

Please do not  
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## Declaration in relation to assistance for the acquisition of shares

# 155(6)(a)

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

Company number

666151

Name of company

\* **HAMMERSON INTERNATIONAL HOLDINGS LIMITED**

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

~~Mr~~ We Ø PETER WILLIAM BEAUMONT COLE OF WALNUT TREE FARM, WALNUT TREE ROAD, PIRTON,  
HITCHIN SG5 3PX.

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

SIMON RICHARD MELLISS OF ROSE COTTAGE, 30 LECKAMPSTEAD ROAD, WICKEN, BUCKINGHAM,  
MK19 6BX.

**ROBERT JOHN GODWIN RICHARDS OF DUKES WOOD, BOXHILL ROAD, TADWORTH, SURREY, KT20 7QP.**

**JOHN ANDREW BYWATER OF CRAIGENS, HILL FOOT LANE, BURN BRIDGE, HARROGATE, HG3 1NT.**

GERARD DEVAUX OF 16 RUE DU GENERAL FOY, 75008 PARIS, FRANCE.

† delete as appropriate

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

§ delete whichever  
is inappropriate

(a) ~~the~~~~of~~~~a~~ [recognised bank] [licensed institution]† within the meaning of the Banking Act 2008  
(b) ~~the~~~~of~~~~a~~ ~~company~~~~incorporated under the law of~~~~a~~ ~~country or territory outside the United Kingdom~~~~an insurance company~~~~incorporated under the law of~~~~a~~ ~~country or territory outside 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)~~

~~XXXXXX~~1+

The assistance is for the purpose of ~~the 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: **100 MILLION "B" SHARES**

Presentor's name address and  
reference (if any):

For official Use  
General Section



**A31**  
**COMPANIES HOUSE**

0060  
04/10/03

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

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bold block lettering

The assistance will take the form of:

**A LOAN BETWEEN THE COMPANY AND HAMMERSON PLC**

The person who ~~has acquired~~ will acquire† the share is:

† delete as  
appropriate

HAMMERSON INTERNATIONAL SNC

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

1. THE LOAN IS REPAYABLE ON DEMAND.
2. FURTHER ADVANCES MAY BE MADE BY AGREEMENT BETWEEN THE PARTIES.
3. INTEREST AT A RATE OF 3 MONTH STERLING LIBOR (SET ON THE FIRST BUSINESS DAY OF THE CALENDAR QUARTER AND ROUNDED TO 0.1%) PLUS A MARGIN OF 0.5% IS PAYABLE QUARTERLY.

The amount of cash to be transferred to the person assisted is £ See 1 in Addendum

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 OF THIS DECLARATION

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in black type, or  
bold block lettering

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

I/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) [I/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) ~~I/we have formed the opinion that the company will be unable to pay its debts as they fall due during the year immediately following that date~~

And I/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 100, Park Lane  
London W1

on 

Day	Month	Year
22	09	2003

before me

REXFORD E. DIAS  
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

## COMMISSIONER FOR OATHS

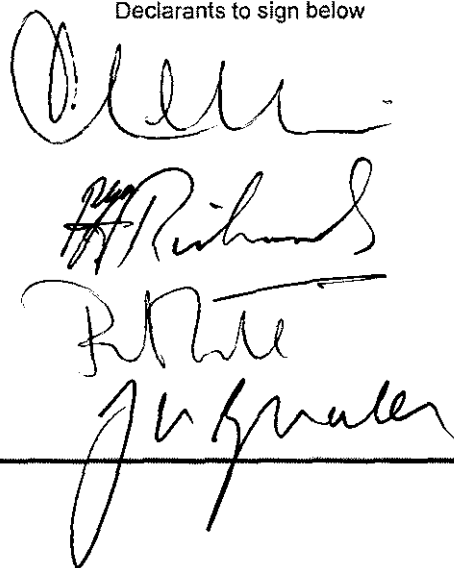
- 1 For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985.
- 2 Insert full name(s) and address(es) of the person(s) to whom assistance is to be given; if a recipient is a company the registered office address should 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  
37 Castle Terrace  
Edinburgh  
EH1 2EB

Declarants to sign below



## Addendum

1. THE STERLING EQUIVALENT OF €1,550 MILLION LESS THE BALANCE OF THE LOAN FROM THE COMPANY TO PLC REPAYED AT 1 OCTOBER 2003, AS AT THE DATE OF THE LOAN



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

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bold block lettering

The assistance will take the form of:

**A LOAN BETWEEN THE COMPANY AND HAMMERSON PLC**

The person who ~~has acquired~~ [will acquire]<sup>†</sup> the share is:

<sup>†</sup> delete as  
appropriate

HAMMERSON INTERNATIONAL SNC

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

1. THE LOAN IS REPAYABLE ON DEMAND.
2. FURTHER ADVANCES MAY BE MADE BY AGREEMENT BETWEEN THE PARTIES.
3. INTEREST AT A RATE OF 3 MONTH STERLING LIBOR (SET ON THE FIRST BUSINESS DAY OF THE CALENDAR QUARTER AND ROUNDED TO 0.1%) PLUS A MARGIN OF 0.5% IS PAYABLE QUARTERLY.

The amount of cash to be transferred to the person assisted is £ See 1 in Addendum

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 OF THIS DECLARATION

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bold block lettering

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

I/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) [I/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) ~~I/We have formed the opinion that the company will be unable to pay its debts as they fall due during the year immediately following that date~~ I/we have formed the opinion that the company will be unable to pay its debts as they fall due during the year immediately following that date

And I/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 Washington Plaza  
44, rue Washington  
75008 Paris

Day Month Year  
on 

2	2	0	9	2	0	0	3
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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.

Declarants to sign below

## 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.
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Cardiff  
CF14 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies  
37 Castle Terrace  
Edinburgh  
EH1 2EB

Certifié sincère et véritable

la signature de Monsieur NEUAUX Gérard  
apposée ci-dessus

par M<sup>e</sup> Alain KATZ, Notaire à Paris



## Addendum

1. THE STERLING EQUIVALENT OF €1,550 MILLION LESS THE BALANCE OF THE LOAN FROM THE COMPANY TO PLC REPAYED AT 1 OCTOBER 2003, AS AT THE DATE OF THE LOAN



**AUDITORS' REPORT TO THE DIRECTORS OF HAMMERSON  
INTERNATIONAL HOLDINGS LIMITED PURSUANT TO SECTION 156(4) OF  
THE COMPANIES ACT 1985**

We have examined the attached statutory declaration of the directors dated 22 September 2003 in connection with the proposal that the company should give financial assistance in the form of a loan of the sterling equivalent of €1,550 million less the balance of the loans to the company from Hammerson plc to be repaid at 1 October 2003 between the company and Hammerson plc.

**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 is unreasonable in all the circumstances.

*Deloitte & Touche LLP*

Deloitte & Touche LLP  
Registered Auditors  
London  
25 September 2003