



OYEZ

Please complete in typescript,
or in bold black capitals.

Annual Return

Company Number

02479336



F363AC10

Company
Name
in full

PHOENIX GROUP LIMITED.

Date of this return (see note 1)

The information in this return is made up to

Day Month Year

10 06 96

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.

Day Month Year

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

Registered Office (see note 3)

Show here the address at the date of this
return.

ONE LAWRENCE MOUNTNEY HILL

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

Post town

LONDON

County/Region

Postcode

EC4R 0BU

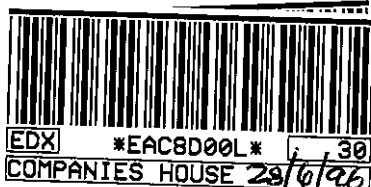
Principal business activities

(see note 4)

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

9500

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



COMPANIES HOUSE 19/06/96

When you have completed and signed the form please send it to
the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ

for companies registered in England and Wales DX 33050 Cardiff
or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland DX 235 Edinburgh

Register of members (see note 5)

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

AT REGISTERED ADDRESS

Post town

County/Region

Postcode

Register of Debenture holders

(See note 6)

If there is a register of debenture holders and it is not kept at the registered office, state here where it is kept.

Post town

County/Region

Postcode

Company type (see note 7)

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

Please mark the appropriate box

Company Secretary (see notes 1-5)

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

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

Name *Style/Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

Post town

County/Region

Country

Postcode

Directors (continued)

Details of new directors must be notified on form 288a.

| | | | | | |
|--|---|-----------------|--------------------|---------|------|
| Name | *Style/Title | | | | |
| | *Honours etc | | | | |
| | | Date of birth | Day | Month | Year |
| | | | 02 | 02 | 43 |
| Forename(s) | | MARTIN, GREGORY | | | |
| Surname | | SMITH | | | |
| Previous forename(s) | | | | | |
| Previous surname(s) | | | | | |
| Address | | 4 ESSEX VILLAS | | | |
| | | | | | |
| Usual residential address must be given. In the case of a corporation, give the registered or principal office address. | Post town | LONDON | | | |
| | County/Region | | Postcode | W8 7BN | |
| | Country | ENGLAND | Nationality | BRITISH | |
| | Business occupation COMPANY DIRECTOR | | | | |
| Other directorships | | AS ATTACHED | | | |
| *Voluntary details. | | | | | |

| | | | | | |
|--|----------------------------|---------------|--------------------|-------|------|
| Name | *Style/Title | | | | |
| | *Honours etc | | | | |
| | | Date of birth | Day | Month | Year |
| | | | | | |
| Forename(s) | | | | | |
| Surname | | | | | |
| Previous forename(s) | | | | | |
| Previous surname(s) | | | | | |
| Address | | | | | |
| | | | | | |
| Usual residential address must be given. In the case of a corporation, give the registered or principal office address. | Post town | | | | |
| | County/Region | | Postcode | | |
| | Country | | Nationality | | |
| | Business occupation | | | | |
| Other directorships | | | | | |
| | | | | | |

Directors (see notes 1-5)

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a.

| | | | | | |
|---|----------------------|------------------|-------------|----------|------|
| Name | *Style/Title | SIR | | | |
| | *Honours etc | | | | |
| | | Date of birth | Day | Month | Year |
| | | | 25 | 08 | 37 |
| | Forename(s) | MALCOLM | | | |
| | Surname | FIELD | | | |
| | Previous forename(s) | | | | |
| | Previous surname(s) | | | | |
| Address | 61 EATON TERRACE | | | | |
| | | | | | |
| Usual residential address must be given. In the case of a corporation, give the registered or principal office address. | Post town | LONDON | | | |
| | County/Region | | Postcode | SW1W 8TR | |
| | Country | ENGLAND | Nationality | BRITISH | |
| | Business occupation | COMPANY DIRECTOR | | | |
| Other directorships | AS ATTACHED | | | | |
| | | | | | |

*Voluntary details.

