



**Companies House**  
— for the record —

**AR01** (ef)

**Annual Return**



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**X1O29TLK**

*Company Name:* **Bupa Investments Overseas Limited**

*Company Number:* **02993390**

*Date of this return:* **22/11/2012**

*SIC codes:* **82990**

*Company Type:* **Private company limited by shares**

*Situation of Registered Office:* **BUPA HOUSE 15-19 BLOOMSBURY WAY  
LONDON  
ENGLAND  
WC1A 2BA**

**Officers of the company**

## *Company Secretary 1*

*Type:* **Corporate**

*Name:* **BUPA SECRETARIES LIMITED**

*Registered or  
principal address:* **BUPA HOUSE 15-19 BLOOMSBURY WAY  
LONDON  
UNITED KINGDOM  
WC1A 2BA**

## *European Economic Area (EEA) Company*

*Register Location:* **UNITED KINGDOM**

*Registration Number:* **3155937**

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*Company Director*    ***1***

*Type:*                                **Person**

*Full forename(s):*                **NICHOLAS TETLEY**

*Surname:*                                **BEAZLEY**

*Former names:*

*Service Address:*                        **BUPA HOUSE 15-19 BLOOMSBURY WAY  
LONDON  
UNITED KINGDOM  
WC1A 2BA**

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

*Date of Birth:*    **19/01/1960**                                *Nationality:*    **BRITISH**

*Occupation:*    **DIRECTOR**

*Company Director*    **2**

*Type:*                                **Person**

*Full forename(s):*                **MR GARETH MORRIS**

*Surname:*                                **EVANS**

*Former names:*

*Service Address:*                        **BUPA HOUSE 15-19 BLOOMSBURY WAY  
LONDON  
ENGLAND  
WC1A 2BA**

*Country/State Usually Resident:*   **ENGLAND**

*Date of Birth:*   **04/04/1973**

*Nationality:*   **BRITISH**

*Occupation:*    **ACCOUNTANT**

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*Company Director*    **3**

*Type:*                                **Person**  
*Full forename(s):*                **MR IAN JONATHAN**

*Surname:*                         **GOODACRE**

*Former names:*

*Service Address:*                **BUPA HOUSE 15-19 BLOOMSBURY WAY**  
   **LONDON**  
   **ENGLAND**  
   **WC1A 2BA**

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

*Date of Birth:*    **19/03/1969**                                *Nationality:*    **BRITISH**  
*Occupation:*    **COMPANY DIRECTOR**

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*Company Director* 4

*Type:* **Person**

*Full forename(s):* **STEVEN MICHAEL**

*Surname:* **LOS**

*Former names:*

*Service Address:* **BUPA HOUSE 15-19 BLOOMSBURY WAY  
LONDON  
ENGLAND  
WC1A 2BA**

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

*Date of Birth:* **08/12/1970** *Nationality:* **BRITISH**

*Occupation:* **COMPANY DIRECTOR**

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*Company Director*    **5**

*Type:*                            **Person**

*Full forename(s):*            **MAHBOOB ALI**

*Surname:*                      **MERCHANT**

*Former names:*

*Service Address:*            **BUPA HOUSE 15-19 BLOOMSBURY WAY  
LONDON  
UNITED KINGDOM  
WC1A 2BA**

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

*Date of Birth:*    **15/07/1955**                            *Nationality:*    **BRITISH**

*Occupation:*    **CHARTERED ACCOUNTANT**

*Company Director*    **6**

*Type:*                                **Person**

*Full forename(s):*                **CHARLES AUSTEN**

*Surname:*                           **RICHARDSON**

*Former names:*

*Service Address:*                **BUPA HOUSE 15-19 BLOOMSBURY WAY  
LONDON  
ENGLAND  
WC1A 2BA**

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

*Date of Birth:*   **13/09/1972**                                *Nationality:*   **BRITISH**

*Occupation:*    **COMPANY DIRECTOR**



## Statement of Capital (Share Capital)

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<b>Class of shares</b>	<b>ORDINARY</b>	<i>Number allotted</i>	<b>2410000000</b>
		<i>Aggregate nominal value</i>	<b>2410000000</b>
<i>Currency</i>	<b>AUD</b>	<i>Amount paid per share</i>	<b>1</b>
		<i>Amount unpaid per share</i>	<b>0</b>

### *Prescribed particulars*

THE SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION RIGHTS; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION. ON A RETURN OF CAPITAL ON A WINDING UP OF THE COMPANY, THE HOLDER OF THE USD \$1 REDEEMABLE PREFERENCE SHARES SHALL RECEIVE IN PRIORITY TO ANY PAYMENT TO THE HOLDERS OF THE AUD \$ ORDINARY SHARES AN AMOUNT EQUAL TO THE NOMINAL VALUE FOR EACH SHARE HELD BY THEM.

