In accordance with Section 854 of the Companies Act 2006

BLUEPRINT

Annual Return

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

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

X What this form is NOT for You cannot use this form to giv notice of changes to the compa officers, registered office addre company type or information relating to the company records



least once every year 28/06/2012 A23 COMPANIES HOUSE Part 1 Company details The section must be completed by all companies. Filling 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 Company name change 2 6 6 3 1 If your company has recently changed its name, please provide Company name in full RMF HOLDINGS LIMITED the company name as at the date of this return A2 Return date ② Date of this return Please give the annual return made up date. The return date must not be a future Your company's return date date. The annual return must be delivered within 28 days of the date given below. is usually the anniversary of incorporation or the anniversary If you would like the company's made up date to be earlier than 1 October 2011, of the last annual return filed at please complete the ARO1 appropriate for earlier made up dates Companies House, You may choose an earlier return date but it must not Date of this return @ 1 ^y2 | ^y0 be a later date **A3** Principal business activity O Principal business activity Please show the trade classification code number(s) for the principal You must provide a trade activity or activities 9 classification code (SIC code 2007) or a description of your company's Classification code 1 0 0 1 0 main business in this section. Classification code 2 A full list of the trade classification codes are available on our website Classification code 3 www.companieshouse.gov.uk Classification code 4 If you cannot determine a code, please give a brief description of your business activity below Principal activity description

AR01 Annual Return (For returns made up to a date on or after 1 October 2011) **A4** Company type 0 Company type Please confirm your company type by ticking the appropriate box below (only If you are unsure of your company one box must be ticked) type, please check your latest Public limited company certificate of incorporation or our \mathbf{V} Private company limited by shares website www.companieshouse.gov.uk Private company limited by guarantee Private company limited by shares exempt under section 60 Private company limited by guarantee exempt under section 60 Private unlimited company with share capital Private unlimited company without share capital **A5** Registered office address @ Building name/number RIVERBANK HOUSE Change of registered office This must agree with the address 2 SWAN LANE Street that is held on the Companies House record at the date of this return If the registered office address has Post town LONDON changed, you should complete form AD01 and submit it together with County/Region this annual return. Postcode R 3 **A6** Single alternative inspection location (SAL) of the company records (if applicable) 6 SAIL address Building name/number This must agree with the address Street that is held on the Companies House record at the date of this return. If the address has changed, you should complete form AD02 and Post town submit it together with this annual County/Region return Postcode **A**7 Location of company records 0 Location of company records Please tick the appropriate box to indicate which records are kept at the SAIL If the company records are held at address in Section A6 the registered office address, do not Register of members tick any of the boxes in this section Register of directors Certain records must be kept by Directors' service contracts. every company while other records are only kept by certain company Directors' indemnities. types where appropriate Register of secretaries Records of resolutions etc. If the records are not kept at the SAIL address, they must be available Contracts relating to purchase of own shares. at the registered office Documents relating to redemption or purchase of own share out of capital by private company If any of the company records have moved from the registered office Register of debenture holders to the address in Section A6 since Report to members of outcome of investigation by public company into the last annual return, you must interests in its shares. complete form AD03 and submit it together with this annual return Register of interests in shares disclosed to public company

Instruments creating charges and register of charges. England and Wales

instruments creating charges and register of charges. Scotland

or Northern Ireland

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

Part 2	Officers of the company				
Secretary	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			
B1	Secretary's details 0				
_	Please use this section to list all the secretaries of the company For a corporate secretary, complete Section C1-C4.	Secretary appointments You may not use this form to appoint a secretary. To do this,			
Title*		please complete form AP03 and submit it together with this annual			
Full forename(s)	LISA JANE	return			
Surname	DANIELS	Corporate details Please use Section C1-C4 to enter			
Former name(s) Ø		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 Former name(s) Please provide any previous names which have been used for business purposes during the pencil of this return. Marned women do not need to give former names unless previously used for business purposes.			
B2	Secretary's service address ®				
Building name/number	The Company's Registered Office	Service address If you have previously notified			
Street		Companies House that the service address is at The Company's Registered Office', please state 'The			
Post town		 Company's Registered Office' in the address 			
County/Regran		This information will appear on the			
Postcode		public record			
Country					

Annual Return

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

Corporate secretary

C1	Corporate secretary's details 0	
Corporate body/firm	Please use this section to list all the corporate secretaires of the company	O Corporate secretary appointments You cannot use this form to appoint a corporate secretary. To do this, please complete form APO4 and submit it together with this annual
Building name/number		return Corporate secretary details
Street		All details must agree with those previously notified to Companies House, If you have made changes since the last annual return and have
Post town		not notified us, please complete form CH04
County/Region		This information will appear on the
Postcode		public record
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 ®	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	② EEA A full list of countnes of the EEA can be found in our guidance
Where the company/ firm is registered •		www.companieshouse gov.uk This is the register mentioned in Article 3 of the First Company Law
Registration number		Turective (68/151/ŒC)
C4	Non-EEA companies	
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register	Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in
Legal form of the		that register
corporate body or firm		-
Governing law		-
If applicable, where the company/firm is registered •		-
If applicable, the registration number		

