Companies House
for the record

AR01 (ef)

Annual Return

Received for filing in Electronic Format on the: **15/07/2011** X7FG5VUT

Company Name:	**Associated British Ports Holdings Limited**
Company Number:	**01612178**
Date of this return:	**06/06/2011**
SIC codes:	**7011** **6312** **6024** **6110**
Company Type:	**Private company limited by shares**
Situation of Registered Office:	**ALDWYCH HOUSE ALDWYCH HOUSE** **71-91 ALDWYCH** **LONDON** **ENGLAND** **WC2B 4HN**

Officers of the company

Company Secretary 1

Type: **Person**

Full forename(s): **MR ANDREW CHARLES**

Surname: **GARNER**

Former names:

Service Address recorded as Company's registered office

Company Director 1

Type: **Person**

Full forename(s): **MR KENTON EDWARD**

Surname: **BRADBURY**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **ENGLAND**

Date of Birth: **15/01/1970** *Nationality:* **BRITISH**

Occupation: **INVESTMENT DIRECTOR**

Company Director 2

Type: **Person**

Full forename(s): **MR THOMAS DEWITT**

Surname: **FERGUSON II**

Former names:

Service Address: **MANAGING DIRECTOR GOLDMAN SACHS INTERNATIONAL**
MANAGING DIRECTOR, GOLDMAN SACHS INTERNATIONAL
100 CRESCENT COURT, SUITE 1000
DALLAS
USA
TX 75201

Country/State Usually Resident: **UNITED STATES**

Date of Birth: **02/06/1954** *Nationality:* **US CITIZEN**

Occupation: **INVESTMENT BANKER**

Company Director 3

Type: **Person**

Full forename(s): **MR FREDERICK**

Surname: **BIRO**

Former names:

Service Address: **4206 TRAPPER CRESCENT**
4206 TRAPPER CRESCENT MISSISSUAGA
ONTARIO
CANADA
L6T 4B9

Country/State Usually Resident: **CANADA**

Date of Birth: **09/04/1954** *Nationality:* **CANADIAN**

Occupation: **PUBLIC ADMINISTRATION**

Company Director *4*

Type: **Person**

Full forename(s): **MR PETER-PAUL JOSEPH MARIE**

Surname: **BLOEMEN**

Former names:

Service Address: **VICE PRESIDENT BOREALIS INFRASTRUCTURE**
ROYAL BLANK PLAZA, SOUTH TOWER, 200 BAY STREET
SUITE 2100
TORONTO
CANADA
M5J 2J2

Country/State Usually Resident: **CANADA**

Date of Birth: **06/12/1957** *Nationality:* **CANADIAN**

Occupation: **VICE PRESIDENT**

Company Director 5

Type: **Person**

Full forename(s): **MR GEORGE SEBASTIAN MATTHEW**

Surname: **BULL**

Former names:

Service Address: **ASSOCIATED BRITISH PORTS ASSOCIATED BRITISH PORTS**
ALDWYCH HOUSE, 71-91 ALDWYCH
LONDON
ENGLAND
WC2B 4HN

Country/State Usually Resident: **ENGLAND**

Date of Birth: **08/10/1960** *Nationality:* **BRITISH**

Occupation: **CHARTERED ACCOUNTANT**

Company Director 6

Type: **Person**

Full forename(s): **MR PHILIPPE LOUIS HUBERT**

Surname: **CAMU**

Former names:

Service Address: **GOLDMAN SACHS INTERNATIONAL LTD GOLDMAN SACHS INTERNATIONAL LTD**
133 FLEET STREET
LONDON
ENGLAND
EC4A 2BB

Country/State Usually Resident: **ENGLAND**

Date of Birth: **14/06/1967** *Nationality:* **BELGIAN**

Occupation: **INVESTMENT BANKER**

Company Director 7

Type: **Person**

Full forename(s): **MR JAMES NIGEL SHELLEY**

Surname: **COOPER**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **ENGLAND**

Date of Birth: **15/05/1961** *Nationality:* **BRITISH**

Occupation: **DIRECTOR**

Company Director *8*

Type: **Person**

Full forename(s): **MR PETER ANTHONY**

Surname: **JONES**

Former names:

Service Address: **ASSOCIATED BRITISH PORTS HOLDINGS LIMITED**
ASSOCIATED BRITISH PORTS HOLDINGS LIMITED
ALDWYCH HOUSE, 71-91 ALDWYCH
LONDON
ENGLAND
WC2B 4HN

Country/State Usually Resident: **ENGLAND**

Date of Birth: **08/01/1955** *Nationality:* **BRITISH**

Occupation: **CHIEF EXECUTIVE**

Company Director 9

Type: **Person**

Full forename(s): **MR GEORGE PHILLIP ROGER**

Surname: **KAY**

Former names:

Service Address: **17 DRUCE ROAD**
17 DRUCE ROAD DULWICH
LONDON
ENGLAND
SE21 7DW

Country/State Usually Resident: **ENGLAND**

Date of Birth: **24/07/1972** *Nationality:* **NEW ZEALAND**

Occupation: **PRIVATE EQUITY INVESTOR**

Company Director *10*

Type: **Person**

Full forename(s): **MR DAVID WILLIAM**

Surname: **KERR**

Former names:

Service Address: **1ST FLOOR**
1ST FLOOR YORK HOUSE, 45 SEYMOUR STREET
LONDON
ENGLAND
W1H 7LX

Country/State Usually Resident: **ENGLAND**

Date of Birth: **01/04/1963** *Nationality:* **BRITISH**

Occupation: **INVESTMENT OFFICER**

Company Director 11

Type: **Person**

Full forename(s): **MR PETER ROBERT**

Surname: **LYNEHAM**

Former names:

Service Address: **GOLDMAN SACHS INTERNATIONAL LTD GOLDMAN SACHS INTERNATIONAL LTD**
133 FLEET STREET
LONDON
ENGLAND
EC4A 2BB

Country/State Usually Resident: **ENGLAND**

Date of Birth: **20/08/1975** *Nationality:* **AUSTRALIAN**

Occupation: **BANKER**

Company Director *12*

Type: **Person**

Full forename(s): **MR DOUGLAS DOWNIE**

Surname: **MORRISON**

Former names:

