

— for the record —— Company Name

TRAGUS HOLDINGS LIMITED

# 363s Annual Return

Company Type
Private Company Limited By
Shares

Company Number 4349917

Information extracted from Companies House records on

See notes for guidance for

list of activity codes.

13th December 2003

> Please check the details printed in blue on this statement.

- > If any details are wrong, strike them through and write the correct details in the "Amended details" column.
- > Please use black pen and write in capitals.

Section 1: Company details



COMPANIES HOUSE

U514 12/02/04

| Ref: 4349917/03/10 |                                                                                                                                                     | Current details                              |                                                 | Amended details     |             |  |
|--------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-------------------------------------------------|---------------------|-------------|--|
| _>                 | Registered Office Address If any of the details are wrong, strike them through and fill in the correct details in the "Amended details" column.     | 1st Floor<br>163 Eversh<br>London<br>NW1 1BU | nolt Street                                     | Address             | e           |  |
| ->                 | Register of Members If any of the details are wrong, strike them through and fill in the correct details in the "Amended details" column.           | Address w                                    | here the Register is held<br>red Office         | Address  UK Postcod | e           |  |
| >                  | Register of Debenture Holders If any of the details are wrong, strike them through and fill in the correct details in the "Amended details" column. | Not Applic                                   | able                                            | Address  UK Postcod | e           |  |
| >                  | Principal Business Activities If any of the details are wrong, strike them through and fill in the correct details in the "Amended details" column. | SIC Code 7415                                | Description Holding companies incl head offices | SIC CODE            | Description |  |
| >                  | Please enter additional principal activity code(s) in "Amended details" column.                                                                     | :                                            |                                                 | _ <b></b>           |             |  |

| Company | Number - | 4349917 |
|---------|----------|---------|
|---------|----------|---------|

## **Section 2: Details of Officers of the Company**

|   |                                                                                                                                                 | Current details                                                                | Amended details                                                                                                                                                  |
|---|-------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| > | Company Secretary If any of the details for this person are wrong, strike                                                                       | Name<br>Harry Michael Charles MORLEY                                           | Name                                                                                                                                                             |
|   | them through and fill in the correct details in the "Amended details" column.                                                                   | Address<br>71 Musard Road<br>London<br>W6 8NR                                  | Tick this box if this address is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985.  Address |
|   | Particulars of a new Company Secretary must be notified on form 288.                                                                            |                                                                                | UK Postcode                                                                                                                                                      |
| > | Director  If any of the details for this person are wrong, strike them through and fill in the correct details in the "Amended details" column. | Name<br>Gavin Frank CASEY  Address 44 Eaton Terrace London SW1W 8TY            | Tick this box if this address is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985.  Address |
|   | Particulars of a new Director<br>must be notified on form<br>288.                                                                               | Date of birth 18/10/1946  Nationality British  Occupation Chartered Accountant | UK Postcode Date of birth// Nationality Occupation Date of change// Date Gavin Frank CASEY ceased to be director (if applicable)                                 |

