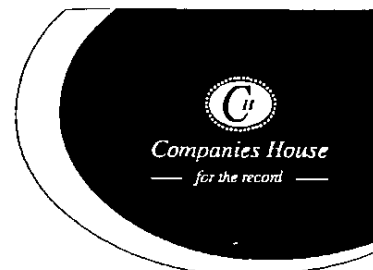


100370/50



Company Name
**AFFINITY HEALTHCARE
HOLDINGS LIMITED**

363s Annual Return

Company Type
**Private Company Limited By
Shares**

Company Number
5305312

Information extracted from
Companies House records on
5th December 2007

- > Please check the details printed in the "Current details" column
- > If any details are wrong, strike them through and write the correct details in the "Amended details" column
- > Please complete in **black** ink and use

Section 1: Company details

THURSDAY



A59 *A1Z25W1E* 393
03/01/2008
COMPANIES HOUSE

Ref 5305312/09/28

	Current details	Amended details																		
> Registered Office Address <i>If any of the details are wrong, strike them through and fill in the correct details in the "Amended details" column</i>	100 Wilmslow Road Heald Green Cheadle Cheshire SK8 3DG	Address _____ _____ _____ UK Postcode _ _ _ _ _																		
> Register of Members <i>If any of the details are wrong, strike them through and fill in the correct details in the "Amended details" column</i>	Address where the Register is held The Hour House, 32 High Street Rickmansworth Herts WD3 1ER	Address _____ _____ _____ UK Postcode _ _ _ _ _																		
> Register of Debenture Holders <i>If any of the details are wrong, strike them through and fill in the correct details in the "Amended details" column</i>	Not Applicable	Address _____ _____ _____ UK Postcode _ _ _ _ _																		
> Principal Business Activities <i>If any of the details are wrong, strike them through and fill in the correct details in the "Amended details" column</i>	<table border="1"> <thead> <tr> <th>SIC Code</th> <th>Description</th> </tr> </thead> <tbody> <tr> <td>7415</td> <td>Holding companies incl head offices</td> </tr> </tbody> </table>	SIC Code	Description	7415	Holding companies incl head offices	<table border="1"> <thead> <tr> <th>SIC CODE</th> <th>Description</th> </tr> </thead> <tbody> <tr><td>_____</td><td>_____</td></tr> <tr><td>_____</td><td>_____</td></tr> <tr><td>_____</td><td>_____</td></tr> <tr><td>_____</td><td>_____</td></tr> <tr><td>_____</td><td>_____</td></tr> <tr><td>_____</td><td>_____</td></tr> </tbody> </table>	SIC CODE	Description	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
SIC Code	Description																			
7415	Holding companies incl head offices																			
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> Please enter additional principal activity code(s) in "Amended details" column <i>See notes for guidance for list of activity codes</i>																				

Section 2: Details of Officers of the Company

	Current details	Amended details
> Company Secretary <i>If any of the details for this person are wrong, strike them through and fill in the correct details in the "Amended details" column</i> <i>Particulars of a new Company Secretary must be notified on form 288a</i>	Name Jonathan Alan SHAW Address 6 Springhill Higher Hurdsfield Macclesfield Cheshire SK10 2PH	Name <input type="checkbox"/> Tick this box if this address is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 Address UK Postcode <u> </u> Date of change <u> </u> / <u> </u> / <u> </u> Date Jonathan Alan SHAW ceased to be secretary (if applicable) <u> </u> / <u> </u> / <u> </u>
> Director <i>If any of the details for this person are wrong, strike them through and fill in the correct details in the "Amended details" column</i> <i>Particulars of a new Director must be notified on form 288a</i>	Name Philip BATCHELOR Address Eaves Farm House Gross Lane Warrington Cheshire WA13 7AR Date of birth 08/04/1955 Nationality British Occupation Chartered Accountant	Name <input type="checkbox"/> Tick this box if this address is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 Address <u>APARTMENT 210</u> <u>100 THE QUAYS</u> <u>SALFORD QUAYS, SALFORD</u> <u>MANCHESTER</u> UK Postcode <u>M50L 3BE</u> Date of birth <u> </u> / <u> </u> / <u> </u> Nationality <u> </u> Occupation <u> </u> Date of change <u> </u> / <u> </u> / <u> </u> Date Philip BATCHELOR ceased to be director (if applicable) <u> </u> / <u> </u> / <u> </u>