Service Address: **33 MORLEY GARDENS**
33 MORLEY GARDENS
CHANDLERS FORD
HAMPSHIRE
ENGLAND
SO53 1JF

Country/State Usually Resident: **ENGLAND**

Date of Birth: **24/10/1951** *Nationality:* **BRITISH**

Occupation: **PORT DIRECTOR**

Company Director *13*

Type: **Person**

Full forename(s): **MR JOHN MICHAEL**

Surname: **ROLLAND**

Former names:

Service Address: **PRESIDENT & CEO BOREALIS INFRASTRUCTURE**
ROYAL BANK PLAZA, SOUTH TOWER, 200 BAY STREET
SUITE 2100
TORONTO
CANADA
M5J 2J2

Country/State Usually Resident: **CANADA**

Date of Birth: **08/09/1957** *Nationality:* **CANADIAN**

Occupation: **INFRASTRUCTURE INVESTING**

Company Director *14*

Type: **Person**

Full forename(s): **MR ROBERT JORIS WILLEM**

Surname: **WALVIS**

Former names:

Service Address: **BRITISH ENERGY BRITISH ENERGY**
GSO BUSINESS PARK
EAST KILBRIDE
SCOTLAND
G74 5PG

Country/State Usually Resident: **ENGLAND**

Date of Birth: **09/02/1947** *Nationality:* **DUTCH**

Occupation: **DIRECTOR**

Class of shares	**ORD 25P**	*Number allotted*	**1308**
		Aggregate nominal value	**327**
Currency	**GBP**	*Amount paid*	**3.49**
		Amount unpaid	**0**

Prescribed particulars

SUBJECT TO ANY RIGHTS OR RESTRICTIONS ATTACHED TO ANY SHARES, ON A SHOW OF HANDS EVERY MEMBER WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE, NOT BEING HIMSELF A MEMBER ENTITLED TO VOTE, SHALL HAVE ONE VOTE AND ON A POLL EVERY MEMBER SHALL HAVE ONE VOTE FOR EVERY SHARE OF WHICH HE IS THE HOLDER. IN THE CASE OF JOINT HOLDERS THE VOTE OF THE SENIOR WHO TENDERS A VOTE, WHETHER IN PERSON OR BY PROXY, SHALL BE ACCEPTED TO THE EXCLUSION OF THE VOTES OF THE OTHER JOINT HOLDERS; AND SENIORITY SHALL BE DETERMINED BY THE ORDER IN WHICH THE NAMES OF THE HOLDERS STAND IN THE REGISTER OF MEMBERS. A MEMBER IN RESPECT OF WHOM AN ORDER HAS BEEN MADE BY ANY COURT HAVING JURISDICTION (WHETHER IN THE UNITED KINGDOM OR ELSEWHERE) IN MATTERS CONCERNING MENTAL DISORDER MAY VOTE, WHETHER ON A SHOW OF HANDS OR ON A POLL, BY HIS RECEIVER, CURATOR BONIS OR OTHER PERSON AUTHORISED IN THAT BEHALF APPOINTED BY THAT COURT, AND ANY SUCH RECEIVER, CURATOR BONIS OR OTHER PERSON MAY, ON A POLL, VOTE BY PROXY. EVIDENCE TO THE SATISFACTION OF THE DIRECTORS OF THE AUTHORITY OF THE PERSON CLAIMING TO EXERCISE THE RIGHT TO VOTE SHALL BE DEPOSITED AT THE OFFICE, OR AT SUCH OTHER PLACE AS IS SPECIFIED IN ACCORDANCE WITH THE ARTICLES FOR THE DEPOSIT OF INSTRUMENTS OF PROXY, NOT LESS THN 48 HOURS BEFORE THE TIME APPOINTED FOR HOLDING THE MEETING OR ADJOURNED MEETING AT WHICH THE RIGHT TO VOTE IS TO BE EXERCISED AND IN DEFULT THE RIGHT TO VOTE SHALL NOT BE EXERCISABLE. NO MEMBER SHALL VOTE AT ANY GENERAL MEETING OR AT ANY SEPARATE MEETING OF THE HOLDERS OF ANY CLASS OF SHARES IN THE COMPANY, EITHER IN PERSON OR BY PROXY, IN RESPECT OF ANY SHARE HELD BY HIM UNLESS ALL MONEYS PRESENTLY PAYABLE BY HIM IN RESPECT OF THAT SHARE HAVE BEEN PAID. NO OBJECTION SHALL BE RAISED TO THE QUALIFICATION OF ANY VOTER EXCEPT AT THE MEETING OR ADJOURNED MEETING AT WHICH THE VOTE OBJECTED TO IS TENDERED,, AND EVERY VOTE NOT DISALLOWED AT THE MEETING SHALL BE VALID. ANY OBJECTION MADE IN DUE TIME SHALL BE REFERRED TO THE CHAIRMAN WHOSE DECISION SHALL BE FINAL AND CONCLUSIVE. ON A POLL VOTES MAY BE GIVEN EITHER PERSONALLY OR BY PROXY. A MEMBER MAY APPOINT MORE THAN ONE PROXY TO ATTEND ON THE SAME OCCASION. THE APPOINTMENT OF A PROXY, WHETHER BY MEANS OF AN INSTRUMENT OR CONTAINED IN AN ELECTRONIC COMMUNICATION, SHALL BE EXECUTED IN SUCH MANNER AS THE DIRECTORS MAY APPROVE. SUBJECT THERETO, THE APPOINTMENT OF A PROXY SHALL BE EXECUTED BY THE APPOINTOR OR HIS ATTORNEY OR, IF THE APPOINTOR IS A CORPORATION, EXECUTED BY A DULY AUTHORISED OFFICER, ATTORNEY OR OTHER AUTHORISED PERSO OR UNDER ITS COMMON SEAL. FOR THE PURPOSES OF THIS ARTICLES AND ARTICLES 19 AND 20, AN ELECTRONIC COMMUNICATION WHICH CONTAINS A PROXY APPOINTMENT NEED NOT COMPRISE WRITING IF THE DIRECTORS SO DETERMINE AND, IN SUCH A CASE, IF THE DIRECTORSSO DETERMINE, THE APPOINTMENT NEED NOT BE EXECUTED BUT SHALL INSTEAD BY SUBJECT TO SUCH CONDITIONS AS THE DIRECTORS MAY APPROVE. 19. THE APPOINTMENT OF A PROXY SHALL BE IN ANY USUAL FORM OR IN ANY OTHER FORM WHICH THE DIRECTORS MAY APPROVE. SUBJECT THERETO, THE APPOINTMENT OF A PROXY MAY BE: (A) BY MEANS OF AN INSTRUMENT; OR (B) CONTAINED IN AN ELECTRONIC COMMUNICATION SENT TO SUCH ADDRESS (IF ANY) FOR THE TIME BEING NOTIFIED BY OR ON BEHALF OF THE CMPANY FOR THAT PURPOSE, PROVIDED THAT THE ELECTRONIC COMMUNICATION IS RECEIVED IN ACCORDANCE WITH ARTICLE 19 BEFORE THE TIME APPOINTED FOR HOLDING THE MEETING OR ADJOURNED MEETING OR, WHERE A POLL IS TAKEN MORE THAN 48 HOURS AFTER IT IS DEMANDED, AFTER THE POLL HAS BEEN DEMANDED AND BEFORE THE TIME APPOINTED FOR THE TAKING OF THE POLL. ...

