

AMENDING

Please complete in typescript, or in bold black capitals.

Annual Return

CHFP0 00

Company number

Company name in full

4034358

BOOTS INTERNATIONAL LIMITED

Date of this return

The information in this return is made up to

Day

1 811 112008

Date of next return

If you wish to make your next return to a date earlier than the anniversary of this return please show that date here. Companies House will then send a form at the appropriate time.

1 8/1 1/5000

Registered Office

Show here the address at the date of this return

Any change of registered office must be notified on form 287

Post town

County/Region

UK Postcode

NOTTINGHAM

19 12 1

Principal business activities

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

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

5145

A16

14/02/2009 **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 for companies registered in England or Wales

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB DX ED235 Edinburgh 1 For companies registered in Scotland

DX 33050 Cardiff

or LP-4 Edinburgh 2

Page 1

| 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 | |
| 3.7.3.3.3.3.3 | |
| Company type | |
| Public limited company | |
| Private company limited by shares | |
| Private company limited by guarantee wit share capital | thout |
| Private company limited by shares exemple section 30 | pt under Please tick the appropriate box |
| Private company limited by guarantee ex | rempt |
| under section 30 Private unlimited company with share cap | nital |
| i curate diminited company man endic od | Piles |
| | |
| Private unlimited company without share | capital |
| | Details of a new company secretary must be notified on form 288a |
| Private unlimited company without share Company Secretary * Voluntary details | Details of a new company secretary must be notified on form 288a |
| Private unlimited company without share Company Secretary * Voluntary details (Please photocopy this area to provide details of foint | Details of a new company secretary must be notified on form 288a |
| Private unlimited company without share Company Secretary * Voluntary details (Please photocopy this area to provide details of foint | Details of a new company secretary must be notified on form 288a tle MR (s) DAVID CHARLES GEOFFREY |
| Private unlimited company without share Company Secretary * Voluntary details (Please photocopy this area to provide details of joint secretaries). Forename(†† Tick the box if the address shown is a | Details of a new company secretary must be notified on form 288a tle MR (s) DAVID CHARLES GEOFFREY |
| Private unlimited company without share Company Secretary * Voluntary details (Please photocopy this area to provide details of joint secretaries). Tick the box if the address shown is a service address for the beneficiary of a Private unlimited company without share *Style/Tit Forename(Surnan Address | Details of a new company secretary must be notified on form 288a tile MR (s) DAVID CHARLES GEOFFREY ne FOSTER |
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| Private unlimited company without share Company Secretary * Voluntary details (Please photocopy this area to provide details of joint secretaries). 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 | Details of a new company secretary must be notified on form 288a tle MR (s) DAVID CHARLES GEOFFREY me FOSTER TH D90 |
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| Directors Please list he directors in alphabetical order | Details of new directors must be notified on form 288a |
|---|--|
| * Volunta rydetails In the case of a director that is a Name *Style/Title | mR. |
| Scottish firm, the | Day Month Year |
| name is the corporate or firm name Date of birth | 1/ 17/10 12/1/ 19 16 19 |
|) • | ALEX DANIEL |
| Surname | SALDEN |
| the Tick the box if the address shown is a service address for the Address †† | THE THRESHING BARN |
| beneficiary of a Confideratality Order | 6 MARKET STREET |
| granted under section 23B of the Companies Act 1985 - Otherwise, Post town | BOTT ES FORD |
| give your usuar | LEICESTER SHIRE |
| corporation or Scottish | N 19 11 13 10 18 1W |
| address. | |
| Country | |
| | LERITISH 210500 |
| Business occupation | COMMERCIAL DIRECTOR |
| Directors | |
| Please list the directors in alphabetical order *Voluntary details | Details of new directors must be notified on form 288a |
| In the case of a director that is a Name *Style/Title | MR |
| corporation or a Scottish firm, the | Day Month Year |
| name is the corporate or firm Date of birth name | 12 18,10 19,11 19 16 15 |
| Forename(s) | ANDREW JOHN |
| Surname | WILKINSON |
| address shown is a service address for the Address †† | 75 DORSET GARDENS |
| beneficiary of a Confidentiality Order granted under section | WEST BRIDGFORD |
| 723B of the Companies Act 1985. Otherwise, Post town | MOTTINGHAM |
| give your usual residential address. In the case of a County/Region | 1 |
| corporation or Scottish firm, give the registered UK Postcode | NG2L FUH |
| or principal office address. | |
| | BRITISH |
| Business occupation | 1 |
| | |
| | |
| | |

