

Please complete in typescript,
or in bold black capitals.

Annual Return

000182/30

CHFP010

Company Number

2072534

Company Name in full

HGI Group Limited

Date of this return

The information in this return is made up
to

| Day | | Month | | Year | | | |
|-----|---|-------|---|------|---|---|---|
| 2 | 9 | 0 | 5 | 2 | 0 | 0 | 9 |

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 | | | |
|-----|--|-------|--|------|--|--|--|
| | | | | | | | |

Registered Office

Show here the address at the date of
this return.

201 Bishopsgate

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

Post town

London

County / Region

UK Postcode

EC2M 3AE

Principal business activities

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

6512

If the code number cannot be determined,
give



AXG47BBK

A44 06/07/2009 71

COMPANIES HOUSE

LD2 24/06/2009 112

COMPANIES HOUSE

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 or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland
DX ED235 Edinburgh 1
or LP-4 Edinburgh 2

MONDAY
WEDNESDAY
10/08

Register of members

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

Computershare Investor Services Plc, The Pavilions,

Bridgwater Road

Post town Bristol

County / Region UK Postcode BS99 7NH

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 here 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 unlimited company with share capital

Private unlimited company without share capital

| |
|-------------------------------------|
| <input type="checkbox"/> |
| <input checked="" type="checkbox"/> |
| <input type="checkbox"/> |
| <input type="checkbox"/> |
| <input type="checkbox"/> |
| <input type="checkbox"/> |
| <input type="checkbox"/> |

Please tick the appropriate box

Company Secretary

* Voluntary details.

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

Name

* Style / Title

Forename(s)

Surname

Address ††

Post town

County / Region

Country

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

Henderson Secretarial Services Limited

201 Bishopsgate

London

UK Postcode EC2M 3AE

†† Tick the box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985. Otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

If a partnership give the names and addresses of the partners or the name of the partnership and office address.

Directors

Please list directors in alphabetical order.

* Voluntary details.

Name

* Style / Title

Details of new directors must be notified on form 288a

In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.

Day Month Year

Date of birth

2 1 0 4 1 9 7 1

Forename(s)

Andrew James

Surname

Formica

†† Tick the box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985. Otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

☐

Address ††

17 Westcombe Park Road

Post town

London

County / Region

UK Postcode

SE3 7RE

Country

Nationality

Australian/British

Business occupation

Chief Executive

Directors

Please list directors in alphabetical order.

* Voluntary details.

Name

* Style / Title

Mr

Day Month Year

Date of birth

0 8 0 1 1 9 6 0

Forename(s)

Nicholas Toby

Surname

Hiscock

†† Tick the box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985. Otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

☐

Address ††

49 Burlington Avenue

Post town

Kew

County / Region

Surrey

UK Postcode

TW9 4DG

Country

England

Nationality

English

Business occupation

Chartered Accountant

Directors

Please list directors in alphabetical order.

* Voluntary details.

In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.

†† Tick the box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985. Otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Name

* Style / Title

Mr

Day Month Year

Date of birth

0 4 0 4 1 9 5 5

Forename(s)

Steven John

Surname

O'Brien

Address ††

3 The Bennetts, Culverden Down

Post town

Tunbridge Wells

County / Region

UK Postcode TN4 9RX

Country

Nationality British

Business occupation

Solicitor

Details of new directors must be notified on form 288a

Directors

Please list directors in alphabetical order.

* Voluntary details.

In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name

†† Tick the box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985. Otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Name

* Style / Title

Day Month Year

Date of birth

Forename(s)

Surname

Address ††

Post town

County / Region

UK Postcode

Country

Nationality

Business occupation

Issue 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) |
|-------------------------------------|----------------------------|--|
| A Ordinary | 1 | £0.13 |
| Ordinary | 725,192,969 | £90,649,121.13 |
| | | |
| | | |
| Totals | 725,192,970 | 90,649,121.26 |

Traded public companies

A traded public company means a company any of whose shares are shares admitted to trading on a regulated market

Please tick this box if your company was a traded public company at any time during the period of this return

☐**List of past and present shareholders**

(use attached schedule where appropriate)

Private or non-traded public companies are required to provide a "full list" if one was not included with either of the last two returns.

