

363a

Please complete in typescript, or in bold black capitals.

CHFP010

Company Number | 1911126

287925/15

Company Name in full

| Citibank | Investments | Limited |
|----------|-------------|---------|
| | | |
| | | |

Date of this return

The information in this return is made up to

Day Month Year

0 7 1 1 2 0 0 4

Annual Return

Date of next return

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 |
|-----|-------------|------|
| _L_ | <u>L_L_</u> | |

Registered Office

Show here the address at the date of this return.

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

Post town

County / Region

UK Postcode |

London

Citigroup Centre, Canada Square, Canary Wharf

E14 5LB _____

Principal business activities

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

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

| 7484 | | Ĺ | |
|----------|-------------|---------|--|
| | | <u></u> | |
| | | | |
| <u> </u> | | · | |



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

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff for companies registered in England and Wales

OI

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB for companies registered in Scotland DX 235 Edinburgh

| Register of members If the register of members is not kept at the registered office, state here where it is kept. Post town County / Region | UK Postcode |
|--|---|
| Register of Debenture holders If there is a register of debenture holders, or a duplicate of any such register or part of it, which is not kept at the registered office, state where it is kept. Post town | |
| County / Region | UK Postcode |
| Company type | |
| 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 under section 30 Private unlimited company with share capital Private unlimited company without share capital Company Secretary (Please photocopy this area to provide details of joint secretaries). Forename(s) | Please tick the appropriate box Details of a new company secretary must be notified on form 288a. Andrew Martin |
| * Voluntary details. | |
| If a partnership give the names and addresses of the partners or the name of the partnership and office address. | Willows End, 39 Linden Grove |
| Usual residential address must be Post town | Walton-on-Thames |
| given. In the case of a corporation, County / Region | |
| give the registered or principal office Country | |
| address. | |



| Directors Please list directors in a | alphabetical order. | Details of new directors must b | e notified on form 288a |
|--|----------------------|---------------------------------|-------------------------|
| N | lame * Style / Title | 1 | |
| <i>Directors</i> In the | | Day Month Year | |
| case of a director that is a corporate | Date of birth | 1 7 1 2 1 9 6 8 | |
| or a Scottish firm, the name is the | Forename(s) | James Robert | |
| corporate or firm name. | Surname | Cobb | |
| A | Address | 6 Beesonend Lane | |
| <i>Usual residential</i> address must be | | L | |
| given. In the case of a corporation, | Post town | Harpenden | |
| give the registered or principal office | County / Region | Hertfordshire | UK Postcode AL5 2AA |
| address. | Country | L | Nationality British |
| | Business occupation | Accountant | |
| * Voluntary details. | | | |
| 1 | lame * Style / Title | L | |
| Directors In the case of a director that is a corporate | Date of birth | Day Month Year 0 7 0 6 1 9 4 7 | |
| or a Scottish firm, the name is the | Forename(s) | Michael James | |
| corporate or firm name. | Surname | Kirkwood | |
| , | Address | 12 Clabon Mews | |
| Usual residential address must be | | L | |
| given. In the case of a corporation, | Poet town | London | |
| give the registered or principal office | County / Bogion | | UK Postcode SW1X 0EJ |
| address. | Country | | Nationality British |
| | Business occupation | Banker | |



