

## 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  
bold block lettering

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

For official use

Company number

[ ]

3893502

Name of company

\* Westminster Specialist Health Division Limited

\*Insert full name  
of company

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

†We†

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

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

§Delete as  
appropriate

~~the sole director~~ [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

- ~~(a) that of a recognised bank, licensed institution, within the meaning of the Banking Act 1979, or~~
- ~~(b) that of a person authorised under section 3 or 4 of the Insurance Companies Act 1982 to carry on insurance business in the United Kingdom ‡~~
- (c) something other than the above ‡

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

which is

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

in ~~this company~~ [ 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  
ENGLAND EC4Y 1HS  
DX 23 LONDON/CHANCERY LANE

REF: GJS/LR  
FPL(6)

For official use  
General Section

Post room



LD2  
COMPANIES HOUSE

0183  
05/12/01

The assistance is for the purpose of [that acquisition][~~reducing or discharging a liability incurred~~  
~~for the purpose of that acquisition~~]\* (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.

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

\*Delete as  
appropriate

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.

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 £Nil

The amount of cash to be transferred to the person assisted is £ 767,469

The value of any asset to be transferred to the person assisted is £ Nil

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

~~1/~~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) ~~1/~~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)

~~(b) It is intended to commence the winding-up of this company within 12 months of that date, and 1/ we have formed the opinion that this company will be able to pay its debts in full within 12 months of the commencement of the winding-up. † (note 3)~~

And ~~1/~~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 Fleet Street  
London EC4Y

Declarants to sign below

on 

|     |       |      |
|-----|-------|------|
| Day | Month | Year |
| 30  | 11    | 2001 |

before me Anne A Shackledy

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)

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

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The Directors  
Westminster Specialist Health Division  
Limited  
Westminster House  
Randalls Way  
Leatherhead  
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

*KPMG Audit Plc.*  
KPMG Audit Plc

Registered Auditors