Annual Return

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

Director

D1	Director's details				
	Please use this section to list all the directors of the company For a corporate director, complete Section E1-E4.	Director appointments You cannot use this form to appoint a director To do this, please			
Title*		complete form AP01 and submit it together with this annual return			
Full forename(s)	PETER LAWRENCE	Corporate details			
Surname	CLARKE	Please use Section E1-E4 to enter corporate director details.			
Former name(s)@		Director details All details must agree with those previously notified to Companies			
Country/State of residence	ENGLAND	House, If you have made changes since the last annual return and have not notified us, please			
Nationality	BRITISH	complete form CH01			
Date of birth	$ \begin{array}{c ccccccccccccccccccccccccccccccccccc$	② Former name(s) Please provide any previous names			
Business occupation (if any)	SOLICITOR	which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.			
D2	Director's service address ⁶				
Building name/number	The Company's Registered Office	Service address If you have previously notified			
Street		Companies House that the service address is at 'The Company's Registered Office', please state 'The			
Post town		Company's Registered Office' in the address.			
County/Region		This information will appear on the public record			
Postcode		positional			
Country					

Annual Return

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

Director

D1	Director's details ⁰				
	Please use this section to list all the directors of the company For a corporate director, complete Section E1-E4.	Director appointments You cannot use this form to appoint a director. To do this, please.			
Title*		complete form AP01 and submit it together with this annual return			
Full forename(s)	STEPHEN ANTHONY	Corporate details			
Surname	CLOUGH	Please use Section E1-E4 to enter corporate director details.			
Former name(s)@		Director details All details must agree with those previously notified to Companies			
Country/State of residence	United Kingdom	House. If you have made changes since the last annual return and have not notified us, please			
Nationality	BRITISH	complete form CH01			
Date of birth	$\begin{bmatrix} d & 2 & d & 7 \end{bmatrix}$ $\begin{bmatrix} m & 0 & m & 1 \end{bmatrix}$ $\begin{bmatrix} y & 1 & y & 9 & y & 6 & y & 3 \end{bmatrix}$	Please provide any previous names			
Business occupation (if any)	Manager	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 ⁶				
Building name/number	The Company's Registered Office	Service address If you have previously notified			
Street		Companies House that the service address is at 'The Company's Registered Office', please state 'The			
Post town		Company's Registered Office' in the address			
County/Region		This information will appear on the public record			
Postcode		punicieuu			
Country					

In accordance with
Section 854 of the
Commonway Aut 2000

AR01 - continuation page Annual Return (For returns made up to a date on or after 1 October 2011)

Director		
D1.	Director's details •	
	Please use this section to list all the directors of the company For a corporate director, complete Section E1-E4.	Director appointments You cannot use this form to appoint a director. To do this, please.
Title*		complete form AP01 and submt it together with this annual return
Full forename(s)	KEVIN JAMES PATRICK	Corporate details
Surname	HAYES	Please use Section E1-E4 to enter corporate director details
Former name(s)@		Director details All details must agree with those previously notified to Companies
Country/State of residence	United Kingdom	House. If you have made changes since the last annual return and have not notified us, please
Nationality	BRITISH	complete form CH01
Date of birth	$\begin{bmatrix} d_2 & d_7 & & & & & & & & & & & & & & & & & & &$	② Former name(s) Please provide any previous names
Business occupation (if any)	MANAGER	which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.
D2	Director's service address ®	
Building name/number	The Company's Registered Office	Service address If you have previously notified
Street		Companies House that the service address is at 'The Company's Registered Office', please state 'The
Post town		Company's Registered Office' in the address
County/Region		This information will appear on the public record
Postcode		positiona
Country		

In accordance with
Section 854 of the
Companies Act 2006

AR01 - continuation page Annual Return (For returns made up to a date on or after 1 October 2011)

