

CHFP025

Declaration in relation to assistance for the acquisition of shares

155(6)a

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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

04611581

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

Name of company

* ALLIANCE BOOTS SERVICES LIMITED (the "Company")

* insert full name
of company

XWe See Schedule 1

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

delete as appropriate

~~DO NOT TYPE HERE~~ [all the directors] † of the above company do solemnly and sincerely declare that

The business of the company is

**\$delete whichever
is inappropriate**

[illegible]

XX 5

(c) something other than the above §

The company is proposing to give financial assistance in connection with the acquisition of shares in the

[company] ~~XXXXXXXXXXXXXXXXXXXX~~ Alliance Boots Limited

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 up to 973,990,906 ordinary
shares with a nominal value of 37 7/39p each _____

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

001011/0001/2110873 2

For official Use
General Section

FRIDAY



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28/12/2007

COMPANIES HOUSE

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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

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

The assistance will take the form of

See Schedule 2

The person who [has acquired] ~~XXXXXXX~~ † 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 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

**Alliance Boots Services Limited
(Company No. 04611581)
(the "Company")**

Schedule 1 to the Statutory Declaration dated 20 December, 2007

1 Martin Delve of 23 Ember Gardens, Thames Ditton, Surrey, KT7 0LL

who is signing today an identical copy of this statutory declaration together with

2 George Fairweather of 2 The Heights, Brooklands, Weybridge, Surrey, KT13 0NY

3 Marco Pagni of 2 The Heights, Brooklands, Weybridge, Surrey, KT13 0NY

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 Services Limited
(Company No. 04611581)
(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 the Company of its obligations under

- (a) an intra-group loan agreement (the **"Intra-Group Loan Agreement"**) to be entered into between, amongst others, the Company 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 Company 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 Company, 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 Company 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 Company 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 Company from that Borrower thereunder,
- 1 4 each advance made by the Company 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 Company 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)



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The Directors
Alliance Boots Services Limited
2 The Heights
Brooklands
Weybridge
Surrey
KT13 0NY

Contact **Stephen Cooper**
020 7311 8838

20 December 2007

Dear Sirs

Auditors' report to the directors of Alliance Boots Services 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 the company will give financial assistance in connection with the purchase of the shares of its holding company, Alliance Boots Limited, 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
Registered Auditor