



# 363a

Please complete in typescript, or in bold black capitals.

## Annual Return

| CHFP029  | mpany Number                                   | 1423001                                       |
|--|--|---|
| Compa  | ny Name in full                                | Intercapital plc                              |
| Date of this return The information in this retu   | rn is made up to                               | Day Month Year  2   7   0   5   2   0   0   5 |
| Date of next return If you wish to make your to a date earlier than the of this return please sho Companies House will th at the appropriate time. | next return<br>anniversary<br>w the date here. | Day Month Year  2  7  0  5  2  0  0  6        |
| Registered Office<br>Show here the address a<br>this return.   | at the date of                                 | 2 Broadgate                                   |
| Any change of registered office <b>must</b> be notified on form 287.   | Post town County / Region UK Postcode          | London  |
| Principal business   | activities                                     |   |
| Show trade classification for the principal activity of  | n code number(s)<br>or activities.             | 7484  |
| If the code number cann<br>give a brief description o  |  |   |



When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff for companies registered in England and Wales

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB DX 235 Edinburgh for companies registered in Scotland Page 1

| Register of members  |  | At Registered Office  |
|--|--|---|
| If the register of members registered office, state here   |  |   |
|  | Post town  | 1   |
|  | County/Region  | UK Postcode   |
| Register of Debentu If there is a register of debor a duplicate of any such of it, which is not kept at th office, state here where it i | enture holders,<br>register or part<br>ie registered | Not applicable  UK Postcode                                       |
| Company type   |  |   |
| Public limited company   |  | ✓   |
| Private company limited by s   | hares  |   |
| Private company limited by g<br>share capital  | guarantee without                                    |   |
| Private company limited by s   | hares exempt under                                   | Please tick the appropriate box                                   |
| Private company limited by g   | juarantee exempt                                     |   |
| under section 6  Private unlimited company w   | ith share capital                                    |   |
| Private unlimited company w  | ithout share capital                                 |   |
| Company Secretary *Muntary details   |  | Details of a new company secretary must be notified on form 288a. |
| (Please photocopy Name   | *Style / Title                                       | Miss  |
| this area to provide<br>details of joint sec-<br>retaries).  | Forename(s)  |   |
| ††Tick this box if the address shown is a  |  | Helen Frances   |
| service address for<br>the beneficiary of a  | Surname<br>Address ††                                | Broomfield  |
| Confidentiality Order granted under section  |  | 68 Glenwood Gardens   |
| 723B of the<br>Companies Act 1985  |  | Gants Hill  |
| otherwise, give your<br>usual residential<br>address. In the case  | Post town  | liford  |
| of a corporation, or<br>Scottish firm, give the  | County/ Region                                       | Essex   |
| registered or principal office address   | Country  | England   |
| If a partnership give the<br>names and addresses of the<br>partners or the name of the<br>partnership and<br>office address.             |  |   |

| Directors  | tt41 | laal awlay            | Details of      | f new direc       | tors mus      | t be notified o | n form 288a          |            |
|--|------|-----------------------|-----------------|-------------------|---------------|-----------------|----------------------|------------|
| Please list directors in al  |      |                       | . 5 4:          |                   |               |                 |                      |            |
|  | lame | * Style / Title       | Miss            |                   |               | <del></del>     |                      |            |
| Directors In the case of a director that is a corporation or a Scottish firm, the  |      | Date of Birth         | Day<br>10 15 /1 | Month 1   0   / 1 | Year<br> 9  6 | 15              |                      |            |
| name is the corporate or firm name.  |      | Forename(s)           | Helen Fr        |                   | _ [           | <u> </u>        |                      |            |
| †† Tick this box if the address shown is a   |      | Surname               | Broomfie        | <u> </u>          |               |                 |                      |            |
| service address for<br>the beneficiary of a<br>Confidentiality Order   |      | Address <sup>††</sup> | L               | vood Garde        | ens           | <b>.</b>        |                      |            |
| granted under section<br>723B of the<br>Companies Act 1985   | L    |                       | Gants Hi        | II                |               |                 |                      | -          |
| otherwise, give your<br>usual residential<br>address. In the case  |      | Post town             | llford          |                   |               |                 |                      |            |
| of a corporation, or<br>Scottish firm, give the<br>registered or principal   |      | County / Region       | Essex           |                   | <del></del>   | UK Postcod      | le    <u> G  2  </u> | [6  X  U   |
| office address   |      | Country               | England         | <u> </u>          |               | Nationality     | British              |            |
|  | Busi | ness occupation       | Chartere        | d Secretary       | <u> </u>      |                 |                      |            |
| * Voluntary details.   |      |                       |                 |                   |               |                 |                      |            |
| Directors In the case of a director that   | lame | * Style / Title       | Mr              |                   |               |                 |                      |            |
| is a corporation or a Scottish firm, the name is the corporate or firm name.   |      | Date of Birth         | Day             | Month  1 1 / 1    | Year          | <u> 7</u>       |                      |            |
| †† Tick this box if the  |      | Forename(s)           | David           |                   |               |                 |                      |            |
| address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case |      | Surname               | Gelber          |                   |               |                 |                      |            |
|  |      | Address <sup>††</sup> | 6 Cloran        | e Gardens         |               | <u></u>         |                      |            |
|  |      | Post town             | London          |                   |               |                 |                      |            |
| of a corporation, or<br>Scottish firm, give the<br>registered or principal   |      | County / Region       | <u></u>         |                   |               | UK Postcode     | N W 3                | [7   I   R |
| office address   |      | Country               | England         |                   |               | Nationality     | Canadian             |            |