Director

D1	Director's details ⁰	
	Please use this section to list all the directors of the company For a corporate director, complete Section E1-E4.	O Director appointments You cannot use this form to appoint a director. To do this, please
Title*		complete form AP01 and submit it together with this annual return
Full forename(s)	GEORGE EDMUND RICHARD	Corporate details
Surname	WOOD	Please use Section E1-E4 to enter corporate director details
Former name(s)@		Director details All details must agree with those previously notified to Companies
Country/State of residence	United Kingdom	House. If you have made changes since the last annual return and have not notified us, please
Nationality	British	complete form CH01
Date of birth	$\begin{bmatrix} d & 1 & d & 6 \end{bmatrix}$ $\begin{bmatrix} m & 0 & m & 9 \end{bmatrix}$ $\begin{bmatrix} y & 1 & y & 9 & 4 & 4 & 9 & 4 & 4 & 4 & 4 & 4 & 4$	9 Former name(s) Please provide any previous names
Business occupation (if any)	Manager	which have been used for business purposes during the period of this return. Warried women do not need to give former names unless previously used for business purposes.
D2	Director's service address ©	
Building name/number	The Company's Registered Office	Service address If you have previously notified
Street		Companies House that the service address is at "The Company's Registered Office", please state "The
Post town		Company's Registered Office' in the address
County/Region		This information will appear on the public record
Postcode		puncteur
Country		

Annual Return

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

Corporate director

E 1	Corporate director's details 0	
	Please use this section to list all the corporate director's of the company	Corporate director appointments You cannot use this form to appoint a corporate director. To do this,
Corporate body/firm name		please complete form AP02 and submit it together with this annual return
Building name/number		Corporate director details All details must agree with those
Street		previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete
Post town		form CH02
County/Region		 This information will appear on the public record
Postcode		
Country		_
E2	Location of the registry of the corporate body or firm	
	Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete Section E3 only → No Complete Section E4 only	
E3	EEA companies [®]	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	② EEA Afull list of countries of the EEA can be found in our guidance
Where the company/ frm is registered ©		www.companieshouse.gov.uk This is the register mentioned in Article 3 of the First Company Law
Registration number		□ Directive (68/151/⊞C)
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.	When-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in
Legal form of the corporate body or firm		that register
Governing law		-
If applicable, where the company/firm is registered ©		-
If applicable, the registration number		

Annual Return

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

Part 3	Statement of	f capital °				
						ald reflect the company's atus at the made up date of al return.
F1	Share capital in pound sterling (£)					
		h dass of shares held in projete Section F1 and the				
Class of shares (E.g. Ordinary/Preference etc.	.)	Amount paid up on each share 10	Amount (if any) unpaid on each share 29	Number of share	s 0	Aggregate nominal value 0
ORDINARY		0 25	0 00	1,945,8	72,591	£ 486,468,147 75
						£
						£
						£
			Totals	1,945,8	72,591	£ 486,468,147 75
F2	Share capital in o	other currencies		<u>'</u>		·
Please complete the ta Please complete a sep		dass of shares held in other	her currencies			
Currency	US Dollar					
Class of shares (E.g. Ordinary/Preference etc.	.)	Amount paid up on each share @	Amount (if any) unpaid on each share @	Number of share	s 0	Aggregate nominal value O
Ordinary		1 00	0 00	330,0	00,000	US\$330,000,000 00
			Totals	330,0	00,000	US\$330,000,000 00
Currency	<u> </u>			<u> </u>		
Class of shares (E.g. Ordinary/Preference etc	<u>.</u>	Amount paid up on each share @	Amount (if any) unpaid on each share @	Number of share	<u>-</u>	Aggregate nominal value O
		<u> </u>				
			Totals	<u> </u>		<u> </u>
50				<u> </u>		<u> </u>
F3	Totals		 			
	Please give the total issued share capital	number of shares and tota	al aggregate nominal vali	ue of	Please lis	gregate nominal value at total aggregate values in currencies separately. For
Total number of shares	2,275,872,591	L ————————————————————————————————————				£100 + €100 + \$10 etc.
Total aggregate nominal value 🏻	£486,468,147	75 + US\$330,000	,000 00			
 Including both the normal value and any share premium. Number of shares issued multiplied by normal value of each share Total number of issued shares in this class 		e Ple	Continuation Pages Please use a Statement of Capital continuation page if necessary			

Annual Return

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

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 25 ORDINARY			
Voting rights	The shares have attached to them full voting, dividend and capital distribution (including on winding up) rights, they do not confer any rights of redemption			
Class of share	US\$1 00 Ordinary			
Voting rights	The shares have attached to them full voting, dividend and capital			
	distribution (including on winding up) rights, they do not confer any rights of redemption			
Class of share				
Voting rights				
Class of share				
Voting rights				

