



*Companies House*  
— for the record —

**AR01** (ef)

**Annual Return**



X1ZOYYO8

Received for filing in Electronic Format on the: 09/01/2013

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*Company Name:* **JOHNSON CONTROLS (U.K.) LIMITED**

*Company Number:* **02215149**

*Date of this return:* **31/12/2012**

*SIC codes:* **70100**

*Company Type:* **Private company limited by shares**

*Situation of Registered Office:* **2 THE BRIARS  
WATERBERRY DRIVE  
WATERLOOVILLE  
HAMPSHIRE  
PO7 7YH**

## Single Alternative Inspection Location (SAIL)

*The address for an alternative location to the company's registered office for the inspection of registers is:*

**C/O C/O PALMERS  
19 TOWN SQUARE  
BASILDON  
ESSEX  
SS14 1BD**

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*The following records have moved to the single alternative inspection location:*

Register of members (section 114)  
Register of directors (section 162)  
Register of secretaries (section 275)  
Records of resolutions and meetings (section 358)

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## Officers of the company

## *Company Secretary 1*

*Type:* **Person**  
*Full forename(s):* **WILLIAM DOUGLAS KEITH**

*Surname:* **MILLER**

*Former names:*

*Service Address:* **TOWER 1 ROYAL PAVILION  
WELLESLEY ROAD  
ALDERSHOT  
HAMPSHIRE  
ENGLAND  
GU11 1PZ**

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*Company Director*    **1**

*Type:*                      **Person**

*Full forename(s):*        **MR MARK**

*Surname:*                **AYRE**

*Former names:*

*Service Address:*        **UNIT 2 THE BRIARS  
WATERBERRY DRIVE  
WATERLOOVILLE  
HAMPSHIRE  
PO7 7YH**

*Country/State Usually Resident:*    **UNITED KINGDOM**

*Date of Birth:*    **19/10/1963**

*Nationality:*    **BRITISH**

*Occupation:*    **DIRECTOR**

*Company Director* 2

*Type:* **Person**

*Full forename(s):* **MR GUY**

*Surname:* **HOLDEN**

*Former names:*

*Service Address:* **UNIT 2 THE BRIARS  
WATERBERRY DRIVE  
WATERLOOVILLE  
HAMPSHIRE  
PO7 7YH**

*Country/State Usually Resident:* **UNITED KINGDOM**

*Date of Birth:* **17/03/1962** *Nationality:* **BRITISH**

*Occupation:* **GENERAL MANAGER**

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*Company Director*    **3**

Type:                                **Person**  
Full forename(s):                **MR ROBERT BRUCE**

Surname:                           **MCDONALD**

Former names:

*Service Address recorded as Company's registered office*

*Country/State Usually Resident:*   **USA**

*Date of Birth:*   **29/04/1960**                                *Nationality:*   **CANADIAN**

*Occupation:*     **CHIEF FINANCIAL OFFICER**

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*Company Director*    **4**

Type:                                **Person**  
Full forename(s):                **MR WILLIAM DOUGLAS KEITH**

Surname:                           **MILLER**

Former names:

*Service Address recorded as Company's registered office*

*Country/State Usually Resident:*   **UNITED KINGDOM**

*Date of Birth:*   **20/08/1966**                                *Nationality:*   **BRITISH**

*Occupation:*     **SENIOR GROUP COUNSEL**

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*Company Director*    **5**

*Type:*                      **Person**

*Full forename(s):*        **MR JEROME DENNIS**

*Surname:*                **OKARMA**

*Former names:*

*Service Address:*        **UNIT 2 THE BRIARS  
WATERBERRY DRIVE  
WATERLOOVILLE  
HAMPSHIRE  
PO7 7YH**

*Country/State Usually Resident:*    **AMERICAN**

*Date of Birth:*    **08/04/1952**

*Nationality:*    **AMERICAN**

*Occupation:*    **DIRECTOR**

## Statement of Capital (Share Capital)

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|                        |                   |                                |              |
|------------------------|-------------------|--------------------------------|--------------|
| <b>Class of shares</b> | <b>ORDINARY B</b> | <i>Number allotted</i>         | <b>10702</b> |
|                        |                   | <i>Aggregate nominal value</i> | <b>10702</b> |
| <i>Currency</i>        | <b>GBP</b>        | <i>Amount paid per share</i>   | <b>1</b>     |
|                        |                   | <i>Amount unpaid per share</i> | <b>0</b>     |