Class of shares	**ORD 25P**	*Number allotted*	**1494**
		Aggregate nominal value	**373.5**
Currency	**GBP**	*Amount paid*	**3.44**
		Amount unpaid	**0**

Prescribed particulars

SUBJECT TO ANY RIGHTS OR RESTRICTIONS ATTACHED TO ANY SHARES, ON A SHOW OF HANDS EVERY MEMBER WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE, NOT BEING HIMSELF A MEMBER ENTITLED TO VOTE, SHALL HAVE ONE VOTE AND ON A POLL EVERY MEMBER SHALL HAVE ONE VOTE FOR EVERY SHARE OF WHICH HE IS THE HOLDER. IN THE CASE OF JOINT HOLDERS THE VOTE OF THE SENIOR WHO TENDERS A VOTE, WHETHER IN PERSON OR BY PROXY, SHALL BE ACCEPTED TO THE EXCLUSION OF THE VOTES OF THE OTHER JOINT HOLDERS; AND SENIORITY SHALL BE DETERMINED BY THE ORDER IN WHICH THE NAMES OF THE HOLDERS STAND IN THE REGISTER OF MEMBERS. A MEMBER IN RESPECT OF WHOM AN ORDER HAS BEEN MADE BY ANY COURT HAVING JURISDICTION (WHETHER IN THE UNITED KINGDOM OR ELSEWHERE) IN MATTERS CONCERNING MENTAL DISORDER MAY VOTE, WHETHER ON A SHOW OF HANDS OR ON A POLL, BY HIS RECEIVER, CURATOR BONIS OR OTHER PERSON AUTHORISED IN THAT BEHALF APPOINTED BY THAT COURT, AND ANY SUCH RECEIVER, CURATOR BONIS OR OTHER PERSON MAY, ON A POLL, VOTE BY PROXY. EVIDENCE TO THE SATISFACTION OF THE DIRECTORS OF THE AUTHORITY OF THE PERSON CLAIMING TO EXERCISE THE RIGHT TO VOTE SHALL BE DEPOSITED AT THE OFFICE, OR AT SUCH OTHER PLACE AS IS SPECIFIED IN ACCORDANCE WITH THE ARTICLES FOR THE DEPOSIT OF INSTRUMENTS OF PROXY, NOT LESS THN 48 HOURS BEFORE THE TIME APPOINTED FOR HOLDING THE MEETING OR ADJOURNED MEETING AT WHICH THE RIGHT TO VOTE IS TO BE EXERCISED AND IN DEFULT THE RIGHT TO VOTE SHALL NOT BE EXERCISABLE. NO MEMBER SHALL VOTE AT ANY GENERAL MEETING OR AT ANY SEPARATE MEETING OF THE HOLDERS OF ANY CLASS OF SHARES IN THE COMPANY, EITHER IN PERSON OR BY PROXY, IN RESPECT OF ANY SHARE HELD BY HIM UNLESS ALL MONEYS PRESENTLY PAYABLE BY HIM IN RESPECT OF THAT SHARE HAVE BEEN PAID. NO OBJECTION SHALL BE RAISED TO THE QUALIFICATION OF ANY VOTER EXCEPT AT THE MEETING OR ADJOURNED MEETING AT WHICH THE VOTE OBJECTED TO IS TENDERED,, AND EVERY VOTE NOT DISALLOWED AT THE MEETING SHALL BE VALID. ANY OBJECTION MADE IN DUE TIME SHALL BE REFERRED TO THE CHAIRMAN WHOSE DECISION SHALL BE FINAL AND CONCLUSIVE. ON A POLL VOTES MAY BE GIVEN EITHER PERSONALLY OR BY PROXY. A MEMBER MAY APPOINT MORE THAN ONE PROXY TO ATTEND ON THE SAME OCCASION. THE APPOINTMENT OF A PROXY, WHETHER BY MEANS OF AN INSTRUMENT OR CONTAINED IN AN ELECTRONIC COMMUNICATION, SHALL BE EXECUTED IN SUCH MANNER AS THE DIRECTORS MAY APPROVE. SUBJECT THERETO, THE APPOINTMENT OF A PROXY SHALL BE EXECUTED BY THE APPOINTOR OR HIS ATTORNEY OR, IF THE APPOINTOR IS A CORPORATION, EXECUTED BY A DULY AUTHORISED OFFICER, ATTORNEY OR OTHER AUTHORISED PERSO OR UNDER ITS COMMON SEAL. FOR THE PURPOSES OF THIS ARTICLES AND ARTICLES 19 AND 20, AN ELECTRONIC COMMUNICATION WHICH CONTAINS A PROXY APPOINTMENT NEED NOT COMPRISE WRITING IF THE DIRECTORS SO DETERMINE AND, IN SUCH A CASE, IF THE DIRECTORSSO DETERMINE, THE APPOINTMENT NEED NOT BE EXECUTED BUT SHALL INSTEAD BY SUBJECT TO SUCH CONDITIONS AS THE DIRECTORS MAY APPROVE. 19. THE APPOINTMENT OF A PROXY SHALL BE IN ANY USUAL FORM OR IN ANY OTHER FORM WHICH THE DIRECTORS MAY APPROVE. SUBJECT THERETO, THE APPOINTMENT OF A PROXY MAY BE: (A) BY MEANS OF AN INSTRUMENT; OR (B) CONTAINED IN AN ELECTRONIC COMMUNICATION SENT TO SUCH ADDRESS (IF ANY) FOR THE TIME BEING NOTIFIED BY OR ON BEHALF OF THE CMPANY FOR THAT PURPOSE, PROVIDED THAT THE ELECTRONIC COMMUNICATION IS RECEIVED IN ACCORDANCE WITH ARTICLE 19 BEFORE THE TIME APPOINTED FOR HOLDING THE MEETING OR ADJOURNED MEETING OR, WHERE A POLL IS TAKEN MORE THAN 48 HOURS AFTER IT IS DEMANDED, AFTER THE POLL HAS BEEN DEMANDED AND BEFORE THE TIME APPOINTED FOR THE TAKING OF THE POLL. ...

