



CHFP025

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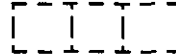
Pursuant to section 155(6) of the Companies Act 1985

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



4246719

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

Name of company

CENTER PARCS (UK) HOLDINGS LIMITED

* insert full name of company

~~We~~

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

~~SEE APPENDIX A~~

STEPHEN ROBERTSON, of 1 HEREFORD HOUSE, 13 LAURISTON ROAD,
LONDON SW19 4JJ

† delete as appropriate

~~We~~ [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 carrying on of a business or profession in the United Kingdom or elsewhere~~
~~(b) the carrying on of a business or profession in the United Kingdom or elsewhere~~
~~(c) the carrying on of a business or profession in the United Kingdom or elsewhere~~
§

(c) something other than the above§

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

[company] ~~Center Parcs (UK) Holdings~~ Center Parcs (UK) Holdings

Limited]†

The assistance is for the purpose of [that acquisition] ~~reduction of share capital~~ the

~~reduction of share capital~~

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

See Appendix A

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

Allen & Overy
One New Change
London EC4M 9QQ

Ref: Co:885408
DX 73

For official Use
General Section

Post room



LD2
COMPANIES HOUSE

LYCM570
0376
25/10/01

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

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

The assistance will take the form of:

See Appendix C

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

† delete as appropriate

See Appendix B

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

See Appendix D

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

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 See Appendix F

APPENDIX A**(to Statutory Declaration Form 155(6)a)**

18,860,000 A Ordinary Shares of £0.01 each
960,000 B Ordinary Shares of £1 each
180,000 C Ordinary Shares of £0.01 each

SL 19/10/01.

all of which are shares in the capital of the Company (together the "**Shares**")

APPENDIX B**(to Statutory Declaration Form 155(6)a)**

The following persons (each being a "Person" and together the "Persons") being:

DBCP Europe GP (Jersey) Limited (as general partner of, and on trust for DB Capital Partners (Europe) 2000 - B LP) and as nominee on behalf of various persons)) of PO Box 87, 22 Grenville Street, St. Helier, Jersey, JE4 8PX.

Anthony Martin Robinson of 5 Gorse Corner, Townsend Drive, St. Albans, AL3 5SH.

Jeremy William Goldberg of Straatweg 227, 3054 AG Rotterdam, the Netherlands.

Jennifer Ayres of Fox Cottage, 99 Bosworth Road, Congerstone, Warwickshire, CV13 6LY.

Martin Peter Dalby of 4 Parker Gardens, Stepleford, Nottingham, Nottinghamshire, NG9 8QG.

Eagle Trustees Limited Re The Camilleri Family Trust of Twenty Two Colomberie, St. Helier, Jersey, JE1 4XA.

Graham White of Springfield House, Church Street, East Markham, Newark, Nottinghamshire, NG22 0Q6.

Donald Camilleri of 14 Charleston House, Peel Street, Nottingham, NG1 4GH.

David Goodridge of Crescent House, Main Street, Laneham, Retford, Nottinghamshire, DN22 0NA.

Johan Bolling of The Everglades, Rectory Road, East Carleton, NR14 8HT.

Judi Leavor of Woodlands, 2 Estcourt Drive, Darrington, Pontefract, West Yorkshire, WF8 3BN.

Mary Edgerton of Rowan House, Highgate Road, Hayfield, High Peak, SK22 2JL.

Paul Kent of 27 Occupation Lane, Edwinstowe, Nottinghamshire, NG21 9HU.

Richard Bond of North Beck, Low Street, East Drayton, Retford, Nottinghamshire, DN22 0LN.

Lloyd Smith of 3 Meadow Vale, Ovingdean Road, Brighton, Sussex BN2 7AA.

APPENDIX C**(to Statutory Declaration Form 155(6)a)**

The payment of a bonus to each of the Persons equivalent to the amount, if any, of capital gains tax payable by each Person (less any income tax and employee's national insurance contributions payable in respect of such bonus) as a result of each Person disposing of shares in Carp (UK) 1 Limited to the Company without the relevant tax clearance. The consideration for each Person for that disposal of Carp (UK) 1 Limited shares is the allotment to them of such part of the Shares as each is entitled under the terms of the General Offer by Center Parcs (UK) Holdings Limited to the shareholders Carp (UK) 1 Limited.