### *Prescribed particulars*

**ORDINARY B SHARES ENTITLE THE HOLDERS TO VOTING RIGHTS AT GENERAL MEETINGS ALONG WITH RIGHTS TO APPOINT AND REMOVE DIRECTORS IN ACCORDANCE WITH THE ARTICLES.**

|                        |                             |                                |              |
|------------------------|-----------------------------|--------------------------------|--------------|
| <b>Class of shares</b> | <b>A PREFERRED ORDINARY</b> | <i>Number allotted</i>         | <b>40155</b> |
|                        |                             | <i>Aggregate nominal value</i> | <b>40155</b> |
| <i>Currency</i>        | <b>GBP</b>                  | <i>Amount paid per share</i>   | <b>1</b>     |
|                        |                             | <i>Amount unpaid per share</i> | <b>0</b>     |

### *Prescribed particulars*

**A PREFERRED ORDINARY SHARES ENTITLE THE HOLDERS TO VOTING RIGHTS AT GENERAL MEETINGS ALONG WITH RIGHTS TO APPOINT AND REMOVE DIRECTORS IN ACCORDANCE WITH THE ARTICLES.**

|                        |                             |                                |                 |
|------------------------|-----------------------------|--------------------------------|-----------------|
| <b>Class of shares</b> | <b>B PREFERRED ORDINARY</b> | <i>Number allotted</i>         | <b>240658</b>   |
|                        |                             | <i>Aggregate nominal value</i> | <b>24065800</b> |
| <i>Currency</i>        | <b>GBP</b>                  | <i>Amount paid per share</i>   | <b>100</b>      |
|                        |                             | <i>Amount unpaid per share</i> | <b>0</b>        |

### *Prescribed particulars*

**HOLDERS OF B PREFERRED ORDINARY SHARES ARE NOT ENTITLED TO VOTE ON ANY MATTER OR RECEIVE NOTICE OF OR ATTEND ANY GENERAL MEETING OF THE COMPANY.**



|                        |                          |                                |                 |
|------------------------|--------------------------|--------------------------------|-----------------|
| <b>Class of shares</b> | <b>B' REDEEMABLE</b>     | <i>Number allotted</i>         | <b>42506980</b> |
|                        | <b>PREFERENCE SHARES</b> | <i>Aggregate nominal value</i> | <b>42506980</b> |
| <i>Currency</i>        | <b>GBP</b>               | <i>Amount paid per share</i>   | <b>1</b>        |
|                        |                          | <i>Amount unpaid per share</i> | <b>0</b>        |

*Prescribed particulars*

HOLDERS OF B REDEEMABLE PREFERENCE SHARES ARE NOT ENTITLED TO VOTE ON ANY MATTER OR RECEIVE NOTICE OF OR ATTEND ANY GENERAL MEETING OF THE COMPANY. SURPLUS ASSETS ON A RETURN OF ASSETS SHALL BE APPLIED FIRST TO PAY THE SUBSCRIPTION PRICE PER SHARE PAID INCLUDING ANY PREMIUMS TO THE HOLDERS OF THE REDEEMABLE PREFERENCE SHARES. THE COMPANY MAY AT ANY TIME ELECT THAT ALL OR ANY OF THE REDEEMABLE PREFERENCE SHARES IN ISSUE BE REDEEMED AT PAR NOT LESS THAN 28 DAYS NOR MORE THAN 42 DAYS AFTER THE DATE OF NOTICE. ANY HOLDER OF THE REDEEMABLE PREFERENCE SHARES MAY REQUIRE THE COMPANY TO REDEEM ALL OR ANY OF THE REDEEMABLE PREFERENCE SHARES HELD BY HIM NOT LESS THAN 28 DAYS NOR MORE THAN 42 DAYS AFTER THE DATE OF NOTICE AT PAR VALUE.

