



Company Secretarial and
Compliance Software

Please complete in typescript,
or in bold black capitals.

26/1/98
363a

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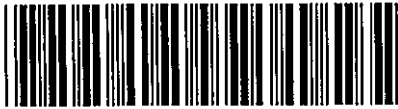
Bulk List

TBULK FILE

Annual Return

Company Number 951043

Company Name in full Mercury Asset Management Group Ltd



* F363AE60 *

Date of this return (See note 1)

The information in this return is made
up to

Day	Month	Year
01	07	1998

Date of next return (See note 2)

If you wish to make your next return to
a date earlier than the anniversary of this
return please show the date here.

Companies House will then send a form
at the appropriate time.

Day	Month	Year
01	07	1999

Registered Office (See note 3)

Show here the address at the date of
this return.

33 King William Street

Any change of
registered office must
be notified on form
287.

Post town

LONDON

County / Region

Postcode

EC4R 9AS

Principal business activities

(See note 4)

Show trade classification code
number(s) for the principal activity or
activities.

6523

If the code number cannot be
determined, give a brief description of
principal activity.



KLO *K2V9A89H* 688
COMPANIES HOUSE 28/07/98

When you have completed and signed the form please send it to the
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ
for companies registered in England and Wales

DX 33050 Cardiff

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh

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Register of members

(See note 5)

If the register of members is not kept at the registered office, state here where it is kept.

Post town
County / Region

IRG plc

Bourne House, 34 Beckenham Road

Beckenham

Kent

Postcode BR3 4TU

Register of Debenture holders

(See note 6)

If there is a register of debenture holders and it is not kept at the registered office, state here where it is kept.

Post town
County / Region

Company type

(See note 7)

Public limited company

Private company limited by shares

Private company limited by guarantee without share capital

Private company limited by shares exempt under section 30

Private company limited by guarantee exempt under section 30

Private unlimited company with share capital

Private unlimited company without share capital

☐
☒
☐
☐
☐
☐
☐

Please mark the appropriate box

Company Secretary

(See notes 1-5)

Name

(Please photocopy this area to provide details of joint secretaries).

*Style/Title

Mrs.

*Honours etc

Forename(s)

Helen Margaret

Surname

Perkins

* Voluntary details.

Previous forename(s)

Previous surname(s)

Address

27 Westmont Road

Usual residential address

must be given. In the case of a corporation, give the registered or principal office address.

Post town

Esher

County / Region

Surrey

Postcode KT10 9BE

Country

England

Details of a new company secretary must be notified on form 288a



Company Secretarial and Compliance Software

Company No: 951043

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Directors

(See notes 1-5)

Details of new directors must be notified on form 288a*Please list directors in alphabetical order.*

Name	*Style/Title	Mr.			Day	Month	Year	
	*Honours etc				Date of Birth	04	01	1945
	Forename(s)	Ian Christopher Simon						
	Surname	Barby						
	Previous forename(s)							
	Previous surname(s)							
Address	2 Trident Place							
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	69 Old Church Street							
	Post town	LONDON						
	County / Region				Postcode	SW3 5BP		
	Country	England			Nationality	British		
	Business occupation	Investment Director						
	Other directorships	As per attached list						
* Voluntary details.								

Name	*Style/Title	Mr.			Day	Month	Year	
	*Honours etc				Date of Birth	14	10	1939
	Forename(s)	John						
	Surname	Parsloe						
	Previous forename(s)							
	Previous surname(s)							
Address	1 Woodcote Green House							
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	Woodcote Green Road							
	Post town	EPSOM						
	County / Region	Surrey			Postcode	KT18 7DF		
	Country	England			Nationality	British		
	Business occupation	Investment Director						
	Other directorships	As per attached list						

Directors

(See notes 1-5)

Details of new directors must be notified on form 288a*Please list directors in alphabetical order.*

Name	*Style/Title	Mr			Day	Month	Year	
	*Honours etc				Date of Birth	08	11	1959
	Forename(s)	James Trewin						
	Surname	Stratford						
	Previous forename(s)							
	Previous surname(s)							
Address	74 Honeybrook Road							
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	Post town	LONDON						
	County / Region		Postcode	SW12 ODN				
	Country	England	Nationality	BRITISH				
	Business occupation	Investment Director						
	Other directorships	None						
* Voluntary details.								

