

AR01

Annual Return

(For returns made up to a date on or after 1 October 2011)

470 788 / 160



Companies House

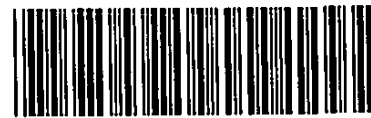
A fee is payable with this form
Please see 'How to pay' on the
last page

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 file
notice of changes to the
officers, registered office
company type or information
relating to the company

MONDAY



A28 10/02/2014 #135
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 0 4 6 5 9 4 9 1
Company name in full Citigroup Capital Hold Co UK 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.
If you would like the company's made up date to be earlier than 1 October 2011,
please complete the AR01 appropriate for earlier made up dates

Date of this return 0 7 0 2 2 0 1 4

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. ③

Classification code 1 7 0 1 0 0
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 2007)
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

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A4**Company type^①**

Please confirm your company type by ticking the appropriate box below (only one box must be ticked)

- ☐ Public limited company
☒ Private company limited by shares
☐ 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

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 | |
| Street | Citigroup Centre Canada Square, Canary Wharf |
| Post town | London |
| County/Region | |
| Postcode | E 1 4 5 L B |

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

- ☐ Register of members
☐ Register of directors
☐ Directors' service contracts
☐ Directors' indemnities
☐ Register of secretaries
☐ Records of resolutions etc
☐ Contracts relating to purchase of own shares
☐ Documents relating to redemption or purchase of own share out of capital by private company
☐ Register of debenture holders
☐ Report to members of outcome of investigation by public company into interests in its shares
☐ 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

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

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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* | |
| Full forename(s) | Simon James |
| Surname | Cumming |
| 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 ^①

| | |
|----------------------|---------------------------------|
| Building name/number | |
| Street | The Company's Registered Office |
| Post town | |
| County/Region | |
| Postcode | |
| Country | |

^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.

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Corporate secretary**C1****Corporate secretary's details ¹**

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

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.

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.

This information will appear on the public record.

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**

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 ²

Registration number

² EEA

A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk

² This is the register mentioned in Article 3 of the First Company Law 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.

Legal form of the
corporate body
or firm

Governing law

If applicable, where
the company/firm is
registered ³If applicable, the
registration number**³ 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.

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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* | | |
| Full forename(s) | Simon James | |
| Surname | Cumming | |
| Former name(s) ② | | |
| Country/State of residence | United Kingdom | |
| Nationality | British | |
| Date of birth | <div>d</div> 2 <div>d</div> 7 <div>m</div> 0 <div>m</div> 7 <div>y</div> 1 <div>y</div> 9 <div>y</div> 6 <div>y</div> 4 | |
| Business occupation (if any) | Chartered Secretary | |

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 | | |
| Street | The Company's Registered Office | |
| Post town | | |
| County/Region | | |
| Postcode | <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> | |
| Country | | |

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.

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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* | |
| Full forename(s) | May Alexandra |
| Surname | Livingstone |
| Former name(s) ② | |
| Country/State of residence | England |
| Nationality | British |
| Date of birth | <div>d</div> <div>2</div> <div>d</div> <div>0</div> <div>m</div> <div>0</div> <div>m</div> <div>6</div> <div>y</div> <div>1</div> <div>y</div> <div>9</div> <div>y</div> <div>6</div> <div>y</div> <div>2</div> |
| 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 | |
| Street | The Company's Registered Office |
| Post town | |
| County/Region | |
| Postcode | |
| Country | |

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.

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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 | |
| 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 ② | |
| 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.

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Part 3**Statement of capital¹**

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 |
|---|--|--|-------------------------------|--------------------------------------|
| £0 01 Ordinary share | 0 01 | 0 00 | 10,001,000,000 00 | £ 100,010,000 00 |
| | | | | £ |
| | | | | £ |
| | | | | £ |
| Totals | | | 10,001,000,000 00 | £ 100,010,000 00 |

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 10,001,000,000 00

Total aggregate nominal value ⁵ £100,010,000 00

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

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F4**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 01 Ordinary share |
| Voting rights | <p>Right to vote</p> <p>41 Subject to any rights or restrictions attached to any shares, on a vote on a resolution (a) on a show of hands at a meeting, every member present (not being present by proxy) and entitled to vote has one vote and every proxy present who has been duly appointed by a member entitled to vote on the resolution has one vote except where</p> <p>(i) that proxy has been duly appointed by more than one member entitled to vote on the resolution, and</p> <p>(ii) the proxy has been instructed</p> <p>(A) one or more of those members to vote for the resolution and by one or more of those</p> |
| Class of share | |
| Voting rights | |
| Class of share | |
| Voting rights | |
| Class of share | |
| Voting rights | |