| Company Number - 4349917                                                                                        | Section 2: Details of Officers of the Cor<br>Current details | Amended details                                                                                                                                                  |
|-----------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| > Director If any of the details for this                                                                       | Name<br>Richard CHAPMAN                                      | Name                                                                                                                                                             |
| person are wrong, strike<br>them through and fill in the<br>correct details in the<br>"Amended details" column. | Address<br>15 China Court<br>Wapping<br>London<br>E1W 2JF    | Tick this box if this address is a service address for the beneficiary of a Confidentiality Order granted under section 723E of the Companies Act 1985.  Address |
|                                                                                                                 | Date of birth 09/07/1971                                     |                                                                                                                                                                  |
|                                                                                                                 | Nationality British                                          | UK Postcode                                                                                                                                                      |
| Particulars of a new Director                                                                                   | Nationality British                                          | Date of birth / /                                                                                                                                                |
| must be notified on form                                                                                        | Occupation Private Equity                                    | Nationality                                                                                                                                                      |
| 288.                                                                                                            | Fundmanager                                                  | Occupation                                                                                                                                                       |
|                                                                                                                 | 1                                                            | Date of change / /                                                                                                                                               |
|                                                                                                                 |                                                              | Date Richard CHAPMAN ceased to be director (if applicable)                                                                                                       |
|                                                                                                                 |                                                              | 11                                                                                                                                                               |
| > Director  If any of the details for this person are wrong, strike                                             | Name<br>Harry Michael Charles MORLEY                         | Name                                                                                                                                                             |
| them through and fill in the correct details in the "Amended details" column.                                   | Address<br>71 Musard Road<br>London<br>W6 8NR                | Tick this box if this address is a service address for the beneficiary of a Confidentiality Order granted under section 7238 of the Companies Act 1985.  Address |
|                                                                                                                 | :                                                            |                                                                                                                                                                  |
|                                                                                                                 | Date of birth 16/06/1965                                     |                                                                                                                                                                  |
|                                                                                                                 | Nationality British                                          | UK Postcode                                                                                                                                                      |
| Particulars of a new Director                                                                                   | · ·                                                          | Date of birth / /                                                                                                                                                |
| must be notified on form                                                                                        | Occupation Company Director                                  | Nationality                                                                                                                                                      |
| 288.                                                                                                            |                                                              | Occupation                                                                                                                                                       |
|                                                                                                                 |                                                              | Date of change / /                                                                                                                                               |
|                                                                                                                 |                                                              | Date Harry Michael Charles MORLEY ceased to be director (if applicable)                                                                                          |
|                                                                                                                 |                                                              | //                                                                                                                                                               |

| Company Number - 4349917                                                                               | Section 2: Details of Officers of the Company (continued) |                                                                                                                                                                 |  |  |  |
|--------------------------------------------------------------------------------------------------------|-----------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--|--|
|                                                                                                        | Current details                                           | Amended details                                                                                                                                                 |  |  |  |
| Porce or a series                                                                                      | Name<br>Finlay Thomas Kennedy SCOTT                       | Name                                                                                                                                                            |  |  |  |
| person are wrong, strike them through and fill in the correct details in the "Amended details" column. | Address The Limes Shenington Oxfordshire OX15 6NH         | Tick this box if this address is a service address for the beneficiary of a Confidentiality Order granted under section 723 of the Companies Act 1985.  Address |  |  |  |
|                                                                                                        | Date of birth 25/07/1953                                  |                                                                                                                                                                 |  |  |  |
|                                                                                                        | Nationality British                                       | UK Postcode                                                                                                                                                     |  |  |  |
| Particulars of a new Director                                                                          | Nationality Billish                                       | Date of birth                                                                                                                                                   |  |  |  |
| must be notified on form                                                                               | Occupation Management                                     | Nationality                                                                                                                                                     |  |  |  |
| 288.                                                                                                   | Consultant                                                | Occupation                                                                                                                                                      |  |  |  |
|                                                                                                        |                                                           | Date of change / /                                                                                                                                              |  |  |  |
|                                                                                                        |                                                           | Date Finlay Thomas Kennedy SCOTT ceased to be director (if applicable)                                                                                          |  |  |  |
|                                                                                                        |                                                           | 1                                                                                                                                                               |  |  |  |
| Director     If any of the details for this     person are wrong, strike                               | Name<br>Gavin Laurence WILLIAMS                           | Name                                                                                                                                                            |  |  |  |
| them through and fill in the<br>correct details in the<br>"Amended details" column.                    | Address 2 Greenwood Road Thames Ditton Surrey KT7 0DY     | Tick this box if this address is a service address for the beneficiary of a Confidentiality Order granted under section 723 of the Companies Act 1985.  Address |  |  |  |
|                                                                                                        |                                                           | <u> </u>                                                                                                                                                        |  |  |  |
|                                                                                                        | Date of birth 15/05/1956                                  | L                                                                                                                                                               |  |  |  |
|                                                                                                        | Nationality British                                       | UK Postcode                                                                                                                                                     |  |  |  |
| Particulars of a new Director must be notified on form                                                 | Occupation Director Restaurants                           | Date of birth / / Nationality                                                                                                                                   |  |  |  |
| 288.                                                                                                   |                                                           | Occupation                                                                                                                                                      |  |  |  |
|                                                                                                        |                                                           | Date of change / /                                                                                                                                              |  |  |  |
|                                                                                                        |                                                           | Date Gavin Laurence WILLIAMS                                                                                                                                    |  |  |  |
|                                                                                                        |                                                           | ceased to be director (if applicable)                                                                                                                           |  |  |  |