	Current details	Amended details
> Director <i>If any of the details for this person are wrong, strike them through and fill in the correct details in the "Amended details" column</i> <i>Particulars of a new Director must be notified on form 288a</i>	Name Lesley Frances DENTON Address 4 Davis Road Chafford 100 Grays Essex RM16 6PT Date of birth 04/11/1954 Nationality British Occupation Management Consultant	Name <input type="checkbox"/> Tick this box if this address is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 Address UK Postcode _ _ _ _ _ Date of birth _ _ / _ _ / _ _ _ _ Nationality _____ Occupation _____ Date of change _ _ / _ _ / _ _ _ _ Date Lesley Frances DENTON ceased to be director (if applicable) _ _ / _ _ / _ _ _ _
> Director <i>If any of the details for this person are wrong, strike them through and fill in the correct details in the "Amended details" column</i> <i>Particulars of a new Director must be notified on form 288a</i>	Name Adrian Charles EVANS Address Beecroft 7 Chapel Lane Croxton Kerrial Grantham Lincolnshire NG32 1PU Date of birth 15/02/1966 Nationality British Occupation Director	Name <input type="checkbox"/> Tick this box if this address is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 Address UK Postcode _ _ _ _ _ Date of birth _ _ / _ _ / _ _ _ _ Nationality _____ Occupation _____ Date of change _ _ / _ _ / _ _ _ _ Date Adrian Charles EVANS ceased to be director (if applicable) _ _ / _ _ / _ _ _ _

	Current details	Amended details
> Director <i>If any of the details for this person are wrong, strike them through and fill in the correct details in the "Amended details" column</i> <i>Particulars of a new Director must be notified on form 288a</i>	Name Corinne PHILIPS Address 209 Albany Street London NW1 4AB Date of birth 08/03/1975 Nationality British Occupation Private Equity Investor	Name <hr/> <input type="checkbox"/> Tick this box if this address is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 Address <hr/> <hr/> <hr/> UK Postcode _ _ _ _ _ Date of birth _ _ / _ _ / _ _ _ _ Nationality _____ Occupation _____ Date of change _ _ / _ _ / _ _ _ _ Date Corinne PHILIPS ceased to be director (if applicable) _ _ / _ _ / _ _ _ _
> Director <i>If any of the details for this person are wrong, strike them through and fill in the correct details in the "Amended details" column</i> <i>Particulars of a new Director must be notified on form 288a</i>	Name John Harris ROBINSON Address 20 Mill Lane Elloughton Brough East Yorkshire HU15 1JL Date of birth 22/12/1940 Nationality British Occupation Company Director	Name <hr/> <input type="checkbox"/> Tick this box if this address is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 Address <hr/> <hr/> <hr/> UK Postcode _ _ _ _ _ Date of birth _ _ / _ _ / _ _ _ _ Nationality _____ Occupation _____ Date of change _ _ / _ _ / _ _ _ _ Date John Harris ROBINSON ceased to be director (if applicable) _ _ / _ _ / _ _ _ _