Name	*Style/Title	Mr.			Day	Month	Year	
	*Honours etc				Date of Birth	21	11	1953
	Forename(s)	Stuart John						
	Surname	Baxter						
	Previous forename(s)							
	Previous surname(s)							
Address	Appletree Cottage							
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	Post town	Cryers Hill Road						
	County / Region	Buckinghamshire	Postcode	HP15 6LL				
	Country	England	Nationality	British				
	Business occupation	Human Resources Director						
	Other directorships	None						

Issued share capital*(see note 9)*

Enter details of all the shares in issue at the date of this return.

Class
(e.g. Ordinary/Preference)

Number of shares issued

Aggregate Nominal Value

(i.e. Number of shares issued multiplied by nominal value per share)

As per attached schedule		
Totals		

List of past and present members

(use attached schedule where appropriate)

A full list is required if one was not included with either of the last two returns.

(see note 10)

There were no changes in the period

☐

on paper

in another format

A list of changes is enclosed

☒
☒

(Continuation page no. 3)

A full list of members is enclosed

☒
☐
Elective resolutions

(Private companies only)

(See note 11)

If at the date of this return an election is in force to dispense with annual general meetings, mark this box

☐

If at the date of this return an election is in force to dispense with laying accounts in general meetings, mark this box

☐
Certificate

I certify that the information given in this return is true to the best of my knowledge and belief.

Signed

Helen Perkins

Date

28 JULY 1998

† Please delete as appropriate.

† ~~a director~~/secretary

When you have signed the return send it with the fee to the Registrar of Companies.

Cheques should be made payable to Companies House.

This return includes

3
(enter number)

continuation sheets.

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Mrs H M Perkins, 33 King William Street, LONDON ,

EC4R 9AS

Tel 0171 280 2800

DX number

DX exchange



Company Secretarial and Compliance Software

Company No: 951043

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Mercury Asset Management Group Ltd

Registered No. 951043

Schedule of Issued Share Capital

	Class	Number	Aggregate Nominal Value
1.	ORDINARY SHARES OF 5P (BENEFICIAL)	183,327,938	£9,166,396.90
	Total	183,327,938	£9,166,396.90

FICHE

183 352 424

See Amendment Page

Company Name Mercury Asset Management Group Ltd		Company Number 951043		
	Number of shares or amount of stock held by existing members at date of this return	Particulars of shares or stock transferred since the date of the last return (or in the case of the first return, since the incorporation of the company) by (a) persons who are still members, and (b) persons who have ceased to be members		
Name and Address		Number transferred	Date of registration of transfer	Remarks
ML Invest Limited	89,092,938	89,830,690	11/05/1998	To MLINVHLD
ML Invest Holdings Limited	89,830,690			
SNC Nominees Limited	4,404,310			

Total Shares Issued	Acquired by Transfer	Disposed by Transfer
183,327,938	89,830,690	89,830,690

Company Number 951043			
Company Name Mercury Asset Management Group Ltd			
Name & Address	Appointment	Resignation	Company Name
Barby, Ian Christopher Simon 2 Trident Place, 69 Old Church Street, LONDON, SW3 5BP, England	29/04/1996		Veritas Asset Management (UK) Limited
Parsloe, John 1 Woodcote Green House, Woodcote Green Road, EPSOM, Surrey, KT18 7DF, England	07/04/1986 13/12/1991 23/12/1997	11/08/1993	Dai-Ichi Life Warburg Limited Alternate to Andrew Searle Dalton S.G.Warburg Trust Co. Ltd. Johmtaw Limited

MERCURY ASSET MANAGEMENT GROUP LTD
(Company Number 951043)

ANNUAL RETURN (1/7/1998)

Enclosed herewith, on microfiche, is the record of transactions made during the year 2 July, 1997 to 1 July, 1998 for Mercury Asset Management Group Ltd (formerly plc).

In November, 1997 an offer for the shares of Mercury Asset Management Group plc was made by ML Invest plc which was declared unconditional on 22 December 1997.

In this connection, the records of the following individuals require amendment, as detailed, to correct the illustrated total shares in issue on the microfiche, of 183,352,424, by 24,486 to get to the actual issued share capital of the Company of 183,327,938.