| | | | | | |
|---|----------------------|---------------------------------|-------------|----------|------|
| Name | *Style/Title | | | | |
| | *Honours etc | | | | |
| | | Date of birth | Day | Month | Year |
| | | | 15 | 01 | 38 |
| | Forename(s) | ANTHONY, DAVID, ARNOLD, WILLIAM | | | |
| | Surname | FORBES | | | |
| | Previous forename(s) | | | | |
| | Previous surname(s) | | | | |
| Address | 57 HOLLYWOOD ROAD | | | | |
| | | | | | |
| Usual residential address must be given. In the case of a corporation, give the registered or principal office address. | Post town | LONDON | | | |
| | County/Region | | Postcode | SW10 9HX | |
| | Country | ENGLAND | Nationality | BRITISH | |
| | Business occupation | COMPANY DIRECTOR | | | |
| Other directorships | AS ATTACHED | | | | |
| | | | | | |

Issued share capital (see note 9)
Enter details of all the shares in issue at the date of this return.

| Class (e.g. Ordinary/Preference etc) | Number of shares issued | Aggregate Nominal Value (i.e. Number of shares issued multiplied by nominal value per share) |
|---|----------------------------|--|
| ORDINARY | 10,000 | 1,000 |
| 'A' ORDINARY | 20,200 | 2,020 |
| 'A' CAPITAL | 20,200 | 2,020 |
| DEFERRED | 165,000 | 165,000 |
| Totals | 215,400 | 2,540 |

List of past and present members
(use attached schedule where appropriate)
A full list is required if one was not included with either of the last two returns.
(see note 10)

There were no changes in the period ☐

on paper in another format

A list of changes is enclosed ☐ ☐

A full list of members is enclosed ☒ ☐

Elective resolutions
(Private companies only)
(see note 11)

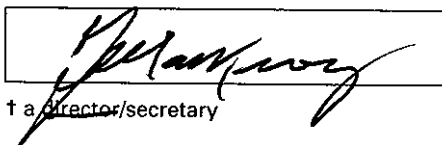
If at the date of this return an election is in force to dispense with annual general meetings, mark this box ☐

If at the date of this return an election is in force to dispense with laying accounts in general meetings, mark this box ☐

Certificate

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

Signed


† a Director/secretary

Date

10.6.96

† Please delete as appropriate

When you have signed the return send it with the fee to the Registrar of Companies. Cheques should be made payable to **Companies House**.

This return includes continuation sheets.
(enter number)

Please give the name, address, telephone number, and if available, a DX number and Exchange of the person Companies House should contact if there is any query.

| | |
|--------------------|-------------|
| COMPANY SECRETARY | |
| REGISTERED ADDRESS | |
| Tel | |
| DX number | DX exchange |

| | | | | | |
|----------------------|---------------------------|---------------|---------|------|----|
| Name | *Style/Title | | | | |
| | | Day | Month | Year | |
| *Honours etc | | Date of birth | 05 | 06 | 47 |
| Forename(s) | DAVID, ALEXANDER, CARROLL | | | | |
| Surname | REID SCOTT | | | | |
| Previous forename(s) | | | | | |
| Previous surname(s) | | | | | |
| Address | 33 ARGYLL ROAD | | | | |
| | | | | | |
| Post town | LONDON | | | | |
| County/Region | | Postcode | W8 7DA | | |
| Country | ENGLAND | Nationality | BRITISH | | |
| Business occupation | COMPANY DIRECTOR | | | | |
| Other directorships | AS ATTACHED | | | | |
| *Voluntary details. | | | | | |

| | | | | | |
|----------------------|------------------------|---------------|---------|------|----|
| Name | *Style/Title | | | | |
| | | Day | Month | Year | |
| *Honours etc | | Date of birth | 14 | 10 | 46 |
| Forename(s) | PHILIP, ARTHUR, GEORGE | | | | |
| Surname | SEERS | | | | |
| Previous forename(s) | | | | | |
| Previous surname(s) | | | | | |
| Address | ABBESS HOUSE | | | | |
| | ABBESS ROAD | | | | |
| Post town | LONDON | | | | |
| County/Region | ESSEX | Postcode | CM3 0PA | | |
| Country | ENGLAND | Nationality | BRITISH | | |
| Business occupation | COMPANY DIRECTOR | | | | |
| Other directorships | AS ATTACHED | | | | |
| | | | | | |