	Current details	Amended details
> Director <i>If any of the details for this person are wrong, strike them through and fill in the correct details in the "Amended details" column</i> <i>Particulars of a new Director must be notified on form 288a</i>	Name Jonathan Alan SHAW Address 6 Springhill Higher Hurdsfield Macclesfield Cheshire SK10 2PH Date of birth 20/04/1960 Nationality British Occupation Director	Name <input type="checkbox"/> Tick this box if this address is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 Address UK Postcode _ _ _ _ _ Date of birth _ _ / _ _ / _ _ _ _ Nationality _____ Occupation _____ Date of change _ _ / _ _ / _ _ _ _ Date Jonathan Alan SHAW ceased to be director (if applicable) _ _ / _ _ / _ _ _ _
> Director <i>If any of the details for this person are wrong, strike them through and fill in the correct details in the "Amended details" column</i> <i>Particulars of a new Director must be notified on form 288a</i>	Name Alistair Charles Westray TROUP Address 58 Gibson Square London N1 0RA Date of birth 18/01/1964 Nationality British Occupation Venture Capital	Name <input type="checkbox"/> Tick this box if this address is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 Address UK Postcode _ _ _ _ _ Date of birth _ _ / _ _ / _ _ _ _ Nationality _____ Occupation _____ Date of change _ _ / _ _ / _ _ _ _ Date Alistair Charles Westray TROUP ceased to be director (if applicable) _ _ / _ _ / _ _ _ _

Section 4: Details of New Shareholders and Transfers (A) (ii)

- > Please fill in details of any persons or corporate bodies who have become shareholders since the last annual return
- > Please fill in details of any persons or corporate bodies that have transferred shares since the last annual return
- > Please use Section 4B to give details of any persons or corporate bodies who have ceased to be shareholders since the last annual return or, in the case of a first return, since the incorporation of the company
- > Please copy this page if there is not enough space to enter all the company's current shareholders

Shareholders details	Class and number of shares or amount of stock held	Class and number of shares or amount of stock transferred (If appropriate)	Date of registration of transfer (If appropriate)
Name <u>AFFINITY HEALTHCARE LIMITED</u> <small>(AS TRUSTEE OF THE AFFINITY</small> <u>HEALTH CARE BENEFIT TRUST</u> <u>100 WILMSLOW ROAD</u> <u>HEALD GREEN</u> <u>CHEADLE, CHESHIRE</u> UK Postcode <u>SK8 3DG</u>	ORDINARY A 3813 shares	ORDINARY A 153,687 shares	27 transfers made during year
Name <u>Geoff BAINES</u> Address <u>8 Barnaby Road</u> <u>Nunthorpe</u> <u>Middlesborough</u> UK Postcode <u>TS7 0HP</u>	ORDINARY A 4,140		
Name <u>Martin GRAHAM</u> Address <u>4 Martinhoe,</u> <u>Ingleby Barwick</u> <u>Stockton on Tees, Cheshire</u> UK Postcode <u>TS17 0NN</u>	ORDINARY A 2,000		
Name <u>Dr Nicholas HALSTEAD</u> Address <u>Hollybank Farm</u> <u>Huxley Lane, Tiverton</u> <u>Tarporely, Cheshire</u> UK Postcode <u>CW6 9NB</u>	ORDINARY A 6,900		

Section 4B: Details of Former Shareholders

- > Please fill in details of any persons or corporate bodies who have ceased to be shareholders at the date of this return. Also, please give the dates that their shares were transferred
- > Please copy this page if there is not enough space to enter all the company's former shareholders

Former shareholders details	Class and number of shares or amount of stock transferred	Date of registration of transfer
Name _____ Address _____ _____ _____ UK Postcode _ _ _ _ _		
Name _____ Address _____ _____ _____ UK Postcode _ _ _ _ _		
Name _____ Address _____ _____ _____ UK Postcode _ _ _ _ _		
Name _____ Address _____ _____ _____ UK Postcode _ _ _ _ _		
Name _____ Address _____ _____ _____ UK Postcode _ _ _ _ _		

Section 4: Details of New Shareholders and Transfers (A) (ii)

- > Please fill in details of any persons or corporate bodies who have become shareholders since the last annual return
- > Please fill in details of any persons or corporate bodies that have transferred shares since the last annual return
- > Please use Section 4B to give details of any persons or corporate bodies who have ceased to be shareholders since the last annual return or in the case of a first return, since the incorporation of the company
- > Please copy this page if there is not enough space to enter all the company's current shareholders

