

AR01

Annual Return

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

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BLUEPRINT

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

You can use the W
Please go to www.c

☒ 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 for
You cannot use this form to
give notice of changes to
officers, registered
company type or in
relating to the comp



A11 18/11/2013 #154
COMPANIES HOUSE
A2LFFKJS
A33 13/11/2013 #179
COMPANIES HOUSE
A2L2NCWG

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 4 3 2 5 1 1

Company name in full ① The British United Provident Association 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 ② d 1 d 6 m 1 m 0 y 2 y 0 y 1 y 3

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 8 6 9 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 Healthcare Group

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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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 Bupa House

Street 15-19 Bloomsbury Way

Post town London

County/Region

Postcode W C 1 A 2 B A

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*	Mr
Full forename(s)	Alan Kerr
Surname	Buchanan
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	Bupa House
Street	15-19 Bloomsbury Way
Post town	London
County/Region	
Postcode	W C 1 A 2 B A
Country	England

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 secretary

C1	Corporate secretary's details ^①	
	Please use this section to list all the corporate secretaries of the company	
Corporate body/firm name		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.
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	
	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		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)
Registration number		
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		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.
Governing law		
If applicable, where the company/firm is registered ^④		
If applicable, the registration number		

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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)	Evelyn Brigid	
Surname	Bourke	
Former name(s) ^②		
Country/State of residence	United Kingdom	
Nationality	Irish	
Date of birth	<div> <div>d3</div> <div>d1</div> <div>m0</div> <div>m1</div> <div>y1</div> <div>y9</div> <div>y6</div> <div>y5</div> </div>	
Business occupation (if any)	Chief Financial Officer	

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	Bupa House	
Street	15-19 Bloomsbury Way	
Post town	London	
County/Region		
Postcode	<div> <div>W</div> <div>C</div> <div>1</div> <div>A</div> <div></div> <div>2</div> <div>B</div> <div>A</div> </div>	
Country	England	

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.

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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)	Peter Edward Blackburn
Surname	Cawdron
Former name(s) ^②	
Country/State of residence	United Kingdom
Nationality	British
Date of birth	d 1 d 9 m 0 m 7 y 1 y 9 y 4 y 3
Business occupation (if any)	Company 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	Galabank Business Park
Street	
Post town	Galashiels
County/Region	Border Region
Postcode	T D 1 1 Q H
Country	United Kingdom

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.

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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)	Lawrence	
Surname	Churchill	
Former name(s) ^②		
Country/State of residence	England	
Nationality	British	
Date of birth	<div> <div>d</div> <div>0</div> <div>d</div> <div>5</div> <div>m</div> <div>0</div> <div>m</div> <div>8</div> <div>y</div> <div>1</div> <div>y</div> <div>9</div> <div>y</div> <div>4</div> <div>y</div> <div>6</div> </div>	
Business occupation (if any)	Company 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	4	
Street	Lansdown Crescent	
Post town	Bath	
County/Region	Avon	
Postcode	<div> <div>B</div> <div>A</div> <div>1</div> <div></div> <div>5</div> <div>E</div> <div>X</div> <div></div> </div>	
Country	England	

③ Service address
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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)	Rita Ann
Surname	Clifton
Former name(s) ^②	
Country/State of residence	United Kingdom
Nationality	British
Date of birth	d 3 d 0 m 0 m 1 y 1 y 9 y 5 y 8
Business occupation (if any)	Management Consultant

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	Bupa House
Street	15-19 Bloomsbury Way
Post town	London
County/Region	
Postcode	W C 1 A 2 B A
Country	England

① Service address

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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)	Stuart Robert	
Surname	Fletcher	
Former name(s) ^②		
Country/State of residence	United Kingdom	
Nationality	British	
Date of birth	<div> <div>d</div> <div>3</div> <div>d</div> <div>1</div> <div>m</div> <div>0</div> <div>m</div> <div>8</div> <div>y</div> <div>1</div> <div>y</div> <div>9</div> <div>y</div> <div>5</div> <div>y</div> <div>7</div> </div>	
Business occupation (if any)	Company 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	Bupa House	
Street	15-19 Bloomsbury Way	
Post town	London	
County/Region		
Postcode	<div> <div>W</div> <div>C</div> <div>1</div> <div>A</div> <div></div> <div>2</div> <div>B</div> <div>A</div> </div>	
Country	England	

