

# G

COMPANIES FORM No. 155(6)a

Annex "E"

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

# 155(6)a

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 bold block lettering

To the Registrar of Companies

For official use

Company number

3893502

Name of company

\* PRIORITY SPECIALIST HEALTH DIVISION LIMITED

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

\*Insert full name of company

XWet

See appendix 1.

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

Delete as appropriate

~~The sole director~~ All the directors ~~K~~ 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 in accordance with the meaning of the Banking Act 1979~~ †

~~(b) that of a person authorised under section 3 of 4 of the Insurance Companies Act 1982 to carry on insurance business in the United Kingdom~~ †

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 PRIORITY HEALTHCARE 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 2.

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

Skadden  
1 Canada Square  
Canary Wharf E14 5DS  
DX

For official use  
General Section

Post room



LD5  
COMPANIES HOUSE

0460  
13/06/02

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

PRIORITY HEALTHCARE ACQUISITION CO LIMITED

Please do not write in this margin

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

The assistance will take the form of:

See appendix 3.

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

PRIORITY HEALTHCARE ACQUISITION CO LIMITED

\*Delete as appropriate

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

See appendix 4.

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 WITHIN 8 WEEKS OF THE DATE HEREOF.

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

~~W~~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) ~~W~~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)


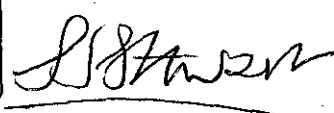
~~(b) It is intended to commence the winding up of the company within 12 months of that date, and we have formed the opinion that the company will be able to pay its debts in full within 12 months of the commencement of the winding up.† (note 3)~~

And ~~w~~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 200 Aldersgate Street  
London EC1A 4JJ

Declarants to sign below

the 10th day of June  
~~One thousand nine hundred and~~  
two thousand and two  
before me Street, Leon Amel

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.

**PRIORY SPECIALIST HEALTH DIVISION LIMITED**  
**Company Number 3893502**

**Appendix 1 - Form 155(6)(a)**

Dr Chaitayna Bhupendra Patel of The Thatched House, Manor Way, Oxshott, Surrey,  
KT22 0HU

Ms Serena Stewart of 23 Lindsey Street, Epping, Essex, CM16 6RB

**PRIORY SPECIALIST HEALTH DIVISION LIMITED**  
**Company Number 3893502**

**Appendix 2 – Form 155(6)(a)**

86,031,339 A ordinary shares

30,412,224 special shares

13,593,413 ten per cent cumulative preference shares

10 B non-voting deferred shares

**PRIORY SPECIALIST HEALTH DIVISION LIMITED**  
**Company Number 3893502**

**Appendix 3 - Form 155(6)(a)**

The execution, delivery and performance by the Company of its obligations under:

- 1.1 an accession agreement pursuant to which the Company agrees to become an Obligor under the senior facilities agreement dated 22<sup>nd</sup> May, 2002, between Priory Acquisition Healthcare Co Limited as Borrower ("**Priory**"), The Royal Bank of Scotland plc as Agent, Arranger and Trustee ("**RBS**"), the Lenders defined therein and others (the "**Facilities Agreement**") under which, inter alia, the Lenders will provide borrowing facilities to Priory for the Acquisition ("**Facilities Agreement Accession Agreement**");
- 1.2 an accession agreement to a debenture to be entered into by the Company and RBS as Trustee which is required by the Facilities Agreement and pursuant to which the Company will create fixed and floating charges over all its assets and undertaking (the "**Debenture Accession Agreement**"); and
- 1.3 an accession agreement to the trust agreement to be entered into by, among others, Priory and RBS as Trustee which the Company is required to accede to pursuant to the Facilities Agreement (the "**Trust Agreement Accession Agreement**").