Class of shares	**ORD 25P**	*Number allotted*	**1966**
		Aggregate nominal value	**491.5**
Currency	**GBP**	*Amount paid*	**2.8**
		Amount unpaid	**0**

Prescribed particulars

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Class of shares	**ORD 25P**	*Number allotted*	**2279**
		Aggregate nominal value	**569.75**
Currency	**GBP**	*Amount paid*	**3.43**
		Amount unpaid	**0**

Prescribed particulars

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Class of shares	**ORD 25P**	*Number allotted*	**2480**
		Aggregate nominal value	**620**
Currency	**GBP**	*Amount paid*	**3.33**
		Amount unpaid	**0**

Prescribed particulars

SUBJECT TO ANY RIGHTS OR RESTRICTIONS ATTACHED TO ANY SHARES, ON A SHOW OF HANDS EVERY MEMBER WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE, NOT BEING HIMSELF A MEMBER ENTITLED TO VOTE, SHALL HAVE ONE VOTE AND ON A POLL EVERY MEMBER SHALL HAVE ONE VOTE FOR EVERY SHARE OF WHICH HE IS THE HOLDER. IN THE CASE OF JOINT HOLDERS THE VOTE OF THE SENIOR WHO TENDERS A VOTE, WHETHER IN PERSON OR BY PROXY, SHALL BE ACCEPTED TO THE EXCLUSION OF THE VOTES OF THE OTHER JOINT HOLDERS; AND SENIORITY SHALL BE DETERMINED BY THE ORDER IN WHICH THE NAMES OF THE HOLDERS STAND IN THE REGISTER OF MEMBERS. A MEMBER IN RESPECT OF WHOM AN ORDER HAS BEEN MADE BY ANY COURT HAVING JURISDICTION (WHETHER IN THE UNITED KINGDOM OR ELSEWHERE) IN MATTERS CONCERNING MENTAL DISORDER MAY VOTE, WHETHER ON A SHOW OF HANDS OR ON A POLL, BY HIS RECEIVER, CURATOR BONIS OR OTHER PERSON AUTHORISED IN THAT BEHALF APPOINTED BY THAT COURT, AND ANY SUCH RECEIVER, CURATOR BONIS OR OTHER PERSON MAY, ON A POLL, VOTE BY PROXY. EVIDENCE TO THE SATISFACTION OF THE DIRECTORS OF THE AUTHORITY OF THE PERSON CLAIMING TO EXERCISE THE RIGHT TO VOTE SHALL BE DEPOSITED AT THE OFFICE, OR AT SUCH OTHER PLACE AS IS SPECIFIED IN ACCORDANCE WITH THE ARTICLES FOR THE DEPOSIT OF INSTRUMENTS OF PROXY, NOT LESS THN 48 HOURS BEFORE THE TIME APPOINTED FOR HOLDING THE MEETING OR ADJOURNED MEETING AT WHICH THE RIGHT TO VOTE IS TO BE EXERCISED AND IN DEFULT THE RIGHT TO VOTE SHALL NOT BE EXERCISABLE. NO MEMBER SHALL VOTE AT ANY GENERAL MEETING OR AT ANY SEPARATE MEETING OF THE HOLDERS OF ANY CLASS OF SHARES IN THE COMPANY, EITHER IN PERSON OR BY PROXY, IN RESPECT OF ANY SHARE HELD BY HIM UNLESS ALL MONEYS PRESENTLY PAYABLE BY HIM IN RESPECT OF THAT SHARE HAVE BEEN PAID. NO OBJECTION SHALL BE RAISED TO THE QUALIFICATION OF ANY VOTER EXCEPT AT THE MEETING OR ADJOURNED MEETING AT WHICH THE VOTE OBJECTED TO IS TENDERED,, AND EVERY VOTE NOT DISALLOWED AT THE MEETING SHALL BE VALID. ANY OBJECTION MADE IN DUE TIME SHALL BE REFERRED TO THE CHAIRMAN WHOSE DECISION SHALL BE FINAL AND CONCLUSIVE. ON A POLL VOTES MAY BE GIVEN EITHER PERSONALLY OR BY PROXY. A MEMBER MAY APPOINT MORE THAN ONE PROXY TO ATTEND ON THE SAME OCCASION. THE APPOINTMENT OF A PROXY, WHETHER BY MEANS OF AN INSTRUMENT OR CONTAINED IN AN ELECTRONIC COMMUNICATION, SHALL BE EXECUTED IN SUCH MANNER AS THE DIRECTORS MAY APPROVE. SUBJECT THERETO, THE APPOINTMENT OF A PROXY SHALL BE EXECUTED BY THE APPOINTOR OR HIS ATTORNEY OR, IF THE APPOINTOR IS A CORPORATION, EXECUTED BY A DULY AUTHORISED OFFICER, ATTORNEY OR OTHER AUTHORISED PERSO OR UNDER ITS COMMON SEAL. FOR THE PURPOSES OF THIS ARTICLES AND ARTICLES 19 AND 20, AN ELECTRONIC COMMUNICATION WHICH CONTAINS A PROXY APPOINTMENT NEED NOT COMPRISE WRITING IF THE DIRECTORS SO DETERMINE AND, IN SUCH A CASE, IF THE DIRECTORSSO DETERMINE, THE APPOINTMENT NEED NOT BE EXECUTED BUT SHALL INSTEAD BY SUBJECT TO SUCH CONDITIONS AS THE DIRECTORS MAY APPROVE. 19. THE APPOINTMENT OF A PROXY SHALL BE IN ANY USUAL FORM OR IN ANY OTHER FORM WHICH THE DIRECTORS MAY APPROVE. SUBJECT THERETO, THE APPOINTMENT OF A PROXY MAY BE: (A) BY MEANS OF AN INSTRUMENT; OR (B) CONTAINED IN AN ELECTRONIC COMMUNICATION SENT TO SUCH ADDRESS (IF ANY) FOR THE TIME BEING NOTIFIED BY OR ON BEHALF OF THE CMPANY FOR THAT PURPOSE, PROVIDED THAT THE ELECTRONIC COMMUNICATION IS RECEIVED IN ACCORDANCE WITH ARTICLE 19 BEFORE THE TIME APPOINTED FOR HOLDING THE MEETING OR ADJOURNED MEETING OR, WHERE A POLL IS TAKEN MORE THAN 48 HOURS AFTER IT IS DEMANDED, AFTER THE POLL HAS BEEN DEMANDED AND BEFORE THE TIME APPOINTED FOR THE TAKING OF THE POLL. ...

