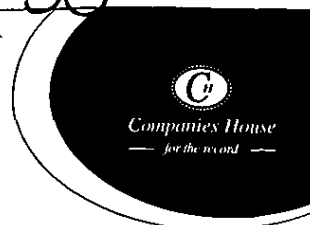


AR01

Annual Return

087107/30



A fee is payable with this form
Please see 'How to pay' on the
last page

You can use the WebFiling service to file this form online
Please go to www.companieshouse.gov.uk

☒ **What this form is for**
You may use this form to confirm
that the company information is
correct as at the date of this return
You must file an Annual Return at
least once every year

☒ **What this form is NOT for**
You cannot use this form to
give notice of changes to
officers, registered office or
company type or information
relating to the company

FRIDAY



A43 08/10/2010 76
COMPANIES HOUSE

Part 1 Company details

The section must be completed by all companies

→ **Filing in this form**
Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

A1 Company details

Company number 1 9 9 4 9 9 7

Company name in full Unipart Group of Companies Limited

① **Company name change**
If your company has recently
changed its name, please provide
the company name as at the date of
this return

A2 Return date

Please give the annual return made up date. The return date must not be a future
date. The annual return must be delivered within 28 days of the date given below

Date of this return 0 7 0 9 2 0 1 0

② **Date of this return**
Your company's return date
is usually the anniversary of
incorporation or the anniversary
of the last annual return filed at
Companies House. You may choose
an earlier return date but it must not
be a later date

A3 Principal business activity

Please show the trade classification code number(s) for the principal
activity or activities

Classification code 1 7 4 1 5
Classification code 2
Classification code 3
Classification code 4

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

Principal activity
description

③ **Principal business activity**
You must provide a trade
classification code (SIC code) or a
description of your company's main
business in this section

A full list of the trade classification
codes are available on our website
www.companieshouse.gov.uk

AR01
Annual Return

A4	Company type^① Please confirm your company type by ticking the appropriate box below (only one box must be ticked) <input type="checkbox"/> Public limited company <input checked="" type="checkbox"/> Private company limited by shares <input type="checkbox"/> Private company limited by guarantee <input type="checkbox"/> Private company limited by shares exempt under section 60 <input type="checkbox"/> Private company limited by guarantee exempt under section 60 <input type="checkbox"/> Private unlimited company with share capital <input type="checkbox"/> Private unlimited company without share capital	① Company type If you are unsure of your company type, please check your latest certificate of incorporation or our website www.companieshouse.gov.uk
A5	Registered office address^② Building name/number: Unipart House Street: Cowley Post town: Oxford County/Region: Oxon Postcode: OX4 2PG	② Change of registered office This must agree with the address that is held on the Companies House record at the date of this return If the registered office address has changed, you should complete form AD01 and submit it together with this annual return
A6	Single alternative inspection location (SAIL) of the company records (if applicable)^③ Building name/number: Street: Post town: County/Region: Postcode:	③ SAIL address This must agree with the address 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 submit it together with this annual return
A7	Location of company records^④ Please tick the appropriate box to indicate which records are kept at the SAIL address in Section A6 <input type="checkbox"/> Register of members <input type="checkbox"/> Register of directors <input type="checkbox"/> Directors' service contracts <input type="checkbox"/> Directors' indemnities <input type="checkbox"/> Register of secretaries <input type="checkbox"/> Records of resolutions etc <input type="checkbox"/> Contracts relating to purchase of own shares <input type="checkbox"/> Documents relating to redemption or purchase of own share out of capital by private company <input type="checkbox"/> Register of debenture holders <input type="checkbox"/> Report to members of outcome of investigation by public company into interests in its shares <input type="checkbox"/> Register of interests in shares disclosed to public company <input type="checkbox"/> Instruments creating charges and register of charges England and Wales or Northern Ireland <input type="checkbox"/> Instruments creating charges and register of charges Scotland	④ Location of company records If the company records are held at the registered office address, do not tick any of the boxes in this section Certain records must be kept by every company while other records are only kept by certain company types where appropriate If the records are not kept at the SAIL address, they must be available at the registered office If any of the company records have moved from the registered office to the address in Section A6 since the last annual return, you must complete form AD03 and submit it together with this 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
- 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

Continuation pages

Please use a continuation page if you need to enter more officer details

Secretary

B1

Secretary's details ^①

Please use this section to list all the secretaries of the company
For a corporate secretary, complete Section C1-C4

Title*	Mr
Full forename(s)	Michael Douglas
Surname	Rimmer ✓
Former name(s) ^②	

① Secretary appointments

You may not use this form to appoint a secretary. To do this, please complete form AP03 and submit it together with this annual return.