③ Service address
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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)	Patricia Hope	
Surname	Hewitt	
Former name(s) ^②		
Country/State of residence	United Kingdom	
Nationality	British	
Date of birth	<div> <div>d</div> <div>0</div> <div>2</div> <div>m</div> <div>1</div> <div>2</div> <div>y</div> <div>1</div> <div>9</div> <div>4</div> <div>8</div> </div>	
Business occupation (if any)	Company 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	Bupa House	
Street	15-19 Bloomsbury Way	
Post town	London	
County/Region		
Postcode	<div> <div>W</div> <div>C</div> <div>1</div> <div>A</div> <div>2</div> <div>B</div> <div>A</div> </div>	
Country	England	

③ Service address
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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*	Lord	
Full forename(s)	Alexander Park	
Surname	Leitch	
Former name(s) ^②		
Country/State of residence	United Kingdom	
Nationality	British	
Date of birth	<div> <div>d</div> <div>2</div> <div>0</div> <div>m</div> <div>1</div> <div>0</div> <div>y</div> <div>1</div> <div>9</div> <div>y</div> <div>4</div> <div>7</div> </div>	
Business occupation (if any)	Peer	

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	Bupa House	
Street	15-19 Bloomsbury Way	
Post town	London	
County/Region		
Postcode	<div> <div>W</div> <div>C</div> <div>1</div> <div>A</div> <div>2</div> <div>B</div> <div>A</div> </div>	
Country	England	

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.

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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)	John Howard	
Surname	Lorimer	
Former name(s) ^②		
Country/State of residence	United Kingdom	
Nationality	New Zealand	
Date of birth	<div> <div>d</div> <div>1</div> <div>d</div> <div>7</div> <div>m</div> <div>0</div> <div>m</div> <div>1</div> <div>y</div> <div>1</div> <div>y</div> <div>9</div> <div>y</div> <div>5</div> <div>y</div> <div>3</div> </div>	
Business occupation (if any)	Company 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	Bupa House	
Street	15-19 Bloomsbury Way	
Post town	London	
County/Region		
Postcode	<div> <div>W</div> <div>C</div> <div>1</div> <div>A</div> <div>2</div> <div>B</div> <div>A</div> </div>	
Country	England	

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.

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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*	Mr	
Full forename(s)	George Edward	
Surname	Mitchell	
Former name(s) ^②		
Country/State of residence	United Kingdom	
Nationality	British	
Date of birth	<div> <div>d</div> <div>0</div> <div>d</div> <div>7</div> <div>m</div> <div>0</div> <div>m</div> <div>4</div> <div>y</div> <div>1</div> <div>y</div> <div>9</div> <div>y</div> <div>5</div> <div>y</div> <div>0</div> </div>	
Business occupation (if any)	Company 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	4B	
Street	Essex Road	
Post town	Edinburgh	
County/Region	Scotland	
Postcode	<div> <div>E</div> <div>H</div> <div>4</div> <div></div> <div>6</div> <div>L</div> <div>E</div> <div></div> </div>	
Country	Scotland	

③ Service address
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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*	Professor	
Full forename(s)	John Edward	
Surname	Tooke	
Former name(s) ^②		
Country/State of residence	United Kingdom	
Nationality	British	
Date of birth	<div> <div>d</div> <div>0</div> <div>4</div> <div>m</div> <div>0</div> <div>3</div> <div>y</div> <div>1</div> <div>9</div> <div>y</div> <div>4</div> <div>9</div> </div>	
Business occupation (if any)	Company 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	Bupa House	
Street	15-19 Bloomsbury Way	
Post town	London	
County/Region		
Postcode	<div> <div>W</div> <div>C</div> <div>1</div> <div>A</div> <div>2</div> <div>B</div> <div>A</div> </div>	
Country	England	

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.

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Corporate director

E1	Corporate director's details ①	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.
	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		
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	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)
	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 ④		
Registration number		
E4	Non-EEA companies	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.
	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 ⑤		
If applicable, the registration number		

AR01

Annual Return

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

Part 3**Statement of capital ^①**

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
				£
				£
				£
				£
Totals				£

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

Total aggregate
nominal value ^⑤

^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

AR01

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

Voting rights

Class of share

Voting rights

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**

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 ❶

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

❶ 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 recognised investment exchanges and regulated markets can be found at www.fsa.gov.uk/register/exchanges.do

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 ❷

☐ 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'

❷ 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 ❸**

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)

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

AR01

Annual Return

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

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
				/ /
				/ /
				/ /
				/ /
				/ /
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				/ /

AR01

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

AR01

Annual Return

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

Part 5

Signature

This must be completed by all companies

I am signing this form on behalf of the company

Signature

Signature

X

Man Fran.