SIR MALCOLM FIELD

| Number | Company Name | Appointed |
|----------|-------------------------------------|-----------|
| 471941 | W H Smith Group PLC | 31.05.74 |
| U3033575 | W H Smith Group Holdings (USA) Inc. | |
| 401665 | W H Smith International Limited | 20.03.75 |
| 237811 | W H Smith Limited | 21.05.70 |
| 2355604 | WHSTV Limited | 27.08.92 |
| 2054109 | WHSTV Sports Limited | 21.08.92 |
| 2488208 | DO IT ALL (Holdings) Limited | 02.06.90 |
| 1977522 | DO IT ALL Limited | 20.08.90 |
| | MEPC plc | 01.02.89 |
| 2479336 | Phoenix Group Limited | 16.02.95 |
| | Scottish & Newcastle Breweries plc | 27.05.93 |

Past

| Number | Company Name | Appointed | Resigned |
|---------|--|-----------|----------|
| 1777549 | Sherratt & Hughes Limited | 30.11.89 | 22.02.94 |
| 12713/4 | W H Smith Belgium S.A. | 26.09.85 | 31.05.92 |
| 468G | W H Smith France S.A. | 23.11.84 | 22.09.92 |
| 1766696 | Waterstone & Co. Limited | 02.10.89 | 01.02.94 |
| 1597806 | Waterstone (Old Brompton Road) Limited | 30.11.89 | 22.02.94 |
| 2369950 | Waterstone Investments Limited | 27.03.92 | 01.02.94 |

Anthony David Arnold William Forbes

| | Appointment | Resignation |
|--|-------------|-------------|
| Phoenix Group Limited | 16.02.95 | |
| Burghley House Preservation Trust Limited | | |
| Carlton Communications Plc | 01.07.94 | |
| Hospital & Homes of St.Giles | | |
| The Merchants Trust | 11.07.94 | |
| Royal Choral Society Limited | | |
| Royal Insurance Holdings plc | 10.08.94 | |
| R.T.Z. Pension Investment Limited | 03.05.94 | |
| Watmoughs (Holdings) plc | 26.07.94 | |
| R I G P S Properties Limited | 20.04.95 | |
| <u>Past</u> | | |
| Cazenove Money Brokers Limited | | 30.04.94 |
| Cazenove Service Company Limited | | 30.04.94 |
| Wellesley House & St. Peter's Court Enterprises Limited | | 26.05.94 |
| Wellesley House & St. Peter's Court Educational Trust Limited | | 26.05.94 |
| Westwood Educational Trust Limited | | 13.12.94 |

Directorships of David Alexander Carroll Reid ScottCurrent Directorships

| | |
|---|----------|
| Phoenix Securities Limited | 05.02.85 |
| Phoenix Fund Managers Limited | 31.05.90 |
| Phoenix Group Limited | 01.05.90 |
| Phoenix Securities Finance Limited | 31.05.90 |
| Phoenix First General Partner Limited | 19.11.90 |
| Phoenix Fund Trustee Limited | 13.05.91 |
| Phoenix General Partner Limited | 08.05.91 |
| Phoenix Securities Investments Limited | 22.09.93 |
| Phoenix Methuen Limited | 21.10.94 |
| Methuen (Lloyd's Underwriting Agents) Limited | 17.01.95 |
| PSH Limited | 10.03.95 |
| Phoenix Insurance Services Limited | 20.03.95 |

Directorships of Philip Arthur George SeersCurrent Directorships

| | |
|--|----------|
| Phoenix Securities Limited | 23.07.82 |
| Phoenix Fund Managers Limited | 23.02.84 |
| Phoenix Group Limited (formerly PSH Limited) | 01.05.90 |
| Phoenix Securities Finance Limited | 23.02.84 |
| Phoenix Securities Investments Limited | 22.09.93 |
| Phoenix First General Partner Limited | 19.11.90 |
| Phoenix Fund Trustee Limited | 13.05.91 |
| Phoenix General Partner Limited | 08.05.91 |
| Phoenix Methuen Limited | 21.10.94 |
| PSH Limited | 10.03.95 |
| Phoenix Insurance Services Limited | 20.03.95 |
| Travellers Brasserie Limited | 06.86 |
| Collins-Wilde plc | 03.89 |
| Seer Estates Limited | 08.89 |
| Sagitta Investment Advisers Limited | 22.01.96 |
| Sagitta Asset Management Limited | 22.01.96 |
| SAID Trust S.A. | 25.02.94 |