Class of shares	**ORD 25P**	*Number allotted*	**2989**
		Aggregate nominal value	**747.25**
Currency	**GBP**	*Amount paid*	**3.1**
		Amount unpaid	**0**

Prescribed particulars

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Class of shares	**ORD 25P**	*Number allotted*	**3382**
		Aggregate nominal value	**845.5**
Currency	**GBP**	*Amount paid*	**3.67**
		Amount unpaid	**0**

Prescribed particulars

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Class of shares	**ORD 25P**	*Number allotted*	**4940**
		Aggregate nominal value	**1235**
Currency	**GBP**	*Amount paid*	**3.4**
		Amount unpaid	**0**

Prescribed particulars

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Class of shares	**ORD 25P**	*Number allotted*	**5977**
		Aggregate nominal value	**1494.25**
Currency	**GBP**	*Amount paid*	**3.36**
		Amount unpaid	**0**

Prescribed particulars

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Class of shares	**ORD 25P**	*Number allotted*	**7902**
		Aggregate nominal value	**1975.5**
Currency	**GBP**	*Amount paid*	**3.59**
		Amount unpaid	**0**

Prescribed particulars

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Class of shares	**ORD 25P**	*Number allotted*	**8599**
		Aggregate nominal value	**2149.75**
Currency	**GBP**	*Amount paid*	**2.76**
		Amount unpaid	**0**

Prescribed particulars

SUBJECT TO ANY RIGHTS OR RESTRICTIONS ATTACHED TO ANY SHARES, ON A SHOW OF HANDS EVERY MEMBER WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE, NOT BEING HIMSELF A MEMBER ENTITLED TO VOTE, SHALL HAVE ONE VOTE AND ON A POLL EVERY MEMBER SHALL HAVE ONE VOTE FOR EVERY SHARE OF WHICH HE IS THE HOLDER. IN THE CASE OF JOINT HOLDERS THE VOTE OF THE SENIOR WHO TENDERS A VOTE, WHETHER IN PERSON OR BY PROXY, SHALL BE ACCEPTED TO THE EXCLUSION OF THE VOTES OF THE OTHER JOINT HOLDERS; AND SENIORITY SHALL BE DETERMINED BY THE ORDER IN WHICH THE NAMES OF THE HOLDERS STAND IN THE REGISTER OF MEMBERS. A MEMBER IN RESPECT OF WHOM AN ORDER HAS BEEN MADE BY ANY COURT HAVING JURISDICTION (WHETHER IN THE UNITED KINGDOM OR ELSEWHERE) IN MATTERS CONCERNING MENTAL DISORDER MAY VOTE, WHETHER ON A SHOW OF HANDS OR ON A POLL, BY HIS RECEIVER, CURATOR BONIS OR OTHER PERSON AUTHORISED IN THAT BEHALF APPOINTED BY THAT COURT, AND ANY SUCH RECEIVER, CURATOR BONIS OR OTHER PERSON MAY, ON A POLL, VOTE BY PROXY. EVIDENCE TO THE SATISFACTION OF THE DIRECTORS OF THE AUTHORITY OF THE PERSON CLAIMING TO EXERCISE THE RIGHT TO VOTE SHALL BE DEPOSITED AT THE OFFICE, OR AT SUCH OTHER PLACE AS IS SPECIFIED IN ACCORDANCE WITH THE ARTICLES FOR THE DEPOSIT OF INSTRUMENTS OF PROXY, NOT LESS THN 48 HOURS BEFORE THE TIME APPOINTED FOR HOLDING THE MEETING OR ADJOURNED MEETING AT WHICH THE RIGHT TO VOTE IS TO BE EXERCISED AND IN DEFULT THE RIGHT TO VOTE SHALL NOT BE EXERCISABLE. NO MEMBER SHALL VOTE AT ANY GENERAL MEETING OR AT ANY SEPARATE MEETING OF THE HOLDERS OF ANY CLASS OF SHARES IN THE COMPANY, EITHER IN PERSON OR BY PROXY, IN RESPECT OF ANY SHARE HELD BY HIM UNLESS ALL MONEYS PRESENTLY PAYABLE BY HIM IN RESPECT OF THAT SHARE HAVE BEEN PAID. NO OBJECTION SHALL BE RAISED TO THE QUALIFICATION OF ANY VOTER EXCEPT AT THE MEETING OR ADJOURNED MEETING AT WHICH THE VOTE OBJECTED TO IS TENDERED,, AND EVERY VOTE NOT DISALLOWED AT THE MEETING SHALL BE VALID. ANY OBJECTION MADE IN DUE TIME SHALL BE REFERRED TO THE CHAIRMAN WHOSE DECISION SHALL BE FINAL AND CONCLUSIVE. ON A POLL VOTES MAY BE GIVEN EITHER PERSONALLY OR BY PROXY. A MEMBER MAY APPOINT MORE THAN ONE PROXY TO ATTEND ON THE SAME OCCASION. THE APPOINTMENT OF A PROXY, WHETHER BY MEANS OF AN INSTRUMENT OR CONTAINED IN AN ELECTRONIC COMMUNICATION, SHALL BE EXECUTED IN SUCH MANNER AS THE DIRECTORS MAY APPROVE. SUBJECT THERETO, THE APPOINTMENT OF A PROXY SHALL BE EXECUTED BY THE APPOINTOR OR HIS ATTORNEY OR, IF THE APPOINTOR IS A CORPORATION, EXECUTED BY A DULY AUTHORISED OFFICER, ATTORNEY OR OTHER AUTHORISED PERSO OR UNDER ITS COMMON SEAL. FOR THE PURPOSES OF THIS ARTICLES AND ARTICLES 19 AND 20, AN ELECTRONIC COMMUNICATION WHICH CONTAINS A PROXY APPOINTMENT NEED NOT COMPRISE WRITING IF THE DIRECTORS SO DETERMINE AND, IN SUCH A CASE, IF THE DIRECTORSSO DETERMINE, THE APPOINTMENT NEED NOT BE EXECUTED BUT SHALL INSTEAD BY SUBJECT TO SUCH CONDITIONS AS THE DIRECTORS MAY APPROVE. 19. THE APPOINTMENT OF A PROXY SHALL BE IN ANY USUAL FORM OR IN ANY OTHER FORM WHICH THE DIRECTORS MAY APPROVE. SUBJECT THERETO, THE APPOINTMENT OF A PROXY MAY BE: (A) BY MEANS OF AN INSTRUMENT; OR (B) CONTAINED IN AN ELECTRONIC COMMUNICATION SENT TO SUCH ADDRESS (IF ANY) FOR THE TIME BEING NOTIFIED BY OR ON BEHALF OF THE CMPANY FOR THAT PURPOSE, PROVIDED THAT THE ELECTRONIC COMMUNICATION IS RECEIVED IN ACCORDANCE WITH ARTICLE 19 BEFORE THE TIME APPOINTED FOR HOLDING THE MEETING OR ADJOURNED MEETING OR, WHERE A POLL IS TAKEN MORE THAN 48 HOURS AFTER IT IS DEMANDED, AFTER THE POLL HAS BEEN DEMANDED AND BEFORE THE TIME APPOINTED FOR THE TAKING OF THE POLL. ...

