

COMPANIES FORM No. 155(6)b

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



Please do not write in this margin

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

Please complete legibly, preferably in black type, or

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

For official use Company number

3893502

bold block lettering

Name of company

\*Insert full name

\* Westminster Specialist Health Division Limited

of company Note

Please read the notes on page 3 before completing this form

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

<sub>t</sub>/We<sup>†</sup>

Mr Anthony George Heywood of Yamas House, Chiddingly Road, Horam, East Sussex, England TN21 0LJ Dr Chaitanya Bhupendra Patel of The Thatched House, Manor Way, Oxshott, Surrey, England KT22 0HU Mr James Dominic Weight of 11 Courtney Place, Cobham, Surrey, England KT11 2BE

§Delete as appropriate

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

The business of this company is:

‡Delete whichever is inappropriate

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(c) something other than the above \$\frac{1}{2}\$

This company is [that][a] holding company of\* Farm Place Limited

which is

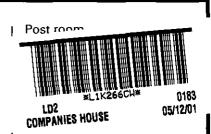
proposing to give financial assistance in connection with the acquisition of shares in [thisxxxxxxxxxxx] Westminster Health Care Holdings Limited

the holding company of this company.]§

Presentor's name address and reference (if any): FRESHFIELDS BRUCKHAUS DERINGER 65 FLEET STREET, LONDON REF: GJS/LR ENGLAND EC4Y 1HS

DX 23 LONDON/CHANCERY LANE

For official use General Section



FPL(6)

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• 1	
The assistance is for the purpose of [that acquisition][reductingxoxxhischorgingxoxhiadailidyxinocumodxxx forthexpurposexofxtrenxacquisition;k* (note 1)	Please do not write in this margin
The number and class of the shares acquired or to be acquired is:  See the Schedule attached.	Please complete legibly, preferably in black type, or bold block lettering
The assistance is to be given to: (note 2) Westminster Health Care Holdings Limited, Westminster House, Randalls Way, Leatherhead, Surrey, England KT22 7TZ	
The assistance will take the form of:	
A loan of £767,469 will be made by Farm Place Limited to Westminster Health Care Holdings Limited on terms that it will not bear interest, but will be repayable by Westminster Health Care Holdings Limited on demand made by Farm Place Limited.	
	*Delete as
The person who [tras: Acquired] [will acquire]* the shares is:  This company and its group are currently undergoing a reorganisation, following which it is expected that the shares of Westminster Health Care Holdings Limited will be sold as part of an auction sale process and, accordingly, the identity of the purchaser is currently unknown.	appropriate
The principal terms on which the assistance will be given are:	
As described above.	

The amount (if any) by which the net assets of the company which is giving the assistance will be reduced by giving it is  $_{\pm Nil}$ 

The amount of cash to be transferred to the person assisted is  ${\bf \pounds}$ 

767,469

The value of any asset to be transferred to the person assisted is  $\pounds$ 

107,409

Please do not write in this margin

The date on which the assistance is to be given is within 8 weeks of the date hereof.

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

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

- (a) [I/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)
- (d) sintenced to common succession of the common succession of the common common common successions and the common common

Declarants to sign below

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

65 Pleet Sheet London EC4Y

Day Month Year on 3 10 111 210101

before me <u>Suis A Shacklod</u>

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 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

#### THE SCHEDULE

### Financial Assistance Declaration - Form 155(6)(b)

Westminster Specialist Health Division Limited (this company)

(Company Number 3893502)

1.15

This is the Schedule referred to in the attached statutory declaration.

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

13,593,413 preference shares of £1 each, 10 B ordinary shares of £1 each and 86,031,339 A ordinary shares of £1 each, being all of the issued shares in the capital of Westminster Health Care Holdings Limited.



### KPMG Audit Plc

PO 8ox 486 1 Puddle Dock London EC4V 3PD United Kingdom Tel +44 (0) 20 7311 1000 Fax +44 (0) 20 7311 3311 Telex 8811541 KPMGLO G DX 38050 Blackfriars

The Directors
Westminster Specialist Health Division
Limited
Westminster House
Randalls Way
Leatherhand
Surrey
KT22 7TZ

FPL(6)

30 November 2001

Dear Sirs

Auditors' report to the directors of Westminster Specialist Health Division Limited ("the Company") pursuant to Section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors dated 30 November 2001 in connection with the proposal that Farm Place Limited, of which the Company is a holding company, should give financial assistance for the purchase of the entire issued share capital of Westminster Health Care Holdings Limited. 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 KnMG Aunit Mc.

KPMG Audit Plc

Registered Auditors