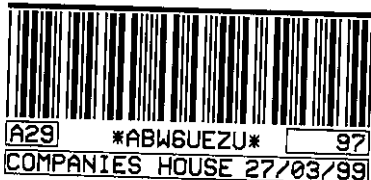




COMPANIES HOUSE

THE REGISTRAR OF COMPANIES
COMPANIES HOUSE
CROWN WAY
CARDIFF
CF4 3UZ



This form should be completed in black.

The information printed below is taken from Companies House records as at 03/03/99
If this information requires amendment use the spaces opposite.

Date of this return *(See note 1)*

The information in this return should be made up to a date not later than

| Day | Month | Year |
|-----|-------|------|
| 18 | 03 | 99 |

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.

Registered Office *(See note 3)*

This is the address registered by Companies House.

BANK HOUSE
PRIMETT ROAD
STEVENAGE
HERTFORDSHIRE SG1 3UQ

Principal business activities *(See note 4)*

Trade classification is
6512 OTHER MONETARY INTERMEDIATION

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

363s Annual Return

of company number 02222856

V

company name
SUN BANK PLC

company type
PUBLIC LIMITED COMPANY

If you are making the return up to an earlier date, show the date here. Please note that the form must be delivered to Companies House within 28 days of this earlier date.

| Day | Month | Year |
|-----|-------|------|
| | | |

| Day | Month | Year |
|-----|-------|------|
| | | |

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

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

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

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

If the information shown needs amendment, give details below and, for secretary and director particulars, the date of any change.

Register of members *(See note 5)*

The register is kept at

REGISTERED OFFICE

Register of debenture holders *(See note 6)*

Any register of debenture holders (or duplicate) is kept at

Company Secretary *(See note 7)*

Particulars of a new secretary **must** be notified on form 288.

PETER HARVEY
GREEN
7 GREEN LANE
ASHWELL
BALDOCK
HERTFORDSHIRE SG7 5LW

Day Month Year

| | | |
|-----|-------|------|
| Day | Month | Year |
|-----|-------|------|

Date of any change.

If this person has ceased to be secretary, please state when.

Day Month Year

| | | |
|-----|-------|------|
| Day | Month | Year |
|-----|-------|------|

Date of resignation.

Directors *(See note 7)*

Particulars of a new director **must** be notified on form 288.

RICHARD WILLIAM SHELMEARDINE
BAKER
WISSENDEN HOUSE OAST
BETHERSDEN
KENT TN26 3EL

Day Month Year

| | | |
|-----|-------|------|
| Day | Month | Year |
|-----|-------|------|

Date of any change.

Date of Birth:- 17/12/33
Nat:BRITISH
Occ:DIRECTOR

If this person has ceased to be director, please state when.

Day Month Year

| | | |
|-----|-------|------|
| Day | Month | Year |
|-----|-------|------|

Date of resignation.

Show any relevant current and previous directorships.

If the information shown needs amendment, give details below and the date of any change.

Directors - continued

Particulars.

MICHAEL ALEXANDER
HASLEY
96 GLENVIEW AVENUE
TORONTO
ONTARIO M4R 1PB

Date of Birth:- 22/10/41
Nat:BRITISH
Occ:INSURANCE EXECUTIVE

If this person has ceased to be director, please state when.

Show any relevant current and previous directorships.

Day Month Year

| | | |
|-----|-------|------|
| Day | Month | Year |
| | | |

Date of any change.

Day Month Year

| | | |
|-----|-------|------|
| Day | Month | Year |
| | | |

Date of resignation.

Particulars.

GARRY ERNEST
LEFEVRE
~~4 CORSE HILL LANE~~ 5 TITHE CLOSE
~~WENTWORTH~~
VIRGINIA WATER
SURREY GU25 4AJ 4DJ

Date of Birth:- 06/05/38
Nat:BRITISH
Occ:DIRECTOR

If this person has ceased to be director, please state when.