Former DirectorshipsResignation

| | |
|---------|----------|
| AHI PLC | 10.26.94 |
|---------|----------|

Directorships of Martin Gregory Smith

| <u>Current Directorships</u> | <u>Date of Appointment</u> | <u>Date of Resignation</u> |
|--|----------------------------|----------------------------|
| Phoenix Group Limited | 01.05.90 | |
| Phoenix Securities Finance Limited | 31.05.90 | |
| Phoenix Fund Managers Limited | 31.05.90 | |
| Phoenix Securities Limited | 06.12.83 | |
| Phoenix First General Partner Limited | 19.11.90 | |
| Phoenix Fund Trustee Limited | 13.05.91 | |
| Phoenix General Partner Limited | 08.05.91 | |
| Phoenix Securities Investments Limited | 22.09.93 | |
| Phoenix Methuen Limited | 21.10.94 | |
| Methuen Group Limited | 21.10.94 | |
| PSH Limited | 10.03.95 | |
| Phoenix Securities (Asia) Limited | 01.03.95 | |
| Phoenix Insurance Services Limited | 20.03.95 | |
| SMA Holdings Limited | 22.09.93 | |
| Orion Group Holdings Limited | 19.06.92 | |
| Orchestra of the Age of Enlightenment | 12.02.87 | |
| Jupiter Tyndall Extra Income Trust plc | 20.09.89 | |
| Southbank Board Limited | 19.03.91 | |
| Silver Platter International N.V. | 31.01.96 | |

Former Directorships (within the previous 5 years)

None

THE PHOENIX GROUP LIMITED - 02479336

List of Present Members as at 14 May 1996

| NAMES AND ADDRESSES | ORDINARY SHARES | A ORDINARY SHARES | A CAPITAL SHARES | DEFERRED SHARES |
|---|-----------------|-------------------|------------------|-----------------|
| Uberior Investments Limited The Mound Edinburgh EH1 1YZ | 3,320 | | | |
| National Provident Institution 55 Calverley Road Tunbridge Wells Kent TN1 2UE | 3,320 | | | |
| Tereurop Inc. Craigmore Chambers PO Box 71 Road Town British Virgin Islands | 3,320 | | | |
| ADAW Forbes Esq. 57 Hollywood Road London SW10 9HX | 40 | | | |

789

| NAMES AND ADDRESSES | ORDINARY SHARES | A ORDINARY SHARES | A CAPITAL SHARES | DEFERRED SHARES |
|--|-----------------|-------------------|------------------|-----------------|
| Spread Trustee Company Limited PO Box 199 Commerce House St Peter Port Guernsey GY1 3HB | | | 13,174 | 104,539 |
| The Phoenix Partnership 1 Laurence Pountney Hill London EC4R 0EU | | 20,000 | | |
| Sir Laurence Magnus Upland Hill Flixton Road Bungay Suffolk NR35 1PD | | 100 | 100 | 2,310 |
| A W Muirhead Cutt Mill Rise Suffield Lane Puttenham Nr Guildford Surrey GU3 1BG | | 100 | 100 | 2,228 |
| T R Van Oss 32 Durand Gardens London W87DS | | | 50 | 125 |

| NAMES AND ADDRESSES | ORDINARY SHARES | A ORDINARY SHARES | A CAPITAL SHARES | DEFERRED SHARES |
|---|-----------------|-------------------|------------------|-----------------|
| H G Evans Court Lodge West Farleigh Kent ME15 0PD | | | 68 | 110 |
| P M Dunne Stirling House Block 24 Stanley Hong Kong | | | 1,096 | 6,600 |
| C S H Hampton Marshgate House 36 Sheen Road Richmond Surrey TW9 1AW | | | 1,852 | 19,800 |
| A J Carnwath Flat D 3 Cadogan Gardens London SW3 2JR | | | 1,328 | 9,488 |
| A Sibbald 62 Calbourne Road London SW12 8LR | | | 228 | 3,300 |
| D J Gregson 8 Southdean Gardens Southfields London SW19 6NU | | | 1,388 | 11,550 |

| NAMES AND ADDRESSES | ORDINARY SHARES | A ORDINARY SHARES | A CAPITAL SHARES | DEFERRED SHARES |
|--|-----------------|-------------------|------------------|-----------------|
| P H Lenon 99 Flood Street London SW3 5TD | | | 816 | 4,950 |
| TOTALS | 10,000 | 20,200 | 20,200 | 165,000 |