Class of shares	**ORD 25P**	*Number allotted*	**8761**
		Aggregate nominal value	**2190.25**
Currency	**GBP**	*Amount paid*	**3.64**
		Amount unpaid	**0**

Prescribed particulars

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Class of shares	**ORD 25P**	*Number allotted*	**13967**
		Aggregate nominal value	**3491.75**
Currency	**GBP**	*Amount paid*	**3.34**
		Amount unpaid	**0**

Prescribed particulars

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Class of shares	**ORD 25P**	*Number allotted*	**16463**
		Aggregate nominal value	**4115.75**
Currency	**GBP**	*Amount paid*	**3.65**
		Amount unpaid	**0**

Prescribed particulars

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Class of shares	**ORD 25P**	*Number allotted*	**16633**
		Aggregate nominal value	**4158.25**
Currency	**GBP**	*Amount paid*	**3.58**
		Amount unpaid	**0**

Prescribed particulars

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Class of shares	**ORD 25P**	*Number allotted*	**23222**
		Aggregate nominal value	**5805.5**
Currency	**GBP**	*Amount paid*	**3.25**
		Amount unpaid	**0**

Prescribed particulars

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Class of shares	**ORD 25P**	*Number allotted*	**42620**
		Aggregate nominal value	**10655**
Currency	**GBP**	*Amount paid*	**3.27**
		Amount unpaid	**0**

