agreement, the Company will give certain indemnities, warranties and covenants to Barclays Bank PLC in connection with

the issue of notes by the Issuer in an aggregate nominal amount of approximately £195,000,000.

In this Appendix 3, the following terms have the respective meanings set out below.

**Guarantors** means WSL, the Company, WBP (Chorleywood), WBP (Edgbaston) and WBPL;

**Subordinated Debt Agreement** means the subordinated debt agreement to be entered into between the Borrower, Westminster Health Care Group Limited and the Security Trustee pursuant to which existing unsubordinated debt owed to Westminster Health Care Group Limited by the Borrower is converted to subordinated debt;

**WHC Borrower Facility Agreements** mean:

- (a) the Issuer/Borrower Facility Agreement; and
- (b) the Working Capital Facility Agreement; and
- (c) the Subordinated Debt Agreement,

or any of them, as the context requires;

**WHC Bank Account Agreement** means the agreement to be entered into between each of the Obligors, the Security Trustee and Barclays Bank PLC; and

**Working Capital Facility Agreement** means the agreement to be entered into between Barclays Bank PLC, the Security Trustee and the Obligors pursuant to which Barclays Bank PLC will agree to provide a working capital facility to, inter alia, the Borrower.



**KPMG Audit Plc**

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**Private & confidential**

The Directors  
Westminster Beaumont Properties  
(Southgate) Limited  
Kings Court  
41-51 Kingston Road  
Leatherhead  
Surrey  
KT22 7SZ

Our ref kjd/aj/635

Contact Keith Durward  
0171 311 2186

26 October 1999

Dear Sirs

**Auditor's report to the directors of Westminster Beaumont Properties (Southgate) Limited pursuant to section 156(4) of the Companies Act 1985**

We have examined the attached statutory declaration of the directors dated 26 October 1999 in connection with the proposal that the company should give financial assistance for the purchase of 100% of the company's former holding company's ordinary shares. We have enquired into the state of the company's affairs in order to review the bases for the statutory declaration.

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

*KPMG Audit Plc*



KPMG Audit Plc, a company  
incorporated under the UK Companies  
Acts, is a member of KPMG  
International, a Swiss association

KPMG Audit Plc is  
registered to carry on audit  
work by the Institute of  
Chartered Accountants in

England and Wales.  
Registered in England  
Number 3110745

Registered office  
8 Salisbury Square,  
London EC4Y 8BB