



CHFP025

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COMPANIES FORM No. 155(6)a

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

155(6)a

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

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

04544970

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

Name of company

* Arche Investments Limited

* insert full name
of company

I/We ☐ See Annex 1

☐ 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)~~ licensed institution in the meaning of the Banking Act 1979

(b) that of a person authorised under section 8 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] DBUKH Finance Limited

Limited†

The assistance is for the purpose of [that acquisition] ~~(the discharge of a liability incurred for the
purpose of that acquisition)~~

The number and class of the shares acquired or to be acquired is: 2,500 preference
shares of €1 nominal value each in the capital of DBUKH Finance Limited

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

Linklaters
One Silk Street
London
EC2Y 8HQ

For official Use
General Section



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

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

The assistance will take the form of:

See Annex 3

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

[†] delete as
appropriate

DB Sirius (Cayman) Limited

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

See Annex 4

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

£ up to € 752,002,136

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

3 February 2004

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Please complete
legibly, preferably
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) ~~[It is intended to commence the winding-up of the company within 12 months of that date, and I/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 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.

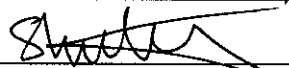
Declared at

Winchester House 1 Great Winchester Street
London EC2N 2DB

Day Month Year

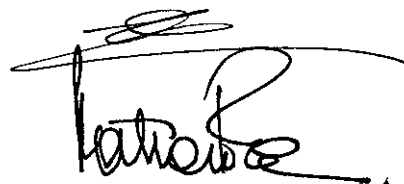
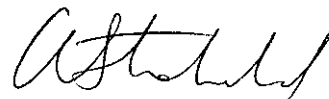
on 0 2 0 2 2 0 0 4

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.
- 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

Annexes to Companies Form No. 155(6)a
Arche Investments Limited
(04544970)

Annex 1

- (i) Matt Press, 106 Ledbury Road, London W11 2AH;
- (ii) Nicholas Vasudeva, 91c Moscow Road, London W2 4EL;
- ~~(iii) Rajanbabu Sivanithy, 22 Sedlescombe Road, London SW6 1BD; and~~
- (iv) Craig Stokeld, *25B Palace Court, W24LP*

Annex 2

- (i) Deutsche Bank AG, whose registered address is Winchester House, 1 Great Winchester Street, London EC2N 2DB (Registered No. FC 7615); and
- (ii) DB Sirius (Cayman) Limited whose registered address is Elizabethan Square, 1984GT George Town, Cayman Islands (Registered No. 115840).

Annex 3

A Deposit of *up to* € *752,002,136* made by the Company with Deutsche Bank AG London ("DBAG London") (the "Deposit").

The Deposit is repayable in full on the Company withdrawing the deposit, together with all unpaid accrued interest. Interest accrues on a daily basis, and is set at *5.27%*. The Company may withdraw the Deposit on demand.

Annex 4

The making of the Deposit forms part of a broader proposed transaction (detailed more particularly below) under which the Deposit may constitute financial assistance by the Company to DB Sirius (Cayman) Limited ("DB Sirius") for the purpose of acquiring by subscription *2,500* preference shares in DBUKH Finance Limited ("DBUKHF"), the Company's holding company, the reason for this being that the Deposit indirectly facilitates the subscription for the shares by DB Sirius.

At or around the same time as the subscription by DB Sirius of the preference shares referred to above, it is proposed that the Company will deposit proceeds from the subscription by DBUKHF for 169,999,000 Class A Shares and *29,603,364* Class B Shares with Deutsche Bank AG London Branch. The initial subscription of the Class A and Class B Shares by DBUKHF referred to above will be financed through a combination of a loan advance from Deutsche Bank AG of €600 million and the proceeds of an issue of preference shares to DB Sirius in an amount equal to the pound sterling equivalent of € *152m*. That preference share subscription will itself be financed by DB Sirius out of funds advanced, indirectly, by Deutsche Bank AG. Each of DBUKHF and DB Sirius and the Company maintain bank accounts with Deutsche Bank AG and advances by way of loan and payment of subscription monies where due will in each case be made from and to those bank accounts and will accordingly be reflected in accounts entries of Deutsche Bank AG. In that context, therefore, since each of such transfers will take place on the same day and virtually contemporaneously it may be concluded that in fact the subscription by DB Sirius of shares in the Company referred to above is in fact financed indirectly and at about the same time by the Deposit.



KPMG Audit Plc

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Fax +44 (0) 20 7311 3311
DX 38050 Blackfriars

The Directors
Arche Investments Limited
Winchester House
1 Great Winchester Street
London
EC2N 2DB

Your ref

Our ref cl/av/542

Contact Andrew Vials
020 7311 6097

2 February 2004

Dear Sirs

Auditors' report to the directors of Arche Investments Limited (the "Company") pursuant to section 156(4) of the Companies Act 1985 (as amended)

We have examined the attached statutory declaration of the directors dated 2 February 2004 in connection with the proposal that the company should give financial assistance for:

- (i) the purchase of 169,999,000 Class A ordinary shares and 29,603,364 of Class B preference shares in the Company by DBUKH Finance Limited; and
- (ii) the subsequent purchase of 20,000,000 Class A ordinary shares and 29,501,634 of Class B preference shares in the Company by DB Finance International GmbH.

This report is made solely to the company's directors as a body in accordance with section 156(4) of the Companies Act 1985 (as amended). 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 (as amended) is unreasonable in all the circumstances.

Yours faithfully


KPMG Audit Plc