Prescribed particulars

SUBJECT TO ANY RIGHTS OR RESTRICTIONS ATTACHED TO ANY SHARES, ON A SHOW OF HANDS EVERY MEMBER WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE, NOT BEING HIMSELF A MEMBER ENTITLED TO VOTE, SHALL HAVE ONE VOTE AND ON A POLL EVERY MEMBER SHALL HAVE ONE VOTE FOR EVERY SHARE OF WHICH HE IS THE HOLDER. IN THE CASE OF JOINT HOLDERS THE VOTE OF THE SENIOR WHO TENDERS A VOTE, WHETHER IN PERSON OR BY PROXY, SHALL BE ACCEPTED TO THE EXCLUSION OF THE VOTES OF THE OTHER JOINT HOLDERS; AND SENIORITY SHALL BE DETERMINED BY THE ORDER IN WHICH THE NAMES OF THE HOLDERS STAND IN THE REGISTER OF MEMBERS. A MEMBER IN RESPECT OF WHOM AN ORDER HAS BEEN MADE BY ANY COURT HAVING JURISDICTION (WHETHER IN THE UNITED KINGDOM OR ELSEWHERE) IN MATTERS CONCERNING MENTAL DISORDER MAY VOTE, WHETHER ON A SHOW OF HANDS OR ON A POLL, BY HIS RECEIVER, CURATOR BONIS OR OTHER PERSON AUTHORISED IN THAT BEHALF APPOINTED BY THAT COURT, AND ANY SUCH RECEIVER, CURATOR BONIS OR OTHER PERSON MAY, ON A POLL, VOTE BY PROXY. EVIDENCE TO THE SATISFACTION OF THE DIRECTORS OF THE AUTHORITY OF THE PERSON CLAIMING TO EXERCISE THE RIGHT TO VOTE SHALL BE DEPOSITED AT THE OFFICE, OR AT SUCH OTHER PLACE AS IS SPECIFIED IN ACCORDANCE WITH THE ARTICLES FOR THE DEPOSIT OF INSTRUMENTS OF PROXY, NOT LESS THN 48 HOURS BEFORE THE TIME APPOINTED FOR HOLDING THE MEETING OR ADJOURNED MEETING AT WHICH THE RIGHT TO VOTE IS TO BE EXERCISED AND IN DEFULT THE RIGHT TO VOTE SHALL NOT BE EXERCISABLE. NO MEMBER SHALL VOTE AT ANY GENERAL MEETING OR AT ANY SEPARATE MEETING OF THE HOLDERS OF ANY CLASS OF SHARES IN THE COMPANY, EITHER IN PERSON OR BY PROXY, IN RESPECT OF ANY SHARE HELD BY HIM UNLESS ALL MONEYS PRESENTLY PAYABLE BY HIM IN RESPECT OF THAT SHARE HAVE BEEN PAID. NO OBJECTION SHALL BE RAISED TO THE QUALIFICATION OF ANY VOTER EXCEPT AT THE MEETING OR ADJOURNED MEETING AT WHICH THE VOTE OBJECTED TO IS TENDERED,, AND EVERY VOTE NOT DISALLOWED AT THE MEETING SHALL BE VALID. ANY OBJECTION MADE IN DUE TIME SHALL BE REFERRED TO THE CHAIRMAN WHOSE DECISION SHALL BE FINAL AND CONCLUSIVE. ON A POLL VOTES MAY BE GIVEN EITHER PERSONALLY OR BY PROXY. A MEMBER MAY APPOINT MORE THAN ONE PROXY TO ATTEND ON THE SAME OCCASION. THE APPOINTMENT OF A PROXY, WHETHER BY MEANS OF AN INSTRUMENT OR CONTAINED IN AN ELECTRONIC COMMUNICATION, SHALL BE EXECUTED IN SUCH MANNER AS THE DIRECTORS MAY APPROVE. SUBJECT THERETO, THE APPOINTMENT OF A PROXY SHALL BE EXECUTED BY THE APPOINTOR OR HIS ATTORNEY OR, IF THE APPOINTOR IS A CORPORATION, EXECUTED BY A DULY AUTHORISED OFFICER, ATTORNEY OR OTHER AUTHORISED PERSO OR UNDER ITS COMMON SEAL. FOR THE PURPOSES OF THIS ARTICLES AND ARTICLES 19 AND 20, AN ELECTRONIC COMMUNICATION WHICH CONTAINS A PROXY APPOINTMENT NEED NOT COMPRISE WRITING IF THE DIRECTORS SO DETERMINE AND, IN SUCH A CASE, IF THE DIRECTORSSO DETERMINE, THE APPOINTMENT NEED NOT BE EXECUTED BUT SHALL INSTEAD BY SUBJECT TO SUCH CONDITIONS AS THE DIRECTORS MAY APPROVE. 19. THE APPOINTMENT OF A PROXY SHALL BE IN ANY USUAL FORM OR IN ANY OTHER FORM WHICH THE DIRECTORS MAY APPROVE. SUBJECT THERETO, THE APPOINTMENT OF A PROXY MAY BE: (A) BY MEANS OF AN INSTRUMENT; OR (B) CONTAINED IN AN ELECTRONIC COMMUNICATION SENT TO SUCH ADDRESS (IF ANY) FOR THE TIME BEING NOTIFIED BY OR ON BEHALF OF THE CMPANY FOR THAT PURPOSE, PROVIDED THAT THE ELECTRONIC COMMUNICATION IS RECEIVED IN ACCORDANCE WITH ARTICLE 19 BEFORE THE TIME APPOINTED FOR HOLDING THE MEETING OR ADJOURNED MEETING OR, WHERE A POLL IS TAKEN MORE THAN 48 HOURS AFTER IT IS DEMANDED, AFTER THE POLL HAS BEEN DEMANDED AND BEFORE THE TIME APPOINTED FOR THE TAKING OF THE POLL. ...

Class of shares	**ORD 25P**	*Number allotted*	**46871**
		Aggregate nominal value	**11717.75**
Currency	**GBP**	*Amount paid*	**3.46**
		Amount unpaid	**0**

Prescribed particulars

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Class of shares	**ORD 25P**	*Number allotted*	**47281**
		Aggregate nominal value	**11820.25**
Currency	**GBP**	*Amount paid*	**3.37**
		Amount unpaid	**0**

Prescribed particulars

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Class of shares	**ORD 25P**	*Number allotted*	**52215**
		Aggregate nominal value	**13053.75**
Currency	**GBP**	*Amount paid*	**3.26**
		Amount unpaid	**0**

Prescribed particulars

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Class of shares	**ORD 25P**	*Number allotted*	**179061**
		Aggregate nominal value	**44765.25**
Currency	**GBP**	*Amount paid*	**3.98**
		Amount unpaid	**0**

Prescribed particulars

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Class of shares	**ORD 25P**	*Number allotted*	**253449**
		Aggregate nominal value	**63362.25**
Currency	**GBP**	*Amount paid*	**3.54**
		Amount unpaid	**0**

Prescribed particulars

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Class of shares	**ORD 25P**	*Number allotted*	**351637**
		Aggregate nominal value	**87909.25**
Currency	**GBP**	*Amount paid*	**3.61**
		Amount unpaid	**0**