<b>Class of shares</b>	<b>ORDINARY</b>	<i>Number allotted</i>	<b>1247826680</b>
		<i>Aggregate nominal value</i>	<b>1247826680</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid per share</i>	<b>1</b>
		<i>Amount unpaid per share</i>	<b>0</b>

### *Prescribed particulars*

THE SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION RIGHTS; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION. ON A RETURN OF CAPITAL ON A WINDING UP OF THE COMPANY, THE HOLDER OF THE USD \$1 REDEEMABLE PREFERENCE SHARES SHALL RECEIVE IN PRIORITY TO ANY PAYMENT TO THE HOLDERS OF THE £1 ORDINARY SHARES AN AMOUNT EQUAL TO THE NOMINAL VALUE FOR EACH SHARE HELD BY THEM.

<b>Class of shares</b>	<b>REDEEMABLE PREFERENCE</b>	<i>Number allotted</i>	<b>600000000</b>
		<i>Aggregate nominal value</i>	<b>600000000</b>
<i>Currency</i>	<b>USD</b>	<i>Amount paid per share</i>	<b>1</b>
		<i>Amount unpaid per share</i>	<b>0</b>

*Prescribed particulars*

THE SHARES HAVE FULL RIGHTS, RANKING PARI PASSU WITH THE £1 ORDINARY SHARES AND AUD \$1 ORDINARY SHARES TO VOTE AT GENERAL MEETINGS AND RECEIVE DIVIDENDS. DIVIDENDS ARE AT THE SOLE DISCRETION OF THE DIRECTORS. ON A RETURN OF CAPITAL ON A WINDING UP OF THE COMPANY, THE HOLDER OF THE USD\$1 REDEEMABLE PREFERENCE SHARES SHALL RECEIVE IN PRIORITY TO ANY PAYMENT TO THE HOLDERS OF THE £1 ORDINARY SHARES OR THE AUD\$ ORDINARY SHARES OR THE HOLDERS OF ANY OTHER CLASS OF SHARE ISSUED BY THE COMPANY, AN AMOUNT EQUAL TO THE NOMINAL VALUE (OR THE STERLING EQUIVALENT USING THE EXCHANGE RATE ON THE DAY OF THE RETURN) FOR EACH SUCH SHARE HELD BY THEM RESPECTIVELY. THE HOLDER OF THE USD \$1 REDEEMABLE PREFERENCE SHARES SHALL HAVE THE RIGHT (SUBJECT TO THE PROVISIONS OF THESE ARTICLES AND COMPANIES ACT) TO REQUIRE THE COMPANY TO REDEEM ALL OR SOME OF SUCH USD \$1 REDEEMABLE PREFERENCE SHARES HELD BY HIM WHICH ARE OUTSTANDING AT ANY TIME. THE REDEMPTION MONEYS PAYABLE ON EACH USD \$1 REDEEMABLE PREFERENCE SHARE ARE AN AMOUNT EQUAL TO THE NOMINAL AMOUNT OF THE USD \$1 REDEEMABLE PREFERENCE SHARE AND ANY DECLARED BUT UNPAID DIVIDEND. REDEMPTION IS EFFECTED BY THE HOLDER OF THE USD \$1 REDEEMABLE PREFERENCE SHARES TO BE REDEEMED GIVING THE COMPANY AT ANY TIME NOT LESS THAN 3 WORKING DAYS' WRITTEN NOTICE (A "REDEMPTION NOTICE"). THE REDEMPTION NOTICE SHALL SPECIFY THE USD \$1 REDEEMABLE PREFERENCE SHARES TO BE REDEEMED AND THE DATE FIXED FOR REDEMPTION (THE "REDEMPTION DATE").

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**Statement of Capital (Totals)**

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<i>Currency</i>	<b>AUD</b>	<i>Total number of shares</i>	<b>2410000000</b>
		<i>Total aggregate nominal value</i>	<b>2410000000</b>
<i>Currency</i>	<b>GBP</b>	<i>Total number of shares</i>	<b>1247826680</b>
		<i>Total aggregate nominal value</i>	<b>1247826680</b>
<i>Currency</i>	<b>USD</b>	<i>Total number of shares</i>	<b>600000000</b>
		<i>Total aggregate nominal value</i>	<b>600000000</b>

## *Full Details of Shareholders*

The details below relate to individuals / corporate bodies that were shareholders as at 22/11/2012 or that had ceased to be shareholders since the made up date of the previous Annual Return

*A full list of shareholders for the company are shown below*

*Shareholding 1* : **2410000000 ORDINARY shares held as at the date of this return**  
*Name:* **BUPA FINANCE PLC**

*Shareholding 2* : **1247826680 ORDINARY shares held as at the date of this return**  
*Name:* **BUPA FINANCE PLC**

*Shareholding 3* : **6000000000 REDEEMABLE PREFERENCE shares held as at the date of this return**  
*Name:* **BUPA FINANCE PLC**

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### *Authorisation*

*Authenticated*

*This form was authorised by one of the following:*

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