

SEC/RGC/MBR
Presenter's Reference,

Summary of Share Capital and Debentures

A Nominal Share Capital

1 Nominal Share Capital £ 50,000 .. Divided into:

NUMBER	CLASS	Shares of	£1	each
50,000	ORDINARY	Shares of	£1	each
		Shares of		each
		Shares of		each
		Shares of		each

B Issued Share Capital and Debentures*

NOTE: *The reference to "Debentures" relates to paragraphs 13 and 14 only.

	NUMBER	CLASS	
2 Number of shares of each class taken up to the date of this Return (which total must agree with the total shown on the list held by existing members)	50,000	ORDINARY	Shares
			Shares
			Shares
			Shares
3 Number of shares of each class issued subject to payment WHOLLY IN CASH	50,000	ORDINARY	Shares
			Shares
			Shares
			Shares
4 Number of shares of each class issued as fully paid up for a CONSIDERATION OTHER THAN CASH	NIL		Shares
			Shares
			Shares
			Shares
5 Number of shares of each class issued as partly paid up for a CONSIDERATION OTHER THAN CASH and extent to which each such share is so paid up	NIL		Shares
		issued as paid up to the extent of	per Share
			Shares
		issued as paid up to the extent of	per Share
			Shares
		issued as paid up to the extent of	per Share
			Shares
		issued as paid up to the extent of	per Share
			Shares
6 Number of shares (if any) of each class issued at a discount	NIL		Shares
			Shares
			Shares
			Shares
7 Amount of discount on the issue of shares which has not been written off at the date of this return			£
	NUMBER	CLASS	
8 Amount called up on number of shares of each class	50,000	ORDINARY	Shares
£ 1 per Share on			Shares
£ per Share on			Shares
£ per Share on			Shares
£ per Share on			Shares

Summary of Share Capital and Debentures—continued

9 Total amount of calls received, including payments on application and allotment and any sums received on Shares forfeited £ 50,000

	NUMBER	CLASS
10 Total amount (if any) agreed £ NIL on		Shares
to be considered as paid on		Shares
number of shares of each class		Shares
issued as FULLY PAID UP for		Shares
a CONSIDERATION OTHER		Shares
THAN CASH		Shares

11 Total amount (if any) agreed £ NIL on		Shares
to be considered as paid on		Shares
number of shares of each class		Shares
issued as PARTLY PAID UP		Shares
for a CONSIDERATION		Shares
OTHER THAN CASH		Shares

12 Total amount of Calls unpaid £ NIL

13 Total amount of the sums (if any) paid by way of commission in respect of any Shares or Debentures £ NIL

14 Total amount of the sums (if any) allowed by way of discount in respect of any Debentures since the date of the last return £ NIL

	NUMBER	CLASS
15 Total number of Shares of NIL		Shares
each class forfeited		Shares
		Shares
		Shares

16 Total amount paid (if any) on Shares forfeited £ NIL

17 Total amount of Shares for which Share Warrants to Bearer are outstanding £ NIL

18 Total amount of Share Warrants to Bearer issued and surrendered respectively since the date of the last return

Issued:	£ NIL
Surrendered:	£

19 Number of Shares comprised in each Share Warrant to Bearer, specifying in the case of Warrants of different kinds, particulars of each kind

NIL

PARTICULARS OF INDEBTEDNESS

Total amount of indebtedness of the Company in respect of all Mortgages and charges which are required to be registered with the Registrar of Companies under the Companies Act 1948, or which would have been required so to be registered if created after 1st July, 1908

£ NIL

List of past and

Indicate whether a Full List of Members or of Changes only FULL LIST (1)
**List of persons holding Shares or Stock in the Company on the fourteenth day after
the Annual General Meeting for 1976, (or if no A.G.M. has been held, on the date up**

Folio in Share Register containing particulars	NAMES AND ADDRESSES(2)
8,9,10,11, 12 and 13	DOWTY GROUP LIMITED ARLE COURT CHELTENHAM GLOUCESTERSHIRE
14	SIR GEORGE DOWTY AND DOWTY GROUP LIMITED ARLE COURT CHELTENHAM GLOUCESTERSHIRE
15	DOWTY GROUP LIMITED & DOWTY GROUP SERVICES LIMITED ARLE COURT CHELTENHAM GLOUCESTERSHIRE

NOTES

(1) If the Return for either of the two immediately preceding years has given as at the date of that Return the full particulars required as to past and present Members and the Shares and Stock held and transferred by them; *only* such of the particulars need be given as relate to persons ceasing to be or becoming Members since the date of the last Return and to Shares transferred since that date or to changes as compared with that date in the amount of Stock held by a Member.