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| F4 | Statement of capital (Voting rights) |
|----------------|--|
| Class of share | £0 01 Ordinary share |
| Voting rights | <p>members to vote against the resolution, or</p> <p>(B) by one or more of those members to vote in the same way on the resolution (whether for or against) and one or more of those members has permitted the proxy discretion as to how to vote, in which case, the proxy has one vote for and one vote against the resolution, and</p> <p>(b) on a poll taken at a meeting, every member present and entitled to vote has one vote in respect of each share held by him</p> <p>Joint holders of shares</p> <p>42 In the case of joint holders of a share, only the vote of the senior holder who votes (and any proxy duly authorised by him) may be counted by the Company For the purposes of this Article 42, the senior holder of a share is determined by the order in which the names of the joint holders appear in the register of members</p> <p>Entitlement to vote</p> <p>43 No member shall, unless the directors otherwise determine, be entitled to 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</p> |

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Part 4 Shareholders

Does your company have share capital?

→ Yes go to **Section G1** 'Companies with share capital'→ No Go to **Part 5 (Signature)****G1 Companies with share capital**

Question 1

Were any of the company's shares admitted to trading on a market at any time during this return period? Please tick the appropriate box below ①

☒ No go to **Section G2** 'Past and present shareholders'☐ Yes go to **Question 2**

Question 2

Please only refer to Question 2 below if you have answered 'Yes' to Question 1. If you answered 'No', please go to **Section G2** 'Past and present shareholders'

Did the company, throughout the return period, have any shares admitted to trading on a relevant market and was it, throughout the return period, an issuer to which DTR5 applies?(3) Please tick the appropriate box below ②

☐ No go to **Section G4** 'Shareholders who hold at least 5% of any class of shares of the company as at the made up date of the return'☐ Yes go to **Part 5 'Signature'**① A market is one established under the rules of a UK recognised investment exchange or any other regulated markets in or outside of the UK, or any other market outside of the UK. The current UK recognized investment exchanges and regulated markets can be found at www.fsa.gov.uk/register/exchanges.do

② DTR5 refers to the Vote Holder and Issuer Notification Rules contained in Chapter 5 of the Disclosure and Transparency Rules source book issued by the Financial Services Authority. Notification is required when the percentage acquisition of a shareholder in the company has reached a certain threshold (starting at 3%)

G2 List of past and present shareholders ③

The company is required to provide a full list of past and present shareholders if one was not included with either of the last two returns. Please tick the appropriate box below

☐ There were no shareholder changes in this period. Go to **Part 5 (Signature)**☒ A full list of shareholders is enclosed☐ A list of shareholder changes is enclosed

How is the list of shareholders enclosed? Please tick the appropriate box below

☒ The list of shareholders is enclosed on paper. Go to **Section G3** 'List of past and present shareholders'☐ The list of shareholders is enclosed in another format. Go to **Part 5 (Signature)**.③ This section only applies to companies answering 'No' in **Section G1**

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G3**List of past and present shareholders¹**

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

¹ Please list the company shareholders in alphabetical order

Joint shareholders should be listed consecutively

Further shareholders

Please use a 'List of past and present shareholders' continuation page if necessary

This section only applies to companies answering 'No' to Question 1 in Section G1

| 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 |
| Citigroup Japan Holdings Corp | £0 01 Ordinary share | 0 00 | 10,001,000,000 00 | 30 / 08 / 2010 |
| COHM Overseas Mexico Holding, S de R L de C V | £0 01 Ordinary share | 10,001,000,000 0 | | / / |
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G4

This section should show only the shareholders that hold at least 5% of any class of share(s) of the company at the date of this return

If there were no shareholders holding at least 5% of any class of share(s) at the date of this return, this section may be left blank

This section only applies to companies answering 'No' to Question 2 in Section G1

Joint shareholders should be listed consecutively

Please use a 'Shareholders who hold at least 5% of any class of share(s) of the company as at the made up date of this return' continuation page if necessary

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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

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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 **Company Secretary's Department**

Address

Citigroup Centre

Canada Square, Canary Wharf

Post town **London**

Country/Region

Postcode **E 1 4 5 L B**

Country **England**

DX

Telephone



Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☐ That if the made up date of the return is any earlier than 1 October 2011, you must complete the appropriate form AR01
- ☐ 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 is payable on this form

Make cheques or postal orders payable to 'Companies House'. For information on fees, go to www.companieshouse.gov.uk



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