In accordance with Section 854 of the Companies Act 2006.

Classification code 3

Classification code 4

Principal activity description

AR01 Annual Return

BLUEPRINT

OneWorld

A fee is payable with this form You can use the WebFiling service to file this form online. Please see 'How to pay' on the Please go to www.companieshouse_a last page. What this form is for 9-26 R. 24/30 What this form is NOT for You cannot use this form to give You may use this form to confirm notice of changes to the company that the company information is correct as at the date of this return. officers, registered office address, You must file an Annual Return at company type or information 10/11/2009 least once every year. relating to the company records. **COMPANIES HOUSE** Part 1 Company details → Filling in this form The section must be completed by all companies. Please complete in typescript or in bold black capitals. All fields are mandatory unless specified or indicated by * **A1** Company details Company name change Company number If your company has recently Company name in full Telefonica O2 UK Limited changed its name, please provide the company name as at the date of this return. A2 Return date Date of this return Please give the annual return made up date. The return date must not be a future Your company's return date date. The annual return must be delivered within 28 days of the date given below. is usually the anniversary of incorporation or the anniversary Date of this return @ of the last annual return filed at Companies House, You may choose an earlier return date but it must not be a later date. Α3 Principal business activity Please show the trade classification code number(s) for the principal OPrincipal business activity You must provide a trade activity or activities. 9 classification code (SIC code) or a Classification code 1 description of your company's main 5 business in this section. Classification code 2 A full list of the trade classification codes are available on our website:

If you cannot determine a code, please give a brief description of your

business activity below:

CHFP010 10/09 Version 2.0

www.companieshouse.gov.uk

Α4 Company type • Company type Please confirm your company type by ticking the appropriate box below (only If you are unsure of your company one box must be ticked): type, please check your latest Public limited company certificate of incorporation or our Private company limited by shares website: www.companieshouse.gov.uk Private company limited by guarantee Private company limited by shares exempt under section 60 Private company limited by guarantee exempt under section 60 Private unlimited company with share capital Private unlimited company without share capital Registered office address • Α5 Building name/number 260 Bath Road Change of registered office This must agree with the address that is held on the Companies House Street record at the date of this return. If the registered office address has changed, you should complete form Post town Slough AD01 and submit it together with this annual return. County/Region Berkshire Х Postcode L 1 D Single alternative inspection location (SAIL) of the Α6 company records (if applicable) • **⊕** SAIL address Building name/number Wellington This must agree with the address Street Street that is held on the Companies House record at the date of this return. If the address has changed, you should complete form AD02 and Post town Slough submit it together with this annual County/Region Berkshire Postcode L 1 Α7 Location of company records o Location of company records Please tick the appropriate box to indicate which records are kept at the SAIL If the company records are held at address in Section A6: the registered office address, do not Register of members. tick any of the boxes in this section. \square Register of directors. Certain records must be kept by Directors' service contracts. every company while other records are only kept by certain company Directors' indemnities. types where appropriate. Register of secretaries. If the records are not kept at the Records of resolutions etc. SAIL address, they must be available Contracts relating to purchase of own shares. at the registered office. Documents relating to redemption or purchase of own share out of If any of the company records have capital by private company. moved from the registered office Register of debenture holders. to the address in Section A6 since Report to members of outcome of investigation by public company into the last annual return, you must interests in its shares. complete form AD03 and submit it together with this annual return. Register of interests in shares disclosed to public company. Instruments creating charges and register of charges: England and Wales or Northern Ireland. Instruments creating charges and register of charges: Scotland.

AR01

Annual Return

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AR01	
Annual	Return

Part 2	Officers of the company	
	This section should include details of the company at the date to which this annual return is made up. For a secretary who is an individual, go to Section B1.	Continuation pages Please use a continuation page if you need to enter more officer details.
	 → For a corporate secretary, go to Section C1. → For a director who is an individual, go to Section D1. 	
_	→ For a corporate director, go to Section E1.	
Secretary		
B1	Secretary's details •	
	Please use this section to list all the secretaries of the company. For a corporate secretary, complete Section C1-C4.	O Secretary appointments You may not use this form to appoint a secretary. To do this,
Title*		please complete form AP03 and submit it together with this annual
Full forename(s)		retum.
Surname		Corporate details Please use Section C1-C4 to enter
Former name(s) •		corporate secretary details. Secretary details All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH03.
		PFormer name(s) Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.
B2	Secretary's service address ®	
Building name/numbe	r	Service address If you have previously notified
Street		Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the
Post town		address.
County/Region		This information will appear on the public record.
Postcode		_ '
Country		-