Shareholders details	Class and number of shares or amount of stock held	Class and number of shares or amount of stock transferred (If appropriate)	Date of registration of transfer (If appropriate)
Name <u>Sikander-KA MLANA</u> Address <u>3 Sheepdene,</u> <u>Wynyard Woods</u> <u>Wynyard, Billingham</u> <u>Teeside</u> UK Postcode <u>TS22 5RZ</u>	ORDINARY A 13,801		
Name <u>Joanne LATHAM</u> Address <u>9 Byrom Street</u> <u>Altrincham</u> <u>Cheshire</u> UK Postcode <u>WA14 3EN</u>	ORDINARY A 4,140		
Name <u>Dr Sonu SHARMA</u> Address <u>76 Franningham Road</u> <u>Brooklands</u> <u>Salisbury</u> UK Postcode <u>SP3 3RJ</u>	ORDINARY A 13,801		
Name <u>George STOKES</u> Address <u>33 Oaklea Mews</u> <u>Aycliffe Village</u> <u>Darlington, Co Durham</u> UK Postcode <u> </u>	ORDINARY A 5,520		

Section 4- Details of New Shareholders and Transfers (A) (11)

- > Please fill in details of any persons or corporate bodies who have become shareholders since the last annual return
- > Please fill in details of any persons or corporate bodies that have transferred shares since the last annual return
- > Please use Section 4B to give details of any persons or corporate bodies who have ceased to be shareholders since the last annual return or, in the case of a first return, since the incorporation of the company
- > Please copy this page if there is not enough space to enter all the company's current shareholders

Shareholders details	Class and number of shares or amount of stock held	Class and number of shares or amount of stock transferred (If appropriate)	Date of registration of transfer (If appropriate)
Name <u>David Williams</u> Address <u>2 Woodland Heights</u> <u>Woodland</u> <u>Bishop Auckland, Co Durham</u> UK Postcode <u>DL13 5RA</u>	ORDINARY A 2,000		
Name _____ Address _____ _____ _____ UK Postcode _ _ _ _ _			
Name _____ Address _____ _____ _____ UK Postcode _ _ _ _ _			
Name _____ Address _____ _____ _____ UK Postcode _ _ _ _ _			

Section 4B: Details of Former Shareholders

- > Please fill in details of any persons or corporate bodies who have ceased to be shareholders at the date of this return. Also, please give the dates that their shares were transferred
- > Please copy this page if there is not enough space to enter all the company's former shareholders

Former shareholders details	Class and number of shares or amount of stock transferred	Date of registration of transfer
Name Christine DONOHUE Address 2 Clarendon Avenue Altrincham Cheshire UK Postcode WA16 8HD	A Ordinary 2,000 shares	10/11/2006
Name Louise GRIFFITHS Address 38 Park Road Disley Stockport UK Postcode SK12 2LX	A ordinary 1,500 shares	28/09/2007
Name Mark JOHNSON Address 86 Burnley Road Edenfield Ramsbottom, Bury, Lancashire UK Postcode BL0 0HW	A ordinary 4,445 shares	30/04/07
Name Alison MATHER Address Flat 1, 3 Elm Grove Didsbury UK Postcode M20 6PQ	A ordinary 2,000 shares	16/08/07
Name Thomas MCCARTHY Address Meadow Barn Norley Lane Crowton, Northwich, Cheshire UK Postcode CW8 2RR	A ordinary 15,555 shares	30/04/07

Section 4B: Details of Former Shareholders

- > Please fill in details of any persons or corporate bodies who have ceased to be shareholders at the date of this return. Also, please give the dates that their shares were transferred
- > Please copy this page if there is not enough space to enter all the company's former shareholders