|                        |                   |                                |                  |
|------------------------|-------------------|--------------------------------|------------------|
| <b>Class of shares</b> | <b>REDEEMABLE</b> | <i>Number allotted</i>         | <b>1137560</b>   |
|                        | <b>PREFERENCE</b> | <i>Aggregate nominal value</i> | <b>113756000</b> |
| <i>Currency</i>        | <b>GBP</b>        | <i>Amount paid per share</i>   | <b>100</b>       |
|                        |                   | <i>Amount unpaid per share</i> | <b>0</b>         |

*Prescribed particulars*

HOLDERS OF REDEEMABLE PREFERENCE SHARES ARE NOT ENTITLED TO VOTE ON ANY MATTER OR ATTEND ANY GENERAL MEETING OF THE COMPANY. SURPLUS ASSETS ON A RETURN OF ASSETS SHALL BE APPLIED FIRST TO PAY THE SUBSCRIPTION PRICE PER SHARE PAID INCLUDING ANY PREMIUMS TO THE HOLDERS OF THE REDEEMABLE PREFERENCE SHARES. THE COMPANY MAY AT ANY TIME ELECT THAT ALL OR ANY OF THE REDEEMABLE PREFERENCE SHARES IN ISSUE BE REDEEMED AT PAR NOT LESS THAN 28 DAYS NOR MORE THAN 42 DAYS AFTER THE DATE OF NOTICE. ANY HOLDER OF THE REDEEMABLE PREFERENCE SHARES MAY REQUIRE THE COMPANY TO REDEEM ALL OR ANY OF THE REDEEMABLE PREFERENCE SHARES HELD BY HIM NOT LESS THAN 28 DAYS NOR MORE THAN 42 DAYS AFTER THE DATE OF NOTICE AT PAR VALUE.

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## Statement of Capital (Totals)

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|                 |            |                                      |                  |
|-----------------|------------|--------------------------------------|------------------|
| <i>Currency</i> | <b>GBP</b> | <i>Total number of shares</i>        | <b>43936055</b>  |
|                 |            | <i>Total aggregate nominal value</i> | <b>180379637</b> |

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## *Full Details of Shareholders*

The details below relate to individuals / corporate bodies that were shareholders as at 31/12/2012 or that had ceased to be shareholders since the made up date of the previous Annual Return

*A full list of shareholders for the company are shown below*

*Shareholding 1* : **590000 REDEEMABLE PREFERENCE shares held as at the date of this return**  
*Name:* **HOOVER UNIVERSAL INC.**

*Shareholding 2* : **547560 REDEEMABLE PREFERENCE shares held as at the date of this return**  
*Name:* **JOHNSON CONTROLS NOVA SCOTIA ULC**

*Shareholding 3* : **10002 ORDINARY B shares held as at the date of this return**  
*Name:* **HOOVER UNIVERSAL INC.**

*Shareholding 4* : **700 ORDINARY B shares held as at the date of this return**  
*Name:* **JOHNSTON CONTROLS AUTOMOTIVE (UK) LTD.**

*Shareholding 5* : **40155 A PREFERRED ORDINARY shares held as at the date of this return**  
*Name:* **HOOVER UNIVERSAL INC.**

*Shareholding 6* : **42506980 B' REDEEMABLE PREFERENCE SHARES shares held as at the date of this return**  
*Name:* **HOOVER UNIVERSAL INC**

*Shareholding 7* : **240658 B PREFERRED ORDINARY shares held as at the date of this return**  
*Name:* **JOHNSON CONTROLS NOVA, INC.**

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## *Authorisation*

*Authenticated*

*This form was authorised by one of the following:*

Director, Secretary, Person Authorised, Charity Commission Receiver and Manager, CIC Manager, Judicial Factor.