Prescribed particulars

SUBJECT TO ANY RIGHTS OR RESTRICTIONS ATTACHED TO ANY SHARES, ON A SHOW OF HANDS EVERY MEMBER WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE, NOT BEING HIMSELF A MEMBER ENTITLED TO VOTE, SHALL HAVE ONE VOTE AND ON A POLL EVERY MEMBER SHALL HAVE ONE VOTE FOR EVERY SHARE OF WHICH HE IS THE HOLDER. IN THE CASE OF JOINT HOLDERS THE VOTE OF THE SENIOR WHO TENDERS A VOTE, WHETHER IN PERSON OR BY PROXY, SHALL BE ACCEPTED TO THE EXCLUSION OF THE VOTES OF THE OTHER JOINT HOLDERS; AND SENIORITY SHALL BE DETERMINED BY THE ORDER IN WHICH THE NAMES OF THE HOLDERS STAND IN THE REGISTER OF MEMBERS. A MEMBER IN RESPECT OF WHOM AN ORDER HAS BEEN MADE BY ANY COURT HAVING JURISDICTION (WHETHER IN THE UNITED KINGDOM OR ELSEWHERE) IN MATTERS CONCERNING MENTAL DISORDER MAY VOTE, WHETHER ON A SHOW OF HANDS OR ON A POLL, BY HIS RECEIVER, CURATOR BONIS OR OTHER PERSON AUTHORISED IN THAT BEHALF APPOINTED BY THAT COURT, AND ANY SUCH RECEIVER, CURATOR BONIS OR OTHER PERSON MAY, ON A POLL, VOTE BY PROXY. EVIDENCE TO THE SATISFACTION OF THE DIRECTORS OF THE AUTHORITY OF THE PERSON CLAIMING TO EXERCISE THE RIGHT TO VOTE SHALL BE DEPOSITED AT THE OFFICE, OR AT SUCH OTHER PLACE AS IS SPECIFIED IN ACCORDANCE WITH THE ARTICLES FOR THE DEPOSIT OF INSTRUMENTS OF PROXY, NOT LESS THN 48 HOURS BEFORE THE TIME APPOINTED FOR HOLDING THE MEETING OR ADJOURNED MEETING AT WHICH THE RIGHT TO VOTE IS TO BE EXERCISED AND IN DEFULT THE RIGHT TO VOTE SHALL NOT BE EXERCISABLE. NO MEMBER SHALL VOTE AT ANY GENERAL MEETING OR AT ANY SEPARATE MEETING OF THE HOLDERS OF ANY CLASS OF SHARES IN THE COMPANY, EITHER IN PERSON OR BY PROXY, IN RESPECT OF ANY SHARE HELD BY HIM UNLESS ALL MONEYS PRESENTLY PAYABLE BY HIM IN RESPECT OF THAT SHARE HAVE BEEN PAID. NO OBJECTION SHALL BE RAISED TO THE QUALIFICATION OF ANY VOTER EXCEPT AT THE MEETING OR ADJOURNED MEETING AT WHICH THE VOTE OBJECTED TO IS TENDERED,, AND EVERY VOTE NOT DISALLOWED AT THE MEETING SHALL BE VALID. ANY OBJECTION MADE IN DUE TIME SHALL BE REFERRED TO THE CHAIRMAN WHOSE DECISION SHALL BE FINAL AND CONCLUSIVE. ON A POLL VOTES MAY BE GIVEN EITHER PERSONALLY OR BY PROXY. A MEMBER MAY APPOINT MORE THAN ONE PROXY TO ATTEND ON THE SAME OCCASION. THE APPOINTMENT OF A PROXY, WHETHER BY MEANS OF AN INSTRUMENT OR CONTAINED IN AN ELECTRONIC COMMUNICATION, SHALL BE EXECUTED IN SUCH MANNER AS THE DIRECTORS MAY APPROVE. SUBJECT THERETO, THE APPOINTMENT OF A PROXY SHALL BE EXECUTED BY THE APPOINTOR OR HIS ATTORNEY OR, IF THE APPOINTOR IS A CORPORATION, EXECUTED BY A DULY AUTHORISED OFFICER, ATTORNEY OR OTHER AUTHORISED PERSO OR UNDER ITS COMMON SEAL. FOR THE PURPOSES OF THIS ARTICLES AND ARTICLES 19 AND 20, AN ELECTRONIC COMMUNICATION WHICH CONTAINS A PROXY APPOINTMENT NEED NOT COMPRISE WRITING IF THE DIRECTORS SO DETERMINE AND, IN SUCH A CASE, IF THE DIRECTORSSO DETERMINE, THE APPOINTMENT NEED NOT BE EXECUTED BUT SHALL INSTEAD BY SUBJECT TO SUCH CONDITIONS AS THE DIRECTORS MAY APPROVE. 19. THE APPOINTMENT OF A PROXY SHALL BE IN ANY USUAL FORM OR IN ANY OTHER FORM WHICH THE DIRECTORS MAY APPROVE. SUBJECT THERETO, THE APPOINTMENT OF A PROXY MAY BE: (A) BY MEANS OF AN INSTRUMENT; OR (B) CONTAINED IN AN ELECTRONIC COMMUNICATION SENT TO SUCH ADDRESS (IF ANY) FOR THE TIME BEING NOTIFIED BY OR ON BEHALF OF THE CMPANY FOR THAT PURPOSE, PROVIDED THAT THE ELECTRONIC COMMUNICATION IS RECEIVED IN ACCORDANCE WITH ARTICLE 19 BEFORE THE TIME APPOINTED FOR HOLDING THE MEETING OR ADJOURNED MEETING OR, WHERE A POLL IS TAKEN MORE THAN 48 HOURS AFTER IT IS DEMANDED, AFTER THE POLL HAS BEEN DEMANDED AND BEFORE THE TIME APPOINTED FOR THE TAKING OF THE POLL. ...

Class of shares	**ORD 25P**	*Number allotted*	**440695**
		Aggregate nominal value	**110173.75**
Currency	**GBP**	*Amount paid*	**3.3**
		Amount unpaid	**0**

Prescribed particulars

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Class of shares	**ORD 25P**	*Number allotted*	**469032**
		Aggregate nominal value	**117258**
Currency	**GBP**	*Amount paid*	**3.22**
		Amount unpaid	**0**

Prescribed particulars

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Class of shares	**ORD 25P**	*Number allotted*	**75433324**
		Aggregate nominal value	**18858331**
Currency	**GBP**	*Amount paid*	**0**
		Amount unpaid	**0**

Prescribed particulars

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Class of shares	**ORD 25P**	*Number allotted*	**232508868**
		Aggregate nominal value	**58127217**
Currency	**GBP**	*Amount paid*	**0.652**
		Amount unpaid	**0**

Prescribed particulars

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Statement of Capital (Totals)

Currency	**GBP**	*Total number of shares*	**309947415**
		Total aggregate nominal value	**77486853.75**

Full Details of Shareholders

The details below relate to individuals / corporate bodies that were shareholders as at 06/06/2011 or that had ceased to be shareholders since the made up date of the previous Annual Return

A full list of shareholders for a private or non-traded public company are shown below

Shareholding 1 : **309947415 ORD 25P shares held as at 2011-06-06**
Name: **ABP ACQUISITIONS UK LIMITED**

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Charity Commission Receiver and Manager, CIC Manager, Judicial Factor.