Corporate secretary

C1	Corporate secretary's details •		
-	Please use this section to list all the corporate secretaries of the company.	● Corporate secretary appointments You cannot use this form to appoint	
Corporate body/firm name	O2 Secretaries Limited	a corporate secretary. To do this, please complete form AP04 and submit it together with this annual return.	
Building name/number	uilding name/number Wellington Street		
Street		All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have	
Post town	Slough .	not notified us, please complete form CH04.	
County/Region	Berkshire	This information will appear on the	
Postcode	S L 1 1 Y P	public record.	
Country	ик		
C2	Location of the registry of the corporate body or firm		
	Is the corporate secretary registered within the European Economic Area (EEA)? Yes Complete Section C3 only No Complete Section C4 only		
C3	EEA companies ®		
_	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.	● EEA A full list of countries of the EEA can be found in our guidance:	
Where the company/	United Kingdom	www.companieshouse.gov.uk	
firm is registered •		This is the register mentioned in Article 3 of the First Company Law	
Registration number	4101371	Directive (68/151/EEC).	
C4	Non-EEA companies		
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.	Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in	
Legal form of the corporate body or firm		that register.	
Governing law			
If applicable, where the company/firm is registered •			
If applicable, the registration number			

D1	Director's details •		
	Please use this section to list all the directors of the company. For a corporate director, complete Section E1-E4.	ODirector appointments You cannot use this form to appoint a director. To do this, please	
Title*		complete form AP01 and submit it together with this annual return.	
Full forename(s)	Ronan James	Corporate details	
Surname	Dunne	Please use Section E1-E4 to enter corporate director details.	
Former name(s) •		Director details All details must agree with those previously notified to Companies	
Country/State of residence	United Kingdom	House. If you have made changes since the last annual return and have not notified us, please	
Nationality	Irish	complete form CH01.	
Date of birth	d 3 d 1 m 1 m 0 y 1 y 9 y 6 y 3	Please provide any previous names	
Business occupation (if any)	Chartered Accountant	which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.	
D2	Director's service address •	·	
Building name/number	Wellington	Service address If you have previously notified	
Street	Street	Companies House that the service address is at 'The Company's	
	•	Registered Office', please state 'The Company's Registered Office' in the	
Post town	Slough	address,	
County/Region	Berkshire	This information will appear on the public record.	
Postcode	S L 1 1 Y P	pasite regards	
Country	United Kingdom		

D1	Director's details ®	
	Please use this section to list all the directors of the company. For a corporate director, complete Section E1-E4.	ODirector appointments You cannot use this form to appoint a director. To do this, please
Title*	Mr	complete form APO1 and submit it together with this annual return.
Full forename(s)	Robert John	Corporate details Please use Section E1-E4 to enter
Surname	Harwood	corporate director details.
Former name(s) •		Director details All details must agree with those previously notified to Companies House. If you have made changes
Country/State of residence	United Kingdom	since the last annual return and have not notified us, please
Nationality	British	complete form CH01.
Date of birth		◆ Former name(s) Please provide any previous names
Business occupation (if any)	Chartered Secretary	which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.
D2	Director's service address •	· · · · · · · · · · · · · · · · · · ·
Building name/number	Wellington	Service address If you have previously notified
Street	Street	Companies House that the service address is at 'The Company's Registered Office', please state 'The
Post town	Slough	Company's Registered Office' in the address.
County/Region	Berkshire	This information will appear on the public record.
Postcode	S L 1 1 Y P	public record.
Country	United Kingdom	

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Se	ctio	1 854	of	the
Co	moa	nies	Act	2006.

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D1	Director's details *		
	Please use this section to list all the directors of the company. For a corporate director, complete Section E1-E4.	Director appointments You cannot use this form to appoint a director. To do this, please	
Title*		complete form AP01 and submit it together with this annual return.	
Full forename(s)	Katherine Ann	Corporate details Please use Section E1-E4 to enter	
Surname	Jarvis	corporate director details.	
Former name(s) •		Director details All details must agree with those previously notified to Companies	
Country/State of residence	United Kingdom	House. If you have made changes since the last annual return and have not notified us, please	
Nationality	British	complete form CH01.	
Date of birth	$ \begin{bmatrix} d & 1 & d & 9 & & & & & & & & & & & & & & & &$	Please provide any previous names	
Business occupation (if any)	Solicitor	which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.	
D2	Director's service address •		
Building name/number	Wellington	Service address If you have previously notified	
Street	Street	Companies House that the service address is at 'The Company's Registered Office', please state 'The	
Post town	Slough	Company's Registered Office' in the address.	
County/Region	Berkshire	This information will appear on the	
Postcode	S L 1 1 Y P	public record.	
Country	United Kingdom		