Show any relevant current and previous directorships.

Day Month Year

| | | |
|-----|-------|------|
| Day | Month | Year |
| | | |

Date of any change.

Please see form 288c filed with you on 17.2.99

Day Month Year

| | | |
|-----|-------|------|
| Day | Month | Year |
| | | |

Date of resignation.

Particulars.

PETER
LUCAS
7 SUMNER CLOSE
FETCHAM
LEATHERHEAD
SURREY KT22 9XF

Date of Birth:- 19/11/54
Nat:BRITISH
Occ:BANKER

If this person has ceased to be director, please state when.

Show any relevant current and previous directorships.

Day Month Year

| | | |
|-----|-------|------|
| Day | Month | Year |
| | | |

Date of resignation.

If the information shown needs amendment, give details below and the date of any change.

Directors - continued

Particulars.

KETAN JAYANTILAL
MALDE
5 CARLTON CLOSE
EDGWARE
MIDDLESEX HA8 7PY

Date of Birth:- 28/06/57
Nat:BRITISH
Occ:DIRECTOR

If this person has ceased to be director, please state when.

Show any relevant current and previous directorships.

Day Month Year

| | | |
|-----|-------|------|
| Day | Month | Year |
| | | |

Date of any change.

Day Month Year

| | | |
|-----|-------|------|
| Day | Month | Year |
| | | |

Date of resignation.

Particulars.

PETER GEORGE
NEWMAN
12 THE FAIRWAY
CAMBERLEY
SURREY GU15 1EF

Date of Birth:- 16/03/43
Nat:BRITISH
Occ:DIRECTOR

If this person has ceased to be director, please state when.

Show any relevant current and previous directorships.

Day Month Year

| | | |
|-----|-------|------|
| Day | Month | Year |
| | | |

Date of any change.

Day Month Year

| | | |
|-----|-------|------|
| Day | Month | Year |
| | | |

Date of resignation.

Particulars.

CHRISTOPHER CHARLES
REID
6 PETREL COURT
BASINGSTOKE
HAMPSHIRE RG23 7HZ

Date of Birth:- 03/12/50
Nat:BRITISH
Occ:CERTIFIED ACCOUNTANT

If this person has ceased to be director, please state when.

Show any relevant current and previous directorships.

Day Month Year

| | | |
|-----|-------|------|
| Day | Month | Year |
| | | |

Date of resignation.

If the information shown needs amendment, give details below and the date of any change.

Directors - continued

Particulars.

MARK TIMOTHY JOHN
SISMEY DURRANT
BSC MPHIL FCIB MINSHD
BROOK HOUSE ADDINGTONS ROAD
GREAT BARFORD
BEDFORD
BEDFORDSHIRE MK44 3HR

Date of Birth:- 17/03/59
Nat:- BRITISH
Occ: BANKER

If this person has ceased to be director, please state when.

Show any relevant current and previous directorships.

Day Month Year

| | | |
|-----|-------|------|
| Day | Month | Year |
| | | |

Date of any change.

Day Month Year

| | | |
|-----|-------|------|
| Day | Month | Year |
| | | |

Date of resignation.

Particulars.

Day Month Year

| | | |
|-----|-------|------|
| Day | Month | Year |
| | | |

Date of any change.

See 288 Filed 28.01.99 re appt of Mr AS Melcher.

NO MORE DIRECTORS - ADDITIONAL SECRETARIES
OR DIRECTORS MUST BE NOTIFIED ON FORM 288a.

If this person has ceased to be director, please state when.

Show any relevant current and previous directorships.

Day Month Year

| | | |
|-----|-------|------|
| Day | Month | Year |
| | | |

Date of resignation.

Particulars.

Day Month Year

| | | |
|-----|-------|------|
| Day | Month | Year |
| | | |

Date of any change.

NO MORE DIRECTORS - ADDITIONAL SECRETARIES
OR DIRECTORS MUST BE NOTIFIED ON FORM 288a.

