

BUPA Limited

Financial Statements for the Year Ended 31st December 2008

Registered Office:

**Bupa House
15 – 19 Bloomsbury Way
London
WC1A 2BA**

Registered number 2306135

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Report of the Directors for the year ended 31st December 2008

The Directors present their report and financial statements for the year ended 31st December 2008.

1. Review of the business

The Company did not trade during the year and therefore made no profit or loss.

2. Directors

The names of persons who were directors at any time during the year are as follows:

J P Davies (Resigned 23rd May 2008)
F D Gregory
M A Merchant (Appointed 23rd May 2008)
R King (Resigned 15th May 2008)
N T Beazley

3. Auditors

The Company is a dormant company within the meaning of section 249AA of the Companies Act 1985. In accordance with the aforesaid section, the Company has not appointed auditors.

Registered Office:

By Order of the Board

**Bupa House
15 – 19 Bloomsbury Way
London
WC1A 2BA**

6th January 2009



**For and on behalf of Bupa Secretaries Limited
Secretary**

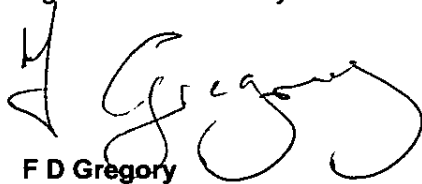
Balance Sheet
as at 31st December 2008

		2008		2007	
	Note	£	£	£	£
Fixed assets					
Investments		2		2	
			2		2
Net assets			<u>2</u>		<u>2</u>
Capital and Reserves					
Called up share capital	1		2		2
Shareholders' funds			<u>2</u>		<u>2</u>

The Directors of the Company hereby: -

1. Confirm that for the year ended 31st December 2008 the Company was entitled to exemption under section 249AA(1) of the Companies Act 1985;
2. Confirm that the Members have not required the Company to obtain an audit of its accounts for the year in question in accordance with subsection (2) of section 249B of the Companies Act 1985;
3. Acknowledge their responsibility for: (a) ensuring the Company keeps accounting records which comply with section 221 of the Companies Act 1985; and (b) preparing accounts which give a true and fair view of the state of affairs of the Company as at the end of its financial year, and of its profit and loss for the financial year in accordance with section 226 of the Companies Act 1985, and which otherwise comply with the requirements of the Companies Act 1985 relating to accounts, so far as applicable to the Company;
4. Confirm that during the financial year and the preceding financial year the Company did not trade and received no income and incurred no expenditure. Consequently, during those years the company made neither a profit nor a loss.

These financial statements were approved by the Board of Directors on 6th January 2009 and were signed on its behalf by:


F D Gregory
Director

The notes on page 3 form part of the Financial Statements.

Notes

1 Called up share capital

	2008 £	2007 £
Authorised		
20,000,000 Ordinary shares of £1 each	20,000,000	20,000,000
	<u> </u>	<u> </u>
Allotted, called up and fully paid		
2 Ordinary shares of £1 each	2	2
	<u> </u>	<u> </u>

2 Contingent liabilities

The Company has given a guarantee and other undertakings, as part of the Group banking arrangements, in respect of the overdraft of certain other Group undertakings.

Under a Group registration the Company is jointly and severally liable for Value Added Tax due by certain other Group Companies.

3 Immediate and Ultimate parent company

The immediate parent undertaking is Bupa Investments Limited, a company incorporated in England and Wales. The ultimate parent undertaking is The British United Provident Association Limited (Bupa) a company incorporated in England and Wales.

A copy of Bupa Investments Limited and Bupa's financial statements are available to the public from The Registrar of Companies, Cardiff, CF14 3UZ.