In accordance with	
Section 854 of the	
Companies Act 2006	

AR01 - continuation page

D1	Director's details •	
	Please use this section to list all the directors of the company. For a corporate director, complete Section E1-E4.	◆ Director appointments You cannot use this form to appoint a director. To do this, please
Title*		complete form APO1 and submit it together with this annual return.
Full forename(s)	Ramon	Corporate details Please use Section E1-E4 to enter
Surname	Ros Bigeriego	corporate director details.
Former name(s) •		Director details All details must agree with those previously notified to Companies House. If you have made changes
Country/State of residence	United Kingdom	since the last annual return and have not notified us, please
Nationality	Spanish	complete form CH01. • Former name(s)
Date of birth	^d 1 ^d 5 ^m 1 ^m 1 ^y 1 ^y 9 ^y 6 ^y 7	Please provide any previous names which have been used for business
Business occupation (if any)	Economist	purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.
D2	Director's service address ♥	
Building name/number	Wellington	Service address If you have previously notified
Street	Street	Companies House that the service address is at 'The Company's
		Registered Office', please state 'The Company's Registered Office' in the
Post town	Slough	address.
County/Region	Berkshire	This information will appear on the public record.
Postcode	S L 1 1 Y P	
Country	United Kingdom	

in	accordance with
Se	ction 854 of the
C	mpanies Act 2006.

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Annual Return

D1	Director's details ®		
	Please use this section to list all the directors of the company. For a corporate director, complete Section E1-E4.	ODirector appointments You cannot use this form to appoint a director. To do this, please	
Title*		complete form AP01 and submit it together with this annual return.	
Full forename(s)	Paul	Corporate details	
Surname	Whelan	Please use Section E1-E4 to enter corporate director details.	
Former name(s) •		Director details All details must agree with those previously notified to Companies	
Country/State of residence	Ireland	House. If you have made changes since the last annual return and have not notified us, please	
Nationality	Irish	complete form CH01.	
Date of birth		Please provide any previous names	
Business occupation (if any)	Accountant	which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.	
D2	Director's service address •		
Building name/number	Wellington	Service address If you have previously notified	
Street	Street	Companies House that the service address is at 'The Company's	
		Registered Office', please state 'The Company's Registered Office' in the	
Post town	Slough .	address.	
County/Region	Berkshire	This information will appear on the public record.	
Postcode	S L 1 1 Y P		
Country	United Kingdom		

Corporate director

E1	Corporate director's details •	
	Please use this section to list all the corporate director's of the company.	Ocrporate director appointments You cannot use this form to appoint a corporate director. To do this, please complete form APO2 and
Corporate body/firm name		submit it together with this annual return.
Building name/number		Corporate director details All details must agree with those
Street		previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete
Post town		form CH02. This information will appear on the
County/Region		public record.
Postcode		
Country		
E2	Location of the registry of the corporate body or firm	
	Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete Section E3 only → No Complete Section E4 only	
E3	EEA companies ®	
10d d	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.	DEEA A full list of countries of the EEA can be found in our guidance: www.companieshouse.gov.uk
Where the company/ firm is registered ●		This is the register mentioned in Artide 3 of the First Company Law Directive (68/151/EEC).
Registration number		Directive (00/151/1220).
E4	Non-EEA companies	
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.	O Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in
Legal form of the corporate body or firm		that register
Governing law		
If applicable, where the company/firm is registered •		
If applicable, the registration number		

Part 3	Statement of capital o					
	Does your company have share capital? Yes Complete the sections below and the following Part 4. No Go to Part 5 (Signature).				This should reflect the company's capital status at the made up date of this annual return.	
F1	Share capital in	pound sterling (£))			
		ach class of shares held complete Section F1 and	in pound sterling. Id then go to Section F4 .			
Class of shares (E.g. Ordinary/Preference etc	:.)	Amount paid up on each share	Amount (if any) unpaid on each share	Number of shares 9		Aggregate nominal value 9
See attached s	chedule					£
						£
						£
						£
			Totals			£
F2	Share capital in	other currencies				
Please complete the ta Please complete a sep		ny class of shares held in currency.	n other currencies.			
Currency						
Class of shares (E.g. Ordinary/Preference etc	٤)	Amount paid up on each share	Amount (if any) unpaid on each share	Number of share	res 0	Aggregate nominal value •
				<u> </u>		
		<u> </u>	 Totals	 :r		
			#U(a)3	<u>′I </u>		<u>l</u>
Currency	<u> </u>	·		· · · · · · · · · · · · · · · · · · ·		·
Class of shares (E.g. Ordinary/Preference etc	د) 	Amount paid up on each share	Amount (if any) unpaid on each share	Number of shar	res 👽	Aggregate nominal value
			<u> </u>	<u> </u>		
			Totals	<u> </u>		<u> </u>
F3	Totals		<u>-——</u>			
	issued share capital.		total aggregate nominal	value of	Please ti	ggregate nominal value st total aggregate values in currencies separately. For
Total number of shares						: £100 + €100 + \$10 etc.
Total aggregate nominal value 9						
 Including both the nomi share premium. Total number of issued s 	•	 Number of shares issued nominal value of each sh 	nare. Plea	ntinuation Paga ase use a Statem ge if necessary.	es nent of Capit	al continuation