Shareholder's Name	Fiche Balance	Minus	Correct Balance
Miss Rosina Josephine Alzano	1,754	1,754	0
Emanuel Henri Daniel Bardonnet	1,070	1,070	0
Simon William S Barnes	4,381	4,381	0
Charles David Murray-Brown	165	165	0
Miss Beryl Joyce Clark	1,591	1,591	0
Michael Arthur Coates A/c B & Mrs Edna Joyce Oates & William Moore Teasdale	1,250	1,250	0
Mrs Shelly Lyn Daldy	642	642	0
Ms Rachel Jennifer Daniel & Ms Esther Hilary Dudley	445	445	0
John Coppleston Luther Fane	1,105	1,105	0
Julian Charles Glatt	1,030	1,030	0
Michael John Grover	55	55	0
Dr Sarah Louise Hartley	2,399	2,399	0
Mrs Ann Kirkwood	1,291	1,291	0
Jocelyn Peter Warren Monk	1,904	1,904	0
Geoffrey Frank Pearce	2,662	2,662	0
Steven Michael Rebairo	190	190	0
Graham Douglas Shrubsall	699	699	0
Cecil Ernest Sole	983	983	0
Julian David Waldron	870	870	0
TOTALS	<u>24,486</u>	<u>24,486</u>	<u>0</u>

MERCURY ASSET MANAGEMENT GROUP LTD

Companies, other than subsidiary companies, the holding of which exceeds one-tenth of the nominal value of the class of the shares held at 31st March 1998

Name of Companies	Country of Registration or Incorporation	Class of Shares Held	Proportion of Nominal Value of Issued Shares of that class
			%
United Kingdom :			
Munich London Investment Management Ltd	England	£1 'B' ordinary shares	100
NBK Investment Management Limited	England	'B' ordinary shares of 39p each	100
Sodifin Limited	England	Shares	20
Soditic Finance Company Limited	England	Shares	20
Veritas Asset Management (UK) Limited	England	£1 Ordinary Shares	10
Grand Cayman :			
SFP Soditic Financial Products Ltd	Grand Cayman	Shares	20
Jersey :			
MTC Nominees Ltd	Jersey	£1 Ordinary	30
MTC Secretaries Ltd	Jersey	£1 Ordinary	30
Munich London Investment Management (Jersey) Ltd	Jersey	£1 ordinary	50
NBK Investment Management (Jersey) Limited	Jersey	£1 ordinary	40
RBSI Trust Company Limited	Jersey	£1 ordinary	30
SFH Jersey Limited	Jersey	Sw.Fr. 1000 shares	20
Sodimet Limited	Jersey	Shares	20
Soditic Finance Limited	Jersey	Shares	20
Switzerland:			
Veritas Vermögensverwaltung A.G.	Switzerland	Sw.Fr. 1000 shares	10
Taiwan:			
Taiwan Securities Investment Trust Company	Taiwan	shares of 10 New Taiwan Dollars	12.5
Thai Farmers Asset Management Co Ltd	Thailand	shares of 10 Thailand Baht	11.5

(subs-gr(s))
28.7.98

MERCURY ASSET MANAGEMENT GROUP LTD

Subsidiary Companies as at 31st March 1998

Name of Subsidiaries	Country of Registration or Incorporation	Class of Shares Held	Proportion of Nominal Value of Issued Shares of that Class
<u>Directly Held</u>			%
33 King William Street Ltd	England	£1 Ordinary	100
Grosvenor Ventures Limited	England	Ordinary Shares of 10p each	100
		Redeemable Preference Shares of 10p each	100
Mercury Asset Management Holdings Ltd	England	£1 "A" Ordinary	100
Mercury Asset Management Ltd	England	£1 Ordinary	100
Mercury (Finance) Ltd	England	£1 Ordinary	100
Mercury Life Assurance Company Ltd	England	£1 Ordinary	100
Mercury Private Equity Holdings Ltd	England	£1 Ordinary	100
Mercury Private Equity MUST3 Limited	England	£1 Ordinary	100
<u>Indirectly Held</u>			
United Kingdom :			
Grosvenor Venture Managers Limited	England	£1 Ordinary Shares	100
Grosvenor Alternate Partner Limited	England	£1 Ordinary Shares	100
Grosvenor General Partner Limited	England	£1 Ordinary Shares	100
Mercury Asset Management Employee Trust Co. Ltd	England	£1 Shares	100
Mercury Asset Management Finance Ltd	England	£1 Shares	100
Mercury Asset Management Group Services Limited	England	£1 Ordinary	100
Mercury Asset Management International Ltd	England	£1 Shares	100
Mercury Asset Management No.1 Limited	England	£1 Ordinary	100
Mercury Asset Management Pension Trustee Co. Ltd	England	£1 Shares	100
Mercury Executor & Trustee Co. Ltd	England	£1 Ordinary	100
Mercury Financial Services Ltd	England	£1 Shares	100
Mercury Fund Managers Limited	England	£1 Ordinary	100
Mercury Investment Management Limited	England	£1 Shares	100
Mercury Investment Services Ltd	England	£1 Ordinary	100

MERCURY ASSET MANAGEMENT GROUP LTD

Subsidiary Companies as at 31st March 1998

Names of Subsidiaries	Country of Registration or Incorporation	Class of Shares Held	Proportion of Nominal Value of Issued Shares of that Class
<u>Indirectly Held</u>			<u>%</u>
United Kingdom :			
Mercury Investment Trust Managers Ltd	England	£1 Ordinary	100
Mercury Life Limited	England	£1 Shares	100
Mercury Life Nominees Ltd	England	£1 Shares	100
Mercury Rowan Mullens Ltd	England	£1 Ordinary	100
Seligman Trust Limited	England	£1 Shares	100
Third Grosvenor Limited	England	Ordinary Shares of £1 each	100
Wimco Nominees Ltd	England	£1 Shares	100
<u>Indirectly Held</u>			
Australia:			
Mercury Asset Management Limited	Australia	AUS\$1 Share	100
Mercury Securities Limited	Australia	A\$1 "A" Ordinary Shares	100
		A\$1 "B" Ordinary Shares	100
Bermuda :			
MAM Ltd.	Bermuda	US\$1 Ordinary	100
Canada :			
Mercury Asset Management Canada Ltd	Canada	NPV Shares	100
Germany:			
Mercury Asset Management Gesellschaft für Beteiligungen mbH	Germany	DM1 Shares	100
Mercury Asset Management Vertriebsgesellschaft mbH	Germany	DM1 Shares	100
Mercury Asset Management Kapitalanlagegesellschaft mbH	Germany	DM1 Shares	100
Hong Kong :			
Mercury Asset Management Asia Ltd	Hong Kong	HK\$10 Shares	100

MERCURY ASSET MANAGEMENT GROUP LTD

Subsidiary Companies as at 31st March 1998

Names of Subsidiaries	Country of Registration or Incorporation	Class of Shares Held	Proportion of Nominal Value of Issued Shares of that Class
Isle of Man :			%
Hill Street Nominees (Isle of Man) Ltd	Isle of Man	£1 Ordinary	100
Mercury Asset Management Isle of Man Holdings Ltd	Isle of Man	£1 Shares	100
Mercury Asset Management Ltd	Isle of Man	£1 Shares	100
Mercury Asset Management Finance Limited	Isle of Man	£1 Ordinary Shares	100
Mercury Carry Company Ltd	Isle of Man	£1 Ordinary Shares	100
Mercury Fund Managers Isle of Man Ltd	Isle of Man	£1 Ordinary	100
Mercury Group Insurance Ltd	Isle of Man	£1 Ordinary Shares	100
		£1 redeemable preference shares	100
Japan :			
Mercury Asset Management Japan Ltd.	Japan	¥50,000 Shares	100
Mercury Investment Trust Management Co.Ltd.	Japan	¥12,500 Shares	80
Jersey :			
St. Albans House Nominees (Jersey) Ltd	Jersey	£1 Shares	100
Mercury Asset Management International Channel Islands Ltd	Jersey	£1 Ordinary	100
Mercury Asset Management Channel Islands Ltd	Jersey	£1 Ordinary	100
Mercury First Partner Ltd	Jersey	US\$1 Ordinary	100
The Netherlands:			
Mercury Holdings B.V.	The Netherlands	DFL 1 Share	100
Mercury Asset Management B.V.	The Netherlands	DFL1 Shares	100
Luxembourg :			
Mercury Asset Management S.A.	Luxembourg	FLUX 1,000 Shares	100
Republic of Ireland:			
Mercury Asset Management Dublin Limited	Ireland	£1 Shares	100
Singapore :			
Mercury Asset Management Pte. Ltd	Singapore	S\$1 Shares	100

sub-mang(s)
28.7.98

FORM ML8

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BULK LIST OF SHAREHOLDERS OR MEMBERS

A BULK LIST OF SHAREHOLDERS OR MEMBERS FOR THIS COMPANY HAS BEEN LODGED BUT DOES NOT APPEAR ON THIS ANNUAL RETURN MICROFICHE.

IF YOU WISH TO SEARCH THE LIST, PLEASE ENQUIRE AT THE SEARCH CONTROL COUNTER..

COMPANY NUMBER 951043