Corporate details

Please use Section C1-C4 to enter 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.

② Former 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 ^③

Building name/number	32
Street	Watling Lane Dorchester on Thames
Post town	Wallingford
County/Region	Oxon
Postcode	O X 1 0 7 J G
Country	UK

③ Service address

If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

AR01
Annual Return

Corporate secretary

C1	Corporate secretary's details ①	<p>① Corporate secretary appointments You cannot use this form to appoint a corporate secretary. To do this, please complete form AP04 and submit it together with this annual return.</p> <p>Corporate 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 CH04.</p> <p>This information will appear on the public record.</p>
	Please use this section to list all the corporate secretaries of the company	
Corporate body/firm name		
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
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 ②	<p>② EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk</p> <p>③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)</p>
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	
Where the company/firm is registered ③		
Registration number		
C4	Non-EEA companies	<p>④ 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 that register.</p>
	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	
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ④		
If applicable, the registration number		

AR01
Annual Return

Director

D1

Director's details ^①

Please use this section to list all the directors of the company
For a corporate director, complete Section E1-E4

Title*	Mr
Full forename(s)	Frank William
Surname	Burns
Former name(s) ^②	
Country/State of residence	UK
Nationality	British
Date of birth	2 6 02 1952 ✓
Business occupation (if any)	Director

① Director appointments

You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.

Corporate details

Please use Section E1-E4 to enter corporate director details.

Director 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 CH01.

② Former 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.

D2

Director's service address ^①

Building name/number	30
Street	Sandhurst Road Four Oaks
Post town	Sutton Coldfield
County/Region	West Midlands
Postcode	B 7 4 4 V E
Country	UK

① Service address

If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

AR01
Annual Return

Director

D1	Director's details ^①	
	Please use this section to list all the directors of the company For a corporate director, complete Section E1-E4	
Title*	Mr	
Full forename(s)	John David	
Surname	Clayton	
Former name(s) ^②		
Country/State of residence	UK	
Nationality	British	
Date of birth	2 8 0 2 1 9 5 3 ✓	
Business occupation (if any)	Accountant	

① Director appointments
You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.

Corporate details
Please use Section E1-E4 to enter corporate director details.

Director 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 CH01.

② Former 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.

D2	Director's service address ^③	
Building name/number	10	
Street	AGDEN ROAD NETHER EDGE	
Post town	SHEFFIELD	
County/Region	YORKS	
Postcode	S71LY	
Country	U.K.	

③ Service address
If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

AR01 - continuation page

Annual Return

Director

D1 Director's details ^①	
Please use this section to list all the directors of the company For a corporate director, complete Section E1-E4	
Title*	MR
Full forename(s)	STEPHEN RICHARD
Surname	JOHNSON
Former name(s) ^②	
Country/State of residence	U K .
Nationality	BRITISH
Date of birth	d 0 2 m 1 2 y 1 9 6 3 ✓
Business occupation (if any)	DIRECTOR

① Director appointments
You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.

Corporate details
Please use Section E1-E4 to enter corporate director details.

Director 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 CH01.

② Former 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.

D2 Director's service address ^③	
Building name/number	THE OLD VICARAGE
Street	LOWER DUNSFORD
Post town	YORK
County/Region	U K . YORKSHIRE
Postcode	Y 0 2 6 9 S A
Country	U K .