Traded public companies are required to provide a list of shareholders who held at least 5% of the issued shares of any share class if a list was not provided with either of the last two returns.

Please tick the appropriate box below:

A full list of shareholders for a private or non-traded public company is enclosed. **Please complete Schedule A.**A list of shareholders holding at least 5% of the issued shares of any share class for a traded public company is enclosed. **Please complete Schedule B.**

A list containing shareholder changes is enclosed

→ For private or non-traded public companies, please complete **Schedule A**→ For traded public companies, please complete **Schedule B**

There were no shareholder changes in this period

on paper in another format

☐ ☒ X☐ ☐☐ ☐**Certificate**

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

Signed

For and on behalf of
Henderson Secretarial Services Limited

Date

24/6/09

† Please delete as appropriate.

† (director / secretary)

When you have signed the return send it with the fee to the Registrar of Companies. Make cheques payable to Companies House.

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

This return includes continuation sheets.

(enter number)

Henderson Secretarial Services Limited,

201 Bishopsgate, London, EC2M 3AE, England

Tel

DX number DX exchange

BLUEPRINT

OneWorld



Schedule A
for private or non-traded public companies
List of past and present shareholders

(Please use a continuation sheet if required)

CHFP010

Company Number | 2072534

Company Name in full | HGI Group Limited

This must only be completed by private and public limited companies that have not traded on a regulated market

- 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 incorporation
 - Every third annual return after a full list has been provided
- List the company shareholders in alphabetical order to provide an index
- List joint shareholders consecutively

Do not give shareholder address information

| Shareholder's name only | Shares or amount of stock transferred <i>(if appropriate)</i> | | |
|--|---|---|----------------------------------|
| | 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 Henderson Holdings Group Limited | £0.125 A Ordinary | | |
| | 1 | | |
| Name Henderson Holdings Group Limited | £0.125 Ordinary | | |
| | 725,192,968 | | |
| Name Steven John O'Brien | £0.125 Ordinary | | |
| | 1 | | |



Schedule A
for private or non-traded public companies
List of past and present shareholders
(continuation sheet)

CHFP010

Company Number | 2072534

| Shareholder's name only | Shares or amount of stock transferred <i>(if appropriate)</i> | | |
|---|---|---|----------------------------------|
| | 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 |
| <div>Name</div> <div>Henderson Global Group Limited</div> <div></div> | £0.125 A Ordinary | | |
| | 0 | 1 | 07/11/2008 |
| <div>Name</div> <div>Henderson Global Group Limited</div> <div></div> | £0.125 Ordinary | | |
| | 0 | 725,192,968 | 07/11/2008 |
| <div>Name</div> <div>Henderson Group plc</div> <div></div> | £0.125 A Ordinary | | |
| | 0 | 1 | 05/11/2008 |
| <div>Name</div> <div>Henderson Group plc</div> <div></div> | £0.125 Ordinary | | |
| | 0 | 725,192,968 | 05/11/2008 |



Schedule A
for private or non-traded public companies
List of past and present shareholders
(continuation sheet)

CHFP010

Company Number | 2072534

| Shareholder's name only | Shares or amount of stock transferred <i>(if appropriate)</i> | | |
|---|---|---|----------------------------------|
| | 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 |
| <div>Name</div> <div>The Public</div> <div></div> | £0.125 Ordinary Shares in issue cancelled as part of a Scheme of Arrangement 0 | 725,192,969 | 31/10/2008 |
| <div>Name</div> <div></div> <div></div> | | | |
| <div>Name</div> <div></div> <div></div> | | | |
| <div>Name</div> <div></div> <div></div> | | | |