**Business occupation** 

Director

| <b>Directors</b> Please list directors in all   | ohabetii | cal order.            | Details of new directors mus | st be notified on | form 288a                                    |                     |
|---|----------|-----------------------|------------------------------|-------------------|--|---------------------|
| N   | ame      | * Style / Title       | <b>μ</b> Mr                  |                   |  |                     |
| <b>Directors</b> In the case of a director that is a corporation or a                                       |          |                       | Day Month Year               |                   |  |                     |
| Scottish firm, the name is the corporate or firm name.  |          |                       | 2 8 / 0 7 / 1 9 5            | <u> [8</u>        |  |                     |
| †† Tick this box if the   |          | Forename(s)           | James Neilson                |                   |  |                     |
| address shown is a service address for the beneficiary of a   |          | Surname               | Pettigrew                    | ····              |  | <u></u>             |
| Confidentiality Order granted under section 723B of the   |          | Address <sup>††</sup> | 6 Park Avenue South          |                   |  | · <del>····</del> · |
| Companies Act 1985  |          |                       |                              |                   |  |                     |
| otherwise, give your usual residential address. In the case   |          | Post town             | Harpenden                    |                   |  |                     |
| of a corporation, or<br>Scottish firm, give the<br>registered or principal                                  |          | County / Region       | Herts                        | UK Postcode       | A L 5  | 2 E A               |
| office address  |          | Country               | England                      | Nationality       | British                                      | <u> </u>            |
|   | Busi     | ness occupation       | Director (Finance)           |                   |  | · <del></del>       |
| * Voluntary details.  | lame     | * Style / Title       |                              |                   |  |                     |
| Directors In the  | ame      | * Style / Title       | Mr                           |                   |  |                     |
| case of a director that is a corporation or a   |          |                       | Day Month Year               |                   |  |                     |
| Scottish firm, the name is the corporate or firm name.  |          | Date of Birth         | 3 0 /0 5 /1 9 5              | _ [5              |  |                     |
| AA Tink Abin book 16 Abo  |          | Forename(s)           | Michael Alan                 |                   |  |                     |
| th Tick this box if the address shown is a service address for  |          | Surname               | Spencer                      |                   | · · · · · · · · · · · · · · · · · · ·        |                     |
| the beneficiary of a<br>Confidentiality Order<br>granted under section<br>723B of the<br>Companies Act 1985 | П        | Address <sup>††</sup> | Tunstall Hall                |                   | ······································       | <del></del>         |
|   |          |                       | Snape Hall, Tunstall         |                   |  |                     |
| otherwise, give your<br>usual residential<br>address. In the case   |          | Post town             | Nr Woodbridge                |                   |  | <u> </u>            |
| of a corporation, or<br>Scottish firm, give the<br>registered or principal                                  |          | County / Region       | Suffolk                      | UK Postcode       | <u>                                     </u> | 2 J L               |
| office address  |          | Country               | England                      | Nationality       | British                                      |                     |

Business occupation Chief Executive

### Issued share capital

Enter details of all the shares in issue at the date of this return.

#### Class

(e.g. Ordinary/Preference)

# Number of shares issued

#### Aggregate Nominal Value

(i.e Number of shares issued multiplied by nominal value per share, or total amount of stock)

|   | ord 25p shares                          | 576606939 £           | 144,151,734.75                |
|---|---|-----------------------|-------------------------------|
|   |   | L                     |                               |
|   |   |                       |                               |
|   |   |                       |                               |
|   | Totals                                  | 576606939             | £ 144,151,734.75              |
| List of past and present shareholders (Use attached schedule where appropriate) A full list is required if one was not included with either of the last two | There were no changes in the perio      | od                    |                               |
| returns.  |   | on paper ir           | another format                |
|   | A list of changes is enclosed           |                       |                               |
|   | A full list of shareholders is enclose  | d 🗸                   |                               |
| Certificate   | ! certify that the information given in | n this return is true | e to the best of my Knowledge |
|   | and belief.                             |                       |                               |
| Signed  | Hele Trumfails                          | Date 31               | /05/2005                      |
| <sup>†</sup> Please delete as appropriate.  | † a director /secretary                 |                       |                               |
| if you have signed the return send it with the fee to the Registrar of Companies. Cheques should be made payable to Companies House.                        | This return includes (ente              | continu               | uation sheets                 |
| You do not have to give any contact information in the box opposite but if  | JKathryn Dickinson                      |                       |                               |
| you do, it will help Companies House to contact you if there is a query on the  | i2 Broadgate, London, England, EG       | C2M 7UR.              |                               |
| form. The contact information that you give will be visible to searchers of the   | Tel                                     |                       |                               |
| public record.  | DX number   DX e                        | xchange               | <del></del>                   |



## List of past and present shareholders Schedule to form 363a

| CI | łF | PO | 29 |
|----|----|----|----|
|    |    |    |    |

| Company Number       | 14230  |  |
|----------------------|--------|--|
| Company Name in full | Interc | apital plc   |
|                      | L      |  |
|                      | >      | Changes to shareholders particulars or details of the amount of stoc or shares transferred must be completed each year   |
|                      | >      | You must provide a "full list" of all the company shareholders on:  The company's first annual return following incorporation; Every third annual return after a full list has been provided |
|                      | A      | List the company shareholders in alphabetical or provide an index<br>List joint shareholders consecutively   |

|  | Class and                                      | Shares or amount of stock transferred                           |                                  |  |  |
|--|--|---|----------------------------------|--|--|
| Shareholders' details                            | number of shares<br>or amount of<br>stock held | Class and number of<br>shares or amount of<br>stock transferred | Date of registration of transfer |  |  |
| Name<br>Garban Nominees Limited                  | ord 25p shares                                 |   |                                  |  |  |
| Address  1 2 Broadgate, London, England.         | 1  |   |                                  |  |  |
| UK Postcode E C 2 M 7 U R                        |  |   |                                  |  |  |
| Name Garban-Intercapital America (No. 2) Limited | 2002 n/c red pref                              |   |                                  |  |  |
| Address  1 2 Broadgate, London, England.         | 0.00   |   |                                  |  |  |
| <u> </u>   |  |   |                                  |  |  |
| UK Postcode _E _C _2 _M _7 _U _R                 |  |   |                                  |  |  |
| Garban-Intercapital America (No. 4) Name Limited | 2002 n/c red pref                              |   |                                  |  |  |
| Address  2 Broadgate, London, England.           | 0.00   |   |                                  |  |  |
| UK Postcode                                      |  |   |                                  |  |  |

## List of past and present shareholders (Continued)

Company Number |1423001

|  | Class and                                      | Shares or amount of stock transferred                           |                                  |  |  |
|--|--|---|----------------------------------|--|--|
| Shareholders' details                          | number of shares<br>or amount of<br>stock held | Class and number of<br>shares or amount of<br>stock transferred | Date of registration of transfer |  |  |
| Name<br>ICAP America Investments Limited       | 2002 n/c red pref                              |   |                                  |  |  |
| Address 2 Broadgate, London, England           | 0.00   |   |                                  |  |  |
| UK Postcode E C 2 M 7 U R                      |  |   |                                  |  |  |
| Name<br>ICAP North America Investments Limited | 2002 n/c red pref                              |   |                                  |  |  |
| Address 2 Broadgate, London, England.          | 0.00   |   |                                  |  |  |
| UK Postcode E C2 M 7 U R                       |  |   |                                  |  |  |
| Name<br>ICAP plc                               | ord 25p shares                                 |   |                                  |  |  |
| Address 2 Broadgate, London, England.          | 576606938                                      |   |                                  |  |  |
| UK Postcode LE C 2 LM 7 LU LR                  |  |   |                                  |  |  |
| Name   |  |   |                                  |  |  |
| Address  |  |   |                                  |  |  |
| 1  |  |   |                                  |  |  |
| UK Postcode LLLLLL                             |  |   |                                  |  |  |
| Name   |  |   |                                  |  |  |
| Address  |  |   |                                  |  |  |
| <u>l</u>                                       |  |   |                                  |  |  |
| UK Postcode LLLLLL                             |  |   |                                  |  |  |