(2) If the names in this List are not arranged in alphabetical order, an Index sufficient to enable the name of any person to be readily found must be annexed.

present members

to which the Return is made). Show also those persons who have held Shares or Stock therein since the date of the last Return, or, if this is the Company's first Return, since the date of incorporation.

[illegible]

NOTES

NOTES
(a) The aggregate number of Shares or Stock held by each Member must be stated, and the aggregate must be added up so as to agree with the number of Shares or amount of Stock stated in the Summary of Share Capital to have been taken up. (The following italics are applicable only when the full list of Members is given).

(b) When the Shares are of different classes these columns should be sub-divided, so that the number of each class held, or transferred, may be shown separately. Where any Shares have been converted into Stock the amount of the Stock held by each Member must be shown.

(c) The date of registration of each Transfer should be given as well as the Number of Shares transferred on each date. The particulars should be placed opposite the name of the Transferor and not opposite that of the Transferee, but the name of the Transferee may be inserted in the "Remarks" column immediately opposite the particulars of each transfer.

Particulars of the Persons who are Directors⁽¹⁾

NAME (in the case of an individual present Christian name (2) or names and surname. In the case of a corporation, the corporate name)	Any former Christian name or names and Surname (3)	Nationality
SPENCE, MICHAEL HILARY	-	BRITISH
BLAKE, JOHN ALFRED	-	BRITISH
DREW, HAROLD ALBERT	-	BRITISH
COX, ROY, WILLIAM	-	BRITISH
PHELPS, ALEX	-	BRITISH
WILLIAMS, JOHN ARTHUR	-	BRITISH

Particulars of the Person who is the Secretary

NAME (in the case of an individual, present Christian name or names and Surname(2). In the case of a corporation or Scottish firm, the corporate or firm name) (6)	Any former Christian name or names and Surname (3)
COLLINS, ROYSTON, GEORGE	-

NOTES

(1) "Director" includes any person who occupies the position of a Director by whatsoever name called, and any person in accordance with whose directions or instructions the Directors of the Company are accustomed to act.

(2) "Christian name" includes a forename, and "surname", in the case of a peer or person usually known by a title different from his surname, means that title.

(3) "Former Christian name" and "former surname" do not include—

(a) in the case of a peer or a person usually known by a British title different from his surname, the name by which he was known previous to the adoption of or succession to the title; or

(b) in the case of any person, a former Christian name or surname where that name or surname was changed or disused before the person bearing the name attained the age of eighteen years or has been changed or disused for a period of not less than twenty years; or

(c) in the case of a married woman the name or surname by which she was known previous to the marriage.

of the Company at the Date of this Return

USUAL RESIDENTIAL ADDRESS (in the case of a corporation the Registered or Principal office)	BUSINESS OCCUPATION and Particulars of other Directorships (4)	Date of Birth (5)
'SOUTHERNDOWN', MOOREND GROVE, LECKHAMPTON, CHELTENHAM, GLOS.	COMPANY DIRECTOR	20.01.35
PINKROSE COTTAGE, PARKWAY, LEDBURY, HEREDFORDSHIRE.	COMPANY DIRECTOR	07.04.35
'CLEEVE VIEW', BREDON, GLOUCESTERSHIRE.	COMPANY DIRECTOR	28.05.15
'MANDERLEY', ASHLEY ROAD, BATTLEDOWN, CHELTENHAM, GLOUCESTERSHIRE.	COMPANY DIRECTOR	26.03.24
224 WELLS ROAD, MALVERN, WORCESTERSHIRE.	COMPANY DIRECTOR	19.02.29
5 MOORLANDS DRIVE, CHARLTON KINGS, CHELTENHAM, GLOUCESTERSHIRE.	COMPANY DIRECTOR	04.07.39

of the Company at the Date of this Return

USUAL RESIDENTIAL ADDRESS (in the case of a corporation or Scottish firm, the Registered or Principal office) (6)
'L'ESTEREL', 25 ETON ROAD, STRATFORD-ON-AVEN, WARWICKSHIRE.