In accordance with	
Section 854 of the	
Companies Act 2006	

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Statement	of ca	pital 🗨
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Please complete the table below to show each class of shares held in other currencies. Please complete a separate table for each currency.

This should reflect the company's capital status at the made up date of this annual return.

				Unis anno	ai retum.
Turrency	Pounds Sterli	ing			
Class of shares (E.g. Ordinary/Preference et	c.)	Amount paid up on each share 9	Amount (if any) unpaid on each share	Number of shares O	Aggregate nominal value
Ordinary-A		0.20	0.00	9,999,800	£1,999,960.0
Ordinary-A		1,170,650.00	0.00	800	£160.0
Ordinary-A		8,212,449.80	0.00	400	£80.0
Ordinary-B		0.20	0.00	40,000,700	£8,000,140.0
Ordinary-B		1,170,650.00	0.00	3,200	£640.0
Ordinary-B		8,212,449.80	0.00	. 100	£20.0
				<u> </u>	
			<u> </u>		
			Totals	50,005,000	£10,001,000.

Including both the nominal value and any share premium.

• Number of shares issued multiplied by nominal value of each share.

Total number of issued shares in this class.

-4	Statement of capital (Voting rights)
	Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Sections F1 and F2 .
Class of share	£0.20 Ordinary-A
oting rights	The shares have attached to them full voting rights, dividend rights declared to class Ordinary A shares, right to capital distribution (including on winding up). They do not confer rights of redemption.
•	
Class of share	£0.20 Ordinary-B
oting rights	The shares have attached to them full voting rights, dividend rights declared to class Ordinary B shares, right to capital distribution (including on winding up). They do not confer rights of redemption.
Class of share	
oting rights	
Class of share	
Voting rights	
	,
	I

Part 4	Shareholders	Shareholders					
	Does your company have share capital? → Yes Complete the sections below. → No Go to Part 5 (Signature).	This should reflect the shareholder details at the made up date of this annual return.					
G1	Traded public companies 🛮						
	Please tick the box if your company was a traded public company at any time during the period of this return.	Traded company definition A traded company means a compan any of whose shares are admitted to trading on a regulated market.					
G2	List of past and present shareholders						
	Private and non-traded public companies are required to provide a 'full list' if one was not included with either of the last two returns.						
	Traded public companies are required to provide a list of shareholders who held at least 5% of the issued shares of any share class if a list was not provided with either of the last two returns.						
	Please tick the appropriate box below:						
	A full list of shareholders for a private or non-traded public company is enclosed. Please complete Section G3 ; or						
	A list of shareholders holding at least 5% of the issued shares of any share class for a traded public company is enclosed. Please complete Section G4.						
	A list of shareholder changes is enclosed. → For private or non-traded public companies, please complete Section G3. → For traded public companies, please complete Section G4.						
	 ☐ There were no shareholder changes in this period. → Go to Part 5 (Signature). 						
	Please tick the appropriate box below to indicate the format of your shareholder details:						
	The list of shareholders is enclosed on paper. The list of shareholders is enclosed in another format.						

G3

Private or non-traded public companies – list of past and present shareholders

This section should only be completed by companies that have not traded on a regulated market at any time during the period of this return.

Changes during this period to shareholders' particulars or details of the amount of stock or shares transferred must be completed each year.

You must provide a 'full list' of all company shareholders on:

- The company's first annual return following incorporation;
- Every third annual return after a full list has been provided.

Please list the company shareholders in alphabetical order.

Joint shareholders should be listed consecutively.

Further shareholders
Please use a 'Private or non-traded
public companies – list of past and
present shareholders' continuation
page if necessary.