③ Service address
If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

AR01 - continuation page

Annual Return

Director

D1 Director's details ^①	
Please use this section to list all the directors of the company For a corporate director, complete Section E1-E4	
Title*	MR
Full forename(s)	ANTHONY JOHN
Surname	MOURGUE
Former name(s) ^②	
Country/State of residence	U.K.
Nationality	BRITISH
Date of birth	d 1 8 m 0 3 y 1 9 4 9 ✓
Business occupation (if any)	ACCOUNTANT

① Director appointments
You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.

Corporate details
Please use Section E1-E4 to enter corporate director details.

Director 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 CH01.

② Former 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.

D2 Director's service address ^①	
Building name/number	BROMPTON GATES
Street	170 BURLEY ROAD
Post town	BLANSGORE
County/Region	DORSET
Postcode	B 4 2 3 8 D E
Country	U.K.

① Service address
If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

AR01 - continuation page

Annual Return

Director

D1 Director's details ^①	
Please use this section to list all the directors of the company For a corporate director, complete Section E1-E4	
Title*	CBE
Full forename(s)	JOHN MITCHELL
Surname	NEILL
Former name(s) ^②	
Country/State of residence	U K .
Nationality	BRITISH
Date of birth	'2'1 '07 '19'4'7 ✓
Business occupation (if any)	GROUP CHIEF EXECUTIVE

① Director appointments
You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.

Corporate details
Please use Section E1-E4 to enter corporate director details.

Director 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 CH01.

② Former 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.

D2 Director's service address ^①	
Building name/number	BADDIANT
Street	AULEYNS LANE
Post town	COOKHAM DEAN
County/Region	BERKSHIRE
Postcode	S L 6 9 A E
Country	GROUP CHIEF EXECUTIVE

① Service address
If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

AR01 - continuation page

Annual Return

Director

D1 Director's details ^①	
Please use this section to list all the directors of the company For a corporate director, complete Section E1-E4	
Title*	THE RIGHT HONOURABLE LORD
Full forename(s)	ALLEN JOHN GEORGE
Surname	SHEPPARD
Former name(s) ^②	
Country/State of residence	U.K
Nationality	BRITISH ✓
Date of birth	d 2 d 5 m 1 m 2 y 1 y 9 y 3 y 2
Business occupation (if any)	DIRECTOR

① Director appointments
You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.

Corporate details
Please use Section E1-E4 to enter corporate director details.

Director 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 CH01.

② Former 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.

D2 Director's service address ^①	
Building name/number	21 DORSETT HALL
Street	LOW HILL ROAD
	ROBSON
Post town	HAVER
County/Region	ESSEX
Postcode	C M 1 9 5 J N
Country	U.K.

① Service address
If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

AR01 - continuation page

Annual Return

Director

D1 Director's details ^①	
Please use this section to list all the directors of the company For a corporate director, complete Section E1-E4	
Title*	MR
Full forename(s)	ALFRED MERTON
Surname	VINTON
Former name(s) ^②	
Country/State of residence	UK
Nationality	BRITISH
Date of birth	11 05 1938 ✓
Business occupation (if any)	DIRECTOR

① Director appointments
You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.

Corporate details
Please use Section E1-E4 to enter corporate director details.

Director 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 CH01.

② Former 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.

D2 Director's service address ^③	
Building name/number	PELHAM COTTAGE
Street	24 PELHAM STREET
Post town	LONDON
County/Region	UK
Postcode	SW7 2NG
Country	UK

③ Service address
If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

AR01

Annual Return

Corporate director

E1	Corporate director's details ^①	
	Please use this section to list all the corporate director's of the company	
Corporate body/firm name		
Building name/number		
Street		
Post town		
County/Region		
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
Country		
	① Corporate director appointments You cannot use this form to appoint a corporate director. To do this, please complete form AP02 and submit it together with this annual return. Corporate director 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 CH02. This information will appear on the public record.	
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 ^②	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	
Where the company/firm is registered ^③		
Registration number		
	② EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)	
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	
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ^④		
If applicable, the registration number		
	④ 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 that register.	

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)

¹ This should reflect the company's capital status at the made up date of this annual return

F1 Share capital in pound sterling (£)

Please complete the table below to show each class of shares held in pound sterling
If all your issued capital is in sterling, only complete Section F1 and then go to Section F4

Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ²	Amount (if any) unpaid on each share ²	Number of shares ³	Aggregate nominal value ⁴
A Ordinary	0 5p	-	72,200,671 ✓	£ 361,003 35 ✓
D Ordinary	0 5p	-	7,001,360 ✓	£ 35,006 80 ✓
E Ordinary	0 5p	-	2,384,230 ✓	£ 11,921 15
				£
Totals			81,586,261	£ 407,931 30

F2 Share capital in other currencies

Please complete the table below to show any class of shares held in other currencies
Please complete a separate table for each currency

Currency				
Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ②	Amount (if any) unpaid on each share ②	Number of shares ③	Aggregate nominal value ④
Totals				

Currency				
Class of shares (E g Ordinary/Preference etc.)	Amount paid up on each share ②	Amount (if any) unpaid on each share ②	Number of shares ③	Aggregate nominal value ④
Totals				

F3 Totals

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares	81,586,261
Total aggregate nominal value ⁵	£407,931 30

⁵ Total aggregate nominal value
Please list total aggregate values in different currencies separately For example £100 + €100 + \$10 etc

² Including both the nominal value and any share premium

³ Number of shares issued multiplied by nominal value of each share

⁴ Total number of issued shares in this class.

Continuation Pages
Please use a Statement of Capital continuation page if necessary

F4	Statement of capital (Voting rights)
Class of share	A Ordinary Shares
Voting rights	<p>The "A" Ordinary Shares, the "D" Ordinary Shares and the "E" Ordinary Shares shall constitute separate classes of Shares</p> <p>Below is a summary of the rights attached to each class</p> <p>On a return of capital on liquidation or otherwise the assets of the Company available for distribution amongst the Shareholders shall be applied in paying pro rata to the holders of the "A" Ordinary Shares the sum of 0 5p per Share and to the holders of the "D" Ordinary Shares and the "E" Ordinary Shares the sum of 1p per Share and thereafter pro rata to the nominal value of Shares held by them</p> <p>None of the following shall happen at any time prior to Listing except with the Approval of the "D" Ordinary Shareholders -</p> <p>any alteration to the Articles of Association of the Company including the creation of any new class of share capital, the redemption or purchase by the Company of any Share or the reduction of the share capital, or any uncalled or unpaid liability in respect thereof, capital redemption reserve fund or share premium account of the Company, any modification or variation of the rights attaching to the "A" Ordinary Shares, "D" Ordinary Shares or "E" Ordinary Shares</p> <p>The Company shall procure that there shall not without the prior written consents of the holders of sixty-five per cent of the issued "A" Ordinary Share Capital of the Company, the Approval of the "D" Ordinary Shareholders and so long as the Institutional Investors hold at least 20 per cent of the issued Ordinary Shares, the Approval of the Majority of Institutional Investors be</p> <p>any sale transfer or other disposal of any part of the issued Share capital of Unipart or any issue of Shares in Unipart other than to the Company, or any sale of or other disposal of any part of the business or assets of Unipart whether by one transaction or a series of connected transactions where (a) the net assets the subject of the transaction or series of connected transactions represent more than fifteen per cent of the consolidated net assets of the Group, and/or (b) the profits attributable to the net assets the subject of the transaction or series of connected transactions represents more than fifteen per cent of the consolidated profits of the Group For the purpose of determining the consolidated net assets of the Group or the consolidated profits of the Group the figures used will be the figures shown in the latest published audited consolidated accounts or if the Company has published interim accounts or results the figures shown therein</p> <p>The profits attributable to the net assets the subject of the transaction and the value of the net assets the subject of the transaction will be determined by the Board Profits will mean profits after deducting all charges except taxation and extraordinary items, the passing of any resolution to wind up or dissolve the Company or Unipart (other than in circumstances where the Directors are unable to make a declaration of solvency) Full details of the rights attached to each class of share are contained within the Company's Articles of Association</p>

AR01 - continuation page

Annual Return

F4	Statement of capital (Voting rights)
Class of share	D Ordinary Shares
Voting rights	<p>The "A" Ordinary Shares, the "D" Ordinary Shares and the "E" Ordinary Shares constitute separate classes of Shares</p> <p>Below is a summary of the rights attached to each class</p> <p>On a return of capital on liquidation or otherwise the assets of the Company available for distribution amongst the Shareholders shall be applied in paying pro rata to the holders of the "A" Ordinary Shares the sum of 0 5p per Share and to the holders of the "D" Ordinary Shares and the "E" Ordinary Shares the sum of 1p per Share and thereafter pro rata to the nominal value of Shares held by them</p> <p>None of the following shall happen at any time prior to Listing except with the Approval of the "D" Ordinary Shareholders -</p> <p>any alteration to the Articles of Association of the Company including the creation of any new class of share capital, the redemption or purchase by the Company of any Share or the reduction of the share capital, or any uncalled or unpaid liability in respect thereof, capital redemption reserve fund or share premium account of the Company, any modification or variation of the rights attaching to the "A" Ordinary Shares, "D" Ordinary Shares or "E" Ordinary Shares</p> <p>The Company shall procure that there shall not without the prior written consents of the holders of sixty-five per cent of the issued "A" Ordinary Share Capital of the Company, the Approval of the "D" Ordinary Shareholders and so long as the Institutional Investors hold at least 20 per cent of the issued Ordinary Shares, the Approval of the Majority of Institutional Investors be</p> <p>any sale transfer or other disposal of any part of the issued Share capital of Unipart or any issue of Shares in Unipart other than to the Company, or any sale of or other disposal of any part of the business or assets of Unipart whether by one transaction or a series of connected transactions where (a) the net assets the subject of the transaction or series of connected transactions represent more than fifteen per cent of the consolidated net assets of the Group, and/or (b) the profits attributable to the net assets the subject of the transaction or series of connected transactions represents more than fifteen per cent of the consolidated profits of the Group For the purpose of determining the consolidated net assets of the Group or the consolidated profits of the Group the figures used will be the figures shown in the latest published audited consolidated accounts or if the Company has published interim accounts or results the figures shown therein</p> <p>The profits attributable to the net assets the subject of the transaction and the value of the net assets the subject of the transaction will be determined by the Board Profits will mean profits after deducting all charges except taxation and extraordinary items, the passing of any resolution to wind up or dissolve the Company or Unipart (other than in circumstances where the Directors are unable to make a declaration of solvency) Full details of the rights attached to each class of share are contained within the Company's Articles of Association</p>

AR01 - continuation page

Annual Return

F4	Statement of capital (Voting rights)
Class of share	E Ordinary Shares
Voting rights	<p>The "A" Ordinary Shares, the "D" Ordinary Shares and the "E" Ordinary Shares constitute separate classes of Shares</p> <p>Below is a summary of the rights attached to each class</p> <p>On a return of capital on liquidation or otherwise the assets of the Company available for distribution amongst the Shareholders shall be applied in paying pro rata to the holders of the "A" Ordinary Shares the sum of 0 5p per Share and to the holders of the "D" Ordinary Shares and the "E" Ordinary Shares the sum of 1p per Share and thereafter pro rata to the nominal value of Shares held by them</p> <p>None of the following shall happen at any time prior to Listing except with the Approval of the "D" Ordinary Shareholders -</p> <p>any alteration to the Articles of Association of the Company including the creation of any new class of share capital, the redemption or purchase by the Company of any Share or the reduction of the share capital, or any uncalled or unpaid liability in respect thereof, capital redemption reserve fund or share premium account of the Company, any modification or variation of the rights attaching to the "A" Ordinary Shares, "D" Ordinary Shares or "E" Ordinary Shares</p> <p>The Company shall procure that there shall not without the prior written consents of the holders of sixty-five per cent of the issued "A" Ordinary Share Capital of the Company, the Approval of the "D" Ordinary Shareholders and so long as the Institutional Investors hold at least 20 per cent of the issued Ordinary Shares, the Approval of the Majority of Institutional Investors be</p> <p>any sale transfer or other disposal of any part of the issued Share capital of Unipart or any issue of Shares in Unipart other than to the Company, or any sale of or other disposal of any part of the business or assets of Unipart whether by one transaction or a series of connected transactions where (a) the net assets the subject of the transaction or series of connected transactions represent more than fifteen per cent of the consolidated net assets of the Group, and/or (b) the profits attributable to the net assets the subject of the transaction or series of connected transactions represents more than fifteen per cent of the consolidated profits of the Group For the purpose of determining the consolidated net assets of the Group or the consolidated profits of the Group the figures used will be the figures shown in the latest published audited consolidated accounts or if the Company has published interim accounts or results the figures shown therein</p> <p>The profits attributable to the net assets the subject of the transaction and the value of the net assets the subject of the transaction will be determined by the Board Profits will mean profits after deducting all charges except taxation and extraordinary items, the passing of any resolution to wind up or dissolve the Company or Unipart (other than in circumstances where the Directors are unable to make a declaration of solvency) Full details of the rights attached to each class of share are contained within the Company's Articles of Association</p>

AR01
Annual Return

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

Shareholder's Name (Address not required)	Class of share	Shares or stock currently held	Shares or stock transferred (if appropriate)	
		Number of shares or amount of stock	Number of shares or amount of stock	Date of registration of transfer
Full list on attached disk				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /

AR01

Annual Return

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.

Shareholder's details	Class of share	Shares or stock currently held	Shares or stock transferred (if appropriate)	
		Number of shares or amount of stock	Number of shares or amount of stock	Date of registration of transfer
Name				/ /
Address				/ /
				/ /
Name				/ /
Address				/ /
				/ /
Name				/ /
Address				/ /
				/ /
Name				/ /
Address				/ /
				/ /

Part 5

Signature

This must be completed by all companies

I am signing this form on behalf of the company

Signature

Signature

X



X

This form may be signed by
Director¹, Secretary, Person authorised², Charity commission receiver and
manager, CIC manager, Judicial factor

1 Societas Europaea

If the form is being filed on behalf
of a Societas Europaea (SE) please
delete 'director' and insert details
of which organ of the SE the person
signing has membership

2 Person authorised

Under either section 270 or 274 of
the Companies Act 2006

AR01

Annual Return



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 Amy Hadden

Company name Unipart Group Limited

Address Unipart House

Cowley

Post town Oxford

County/Region Oxon

Postcode O X 4 2 P G

Country UK

DX

Telephone 01865 382660



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.



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,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
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

Part 4

Shareholders

Does your company have share capital?
→ **Yes** Complete the sections below
→ **No** Go to **Part 5 (Signature)**

❶ This should reflect the shareholder details at the made up date of this annual return

G1

Traded public companies ❷

☐ Please tick the box if your company was a traded public company at any time during the period of this return

❷ **Traded company definition**
A traded company means a company 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

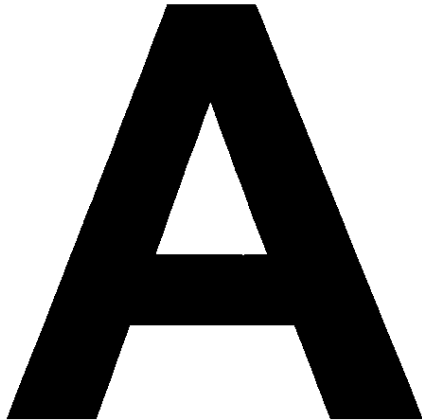
Please tick the appropriate box below

- ☒ 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

FORM ML8 (03/07)
CDROM



**BULK LIST OF SHAREHOLDERS OR MEMBERS FOR
COMPANY NUMBER – 1994997**

**A BULK LIST OF SHAREHOLDERS OR MEMBERS FOR THIS
COMPANY HAS BEEN LODGED BUT DOES NOT APPEAR ON
THIS ANNUAL RETURN. THE LIST WILL BE AVAILABLE TO
REQUEST ON CDROM APPROXIMATELY 10 DAYS FROM
11/10/10. TO ORDER A COPY OF THE BULK LIST ON CDROM
CALL THE NUMBERS BELOW:**

**COMPANIES HOUSE DIRECT CUSTOMERS PLEASE PHONE
08457 573991**

WEB CUSTOMERS PLEASE PHONE 0303 1234 500