



Companies House
— for the record —

AR01 (ef)

Annual Return



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Company Name: **CDC GROUP PLC**

Company Number: **03877777**

Date of this return: **08/12/2012**

SIC codes: **64303**

Company Type: **Public limited company**

Situation of Registered Office: **LEVEL 2 CARDINAL PLACE
80 VICTORIA STREET
LONDON
SW1E 5JL**

Officers of the company

Company Secretary 1

Type: **Person**
Full forename(s): **MARK DIXON GARTH**

Surname: **KENDERDINE-DAVIES**

Former names:

Service Address recorded as Company's registered office

Company Director 1

Type: **Person**
Full forename(s): **MR VALENTINE**

Surname: **CHITALU**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **ZAMBIA**

Date of Birth: **21/06/1964** Nationality: **ZAMBIAN**
Occupation: **ACCOUNTANT/ENTREPRENUER**

Company Director 2

Type: **Person**
Full forename(s): **RICHARD DUNNELL**

Surname: **GILLINGWATER**

Former names:

Service Address: **CARDINAL PLACE 80 VICTORIA STREET
LONDON
SW1E 5JL**

Country/State Usually Resident: **ENGLAND**

Date of Birth: **21/07/1956** *Nationality:* **BRITISH**
Occupation: **DEAN - BUS. SCHOOL**

Company Director **3**

Type: **Person**
Full forename(s): **PROFESSOR IAN ANDREW**

Surname: **GOLDIN**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **ENGLAND**

Date of Birth: **03/03/1955** *Nationality:* **BRITISH**

Occupation: **PROFESSORIAL FELLOW**

Company Director **4**

Type: **Person**
Full forename(s): **MRS DIANA GEORGINA**

Surname: **NOBLE**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **31/07/1961** *Nationality:* **BRITISH**

Occupation: **CHIEF EXECUTIVE OFFICER**

Company Director **5**

Type: **Person**
Full forename(s): **MR JEREMY WILLIAM**

Surname: **SILLEM**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **ENGLAND**

Date of Birth: **04/07/1950** *Nationality:* **BRITISH**

Occupation: **DIRECTOR**

Company Director **6**

Type: **Person**
Full forename(s): **FIELDS**

Surname: **WICKER-MIURIN**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **ENGLAND**

Date of Birth: **30/07/1958** *Nationality:* **UK/USA**

Occupation: **COMPANY DIRECTOR**

Statement of Capital (Share Capital)

Class of shares	ORDINARY	<i>Number allotted</i>	765036043
		<i>Aggregate nominal value</i>	765036043
<i>Currency</i>	GBP	<i>Amount paid per share</i>	765036043
		<i>Amount unpaid per share</i>	0

Prescribed particulars

ALL ORDINARY SHARES HAVE EQUAL VOTING RIGHTS IN THE COMPANY.

Class of shares	SPECIAL RIGHTS RED PREF	<i>Number allotted</i>	1
		<i>Aggregate nominal value</i>	1
<i>Currency</i>	GBP	<i>Amount paid</i>	1
		<i>Amount unpaid</i>	0