| 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) |
|---|--|--------------------------------|--|
| | LI ORDINARY | 35,000,002 | 1 <u>635,000,002</u> |
| | <u> </u> | <u> </u> | |
| | Totals | 35 m 002 | 1/25 000 002 |
| 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 co public company at any time of this return | | |
| | | | |
| List of past and present shareholders (use attached schedule where appropriate) | Please tick the appropriate bo | ox below: | On paper In another format |
| 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 company is enclosed. Please | | blic |
| Traded public companies are required to provide a list of shareholders who held at least 5% of the issued shares | A list of shareholders holding shares of any share class for enclosed. Please complete | a traded public company | |
| of any share class if a list was not provided with either of the last two | | | <u></u> |
| returns. | A list containing shareholder | changes is enclosed | |
| | → For private or non-trac complete Schedule | ded public companies, ple A | ase |
| | → For traded public com Schedule B | panies, please complete | |
| | There were no shareholder | changes in this period | |
| Certificate | I certify that the information knowledge and belief | given in this return is true | to the best of my |
| Signed | OCCIVEN. | | Date 6/2/09 |
| * 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. | | continuation sheets | |
| You do not have to give any contact | | AZLIANCE | BOOTS HOLDINGS |
| information in the box opposite but if you do, it will help Companies House to | 16 mores 1- | | WEST |
| contact you if there is a query on the form. The contact information that you give will be visible to searchers of the | I North Nicham | | |
| public record. | DX number | • / | |
| | | | Page 4 |

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| Directors | habatat anta. | Details of new directors must be notified on form 288a |
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| Please list the directors in alph Voluntary details | nabetical order | Details of new quectors must be nothled on form 2002 |
| In the case of a | • | |
| director that is a Nar corporation or a | ne *Style/Title | |
| Scottish firm, the name is the | • | Day Month Year |
| corporate or firm | | |
| name | Date of birth | |
| | Forename(s) | |
| | . • | |
| †† Tick the box if the | Surname | |
| address shown is a | Address †† | i I |
| service address for the beneficiary of a | | |
| Confidentiality Order granted under section | | |
| 723B of the Companies | | |
| Act 1985. Otherwise, give your usual | Post town | |
| residential address. In | Caumba/Damiana | The second secon |
| the case of a corporation or Scottish | County/Region | |
| firm, give the registered | UK Postcode | |
| or principal office address. | | |
| | Country | |
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| | Nationality | |
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| Bus | siness occupation | |
| | • | |
| Directors | | |
| Please list the directors in all | phabetical order | Details of new directors must be notified on form 288a |
| * Voluntary details | phabetical order | Details of new directors must be notified on form 288a |
| * Voluntary details In the case of a * Ma | • | Details of new directors must be notified on form 288a |
| Na corporation or a | ohabetical order *Style/Title | |
| "Voluntary details In the case of a director that is a corporation or a Scottish firm, the | • | Details of new directors must be notified on form 288a Day Month Year |
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| "Voluntary details In the case of a director that is a corporation or a Scottish firm, the name is the | me *Style/Title Date of birth | |
| "Voluntary details In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm | me *Style/Title | |
| "Voluntary details In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm | me *Style/Title Date of birth Forename(s) | |
| "Voluntary details In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name | me *Style/Title Date of birth Forename(s) Surname | Day Month Year |
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| "Voluntary details In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name T† 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 | me *Style/Title Date of birth Forename(s) Surname Address †† Post town County/Region UK Postcode | Day Month Year |
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| Directors Please list the directors in alphabe * Voluntary details In the case of a | etical order | Details of new directors must be notified on form 288a |
|---|----------------|--|
| director that is a corporation or a | *Style/Title | |
| Scottish firm, the name is the | | Day Month Year |
| corporate or firm name | Date of birth | |
| | Forename(s) | |
| †† Tick the box if the | Surname | |
| address shown is a service address for the beneficiary of a | Address †† | |
| Confidentiality Order granted under section | | |
| 723B of the Companies Act 1985. Otherwise, give your usual | Post town | |
| residential address. In the case of a | County/Region | |
| corporation or Scottish firm, give the registered or principal office | UK Postcode | |
| address. | Country | |
| , | Nationality | <u> </u> |
| Busine | ess occupation | |
| | | |
| Directors Please list the directors in alphab * Voluntary details * | etical order | Details of new directors must be notified on form 288a |
| In the case of a director that is a Name | *Style/Title | |
| corporation or a Scottish firm, the name is the | | Day Month Year |
| corporate or firm | Date of birth | |
| | Forename(s) | |
| †† Tick the box if the | Surname | |
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| Confidentiality Order granted under section 723B of the Companies | | |
| Act 1985. Otherwise, give your usual | Post town | |
| residential address. In the case of a corporation or Scottish | County/Region | |
| firm, give the registered or principal office | UK Postcode | |
| address. | Country | |
| | Nationality | |
| Busin | ess occupation | |
| | | |
| | • . | Page 6 |
| | | Page 6 |

