

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

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

Please do not write in this margin

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

02255033

Name of company

\* Aria Homes Limited

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

\*Insert full name of company

†We†

Please see Appendix 1 attached

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

§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] §

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: Please see Appendix 2 attached

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

FRESHFIELDS BRUCKHAUS  
DERINGER  
65 FLEET STREET, LONDON  
ENGLAND EC4Y 1HS  
DX 23 LONDON/CHANCERY  
LANE [DGW/PB/AHL 155(a)]

For official use  
General Section

Post room



LD4  
COMPANIES HOUSE

0421  
06/11/02

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

Westbury plc (company number 1862464) whose registered office is Westbury House, Lansdown Road,  
Cheltenham, Gloucestershire GL50 2WH

Please do not  
write in  
this margin

Please complete  
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in black type, or  
bold block  
lettering

The assistance will take the form of:

Please see Appendix 3 attached

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

Please see Appendix 4 attached

\*Delete as  
appropriate

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

Please see Appendix 5 attached

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 no later than eight weeks after the date of this statutory declaration

Please do not  
write in  
this margin

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

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

~~1/~~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) ~~1/~~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) ~~1/~~~~We intend to commence the winding up of the company within 12 months of the date~~  
~~and 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)

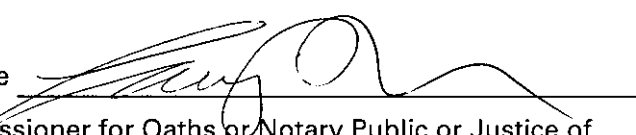
And ~~1/~~we make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at 65 Fleet Street, London

Declarants to sign below

on      Day   Month   Year  
         31   10   2002

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.

## 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 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

**ARIA HOMES LIMITED**  
**Company number 02255033**

John Henry Bennett of Sandiford House, Van Diemens Lane, Bath, Avon BA1 5TW

Martin Charles Donohue of Breffni, 5 Battledown Drive, Cheltenham,  
Gloucestershire GL52 6RX

Nigel Terry Fee of Lomond House, 35 Bathwick Hill, Bath BA2 6LD

Colin James Cole of Park House, Minchinhampton, Gloucestershire GL5 2PH

A handwritten signature in black ink, appearing to be 'A. G. N.', located in the bottom right corner of the page.

**ARIA HOMES LIMITED  
Company number 02255033**

Number and class of shares acquired was 78,617,475 Ordinary Shares of 20 pence each in the capital of Prowting Limited (formerly Prowting plc).

**ARIA HOMES LIMITED**  
**Company number 02255033**  
**(the Company)**

- (a) The execution by the Company of an accession letter to the £450,000,000 facility agreement dated 17 May 2002 (as amended from time to time) between Westbury plc, Westbury Homes (Holdings) Limited and Space 4 Limited as borrowers and guarantors and, amongst others, HSBC Investment Bank plc as Arranger and Agent (the *Facilities Agreement*), pursuant to which the Company becomes an Additional Guarantor under the Facilities Agreement; and
- (b) any other document as the directors of the Company consider necessary in connection with the above.

**Form 155(6)a**

**Appendix 4 - The persons who have  
acquired the shares are**

**ARIA HOMES LIMITED  
Company number 02255033**

The person who has acquired the shares is Westbury plc (company number: 1862464)  
whose registered address is at Westbury House, Lansdown Road, Cheltenham,  
Gloucestershire GL50 2WH.

**ARIA HOMES LIMITED**  
**Company number 02255033**  
**(the Company)**

1. By executing the Accession Letter and thereby acceding to the Facilities Agreement as an Additional Guarantor, the Company will irrevocably and unconditionally jointly and severally with the Guarantors:

- (a) guarantee to each Finance Party punctual performance by each Borrower of all that Borrower's obligations under the Finance Documents;
- (b) undertake with each Finance Party that whenever a Borrower does not pay any amount when due under or in connection with any Finance Document, that as a Guarantor it shall immediately on demand pay that amount as if it was the principal obligor; and
- (c) indemnify each Finance Party immediately on demand against any cost, loss or liability suffered by that Finance Party if any obligation guaranteed by it is or becomes unenforceable, invalid or illegal. The amount of the cost, loss or liability shall be equal to the amount which that Finance Party would otherwise have been entitled to recover

For the purposes of this Statutory Declaration:

**Accession Letter** means the prescribed form of letter set out in Schedule 7 of the Facilities Agreement pursuant to which a company within the Westbury group may accede to the Facilities Agreement.

**Additional Guarantor** means a company which becomes an Additional Guarantor in accordance with clause 27 (*Changes to the Obligors*) of the Facilities Agreement.

**Agent** means HSBC Investment Bank plc

**Arranger** means HSBC Investment Bank plc

**Borrower** means Westbury plc, Westbury Homes (Holdings) Limited and Space 4 Limited and any other company which becomes a Borrower under the Facilities Agreement unless it has ceased to be a Borrower in accordance with clause 27 (*Changes to Obligors*) of the Facilities Agreement.

**Fee Letter** means any letter or letters dated on or about the date of the Facilities Agreement between the parties thereto.



**Finance Document** means the Facilities Agreement, any Fee Letter, any Accession Letter, any Resignation Letter and any other document designated as such by the Agent and the Parent.

**Finance Party** means the Agent, the Arranger, the Fronting Bank or a Lender.

**Fronting Bank** means HSBC Bank plc

**Guarantor** means Westbury plc, Westbury Homes (Holdings) Limited and Space 4 Limited and any other company which becomes a Guarantor under the Facilities Agreement unless it has ceased to be a Guarantor in accordance with clause 27 (*Changes to Obligors*) of the Facilities Agreement.

**Lender** means:

- (a) any Original Lender; and
- (b) any bank or financial institution which has become party to the Facilities Agreement in accordance with clause 26 (*Changes to the Lenders*) thereof.

**Original Lender** means the financial institutions set out in Part II of Schedule 1 of the Facilities Agreement.

**Resignation Letter** means the prescribed form of letter set out in Schedule 8 the Facilities Agreement.

References in this form 155(6)(a) to any agreement or document (or any provisions of or definitions contained in any agreement or document referred to therein) shall be construed as references to that agreement, that document, that provision or that definition as in force for the time being as amended, varied, supplemented, novated or replaced from time to time.

References in this form 155(6)(a) to any person or party shall include their successors, transferees and assignees and in relation to the Arrangers, Agent and each Lender any substitute or additional person appointed pursuant to the Finance Documents.

**PricewaterhouseCoopers**  
1 Embankment Place  
London WC2N 6RH  
Telephone +44 (0) 20 7583 5000  
Facsimile +44 (0) 20 7822 4652

The Directors  
Aria Homes Limited  
Westbury House  
Lansdown Road  
Cheltenham  
GL50 2WH

31 October 2002

Dear Sirs

**Auditors' report to the directors of Aria Homes Limited pursuant to Section 156(4) of the Companies Act 1985**

We have examined the attached statutory declaration of the directors of Aria Homes Limited ('the Company') dated 31 October 2002 in connection with the proposal that the Company should give financial assistance for the purchase of 78, 617, 475 of the ordinary shares of the Company's holding company, Prowting Limited.

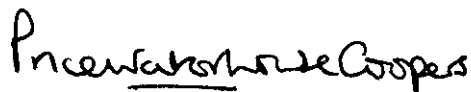
**Basis of opinion**

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*