	Every time aimagnictant area a familiar time bear. provided		page it necessary.		
·			Shares or stock currently held	Shares or stock transferred (if appropriate)	
Shareholder's Name (Address not required)		Class of share	Number of shares or amount of stock	Number of shares or amount of stock	Date of registration of transfer
O2 Cedar Limited	i	£0.20 Ordinary-A	10,001,000		1 1
					1 1
					1 1
		·			1 1
	į				1 1
	<u></u>				1 1
		·- ·			1 1
					1 1 -
					1 1
					1 1
			<u> </u>		1 1
					1 1
					1 1
<u> </u>		<u> </u>	_1	<u> </u>	

G3

Private or non-traded public companies – list of past and present shareholders

This section should only be completed by companies that have not traded on a regulated market at any time during the period of this return.

Changes during this period to shareholders' particulars or details of the amount of stock or shares transferred must be completed each year.

You must provide a 'full list' of all company shareholders on:

- The company's first annual return following incorporation;
- Every third annual return after a full list has been provided.

Please list the company shareholders in alphabetical order.

Joint shareholders should be listed consecutively.

Further shareholders

Please use a 'Private or non-traded public companies — list of past and present shareholders' continuation page if necessary.

Every third annual return after a full list has been provided. page if necessary.		ecessary.		
	Shares or stock currently held	Shares or stock transferr	ed (if appropriate)	
Class of share	Number of shares or amount of stock	Number of shares or amount of stock	Date of registration of transfer	
£0.20 Ordinary-B	40,004,000		1 1	
			1 1	
			1 1	
			1 1	
			1 1	
			1 1	
			1 1	
	-		1 1	
			1 1	
	_		1 1	
			1 1	
			l l	
			1 1	
	Class of share	Shares or stock currently held Class of share Number of shares or amount of stock	Shares or stock currently held Class of share Number of shares or amount of stock £0.20 Ordinary-B 40,004,000	

G4

Traded public companies – list of past and present shareholders

This section should show the shareholders that hold at least 5% of any class of share(s) of the company at the date of this return. It should only be completed by public companies that have traded on a regulated market at any time during the period of this return.

Changes during this period to shareholders' particulars or details of the amount of stock or shares transferred must be completed each year.

You must provide a 'full list' of all company shareholders on:

- The company's first annual return following incorporation;
- Every third annual return after a full list has been provided.

Please list the company shareholders in alphabetical order.

Joint shareholders should be listed consecutively.

Further shareholders Please use a 'Traded public companies – list of past and present shareholders' continuation page if necessary.

1			<u> </u>	
		Shares or stock currently held	Shares or stock transferr	
Shareholder's details	Class of share	Number of shares or amount of stock	Number of shares or amount of stock	Date of registration of transfer
Name				1 1
Address				l l
				1 1
Name .				1 1
Address				I J
				1 1
Name				1 1
Address				1 1
				1 1
Name				1 1
Address				l l
				1 1
<u> </u>	*		 	

Signature Part 5 O Societas Europaea If the form is being filed on behalf of a Societas Europaea (SE) please This must be completed by all companies. I am signing this form on behalf of the company. delete 'director' and insert details of which organ of the SE the person signing has membership. Signature Signature X John 5 L Person authorised Under either section 270 or 274 of the Companies Act 2006. This form may be signed by: Director •, Secretary, Person authorised •, Charity commission receiver and manager, CIC manager, Judicial factor.

Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name	
Company name	Secretarial Services
	Manager
Address	Telefónica Europe plc
	Wellington Street
Post town	Slough
County/Region	Berkshire
Postcode	S L 1 1 Y P
Country	UK
DX	
Telephone	

✓ Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- The company name and number match the information held on the public Register.
- You have completed your principal business activity.
 You have not used this form to make changes to the registered office address.
- You have not used this form to make changes to secretary and director details.
- You have fully completed the Statement of capital (if applicable).
- You have signed the form.
- ☐ You have enclosed the correct fee.

Important information

Please note that all information on this form will appear on the public record.

E How to pay

A fee of £30 is payable to Companies House in respect of an Annual Return

Make cheques or postal orders payable to 'Companies House.'

Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales: The Registrar of Companies, Companies House, Crown Way, Cardiff, Wales, CF14 3UZ. DX 33050 Cardiff.

For companies registered in Scotland: The Registrar of Companies, Companies House, Fourth floor, Edinburgh Quay 2, 139 Fountainbridge, Edinburgh, Scotland, EH3 9FF. DX ED235 Edinburgh 1 or LP - 4 Edinburgh 2 (Legal Post).

For companies registered in Northern Ireland: The Registrar of Companies, Companies House, First Floor, Waterfront Plaza, 8 Laganbank Road, Belfast, Northern Ireland, BT1 3BS.

Belfast, Northern Ireland, BT1 3BS. DX 481 N.R. Belfast 1.

Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk