

BLUEPRINT

OneWorld

363a

Please complete in typescript,
or in bold black capitals.

Annual Return

003251/120

CHFP010

Company Number

2591431

Company Name in full

3i Holdings plc

Date of this return

The information in this return is made up
to

| Day | | Month | | Year | | |
|-----|---|-------|---|------|---|---|
| 0 | 6 | 0 | 8 | 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 | | |
|-----|---|-------|---|------|---|---|
| 0 | 6 | 0 | 8 | 2 | 0 | 1 |
| | | | | | | 0 |

Registered Office

Show here the address at the date of
this return.

16 Palace Street

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

Post town

London

County / Region

UK Postcode

SW1E 5JD

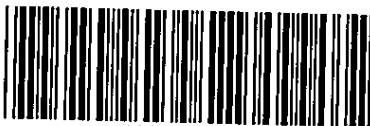
Principal business activities

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.

THURSDAY



A08

A5L1GCRY

03/09/2009

122

COMPANIES HOUSE

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

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

Please tick the appropriate box

Company Secretary

* Voluntary details.

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

Name

* Style / Title

Mr

Forename(s)

Jonathan Charles

Surname

Murphy

Address ††

April Cottage, Lime Grove, West Clandon

Post town

Guildford

County / Region

Surrey

UK Postcode

GU4 7UT

Country

†† 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.

Details of new directors must be notified on form 288a

* 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.

Day Month Year

Date of birth

0 3 0 5 1 9 6 3

Forename(s) Kevin John

Surname Dunn

†† 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 ††

Old Cloth Hall, Coursehorn Lane

Post town Cranbrook

County / Region Kent

UK Postcode TN17 3NR

Country United Kingdom

Nationality British

Business occupation Solicitor

Directors

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a

* 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.

Day Month Year

Date of birth

2 7 0 9 1 9 6 1

Forename(s) Michael James

Surname Queen

†† 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 ††

25 Broad Highway

Post town Cobham

County / Region Surrey

UK Postcode KT11 2RR

Country

Nationality British

Business occupation Investment Banker

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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.

Day Month Year

Date of birth

1 4 0 5 1 9 6 0

Forename(s)

Jonathan Brian Cameron

Surname

Russell

†† 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 ††

The Bothy, Crawley, Winchester

Post town

County / Region

Hampshire

UK Postcode

SO21 2QB

Country

Nationality

British

Business occupation

Investment Capitalist

Details of new directors 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

Day Month Year

Date of birth

0 6 0 6 1 9 5 4

Forename(s)

Paul

Surname

Waller

†† 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 ††

The Spinney, 16 Pilgrims Way

Post town

Guildford

County / Region

Surrey

UK Postcode

GU4 8AD

Country

Nationality

British

Business occupation

Banker

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Directors

Please list directors in alphabetical order.

* Voluntary details.

Name

* Style / Title

Ms

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

Day Month Year

Date of birth

0 1 0 9 1 9 6 7

Forename(s) Julia Susan

Surname Wilson

†† 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 ††

Lakeside, High Halden

Post town Ashford

County / Region Kent

UK Postcode TN26 3JF

Country

Nationality British

Business occupation Finance Executive**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.

Day Month Year

Date of birth

Forename(s)

Surname

†† 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 ††

Post town

County / Region

UK Postcode

Country

Nationality

Business occupation

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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) |
|---------------|--|--------------------------------|--|
| £1 | | 1,000,000 | £1,000,000.00 |
| | | | |
| | | | |
| | | | |
| Totals | | 1,000,000 | 1,000,000.00 |

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)

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.

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.

Please tick the appropriate box below:

A full list of shareholders for a private or non-traded public company is enclosed. **Please complete Schedule A.**

on paper in another format

☒☐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**

1/9/09

† Please delete as appropriate.

† (director / 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

1

continuation sheets.

(enter number)

Group Secretariat, 3i Group, 16 Palace Street,

London, SW1E 5JD

Tel

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DX number DX exchange

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

(Please use a continuation sheet if required)

CHFP010

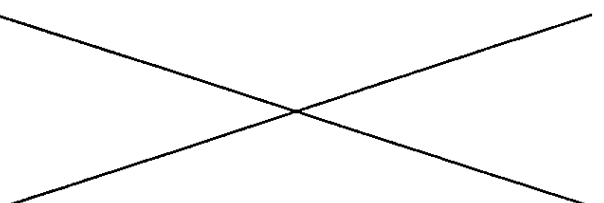
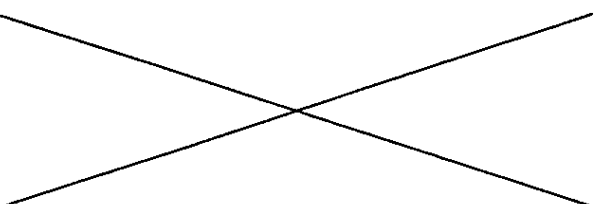
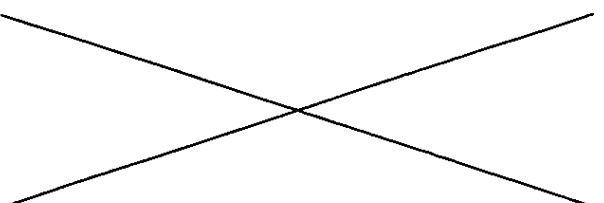
Company Number | 2591431