Former shareholders details	Class and number of shares or amount of stock transferred	Date of registration of transfer
Name <u>Claire SILLINCE</u> Address <u>12 Gibbons Road</u> <u>Heaton Moor</u> <u>Stockport</u> UK Postcode <u>SK4 4JX</u>	Ordinary A 5,000 shares	09/05/2007
Name <u>Anette SOOPRAMANIAN</u> Address <u>8 Rosslyn Road</u> <u>Heald Green</u> <u>Cheadle Cheshire</u> UK Postcode <u>SK8 3DJ</u>	Ordinary A 2,000 shares	10/11/2006
Name _____ Address _____ _____ _____ UK Postcode _ _ _ _ _		
Name _____ Address _____ _____ _____ UK Postcode _ _ _ _ _		
Name _____ Address _____ _____ _____ UK Postcode _ _ _ _ _		

363s Annual Return Declaration

- > When you have checked all the sections of this form, please complete this page and sign the declaration below
- > If you want to change the made up date of this annual return, please complete 2 below

1. Declaration

- ☐ I confirm that the details in this annual return are correct as at the made-up-date (shown at 2 below) I enclose the filing fee of £30

Signature

(Director / Secretary)

Date

18 / 12 / 2007

This date must not be earlier than the return date at 2 below

What to do now

Complete this page then send the whole of the Annual Return and the declaration to the address shown at 4 below

2. Date of this return

- ☒ This AR is made up to **6/12/2007** If you are making this return up to an earlier date, please give the date here

__ / __ / ____

Note The form must be delivered to CH within 28 days of this date

3. Date of next return

- ☐ If you wish to change your next return to a date earlier than **6th December 2008** please give the new date here

__ / __ / ____

4. Where to send this form

- ☐ Please return this form to

Registrar of Companies
Companies House
Crown Way
Cardiff CF14 3UZ

OR

For members of the Hays Document
Exchange service
DX 33050 Cardiff

Have you enclosed the filing fee with the company number written on the reverse of the cheque?

Contact Address

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

Contact Name

SUSAN RICHARDS

Telephone number inc code

01923 335335

Address EDIS - BATES ASSOCIATES DX number if applicable

THE HOUR HOUSE

32 HIGH STREET

DX exchange

RICKMANSWORTH

HERTS

Postcode

WD3 1ER

AFFINITY HEALTHCARE HOLDINGS LIMITED		
Full List of Shareholders as at 5 December 2007		
Class Ordinary B Shares		
Shareholder Name	No of Shares	
Philip Batchelor Apartment 210, 100 The Quays, Salford Quays, Salford, Manchester M50 3BE	133,898	Held jointly with following 2 shareholders
Stephen Hemsley Apartment 210, 100 The Quays, Salford Quays, Salford, Manchester M50 3BE	133,898	Held jointly with previous and next shareholders
John Ward Apartment 210, 100 The Quays, Salford Quays, Salford, Manchester M50 3BE	133,898	Held jointly with 2 previous shareholders
Duke Street Capital V Ltd Almack House, 28 King Street, London SW1Y 6XA	2,731,346	
Duke Street Capital V GMBH & CO KG Mainzer, Landstrasse 46 60325, Frankfurt Am Maine, Germany	134,758	
Total Ordinary B Shares	3,000,002	
Class Ordinary A Shares		
Affinity Healthcare Limited (as Trustee of the EBT) 100 Wilmslow Road, Heald Green, Cheadle, Cheshire SK8 3DG	3,813	
Philip Batchelor Apartment 210, 100 The Quays, Salford Quays, Salford, Manchester M50 3BE	175,000	Held jointly with following 2 shareholders
Stephen Hemsley Apartment 210, 100 The Quays, Salford Quays, Salford, Manchester M50 3BE	175,000	Held jointly with previous and next shareholders