APPENDIX D**(to Statutory Declaration Form 155(6)a)**

The bonus shall be of an amount equal to the capital gains tax payable by each Person (less any income tax deduction or employee's national insurance contribution payable in respect of the bonus) as a result of that Person transferring shares in Carp (UK) 1 Limited to the Company without that Person having the relevant tax clearance. The bonus shall be payable by the Company 30 days prior to the date upon which each Person is required to account for any capital gains tax payable by him.

APPENDIX E**(to Statutory Declaration Form 155(6)a)**

The maximum aggregate amount of the bonus payable by the Company to the Persons is £2,500,000.

APPENDIX F

(to Statutory Declaration Form 155(6)a)

On 19th October 2001, or a later date not being more than 8 weeks from the date of this Statutory Declaration.

PricewaterhouseCoopers
1 Embankment Place
London WC2N 6RH
Telephone +44 (0) 20 7583 5000
Facsimile +44 (0) 20 7822 4652
Direct Fax +44 (0) 20 7804 4907

The Directors
Center Parcs (UK) Holdings Limited
Kirklington Road
Eakring
Newark
Nottinghamshire NG22 0DZ

19 October 2001

Dear Sirs

Auditors' report to the directors of Center Parcs (UK) Holdings Limited pursuant to Section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors of Center Parcs (UK) Holdings Limited ('the Company') dated 19 October 2001 in connection with the proposal that the Company should give financial assistance for the purchase of 18,860,000 of the "A Ordinary" shares, 960,000 of the "B Ordinary" shares and 180,000 of the "C Ordinary" shares of the Company.

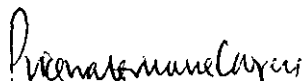
Basis of opinion

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

Declaration in relation to assistance for the acquisition of shares

155(6)a

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CHFP025

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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

[] [] [] [] [] []

4246719

Name of company

* CENTER PARCS (UK) HOLDINGS LIMITED

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

* insert full name of company

XWe of

Manjit Dale of 84 Highgate West Hill, London, N6 6LU
Christian Rowan of 59 Drax Avenue, London, SW20 0E7
Stephen Robertson of 1 Hereford House, 13 Lauriston Road, London, SW19 4JJ

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

† delete as appropriate

[The sole directors] [all the directors]† of the above company do solemnly and sincerely declare that:

The business of the company is:

§ delete whichever is inappropriate

[The company is] [a] [banking or financial institution] [with the meaning of the Banking Act 1979]
[b] [an 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] Center Parcs (UK) Holdings Limited†

The assistance is for the purpose of [that acquisition] [reducing or discharging a liability incurred for the purpose of the acquisition]†

The number and class of the shares acquired or to be acquired is: See Appendix A

Presenter's name address and reference (if any) :
Allen & Overy
One New Change
London EC4M 9QQ

Ref: Co:885408
DX 73

For official Use
General Section

Post room

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

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See Appendix D

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Johan Bolling of The Everglades, Rectory Road, East Carleton, NR14 8HT.

Judi Leavor of Woodlands, 2 Estcourt Drive, Darrington, Pontefract, West Yorkshire, WF8 3BN.

Mary Edgerton of Rowan House, Highgate Road, Hayfield, High Peak, SK22 2JL.

Paul Kent of 27 Occupation Lane, Edwinstowe, Nottinghamshire, NG21 9HU.

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Lloyd Smith of 3 Meadow Vale, Ovingdean Road, Brighton, Sussex BN2 7AA.

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APPENDIX E

(to Statutory Declaration Form 155(6)a)

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APPENDIX F
(to Statutory Declaration Form 155(6)a)

On 19th October 2001, or a later date not being more than 8 weeks from the date of this Statutory Declaration.