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

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

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

403 4358

(Please use a continuation sheet if required)

Company name in full

- 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 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 or provide an
- List joint shareholders consecutively

Do not give shareholder address information

| | Class and number of | Shares or amount of stock transferred (if appropriate) | | | |
|-------------------------------|--------------------------------|---|----------------------------------|--|--|
| Shareholder's name only | shares or amount of stock held | Class and number of shares or amount of stock transferred | Date of registration of transfer | | |
| Name THE BOOTS | #1 ORDINARY | | | | |
| Name THE BOOTS COMPANY PLC | #1 ORDINARY 35,000,002 | | · | | |
| Name . | | | | | |
| Name | | | | | |

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

| Company number | | | |
|----------------|--|--|--|
| Company number | | | |
| | | | |

| • Shareholder's name only | Class and number of shares or amount of stock held | Shares or amount of stock (if appropriate) Class and number of shares or amount of stock transferred | transferred Date of registration of transfer |
|---------------------------|--|--|---|
| Name | | | |
| Name | | | |
| Name | | | |
| Name. | | | |
| Name | | | |

This must only be completed by companies that have traded on a regulated market and must show the details of shareholders who held at least 5% of the issued shares of any class of the company at any time during the period

Schedule B for traded public companies List of past and present shareholders

| Company number | | | , |
|----------------------|----------|-----|---|
| Company name in full | <u> </u> | · | · |
| | | • . | |

- Changes to shareholders particulars or details of the amount of stock or shares transferred must be completed each year
- You must provide a list of all company shareholders who held at least 5% of the issued shares of any class of the company 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 or provide an

| | List joint shareholders | consecutively | |
|--------------------------------|-----------------------------------|---|--|
| | Class and number of | Shares or amount of stock (if appropriate) | transferred |
| Shareholder's name and address | shares or amount of stock held | Class and number of shares or amount of stock transferred | Date of registration of transfer |
| Name | | 3 | |
| | | | <i>:</i> |
| Address | | | |
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| UK Postcode L L L L L L L L | | | |
| Name | : . | | |
| Address | | | |
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| UK Postcode L L L L L L L | | | |
| Name | <u> </u> | | |
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| UK Postcode L L L L L L L | | | ٠. |
| Name | <u> </u> | | |
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| Address | | | |
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| UK Postcode L L L L L L L | | | |

Schedule B for traded public companies (continuation sheet)
List of past and present shareholders

| | - |
|----------------|---|
| Company number | |
| | |

| | | · | <u> </u> |
|--|---------------------------------------|--|-----------------|
| Shareholder's name and address | Class and number of | Shares or amount of stock transferred (if appropriate) | |
| | shares or amount of | Class and number of | Date of |
| | stock held | shares or amount of stock | registration |
| | | transferred | of transfer |
| Name | | | · · · · · · · · |
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| Address | | | |
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| Name | | | |
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| Addroop | J. (1) | | |
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