

CHFP025

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

155(6)b

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

04452715

* ALLIANCE BOOTS LIMITED (the "Company")

XWe See Schedule 1

§ delete whichever
is inappropriate

~~XXXXXXXXXXXX~~ [all the directors] † of the above company (hereinafter called 'this company') do solemnly and sincerely declare that

The business of this company is

(c) something other than the above §

This company is ~~XXX~~ [a] holding company of* _____
Alliance Boots Services Limited _____ which is
 proposing to give financial assistance in connection with the acquisition of shares
 in ~~XXXXXXXXXX~~ Alliance Boots Limited _____
 _____ the holding company of this company] t

**Presenter's name address and
reference (if any)**
Simpson Thacher & Bartlett LLP
Citypoint,
1 Ropemaker Street,
London,
EC2Y 9HU

001011/0001/2110883 1

For official Use
General Section

FRIDAY



1 D4

LUCG5VW2
28/12/2007
COMPANIES HOUSE

221

The assistance is for the purpose of ~~0000000000~~ [reducing or discharging a liability incurred for the purpose of that 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 up to 973,990,906 ordinary
shares with a nominal value of 37 7/39p each.

The assistance is to be given to (note 2) AB Acquisitions Limited (company number
06166762) whose registered office is at 10 Upper Bank Street, London, E14 5JJ

The assistance will take the form of

See Schedule 2

The person who [has acquired] ~~00000000~~ † the shares is

† delete as appropriate

AB Acquisitions Limited (company number 06166762) whose registered office
is at 10 Upper Bank Street, London, E14 5JJ

The principal terms on which the assistance will be given are

See Schedule 3

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 £ Up to £20,000,000,000

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 from today's date

~~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)

(a) ~~We~~ 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)

[illegible]

Declared at SEDLEY PLACE, 4TH FLOOR,
361 OXFORD STREET,
LONDON W1C 2JL

W. C. Jones

J. n. v. p.

[Handwritten signature]

Allen B.

on

Day	Month	Year
20	12	2007

before me N K T

A Commissioner for Oaths or Notary Public or Justice of the Peace or a Solicitor having the powers conferred on a Commissioner for Oaths

- 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

**Alliance Boots Limited
(Company No. 04452715)
(the "Company")**

Schedule 1 to the Statutory Declaration dated 20 December, 2007

- 1 Johannes Huth of 90 Hamilton Terrace, London, NW8 9UL,
who is signing today an identical copy of this statutory declaration together with
- 2 Stefano Pessina of 2 The Heights, Brooklands, Weybridge, Surrey, KT13 0NY,
3 Dominic Murphy of Stirling Square, 7 Carlton Gardens, London, SW1Y 5AD,
4 George Fairweather of 2 The Heights, Brooklands, Weybridge, Surrey, KT13 0NY,
5 Ornella Barra of 2 The Heights, Brooklands, Weybridge, Surrey, KT13 0NY,
6 Steve Duncan of 2 The Heights, Brooklands, Weybridge, Surrey, KT13 0NY,
7 Marco Pagni of 2 The Heights, Brooklands, Weybridge, Surrey, KT13 0NY, and
8 Mattia Caprioli of Flat 4, 2 Queen's Gate Place, London, SW7 5NS,
- who are signing today an identical copy of this statutory declaration and it is our intention that these two statutory declarations should constitute one and the same statutory declaration sworn by all the directors of the Company

Alliance Boots Limited
(Company No. 04452715)
(the "Company")

Schedule 2 to the Statutory Declaration dated 20 December, 2007

The assistance will take the form of the execution, delivery and performance by Alliance Boots Services Limited (the "**Subsidiary**") of its obligations under

- (a) an intra-group loan agreement (the "**Intra-Group Loan Agreement**") to be entered into between, amongst others, the Subsidiary as lender and AB Acquisitions Limited as borrower, and
- (b) such further documents as are required (or otherwise entered into) pursuant to or in connection with the document listed at paragraph (a) above, including but not limited to, documents that are required to be executed pursuant to an obligation of the Company to provide further assurances),