AR01 Annual Return (For returns made up to a date on or after 1 October 2011) 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 Were any of the company's shares admitted to trading on a market at any Question 1 A market is one established under time during this return period? Please tick the appropriate box below the rutes of a UK recognised No go to Section G2 'Past and present shareholders' investment exchange or any other $\overline{\mathbf{V}}$ regulated markets in or outside of Yes go to Questron 2. the UK, or any other market outside of the UK. The current UK recognized Please only refer to Question 2 below if you have answered 'Yes' to Question 2 investment exchanges and regulated Question 1. If you answered 'No', please go to Section G2 'Past and present markets can be found at. shareholders' www.fsa.govuk/register/exchanges.do 2 DTR5 refers to the Vote Holder and Did the company, throughout the return period, have any shares admitted to Issuer Notification Rules contained trading on a relevant market and was it, throughout the return period, an issuer in Chapter 5 of the Disclosure and to which DTR5 applies?(3) Please tick the appropriate box below @ Transparency Rules source book issued by the Financial Services Authority Notification is required go to Section G4 'Shareholders who hold at least 5% of any class when the percentage acquisition of of shares of the company as at the made up date of the return' a shareholder in the company has Yes go to Part 5 'Signature' reached a certain threshold (starting at 3%) List of past and present shareholders G2 The company is required to provide a full list of past and present shareholders This section only applies to companies answering 'No' in if one was not included with either of the last two returns. Please tick the Section G1 appropriate box below There were no shareholder changes in this period. Go to Part 5 (Signature) \square 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).

Annual Return

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

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v		P	2

List of past and present shareholders

0

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 'List of past and present shareholders' continuation page if necessary

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

'		Shares or stock currently held	Shares or stock transfer	ed (if appropriate)	
Shareholder's Name (Address not required)	Class of share	Number of shares or amount of stock	Number of shares or amount of stock	Date of registration of transfer	
MAN GROUP HOLDINGS LIMITED	£0 25 ORDINARY	1,945,872,591		1 1	
				/ /	
				1 1	
				1 1	
				1 1	
				1 1	
				, ,	
				/ /	
				/ /	
				1 1	
				/ /	
				1 1	
	_		<u> </u>		

Annual Return

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

C	
	ì

List of past and present shareholders

0

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 'List of past and present shareholders' continuation page if necessary

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

I						
		Shares or stock currently held	Shares or stock transferred (if appropriate)			
Shareholder's Name (Address not required)	Class of share	Number of shares or amount of stock	Number of shares or amount of stock	Date of registration of transfer		
MAN GROUP HOLDINGS LIMITED	US\$1 00 Ordinary	330,000,000		1 1		
				1 1		
				1 1		
				1 1		
				1 1		
				1 1		
				1 1		
				1 1		
				1 1		
				1 1		
				1 1		
				1 1		
			}			

Annual Return

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

G4

Shareholders who hold at least 5% of any class of share(s) of the company as at the made up date of this return

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

It should only be completed by companies that have answered "Yes" to Question 1 in Section G1, and 'No' to Question 2 in Section G1

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.

→ Go to Part 5 (Signature)

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

Please list the company shareholders in alphabetical order

Joint shareholders should be listed consecutively

Further shareholders

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

Shares or stock currently held Shareholder's name Shareholder's address Class of share Number of shares or amount of stock

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

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

Annual Return

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

Presenter information	Important 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.	Please note that all information on this form will appear on the public record.
	£ How to pay
Company name RIVERBANK HOUSE	A fee of £40 is payable to Companies House in respect of an Annual Return. Make cheques or postal orders payable to 'Companies House'
Address 2 SWAN LANE	✓ Where to send
Post town LONDON	You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below
County/Regan Postcode E C 4 R 3 A D Country United Kingdom	For companies registered in England and Wales The Registrar of Companies, Companies House, Crown Way, Cardiff, Wales, CF14 3UZ DX 33050 Cardiff
Telephone Checklist	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)
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	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
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	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

RMF HOLDINGS LIMITED (426631)
List of Subsidiary and Associated Undertakings pursuant to s410 of the Companies Act 2006 as at 31 December 2011

SUBSIDIARY UNDERTAKINGS

			% HOLDING			
COMPANY	CLASS OF SHARES	COUNTRY OF INCORPORATION	DIRECT	INDIDECT		
		IF OUTSIDE GB	DIRECT			
Man Capital Markets AG	Ordinary	Switzerland	}	100		
Pemba Credit Advisers AG	Ordinary	Switzerland]	100		
RMF Co-Investment Limited	A' & 'B' Shares	Cayman Islands		100		
RMF Investment Management (Cayman) Limited	US Shares + CHF Shares	Cayman Islands	ł	100		
Man Investments (CH) AG	Ordinary	Switzerland	100			
Pemba Holdings GmbH	Ordinary	Switzerland	100	l		
Pemba Credit Advisers (UK) Limited	Ordinary	-	(100		

Associated Undertakings

There are no disclosable interests in associated undertakings as at 31 December 2011