X

This form may be signed by
Director^①, Secretary, Person authorised^②, 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

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



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 T Crosier

Address Legal Department, Bupa

Bupa House

Post town 15-19 Bloomsbury Way

County/Region London, WC1A 2BA

Postcode

Country Tel 0207 656 2310

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 of £40 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

The British United Provident Association Limited
The Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008
(Schedule 4. Part 3)

Subsidiary Undertakings

Name of Undertaking	Country of Incorporation	Share class	% held by Parent Company of the Group	% held by Group companies, if different
Amedex Insurance Company (Bermuda) Limited	Bermuda	BMD1 00 Ordinary shares	0 0000000	100 0000000
Amedex Medical Group Dominicana, S A	Dominican Republic	DOP3,300 00 Ordinary shares	0 0000000	99 9696969
Amedex Services Ltd (St Kitts)	Saint Kitts and Nevis	US\$1 00 Capital Stock shares	0 0000000	100 0000000
ANS 2000 Limited (In Liquidation)	United Kingdom	£0 01 Ordinary shares	0 0000000	100 0000000
ANS 2003 Limited	United Kingdom	£0 01 Ordinary shares	0 0000000	100 0000000
ANS Limited	United Kingdom	£0 10 Ordinary shares	0 0000000	100 0000000
Australia Fair Dental Care Pty Ltd	Australia	AUD1 666666 Ordinary shares	0 0000000	100 0000000
Batley Investments Spolka z ograniczona odpowiedzialnoscia	Poland	PLN50 00 Ordinary shares	0 0000000	100 0000000
Bede Village Management Limited	United Kingdom	£1 00 Ordinary shares	0 0000000	100 0000000
Belmont Care Limited	United Kingdom	£0 50 Ordinary shares	0 0000000	100 0000000
BHS (Holdings) 2006 Limited	United Kingdom	£1 00 Ordinary shares	0 0000000	100 0000000
BI Healthcare Holdings BV	Netherlands	€1 00 Ordinary shares	0 0000000	100 0000000
		€0 78888 Preference A shares	0 0000000	100 0000000
		€313,937,686 75 Preference B shares	0 0000000	100 0000000
Blink Optical (Bupa) Pty Ltd	Australia	AUD0 901312 Ordinary shares	0 0000000	100 0000000
Bridge Health Investments Limited	United Kingdom	£1 00 Ordinary shares	0 0000000	100 0000000
Bupa (Asia) Limited	Hong Kong	HKD10 00 ORDINARY shares	0 0000000	100 0000000
Bupa Aged Care Australasia Pty Limited	Australia	AUD11 15 Ordinary shares	0 0000000	100 0000000
		AUD1 00 Ordinary shares	0 0000000	100 0000000
		AUD1 00 Preference shares	0 0000000	100 0000000
		AUD1 00 Redeemable Preference shares	0 0000000	100 0000000
Bupa Asia Pacific Pty Limited	Australia	AUD1 00 Ordinary shares	0 0000000	100 0000000
		AUD1 00 Preference shares	0 0000000	100 0000000
Bupa Australia Health Pty Limited	Australia	AUD Ordinary shares	0 0000000	100 0000000
Bupa Australia Healthcare Holdings Pty Limited	Australia	AUD1 00 Ordinary shares	0 0000000	100 0000000
Bupa Australia Healthcare Pty Limited	Australia	AUD1 00 B Class Preference shares	0 0000000	100 0000000
		AUD1 00 Ordinary shares	0 0000000	100 0000000
Bupa Australia Holdings Pty Limited	Australia	AUD1 00 Ordinary shares	0 0000000	100 0000000
Bupa Australia Pty Limited	Australia	AUD0 99863297 Ordinary shares	0 0000000	100 0000000
Bupa Australian Finance Limited (In Liquidation)	United Kingdom	AUD1 00 Ordinary shares	0 0000000	100 0000000

The British United Provident Association Limited
The Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008
(Schedule 4. Part 3)

Name of Undertaking	Country of Incorporation	Share class	% held by Parent Company of the Group	% held by Group companies, if different
		£1 00 non redeemable 'B' Preference shares	0 0000000	100 0000000
Bupa Care Homes (AKW) Limited	United Kingdom	£1 00 Ordinary shares	0 0000000	100 0000000
Bupa Care Homes (ANS) Limited	United Kingdom	£1 00 Ordinary shares	0 0000000	100 0000000
Bupa Care Homes (Bedfordshire) Limited	United Kingdom	£1 00 ORDINARY shares	0 0000000	100 0000000
Bupa Care Homes (BNH) Limited	United Kingdom	£1 00 ORDINARY shares	0 0000000	100 0000000
Bupa Care Homes (BNHP) Limited	United Kingdom	£1 00 ORDINARY shares	0 0000000	100 0000000
Bupa Care Homes (Carrick) Limited	United Kingdom	£1 00 Ordinary shares	0 0000000	100 0000000
Bupa Care Homes (CFCHomes) Limited	United Kingdom	£1 00 ORDINARY shares	0 0000000	100 0000000
Bupa Care Homes (CFG) Plc	United Kingdom	£0 25 ORDINARY shares	0 0000006	100 0000000
Bupa Care Homes (CFHCare) Limited	United Kingdom	€0 000001 REDEEMABLE PREFERENCE shares	0 0000000	100 0000000
Bupa Care Homes (Developments) Limited	United Kingdom	£1 00 ORDINARY shares	0 0000000	100 0000000
Bupa Care Homes (GL) Limited	United Kingdom	£1 00 ORDINARY shares	0 0000000	100 0000000
Bupa Care Homes (Partnerships) Limited	United Kingdom	£1 00 ORDINARY shares	0 0000000	100 0000000
Bupa Care Homes Group Limited	United Kingdom	£1 00 ORDINARY shares	0 0000000	100 0000000
Bupa Care Services Limited	United Kingdom	£0 20 ORDINARY shares	0 0000000	100 0000000
Bupa Consulting (Beijing) Co Ltd	China	HKD1 00 Ordinary shares	0 0000000	100 0000000
Bupa Denmark Services A/S	Denmark	DKK100 00 Ordinary shares	0 0000000	100 0000000
Bupa Dental Corporation Limited	Australia	AUD1 00 Ordinary shares	0 0000000	100 0000000
Bupa Dominicana, S A (Dominican Republic)	Dominican Republic	DOP1,000 00 Ordinary shares	0 0000000	100 0000000
Bupa Ecuador SA Compania de Seguros y Reaseguros	Ecuador	USD1 00 Capital Stock shares	0 0000000	99 9998480
Bupa Egypt Insurance S A E	Egypt	EGP10 00 Ordinary shares	0 0000000	100 0000000
Bupa Europe Finance Limited (In Liquidation)	United Kingdom	€0 0001 Ordinary shares	0 0000000	100 0000000
Bupa Europe Finance No 2 (In liquidation)	United Kingdom	€0 01 Ordinary shares	0 0000000	100 0000000
Bupa Europe Investments Limited	United Kingdom	£1 00 Ordinary shares	0 0000000	100 0000000
Bupa Europe Limited	United Kingdom	£1 00 ORDINARY shares	0 0000000	100 0000000
Bupa Finance Plc	United Kingdom	£1 00 ORDINARY shares	100 0000000	100 0000000
Bupa Financial Investments Limited	United Kingdom	£1 00 Ordinary shares	0 0000000	100 0000000
Bupa Guernsey No 2 Limited	Guernsey	£1 00 Ordinary shares	0 0000000	100 0000000
Bupa Health Care Asia Pte Ltd	Singapore	US\$ Ordinary shares	0 0000000	100 0000000
Bupa Health Dialog Limited	United Kingdom	£1 00 Ordinary shares	0 0000000	100 0000000

The British United Provident Association Limited
The Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008
(Schedule 4. Part 3)

Name of Undertaking	Country of Incorporation	Share class	% held by Parent Company of the Group	% held by Group companies, if different
Bupa Health Dialog Pty Limited	Australia	AUD1 00 Ordinary shares	0 0000000	100 0000000
Bupa Health Insurance (Thailand) Public Company Limited	Thailand	THB100 00 ORDINARY shares	0 0000000	99 9980000
Bupa Holdings (Guernsey) Limited	Guernsey	£1 00 ORDINARY shares	0 0000000	100 0000000
Bupa Holdings (Jersey) Limited	United Kingdom	NZD1 00 Ordinary shares	0 0000000	100 0000000
Bupa Holdings Overseas Cooperatief B A	Netherlands	Partnership shares	0 0000000	100 0000000
Bupa Home Healthcare Group Limited	United Kingdom	£0 01 Ordinary A shares	0 0000000	100 0000000
Bupa Home Healthcare Holdings Limited (In Liquidation)	United Kingdom	£0 10 A Ordinary shares	0 0000000	100 0000000
Bupa Home Healthcare Limited	United Kingdom	£1 00 Ordinary shares	0 0000000	100 0000000
Bupa Insurance (Bolivia) S A	Bolivia	BOB100 00 Ordinary shares	0 0000000	99 9999999
Bupa Insurance Company	United States	US\$1 25 Capital Stock shares	0 0000000	100 0000000
Bupa Insurance Limited	United Kingdom	£1 00 ORDINARY shares	0 0000000	100 0000000
Bupa Insurance Services Limited	United Kingdom	£1 00 ORDINARY shares	0 0000000	100 0000000
Bupa International Limited	Hong Kong	HKD1 00 ORDINARY shares	0 0000015	100 0000000
Bupa Investment Corporation, Inc	United States	US\$1 00 Capital Stock shares	0 0000000	100 0000000
Bupa Investments Holdings Limited	United Kingdom	£1 00 Ordinary shares	0 0000000	100 0000000
		£0 01 Ordinary shares	0 0000000	100 0000000
Bupa Investments Limited	United Kingdom	£1 00 ORDINARY shares	0 0000000	100 0000000
Bupa Investments Overseas Limited	United Kingdom	AUD1 00 Ordinary shares	0 0000000	100 0000000
		£1 00 ORDINARY shares	0 0000000	100 0000000
		US\$1 00 Redeemable Preference shares	0 0000000	100 0000000
Bupa LeaseCo Holdings Limited	Guernsey	£1 00 ORDINARY shares	0 0000000	99 9999984
Bupa LeaseCo (Guernsey) Limited	Guernsey	£1 00 ORDINARY shares	0 0000000	99 9999983
Bupa Limited	United Kingdom	£1 00 ORDINARY shares	0 0000000	100 0000000
Bupa Limited (HK)	Hong Kong	HKD1 00 ORDINARY shares	0 0000000	100 0000000
Bupa Malta Investments No 1 Limited	Gibraltar	£1 00 Ordinary shares	0 0000000	100 0000000
Bupa Malta Investments No 2 Limited	Gibraltar	£1 00 Ordinary shares	0 0000000	100 0000000
Bupa Mexico, Compania de Seguros, S A de C V	Mexico	MXN1,000 00 Capital Stock Series E (fixed) shares	0 0000000	100 0000000
		MXN1,000 00 Capital Stock Series M (variable) shares	0 0000000	99 6926303
Bupa Pension Scheme Trustees Limited	United Kingdom	£1 00 Ordinary shares	0 0000000	100 0000000

The British United Provident Association Limited
The Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008
(Schedule 4. Part 3)

Name of Undertaking	Country of Incorporation	Share class	% held by Parent Company of the Group	% held by Group companies, if different
Bupa Secretaries Limited	United Kingdom	£1 00 ORDINARY shares	0 000000	100 000000
Bupa Servicios Administrativos de Salud, S de R L de C V	Mexico	US\$1 00 Ordinary shares	0 000000	100 000000
Bupa Servicios de Evaluacion Medica, S de R L de C V	Mexico	US\$1 00 Ordinary shares	0 000000	100 000000
Bupa Servicios Ejecutivos de Salud, S de R L de C V	Mexico	US\$1 00 Ordinary shares	0 000000	100 000000
Bupa Singapore Holdings Pte Ltd	Singapore	SGD Ordinary shares	0 000000	100 000000
Bupa Treasury Investments Limited Partnership	United Kingdom	£1 00 Ordinary Partnership Capital shares	0 000000	100 000000
Bupa Treasury Limited	United Kingdom	£1 00 ORDINARY shares	0 000000	100 000000
Bupa Trustees Limited	United Kingdom	£1 00 ORDINARY shares	0 000000	100 000000
Bupa U S Holdings, Inc	United States	US\$0 01 Common Stock shares	0 000000	100 000000
Bupa US Holdings II, Inc	United States	US\$0 01 Common Stock shares	0 000000	100 000000
Bupa Wellness Group Limited	United Kingdom	£0 01 ORDINARY shares	0 000000	100 000000
Bupa Wellness Pty Limited	Australia	AUD1 00 Ordinary shares	0 000000	100 000000
Bupa Worldwide Corporation	United States	US\$5 00 Capital Stock shares	0 000000	100 000000
CAID Holdings Pty Limited	Australia	AUD1 00 Ordinary shares	0 000000	100 000000
Calverguild Limited	United Kingdom	£1 00 Ordinary shares	0 000000	100 000000
Centro Internacional De Medicina Avanzada SL	Spain	€10 00 Ordinary shares	0 000000	100 000000
Centrum Opieki Medycznej Comed Spolka z ograniczona odpowiedzialnoscia	Poland	PLN500 00 Ordinary shares	0 000000	100 000000
Clinica Londres, S L	Spain	€1 00 Ordinary shares	0 000000	100 000000
Clinica Nueva Estetica Madrid SL	Spain	€1 00 Ordinary shares	0 000000	91 6562610
Clinovia Healthcare Services Limited (In Liquidation)	United Kingdom	£1 00 Ordinary shares	0 000000	100 000000
Dental Corporation Holdings Limited	Australia	AUD1 00 Ordinary shares	0 000000	100 000000
Dental Corporation Pty Limited	Australia	AUD0 0134666 Ordinary shares	0 000000	100 000000
DC Holdings WA Pty Ltd	Australia	AUD1 00 Ordinary shares	0 000000	100 000000
Dental Care Network Pty Ltd	Australia	AUD1 00 Ordinary shares	0 000000	100 000000
Dental Corporation Cox Pty Ltd	Australia	AUD1 00 Ordinary shares	0 000000	100 000000
Dental Corporation Holdings Limited	Australia	AUD1 00 Ordinary shares	0 000000	100 000000
Dental Corporation Levas Pty Ltd	Australia	AUD1 00 Ordinary shares	0 000000	100 000000
Dental Corporation NZ Limited	New Zealand	NZD1 00 Ordinary shares	0 000000	100 000000
Dental Corporation of Canada Holdings Inc	Canada	CAD0 9638699 Ordinary shares	0 000000	37 8979544
Dental Corporation of Canada Inc	Canada	CAD0 7067083 Ordinary shares	0 000000	100 000000

The British United Provident Association Limited
The Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008
(Schedule 4. Part 3)

Name of Undertaking	Country of Incorporation	Share class	% held by Parent Company of the Group	% held by Group companies, if different
Dental Corporation Petne Pty Ltd	Australia	AUD1 00 Ordinary shares	0 0000000	100 0000000
Dental Corporation Pty Ltd	Australia	AUD1 00 Ordinary shares	0 0000000	100 0000000
Dr Chris Hardwicke Pty Ltd	Australia	AUD1 00 Ordinary shares	0 0000000	100 0000000
Ebbgate Nursing Homes Limited	United Kingdom	£1 00 Ordinary shares	0 0000000	100 0000000
Ebbgate Nursing Homes (London) Limited	United Kingdom	£1 00 Ordinary-A shares	0 0000000	100 0000000
ENDOTERAPIA Spolka z ograniczona odpowiedzialnoscia	Poland	PLN1,000 00 Ordinary shares	0 0000000	100 0000000
Especializada Y Primaria L'Horta-Manises, S A	Spain	€1 00 Ordinary shares	0 0000000	100 0000000
Gerber Dental Group Pty Ltd	Australia	AUD1 00 Ordinary shares	0 0000000	100 0000000
Goldsborough Estates Limited	United Kingdom	£1 00 ORDINARY shares	0 0000000	100 0000000
Grupo Bupa Sanitas S L	Spain	€100 00 Ordinary shares	0 0000000	100 0000000
Health Dialog Services Corporation	United States	US\$1 00 Common Stock shares	0 0000000	100 0000000
Health Dialog UK Limited	United Kingdom	£1 00 Ordinary shares	0 0000000	100 0000000
Healthcare Management Company Limited	Thailand	THB100 00 ORDINARY shares	0 0000000	100 0000000
Hospital Del Henares, S A	Spain	THB100 00 Preference shares	0 0000000	100 0000000
IHI danmark A/S	Denmark	€80 00 Ordinary-A shares	0 0000000	100 0000000
IHI Holding A/S	Denmark	€80 00 Ordinary-B shares	0 0000000	100 0000000
Integrity Health Care Services Limited (In Liquidation)	United Kingdom	DKK500 00 Ordinary shares	0 0000000	100 0000000
John M Levas Pty Ltd (In Liquidation)	Australia	DKK1 00 Ordinary shares	0 0000000	100 0000000
Joint Research Pty Limited	Australia	£1 00 Ordinary shares	0 0000000	100 0000000
Larry Benge Pty Limited	Australia	AUD1 00 Ordinary shares	0 0000000	100 0000000
LMG Forsakrings AB	Sweden	AUD1 00 Ordinary shares	0 0000000	37 5000000
LUX MED Diagnostyka Spolka z ograniczona odpowiedzialnoscia	Poland	AUD1 00 Ordinary shares	0 0000000	100 0000000
Lux Med Lodz spolka z ograniczona odpowiedzialnoscia	Poland	€1,000 00 Ordinary shares	0 0000000	100 0000000
LUX MED Spolka z ograniczona odpowiedzialnoscia	Poland	PLN50 00 Ordinary shares	0 0000000	100 0000000
Lux Med Tabita Spolka z ograniczona odpowiedzialnoscia	Poland	PLN500 00 Ordinary shares	0 0000000	100 0000000
LUX-MED Investment Spolka Akcyjna	Poland	PLN100 00 Ordinary shares	0 0000000	88 0041688
MBF Holdings Pty Limited	Australia	PLN50 00 Series A shares	0 0000000	100 0000000
		PLN50 00 Series B shares	0 0000000	100 0000000
		AUD0 044552 Ordinary shares	0 0000000	100 0000000

The British United Provident Association Limited
The Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008
(Schedule 4. Part 3)

Name of Undertaking	Country of Incorporation	Share class	% held by Parent Company of the Group	% held by Group companies, if different
Medika Usługi Medyczne Spółka z ograniczoną odpowiedzialnością	Poland	PLN50 00 Ordinary shares	0 0000000	100 0000000
MEGAMED Spółka z ograniczoną odpowiedzialnością	Poland	PLN1,000 00 Ordinary shares	0 0000000	100 0000000
Minor Health Enterprises Limited	Thailand	THB100 00 ORDINARY shares	0 0000000	100 0000000
		THB100 00 Preference shares	0 0000000	100 0000000
Niepubliczny Zakład Opieki Zdrowotnej "POGORZE" Spółka z ograniczoną odpowiedzialnością	Poland	PLN200 00 Ordinary shares	0 0000000	88 1481481
Onup Group Corporation	United States	US\$1 00 Capital Stock shares	0 0000000	100 0000000
Plainprime Limited	United Kingdom	£1 00 Ordinary shares	0 0000000	100 0000000
Policlínica Londres SL	Spain	€60 1012 Ordinary shares	0 0000000	97 8274364
Richmond Care Villages (Property) Limited	United Kingdom	£1 00 Ordinary shares	0 0000000	100 0000000
Richmond Care Villages Holdings Limited	United Kingdom	£1 00 Ordinary shares	0 0000000	100 0000000
Richmond Coventry Limited	United Kingdom	£1 00 Ordinary shares	0 0000000	100 0000000
Richmond Letcombe Limited	United Kingdom	£1 00 Ordinary shares	0 0000000	100 0000000
Richmond Nantwich Developments Limited	United Kingdom	£1 00 Ordinary shares	0 0000000	100 0000000
Richmond Nantwich Limited	United Kingdom	£1 00 Ordinary shares	0 0000000	100 0000000
Richmond Nantwich Properties Limited	United Kingdom	£1 00 Ordinary shares	0 0000000	100 0000000
Richmond Northampton Limited	United Kingdom	£1 00 Ordinary shares	0 0000000	100 0000000
Richmond Northampton Management Limited	United Kingdom	£1 00 Ordinary shares	0 0000000	100 0000000
Richmond Painswick Limited	United Kingdom	£1 00 Ordinary shares	0 0000000	100 0000000
Richmond Painswick Management Company Limited	United Kingdom	£1 00 Ordinary shares	0 0000000	100 0000000
Sanitas Emision SL	Spain	€1 00 Ordinary shares	0 0000000	100 0000000
Sanitas Nuevos Negocios S L	Spain	€1 00 Ordinary shares	0 0000000	100 0000000
Sanitas Residencial de Navarra SL	Spain	€60 10 Ordinary shares	0 0000000	100 0000000
Sanitas Residencial Pais Vasco SA	Spain	€120 00 Ordinary shares	0 0000000	100 0000000
Sanitas Residencial SL	Spain	€900 00 Ordinary shares	0 0000000	100 0000000
Sanitas S A De Seguros	Spain	€0 68 ORDINARY shares	0 0000000	99 8986445
Sanitas Sociedad Limitada de Diversificación	Spain	€6 02 Ordinary shares	0 0000000	100 0000000
Sanitas, Sociedad Anónima de Hospitales Sociedad Unipersonal (Spain)	Spain	€6 01 ORDINARY shares	0 0000000	100 0000000
Scott Petrie (Dental) Pty Ltd	Australia	AUD1 00 E Class shares	0 0000000	100 0000000
		AUD 1 00 F Class shares	0 0000000	100 0000000
		AUD1 00 Ordinary shares	0 0000000	100 0000000