If this person has ceased to be director, please state when.

Show any relevant current and previous directorships.

Day Month Year

| | | |
|-----|-------|------|
| Day | Month | Year |
| | | |

Date of resignation.

02222856

Class
(eg Ordinary/
Preference etc.)

Number of
shares issued

Aggregate
nominal value

(ie Number of shares
issued multiplied by
nominal value per share)

| | | |
|----------|------------|--------------|
| Ordinary | 31,000,000 | £ 31,000,000 |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| Totals | 31 000 000 | £ 31,000,000 |

(See note 9)

(Use attached schedule where appropriate)

Please mark the appropriate box.

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

There were no changes in the period

The last full members list was at 18/03/98

| | |
|----------|-----------------|
| on paper | not on paper |
|----------|-----------------|

A list of changes is enclosed

A full list of members is enclosed

Certificate

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

I enclose the fee of £ 15.

Cheques should be made payable to **Companies House**.

Signed

Secretary/Director *

Date _____

This return includes 1 continuation sheets.
(enter number)

Please ensure that you have completed
all sections on this page.

To whom should Companies House direct any enquiries about the information shown in this return?

SUN BANK PLC
BANK HOUSE
PRIMETT ROAD
STEVENAGE
HERTFORDSHIRE
SG1 3UQ

Telephone 0432 744576 Ext

LIST OF PAST AND PRESENT MEMBERS (continued)

SCHEDULE TO FORM 363

| Company Number: 02222856 | Account of Shares | | | Remarks |
|---|--|--|----------------------------------|---------|
| Company Name: SUN BANK PLC | Number of shares or amount of stock held by existing members at date of this return. | Particulars of shares 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. | | |
| | | Number Currently Held | Number Transferred | |
| Name and address | Number Currently Held | Number Transferred | Date of Registration of Transfer | Remarks |
| Confederation Financial Services (UK) Limited | 30999999 | — | — | |
| BANK HOUSE | | | | |
| PRIMETT ROAD | | | | |
| STEVENS ROAD S41 3UQ | | | | |
| | | | | |
| | | | | |
| | | | | |
| SUN LIFE ASSURANCE OF CANADA | 1 | | | |
| BASING VILL | | | | |
| BASINGSTOKE | | | | |
| HAMPSHIRE | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

LIST OF PAST AND PRESENT MEMBERS

SCHEDULE TO FORM 363[illegible]

Continued overleaf

sunbank

Sun Bank plc Bank House Primett Road Stevenage Hertfordshire SG1 3UQ
Customer Service: (01438) 744500 **Switchboard:** (01438) 744555
Fax: (01438) 744556 **DX:** 6026 Stevenage **Website:** www.sunbank.co.uk

PETER GREEN
Solicitor
Company Secretary

Direct Line: 01438 744576
Direct Fax: 01438 730533
E-mail: petergreen@sunbank.co.uk

Our Ref: PHG/sc
Your Ref:

The Registrar of Companies
Companies House
Crown Way
CARDIFF
CF4 3UZ

26 March 1999

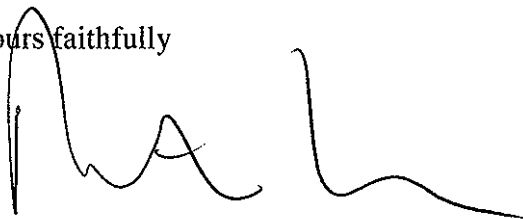
Dear Sir

Annual Return
Sun Bank plc - Company Number 02222856

Please find enclosed Form 363s Annual Return together with our cheque in the sum of £15.00 in respect of the fee. Kindly acknowledge safe receipt.

I note your records as printed on the Annual Report are not showing the appointment of Mr A S Melcher as a Director. In the event that you have still not received a 288A (which incidentally was forwarded to you in January), please contact me and I will arrange for a duplicate to be issued.

Yours faithfully



Enc