Company Name in full | 3i Holdings plc

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 3i Group plc  | £1.00 £1 Shares Held 999,999 | | |
| Name Gardens Nominees Limited  | £1.00 £1 Shares Held 1 | | |
| Name  | | | |

3i Holdings plc**Particulars of shareholdings - Companies Act 1985, schedule 5 - 31 March 2009****Subsidiaries:**

| Name | Country of Registration | Class of Share | Percentage of class held |
|---|-------------------------|---------------------|--------------------------|
| 3i plc | England | Ordinary shares | 100% |
| 3i International Holdings | England | Ordinary shares | 100% |
| 3i Investments GP Ltd | England | Ordinary shares | 100% |
| SMFC plc | England | Ordinary shares | 100% |
| 3i Edith plc | England | Ordinary shares | 100% |
| 3i Edith plc | England | 1% cumulative prefs | 100% |
| Mayflower GP Ltd | England | Ordinary shares | 100% |
| 3i Trustee Company Ltd | England | Ordinary shares | 100% |
| 3i General Partner Ltd | England | Ordinary shares | 100% |
| 3i General Partner No 1 | England | Ordinary shares | 100% |
| 3i US Holdings LLC (USA) | USA | Capital stock | 100% |
| 3i Gestion S.A. | France | Ordinary shares | 100% |
| Gardens Nominees Ltd | England | Ordinary shares | 100% |
| Gardens Pension Trustees Ltd | England | Ordinary shares | 100% |
| ICFC Ltd | England | Ordinary shares | 100% |
| 3i Japan GP Ltd | England | Ordinary shares | 100% |
| 3i Asset Management Ltd | England | Ordinary shares | 100% |
| Waterloo Trustee Co Ltd | England | Ordinary shares | 100% |
| 3i Europe General Partner Ltd | England | Ordinary shares | 100% |
| 3i Europe plc | England | Ordinary shares | 100% |
| 3i Nominess Ltd | England | Ordinary shares | 100% |
| Drapers Nominees Ltd | England | Ordinary shares | 100% |
| 3i 96 Partners Nominess Limited | England | Ordinary shares | 100% |
| 3i Smaller MBO Nominees Ltd | England | Ordinary shares | 100% |
| 3i Europartners II GP Ltd | England | Ordinary shares | 100% |
| 3i NPM Smaller MBO Nominee Ltd | England | Ordinary shares | 100% |
| 3i General Partner UKIP II Ltd | England | Ordinary shares | 100% |
| 3i UKIP II Nominees Ltd | England | Ordinary shares | 100% |
| 3i PVLP Nominees Ltd | England | Ordinary shares | 100% |
| 3i EF3 GPA Ltd | England | Ordinary shares | 100% |
| 3i EF3 GPB Ltd | England | Ordinary shares | 100% |
| 3i EFV GP Limited | England | Ordinary shares | 100% |
| 3i EFV Nominees a Limited | England | Ordinary shares | 100% |
| 3i EFV Nominees b Limited | England | Ordinary shares | 100% |
| 3i AP Tech Nominees Ltd | England | Ordinary shares | 100% |
| 3i AP Tech GP Limited | England | Ordinary shares | 100% |
| 3i Asia Pacific plc-Head Office | England | Ordinary shares | 100% |
| 3i EF3 Nominees B Ltd | England | Ordinary shares | 100% |
| 3i EF3 Nominees A Ltd | England | Ordinary shares | 100% |
| 3i Nordic plc | England | Ordinary shares | 100% |
| Baltic Assets Limited | Jersey | Ordinary shares | 100% |
| 3i Management (Mauritius) Limited | Mauritius | Ordinary shares | 100% |
| 3i International Services plc (formerly 3i Ireland plc) | England | Ordinary shares | 100% |
| 3i EFIV Nominees Limited | England | Ordinary shares | 100% |
| 3i Switzerland AG | Switzerland | Ordinary shares | 100% |
| 3i India Private Ltd | India | Ordinary shares | 100% |
| 3i Asia Ltd | Mauritius | Ordinary shares | 100% |
| 3i EF4 GP Limited | England | Ordinary shares | 100% |
| 3i SGR S.p.A | Italy | Ordinary shares | 100% |
| Foretagskapital Kompanjonfond AB | Sweden | Ordinary shares | 100% |
| Baronsmead Investment Trust | England | Ordinary shares | 100% |
| 3i Osprey GP Ltd | England | Ordinary shares | 100% |
| C3 Investments SARL | Luxembourg | Ordinary shares | 100% |
| GP CCC 08-10 Limited | Scotland | Ordinary shares | 100% |
| IIF SLP GP Limited | Scotland | Ordinary shares | 100% |
| 3i IIF GP Limited | Jersey | Ordinary shares | 100% |
| 3i GP 08-10 Limited | England | Ordinary shares | 100% |
| 3i GP 2006-08 Limited | England | Ordinary shares | 100% |

Investments:

| Name | Country of Registration | Profit/(Loss) after tax | Sum of Shareholders funds | Class of share | % Shareholding |
|---|-------------------------|-------------------------|---------------------------|----------------|----------------|
| | | £'000 | £'000 | | |
| Bridges Community Development Venture Fund B LP | England | No accounts received | No accounts received | Ordinary | 15% |