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Name of Undertaking	Country of Incorporation	Share class	% held by Parent Company of the Group	% held by Group companies, if different
Surgichem Limited	United Kingdom	£1 00 'A' ORDINARY shares	0 000000	100 000000
		£1 00 'B' ORDINARY shares	0 000000	100 000000
The Sanitas Foundation	Spain	€1 00 Contribution shares	0 000000	100 000000
U S A Medical Services Corporation	United States	US\$1 00 Capital Stock shares	0 000000	100 000000
USAMED de Guatemala, SA	Guatemala	GTQ100 00 Ordinary shares	0 000000	99 000000
USAMED de Mexico S A de C V (Mexico) (In Liquidation)	Mexico	MXN500 00 Ordinary shares	0 000000	100 000000

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Joint Ventures

Name of Undertaking	Principle place of business address	Capital % owned by Group	Notes
Bupa Arabia For Cooperative Insurance Company	Al-Rawdah Street, Al-Khaledeyah District, P O Box 23807, Jeddah, 21436, Saudi Arabia	26 2500000	
Bupa Middle East Holdings Two W L L	Flat 41, Building No 962, Road 1812, Block 318, Manama/Al Hoor, Bahrain	50 00000000	
Bupa Middle East Holdings W L L	Flat 41, Building No 962, Road 1812, Block 318, Manama/Al Hoor, Bahrain	50 00000000	
Bupa Middle East Limited Company E C (In Liquidation)	PO Box 140, Sheraton Commercial Complex, Manama, BAHRAIN	50 00000000	
Fulford Grange Medical Centre Limited	Bridge House, Outwood Lane, Horsforth, Leeds, LS18 4UP, England	50 00000000	
Healthcode Limited	Swan Court, Waterman's Business Park , Kingsbury Crescent, Staines, Surrey, England, TW18 3BA, United Kingdom	20 00000000	
Max Bupa Health Insurance Company Limited	Max House, 1 Dr Jha Marg, Okhla III, New Delhi, 110020, India	25 99999948	
Torrejon Salud, S A	Calle Mateo Inurria 1, Urb Soto de Henares, 28850- Torrejón de Ardoz, Madrid, Spain	50 00000000	
Unidad Logistica Integral Sanitaria S L	c/ Gobelias, 19, 28023, Madrid, Spain	34 3451540	

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Associated Undertakings

Name of Undertaking	Country of Incorporation	Share class	% held by Parent Company of the Group	% held by Group companies, if different
Bupa Holdings (Thailand) Limited	Thailand	THB100 00 Ordinary shares	0 0000000	49 0000000

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Significant other holdings

Name of Undertaking	Country of Incorporation	Share class	% held by Parent Company of the Group	% held by Group company, if different
UK Care Co No 1 Limited	Guernsey	£1 00 'B' ORDINARY shares	0 0000000	100 00000000