

BLUEPRINT

2000

008364/60

363a

Please complete in typescript,  
or in bold black capitals.

**Annual Return**

CHFP010

**Company Number**

2368461

**Company Name in full**

F&amp;C GROUP MANAGEMENT LIMITED

**Date of this return**

The information in this return is made up  
to

Day		Month		Year			
0	1	0	4	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.

EXCHANGE HOUSE, PRIMROSE STREET

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

Post town

LONDON

County / Region

UK Postcode

EC2A 2NY

**Principal business activities**

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

7415

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

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**

THURSDAY



A28

\*A92MW8OZ\*  
02/04/2009  
COMPANIES HOUSE

406

**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 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

F&amp;C ASSET MANAGEMENT PLC

Address ††

80 George Street

Post town

Edinburgh

County / Region

UK Postcode

EH2 3BU

Country

Scotland

†† 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.

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

**Directors**

Please list directors in alphabetical order.

\* Voluntary details.

**Name**

\* Style / Title

Mr

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

Date of birth

Day		Month		Year	
0	5	0	4	1	9
				5	4

Forename(s) ALAIN LEOPOLD

Surname GRISAY

†† 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 ††**

5 ADRIAN MEWS, IFIELD ROAD

Post town LONDON

County / Region

UK Postcode SW10 9AE

Country United Kingdom

Nationality BELGIAN

**Business occupation** Managing Director**Directors**

Please list directors in alphabetical order.

\* Voluntary details.

**Name**

\* Style / Title

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

Date of birth

Day		Month		Year	

Forename(s)

Surname F&amp;C ASSET MANAGEMENT PLC

†† 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 ††**

80 George Street

Post town Edinburgh

County / Region

UK Postcode EH2 3BU

Country Scotland

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)
See attached schedule		
<b>Totals</b>		

**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)

Please tick the appropriate box below:

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.

A full list of shareholders for a private or non-traded public company is enclosed. **Please complete Schedule A.**on paper      in another  
format☒☐

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.

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.**☐☐

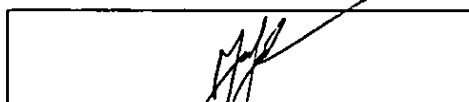
A list containing shareholder changes is enclosed

☐☐→ 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

☐**Certificate**

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

**Signed****Date**

01/04/09

† Please delete as appropriate.

† (director / secretary)  
FOR AND ON BEHALF OF  
F&C ASSET MANAGEMENT PLC, 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

6

continuation sheets.

(enter number)

Mrs A Morrison, F&amp;C Asset Management plc, Exchange

House, Primrose Street, , London, EC2N 2NY

Tel

DX number

DX exchange

BLUEPRINT

2000

# Issue share capital Schedule to form 363a

CHFP010

Company Number | 2368461

Company Name in full | F&amp;C GROUP MANAGEMENT LIMITED

Currency | Pounds Sterling

**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' DEFERRED	1,815,549	£1,815,549.00
'B' DEFERRED	1,815,549	£1,815,549.00
ORDINARY	54,861,140	£54,861,140.00
<b>Totals</b>	58,492,238	58,492,238.00

**Issue share capital**  
**Schedule to form 363a**

CHFP010

**Company Number** | 2368461

<b>Company Name in full</b>	F&C GROUP MANAGEMENT LIMITED
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Currency	US Dollar
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## Issue share capital

Enter details of all the shares in issue at the date of this return.

<b>Class</b> <i>(e.g. Ordinary/Preference)</i>	<b>Number of shares issued</b>	<b>Aggregate Nominal Value</b> <i>(i.e. Number of shares issued multiplied by nominal value per share, or total amount of stock)</i>
	5,490,650	US\$5,490.65
<b>Totals</b>	5,490,650	5,490.65

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

(Please use a continuation sheet if required)

CHFP010

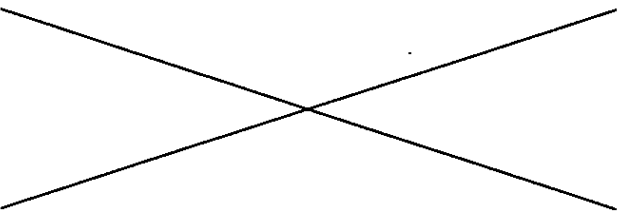
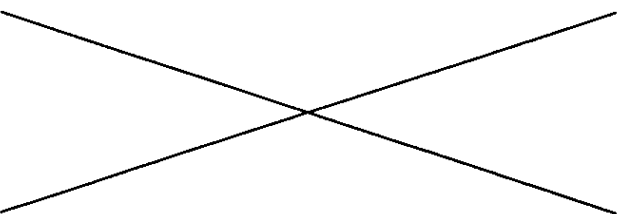
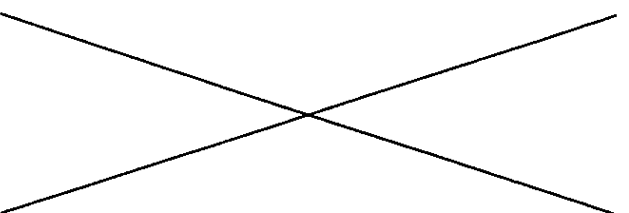
**Company Number** | 2368461

**Company Name in full** | F&C GROUP MANAGEMENT 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	Class and number of shares or amount of stock held	Class and number of shares or amount of stock transferred	Shares or amount of stock transferred (if appropriate) Date of registration of transfer
Name F&C GROUP (HOLDINGS) LIMITED  	£1.00 'A' DEFERRED   Shares Held 1,815,549		
Name  			
Name  			

**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** | 2368461

**Company Name in full** | F&C GROUP MANAGEMENT LIMITED

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  - 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	Class and number of shares or amount of stock held	Class and number of shares or amount of stock transferred <i>(if appropriate)</i>	Date of registration of transfer
Name HYPO (UK) HOLDINGS LIMITED   	£1.00 'B' DEFERRED   Shares Held 1,815,549		
Name   			
Name   			



**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** | 2368461

**Company Name in full** | F&C GROUP MANAGEMENT LIMITED

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- 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	Class and number of shares or amount of stock held	Class and number of shares or amount of stock transferred	Shares or amount of stock transferred (if appropriate) Date of registration of transfer
Name F&C GROUP (HOLDINGS) LIMITED   	£1.00 ORDINARY   Shares Held 54,861,140		
Name   			
Name   			

**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** | 2368461

**Company Name in full** | F&C GROUP MANAGEMENT LIMITED

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

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  - 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	Class and number of shares or amount of stock held	Class and number of shares or amount of stock transferred	Shares or amount of stock transferred (if appropriate) Date of registration of transfer
Name BEARER WARRANTS    	US\$0.001 ORDINARY    Shares Held 3,631,098		
Name F&C GROUP (HOLDINGS) LIMITED    	US\$0.001 ORDINARY    Shares Held 1,859,552		
Name    			