(each of those documents being in such form as the directors may approve and as may be amended, supplemented, novated, replaced, refinanced or restated from time to time) together with the performance by the Subsidiary of other acts (including, without limitation, the payment of all fees, costs and expenses and the grant of indemnities to professionals, third parties and others in connection with the documents referred to above and the transactions contemplated thereby) or the execution of any other documents (ancillary or otherwise) in connection with the acquisition by AB Acquisitions Limited of shares in Alliance Boots Limited (a holding company of the Company) and the financing (or refinancing) of that acquisition

Schedule 3 to the Statutory Declaration dated 20 December, 2007

The principal terms on which the assistance will be given are

1. Intra-Group Loan Agreement

Under the terms of the Intra-Group Loan Agreement

- 1 1 the Subsidiary, amongst others, grants to AB Acquisitions Limited and Alliance Boots Limited (the "**Borrowers**") (upon the terms and conditions of the Intra-Group Loan Agreement) loan facilities of up to £20,000,000,000 (or its currency equivalent) in aggregate to enable the Borrowers to, amongst other things and directly or indirectly
 - (a) repay borrowings and make other payments in respect of amounts outstanding or required to be made under or in connection with the Senior Facilities Agreements and/or the Subordinated Facility Agreement, and
 - (b) pay costs, expenses, fees and other amounts incurred in connection with its acquisition of shares in Alliance Boots Limited and the financing or refinancing of that acquisition,
- 1 2 advances under the Intra-Group Loan Agreement may be repaid and reborrowed upon and subject to the terms and conditions of the Intra-Group Loan Agreement, failure of the Subsidiary to perform its obligations under the Intra-Group Loan Agreement shall not relieve the Borrowers from their obligations under the Intra-Group Loan Agreement,
- 1 3 the Subsidiary shall have a cause of action against each Borrower under the Intra-Group Loan Agreement in respect of any amounts of principal, interest or other amounts which become due and payable to the Subsidiary from that Borrower thereunder,
- 1 4 each advance made by the Subsidiary under the Intra-Group Loan Agreement shall bear interest at the rate of 3% per annum over LIBOR (or, in the case of advances in Euro, EURIBOR) for the relevant interest period (in each case as determined by the Company) or such other rate as may be agreed from time to time between the Subsidiary and the Borrower under the Intra-Group Loan Agreement, and
- 1 5 unless already repaid under the Intra-Group Loan Agreement, each Borrower shall repay all advances made to it together with interest accrued thereon and all other amounts due from that Borrower under the Intra-Group Loan Agreement on the date 10 years from the date of the Intra-Group Loan Agreement (or such other date as may be agreed by the parties from time to time)



KPMG Audit Plc
8 Salisbury Square
London EC4Y 8BB
United Kingdom

Tel +44 (0) 20 7311 1000
Fax +44 (0) 20 7311 8251
DX 38050 Blackfriars

The Directors
Alliance Boots Limited
Sedley Place
4th Floor
361 Oxford Street
London
W1C 2JL

Contact Stephen Cooper
020 7311 8838

20 December 2007

Dear Sirs

Auditors' report to the directors of Alliance Boots Limited ("the company") pursuant to Section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors dated 20 December 2007 in connection with the proposal that Alliance Boots Services Limited, of which the company is a holding company, should give financial assistance for the purchase of the ordinary shares of the company, particulars of which are given in the attached copy of the statutory declaration made this day by the directors pursuant to Section 155(6) of the Companies Act 1985 ('the Act')

This report is made solely to the company's directors as a body in accordance with Section 156(4) of the Companies Act 1985. Our work has been undertaken so that we as the company's auditors might state to the company's directors those matters we are required to state to them in a report under Section 156(4) of that Act 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 and the company's directors as a body for our work under Section 156(4) of that Act or for this report.

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
Registered Auditor