John Ward Apartment 210, 100 The Quays, Salford Quays, Salford, Manchester M50 3BE	175,000	Held jointly with 2 previous shareholders
Geoff BAINES 8 Barnaby Road, Nunthorpe, Middlesborough TS7 0HP	4,140	
Jennifer CLARKE 6 Prestbury Close, Great Moor, Stockport SK2 7HW	5,520	
Lesley Frances DENTON 4 Davis Road, Chafford 100, Grays, Essex RM16 6PT	10,000	
Bal DHUMMA 2 Reedbank, Ringley Wood, Radcliffe M26 1YD	3,000	
James ECCLESTON 32 Sunningdale, Newton Aycliffe, Co Durham DL5 4TS	4,140	
Jennifer ESPIE 14 Mount Leven Road, Yarm, Cleveland, TS15 9RF	5,000	
Adrian Charles EVANS Beecroft, 7 Chapel Lane, Croxton Kerrial Grantham, Lincs NG32 1PU	56,250	
Lesley FAITH The Residence, Dale Road, Marple, Stockport SK6 6NL	13,801	
Mark GILLIGAN Stockbar Cottage, Gough Lane, Bamber Bridge, Preston PR5 6AQ	5,520	
Ty GLOVER 6 Willow Tree Road, Hale, Altrincham, Cheshire WA14 2EG	13,801	
Martin GRAHAM 4 Martinhoe, Ingleby Barwick, Stockton on Tees, Cleveland TS17 0NN	2,000	

Benjamin GREEN 2 Cornflower Way, Moreton, Wirral CH46 1SU	13,801	
Dr Nicholas HALSTEAD Hollybank Farm, Huxley Lane, Tiverton, Tarporely, Cheshire CW6 9NB	6,900	
Sarah HUMPHREYS 27 Ecton Avenue, Macclesfield SK10 1RD	4,140	
Karen Claire JOHNS 8 Ingleton, Elloughton, East Yorkshire HU15 1SQ	9,375	
Sikander KAMLANA 3 Sheepdene, Wynyard Woods, Wynyard, Billingham, Teeside TS22 5RZ	13,801	
David KINGSLEY 3 Derwent Way, Great Warford, Alderley Edge, Cheshire SK9 7WE	13,801	
Joanne LATHAM 9 Byrom Street, Altrincham, Cheshire WA14 2EN	4,140	
Kimberley LAW 45 Ashford Avenue, Boothstown, Worsley, M28 1JJ	6,210	
Stuart LAWLESS 26 Charter Road, Altrincham WA15 9RL	6,210	
Tracey MARR 9 Tiverton Drive, Wilsmlow, Cheshire SK9 2TJ	5,000	
Ian McCOMISKIE 8 Hampton Gardens, Stafford ST18 0WD	37,500	
John McGOVERN 8 Warwick Close, Heaton Moor, Stockport SK4 4NH	8,280	

Stephen MURDEN 9 Tiverton Drive, Wilmslow, Cheshire	5,250	
John PALFREYMAN Greenacres, Highfield Road, Lymm WA13 0DZ	30,000	
Tor PETTIT 51 Ogden Road, Bramhall, Stockport SK7 1HZ	13,801	
Kristina RILEY 33 Rowan Avenue, Sale M33 3NG	2,250	
John Harris ROBINSON 20 Mill Lane, Elloughton, East Yorkshire HU15 1TL	18,750	
Mark John ROBINSON 4 St Michaels Way, Addingham, Ilkley LS29 0RN	9,375	
Dr Sonu SHARMA 76 Franingham Road, Brooklands, Sale M33 3RJ	13,801	
Jonathan SHAW 6 Springhill, Higher Hurdsfield, Macclesfield, Cheshire SK10 2PH	75,000	
Rosalind SIMPSON Mousenhall, Belford, Northumberland NE70 7HN	4,140	
Mark SPURRELL 247 Hale Road, Hale, Altrincham WA15 8RE	30,000	
Linda STEPHENS 52 Teesway, Neasham, Darlington, County Durham DL2 1QU	60,000	
George STOKES 33 Oaklea Mews, Aycliffe Village, Darlington, Co Durham	5,520	

David WILLIAMS	2,000	
2 Woodland Heights, Woodland, Bishop Auckland, Co Durham DL13 5RA		
TOTAL ORDINARY A SHARES	701,030	