Prescribed particulars

ARTICLE 11. ARTICLES OF ASSOCIATION THE PROVISIONS OF THIS ARTICLE ARE SUBJECT TO THE PROVISIONS OF SECTION 18 OF THE COMMONWEALTH DEVELOPMENT CORPORATION ACT 1999. (A) THE SPECIAL SHARE MAY ONLY BE ISSUED TO, HELD BY AND TRANSFERRED TO ONE OR MORE OF HER MAJESTY'S SECRETARIES OF STATE, ANOTHER MINISTER OF THE CROWN, THE TREASURY SOLICITOR OR ANY OTHER PERSON ACTING ON BEHALF OF THE CROWN. (B) THE AMENDMENT OR REMOVAL OF, OR ALTERATION OF THE EFFECT OF, CERTAIN PROVISIONS OF THESE ARTICLES SHALL REQUIRE THE WRITTEN CONSENT OF THE SPECIAL SHAREHOLDER. THIS IS SO EVEN IF THESE ARTICLES SUGGEST OTHERWISE. IF AN ATTEMPT IS MADE TO CHANGE ANY OF THESE PROVISIONS BY SPECIAL RESOLUTION, THE SPECIAL SHAREHOLDER SHALL HAVE NO LESS THAN ONE MORE VOTE THAN 25 PER CENT. OF THE TOTAL VOTES CAST. (C) THE WRITTEN CONSENT OF THE SPECIAL SHAREHOLDER IS ALSO REQUIRED BEFORE CERTAIN EVENTS CAN TAKE PLACE. THIS IS SO EVEN IF THESE ARTICLES SUGGEST OTHERWISE. THIS RESTRICTION APPLIES TO THE FOLLOWING EVENTS: (I) CDC CREATING, ISSUING, PURCHASING, REDEEMING OR REPAYING ANY OF ITS SHARES OR REDUCING OR REORGANISING ITS SHARE CAPITAL OR ANY RIGHTS TO IT IN ANY WAY; (II) CDC ALTERING THE VOTING RIGHTS OF ANY OF ITS SHARES; (III) CDC ENTERING INTO A TRANSACTION WITH A RELATED PARTY. IN THIS ARTICLE, A TRANSACTION IS A TRANSACTION WITH A RELATED PARTY IF IT FALLS WITHIN THE DEFINITION OF THIS EXPRESSION IN THE LISTING RULES OF THE LONDON STOCK EXCHANGE IN FORCE ON THE REGISTRATION DATE, WITH ONE EXCEPTION. A TRANSACTION WITH THE CROWN WILL NOT BE CAUGHT BY THIS PROVISION; (IV) CDC ALTERING CLAUSE 6 OF ITS MEMORANDUM OF ASSOCIATION; AND (V) THE REMOVAL OF ANY DIRECTOR APPOINTED BY THE SECRETARY OF STATE. IF AN ATTEMPT IS MADE TO APPROVE ANY OF THESE EVENTS OR TO PASS A RESOLUTION TO WIND UP CDC AT A GENERAL MEETING, ON AN ORDINARY RESOLUTION THE SPECIAL SHAREHOLDER WILL HAVE NO LESS THAN ONE VOTE MORE THAN THE TOTAL NUMBER OF ALL OTHER VOTES CAST AND, ON A SPECIAL RESOLUTION, HE SHALL HAVE NO LESS THAN ONE MORE VOTE THAN 25 PER CENT. OF THE TOTAL VOTES CAST. (D) THE SPECIAL SHAREHOLDER'S ONLY RIGHTS REGARDING MEETINGS ARE SET OUT IN THIS ARTICLE 11. THE SPECIAL SHAREHOLDER MUST RECEIVE NOTICE OF ANY GENERAL MEETING AND ANY CLASS MEETING. HE MAY ATTEND AND SPEAK AT ANY SUCH MEETING, BUT, SUBJECT TO ARTICLES 11(B) AND 11(C), THE SPECIAL SHARE CARRIES NO VOTING RIGHTS.

Statement of Capital (Totals)

<i>Currency</i>	GBP	<i>Total number of shares</i>	765036044
		<i>Total aggregate nominal value</i>	765036044

Full Details of Shareholders

The details below relate to individuals / corporate bodies that were shareholders as at 08/12/2012 or that had ceased to be shareholders since the made up date of the previous Annual Return

A full list of shareholders for the company are shown below

<i>Shareholding 1</i>	: 765036042 ORDINARY shares held as at the date of this return
<i>Name:</i>	SECRETARY OF STATE FOR INTERNATIONAL DEVELOPMENT
<i>Shareholding 2</i>	: 1 ORDINARY shares held as at the date of this return
<i>Name:</i>	THE SOLICITOR FOR THE AFFAIRS OF HER MAJESTY'S TREASURY
<i>Shareholding 3</i>	: 1 SPECIAL RIGHTS RED PEF shares held as at the date of this return
<i>Name:</i>	SECRETARY OF STATE FOR INTERNATIONAL DEVELOPMENT

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Charity Commission Receiver and Manager, CIC Manager, Judicial Factor.