| Name Style / Title Ms Day Month Year Day Day Month Year Day | Directors Please list directors in | alphabetical order. | Details of new directors must be notified on form 288a |
|--|--|-------------------------|--|
| Directors In the case of a director that is a corporate or a Scottish firm, the name is the corporate or or a Scottish firm, the name is the corporate or of a director that is a corporate or or Scottish firm, the name is the corporate or firm name. Address Usual residential address must be given. In the case of a corporation, give the registered or principal office address. Country Nationality Suriable Directors In the case of a corporation, give the registered or principal office address. Country Nationality Suriable Directors In the case of a director that is a corporate or a Scottish firm, the name is the corporate or firm name. Address Usual residential address must be given. In the case of a corporation, proporation, and the corporation Date of birth 1 | | M | tle MS |
| or a Scottish firm, the name is the corporate or firm name. Address Usual residential address must be given. In the case of a corporation, give the registered or principal office address. Name Surname Surname Surname Surname Surname Surname London UK Postcode Surv 2AA Nationality British Chartered Accountant Chartered Accountant Directors In the case of a director that is a corporate or a Scottish firm, the name is the corporate or firm name. Address Cusul residential address Surname Day Month Year 1 4 0 1 1 9 6 0 Francesco Paolo Surname Vanni d'Archirafi Surname Vanni d'Archirafi Forename(s) Flat 11, 25 Lowndes Square Usual residential address Wusual residential address Osual residential address Usual residential address Osuare Post town London | case of a director | Date of bir | Day Month Year |
| Address Sumarine Dean Dean | or a Scottish firm the name is the | Forename(| S) Susan Helena |
| Usual residential address must be given. In the case of a corporation, give the registered or principal office address. Country | • | Surnan | ne Dean |
| ### Post town London London London | | Address | 8J Warwick Square |
| give the registered or principal office address. Country Nationality British Business occupation Chartered Accountant *Voluntary details. Name *Style / Title Directors In the case of a director that is a corporate or a Scottish firm, the name is the corporate or firm name. Address Vanni d'Archixafi Surname Vanni d'Archixafi Flat 11, 25 Lowndes Square Post town London UK Postcode SW1V 2AA Nationality British Particish Nationality British Day Month Year 1 | <i>address</i> must be given. In the case | Poet to | WO London |
| Business occupation Chartered Accountant Chartered Accountant Name Style / Title Day Month Year case of a director that is a corporate or a Scottish firm, the name is the corporate or proporate or firm name. Address Usual residential address must be given. In the case of a corporation, Post town London | give the registered or principal office | , J County / Bogi | |
| *Voluntary details. Name *Style / Title Day Month Year case of a director that is a corporate or a Scottish firm, the name is the corporate or firm name. Address Usual residential address must be given. In the case of a corporation, Post town Chartered Accountant Day Month Year 1 4 0 1 1 9 6 0 Francesco Paolo Francesco Paolo Surname Vanni d'Archirafi Flat 11, 25 Lowndes Square London | address. | Coun | try Nationality British |
| Directors In the case of a director that is a corporate or a Scottish firm, the name is the corporate or firm name. Address Usual residential address must be given. In the case of a corporation, Day Month Year Day Month Year Date of birth Forename(s) Francesco Paolo Surname Vanni d'Archirafi Flat 11, 25 Lowndes Square Post town London | | Business occupation | |
| Directors In the case of a director that is a corporate or a Scottish firm, the name is the corporate or firm name. Address Usual residential address must be given. In the case of a corporation, Day Month Year Day Month Year Date of birth Forename(s) Francesco Paolo Surname Vanni d'Archirafi Flat 11, 25 Lowndes Square Post town London | * Voluntary details. | | |
| Date of birth Date o | | Name * Style / Ti | |
| the name is the corporate or firm name. Surname Vanni d'Archirafi Address Flat 11, 25 Lowndes Square Usual residential address must be given. In the case of a corporation, Post town London | case of a directo | r Date of bi | 11,410,111,9,6,0 |
| Address Address Flat 11, 25 Lowndes Square Usual residential address must be given. In the case of a corporation, Post town London | the name is the | e roiename | (S) Francesco Paolo |
| Usual residential address must be given. In the case of a corporation, Post town London | • | n Surnar | ne Vanni d'Archirafi |
| address must be given. In the case of a corporation, Post town London | | Address | Flat 11, 25 Lowndes Square |
| of a corporation, London | address must b | e | L |
| give the registered | • | , Post to | |
| or principal office County / Region UK Postcode SW1 | or principal offic | e County / Heg | |
| Country United Kingdom Nationality Italian | | | |
| | | Business occupati | ON Bankor |



| Directors Please list directors in a | lphabetical order. | Details of new directors must be notified on form 288a |
|--|---------------------|--|
| N | ame * Style / Title | 1 |
| Directors In the case of a director that is a corporate | Date of birth | Day Month Year 2 1 1 2 1 9 5 7 |
| or a Scottish firm, the name is the | Forename(s) | Jeffrey Russell |
| corporate or firm name. | Surname | Walsh |
| A | ddress | 10 Abbey Lodge, Park Road |
| Usual residential address must be given. In the case | 5 | |
| of a corporation, give the registered | Post town | London |
| or principal office address. | County / Region | UK Postcode NW8 7GR |
| address. | Country | Nationality American |
| | Business occupation | Certified Public Accountant |
| * Voluntary details. | | |
| N | ame * Style / Title | <u></u> |
| Directors In the case of a director that is a corporate | Date of birth | Day Month Year |
| or a Scottish firm, the name is the | Forename(s) | |
| corporate or firm name. | Surname | |
| A | ddress | |
| Usual residential address must be | | L |
| given. In the case of a corporation, | Post town | |
| give the registered or principal office | County / Region | UK Postcode |
| address. | Country | Nationality |
| | Business occupation | 1 |



| Issued share capital 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, or total amount of stock) |
|---|--|---|--|
| 6.5% FIXED RATE CUMULATIVE REDI | EEMABLE | 45,970,355 | £45,970,355.00 |
| ORDINARY | | 684,219,586 | £684,219,586.00 |
| | Totals | 730,189,941 | 730,189,941.00 |
| List of past and present sharehol | ders | | |
| (use attached schedule where appropriate) A full list is required if one was not included with either of the last two returns. | There were no changes A list of changes is end A full list of shareholde | on pape | er in another format |
| Certificate | I certify that the inform knowledge and belief. | ation given in this return i | s true to the best of my |
| † Please delete as appropriate. | t a director / secretary | Date | e 12 Nov 2004 |
| 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 inc | cludes 2 (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 | Square, Canary V | Citigroup Centre (1 Wharf, London, E14 5 | |
| Rlueprint Company Secretary | DX number [| DX exchange | Page 6 |



UK postcode

List of past and present shareholders Schedule to form 363a

| CHFP010 | Company Number | 1911126 | | | | |
|---------------------------------|---|------------------------------|--|--|--|--|
| | Company Name in full | Citibank Investments Limited | | | | |
| | | shares to You mu | s to shareholders particula transferred must be comple st provide a "full list" of all i The company's first annu Every third annual return company shareholders in a | eted each year the company sharehol al return following the i after a full list has bee | ders on: incorporation; n provided | |
| | | > List join | t shareholders consecutive | ely | | |
| | | | | Shares or amount of stransferred (if appro | | |
| | Shareholders' details | | Class and number of shares or amount of stock held | Class and number of shares or amount of stock transferred | Date of registration of transfer | |
| Name *Citibar Corporat | nk Overseas Investment tion | | £1.00 6.5% FIXED RATE CUMULATIVE REDEEMABLE | | | |
| Penn's V | tle Corporate Commons, O Way, New Castle, Delawar States of America | | PREFERENCE Shares Held | | | |
| UK postco | ode [| | 45,970,355 | | | |
| Name | | | | | | |
| Address | | | | | | |
| UK postco | ode (| | | | <u></u> | |
| Name | | | | | | |
| Address | | | | | | |



List of past and present shareholders Schedule to form 363a

| C | ompany Secretary | | Schedu |
|---------|------------------|---------|--------|
| CHFP010 | Company Number | 1911126 | |

- Changes 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 the company shareholders on:
 - The company's first annual return following the incorporation;
 - Every third annual return after a full list has been provided
- List the company shareholders in alphabetical order or provide an index
- List joint shareholders consecutively

| | | Shares or amount of transferred (if appro | |
|--|--|---|----------------------------------|
| Shareholders' details | Class and number of shares or amount of stock held | Class and number of shares or amount of stock transferred | Date of registration of transfer |
| Name *Citibank Overseas Investment Corporation | £1.00 ORDINARY | | |
| Address New Castle Corporate Commons, One Penn's Way, New Castle, Delaware 19720, Unites States of America | | | |
| UK postcode | Shares Held 684,218,786 | | |
| Name *Diners Club Italia SpA | £1.00 ORDINARY | | |
| Address Lungotevere Flaminio 18, Rome, Italy | | | |
| UK postcode 00196 | Shares Held 800 | | |
| Name *Nessus Investment Corporation | £1.00 ORDINARY | 50 | 14/04/2004 |
| Address | | | |
| UK postcode | Shares Held | I . | |