NOTES

(4) *Directorships*—The names of all bodies corporate incorporated in Great Britain of which the Director is also a Director should be given, except bodies corporate of which the Company making the return is the wholly-owned subsidiary or bodies corporate which are the wholly-owned subsidiaries either of the Company or of another Company of which the Company is the wholly-owned subsidiary. A body corporate is deemed to be the wholly-owned subsidiary of another if it has no members except that other and that other's wholly-owned subsidiaries and its or their nominees. If the space provided in the form is insufficient, particulars of other Directorships should be listed on a separate statement attached to this return.

(5) *Dates of birth* need only be given in the case of a Company which is subject to section 185 of the Companies Act 1948, namely, a Company which is not a private Company or which, being a private Company, is the subsidiary of a body corporate incorporated in the United Kingdom which is neither a private Company nor a Company registered under the law relating to Companies for the time being in force in Northern Ireland and having provisions in its constitution which would, if it had been registered in Great Britain, entitle it to rank as a private Company.

(6) Where all the partners in a firm are *joint secretaries*, the name and principal office of the firm may be stated.

Certification

The Return

A WE CERTIFY this Return

The Balance Sheet (Note (1) below)

B WE CERTIFY that there is annexed hereto a true copy of every Balance Sheet laid before the Company in General Meeting during the period to which this Return relates (including every document required by law to be annexed to the Balance Sheet) and a true copy of the report of the Auditors on, and of the report of the Directors accompanying, such Balance Sheet.

If a private Company (Note (2) below)

C WE CERTIFY that the Company has not since the date of the last Annual Return (or, if this is the first Return made, since the date of incorporation of the Company) issued any invitation to the public to subscribe for any shares or debentures of the Company.

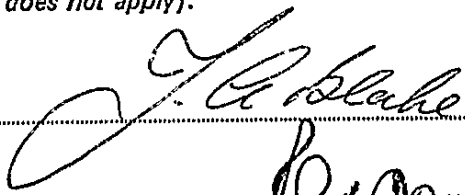
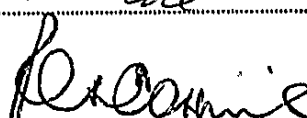
(N.B. Delete this Certificate if it does not apply).

If the number of members of the Company exceeds fifty

D WE CERTIFY that the excess of the number of members of the Company over fifty consists wholly of persons who under Section 28 (1) (b) of the Companies Act 1948 are not to be included in the reckoning of fifty.

(N.B. Delete this Certificate if it does not apply).

Signed* (Director).....

Signed* (Secretary)

*The signatures of two separate persons are required.

NOTES

(1) The statutory provisions for annexing Accounts to the Annual Return are summarised briefly below **BUT CERTIFICATE "B" above is intended to cover the certification requirements for the Accounts of the Company AND accordingly the accompanying BALANCE SHEET MUST BE IDENTIFIED by writing thereon "This is the copy referred to in the annexed Certificate "B".

(2) If the Company was formerly an Exempt Private Company AND its Annual Return is made up to a date earlier than 27th January 1968, an additional Certificate is necessary and should accompany on Form 6 (B).

**Except where the Company is either an unlimited company exempted from the requirements of section 127 of the Companies Act 1948, by section 47 of the Companies Act 1967, OR an Assurance Company which has complied with the provisions of section 8 (4) of the Insurance Companies Act 1958, there must be annexed to this Return a written copy, certified both by a Director and by the Secretary of the Company to be a true copy, of every Balance Sheet laid before the Company in General Meeting during the period to which this Return relates (including every document required by law to be annexed to the Balance Sheet) and a copy (certified as aforesaid) of the report of the Auditors on, and of the report of the Directors accompanying, each such Balance Sheet. If any such Balance Sheet or document required by law to be annexed thereto is in a foreign language there must also be annexed to that Balance Sheet a translation in English of the Balance Sheet or document certified in the prescribed manner to be a correct translation. If any such Balance Sheet as aforesaid or document required by law to be annexed thereto did not comply with the requirements of the law as in force at the date of the audit with respect to the form of Balance Sheets or documents aforesaid, as the case may be, there must be made such additions to and corrections in the copy as would have been required to be made in the Balance Sheet or document in order to make it comply with the said requirements, and the fact that the copy has been so amended must be stated thereon.

Jordan & Sons Limited
International Law Agents, Consultants and Publishers
Wilec House 82 City Road London EC1Y 2BX
Telephone: 01-253 6214 Telex No. 261010