#### > Issued Share Capital

This table shows the total number of shares that have been issued by your company and their Nominal Value. If any of the details are wrong, please fill in the correct details.

| Curre | ent details | Amende | ed details |
|-------|-------------|--------|------------|
|       |             |        |            |

Class of share Class of share Ordinary Nominal value of each share Nominal value of each share £0.02

Number of shares issued Number of shares issued 1,250,000

**Aggregate Nominal Value of issued** shares

Aggregate Nominal Value of issued shares

£25,000.00 Class of share Ordinary A

Class of share

Nominal value of each share £0.02

Nominal value of each share

Number of shares issued 8,550,000

Number of shares issued

**Aggregate Nominal Value of issued** shares

Aggregate Nominal Value of issued shares

£171,000.00

Class of share Ordinary B

£0.02

Class of share

Nominal value of each share

Nominal value of each share

Number of shares issued 200,000

Number of shares issued

Aggregate Nominal Value of issued shares

Aggregate Nominal Value of issued shares

£4,000.00

Class of share Class of share **Preference** 

Nominal value of each share £1.00

Nominal value of each share

Number of shares issued 145,000

Number of shares issued

**Aggregate Nominal Value of issued** shares

Aggregate Nominal Value of issued shares

£145,000.00

### **Section 3: Share Capital**

(continued)

|   |                                                                                                                                | Current details                                           | Amended details                          |
|---|--------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------|------------------------------------------|
|   |                                                                                                                                | Class of share A Preference                               | Class of share                           |
|   |                                                                                                                                | Nominal value of each share £1.00                         | Nominal value of each share              |
|   |                                                                                                                                | Number of shares issued 9,980,000                         | Number of shares issued                  |
|   |                                                                                                                                | Aggregate Nominal Value of issued shares<br>£9,980,000.00 | Aggregate Nominal Value of issued shares |
| > | Total shares issued and value                                                                                                  | Total number of shares issued 20,125,000                  | Total number of shares issued            |
|   | If any of the details are wrong,<br>strike them through and fill in<br>the correct details in the<br>"Amended details" column. | Total Nominal value of shares issued £10,325,000.00       | Total Nominal value of shares issued     |

<sup>&</sup>gt; At the date of this Annual Return, if the company has altered or changed its share capital in any way or allotted new shares, please refer to the guidance notes for details of the appropriate form that should be sent with this Annual Return. Annual return guidance notes are available on the Companies House web site at www.companieshouse.gov.uk or by ringing 0870 3333636.

#### Company Number - 4349917

#### **Section 4: Details of Shareholders**

- > The details we hold on your company's shareholders and their shareholdings are printed below. These are based on your last Annual Return.
- > If any details have changed, or if any shares have been transferred, please fill in the details in the "Amended details" or "Shares transferred" column.
- > Please give details of any other shareholders in Section 5.

| Cı | ırrent details                                    |                 | Amended details      |        | Shares              | transfer             | ed               |
|----|---------------------------------------------------|-----------------|----------------------|--------|---------------------|----------------------|------------------|
| >  | Shareholder<br>Name<br>Gavin CASEY                |                 | Name                 |        |                     |                      |                  |
|    |                                                   |                 | Address              |        |                     |                      |                  |
|    | Address<br>44 Eaton Terrace<br>London<br>SW1W 8TY |                 |                      |        | Shares t<br>Gavin ( | transferred<br>CASEY | by               |
|    |                                                   |                 | UK Postcode          |        |                     |                      |                  |
|    | Shares held<br>Class<br>Preference                | Number<br>10000 | Shares held<br>Class | Number | Class               | Number               | Date of transfer |
|    | A Preference                                      | 73500<br>100000 |                      |        |                     | <u> </u>             | //               |
|    | Ordinary B Ordinary A                             | 65000           |                      |        |                     |                      |                  |
| >  | Shareholder<br>Name<br>Lesiey CASEY               |                 | Name                 |        |                     |                      |                  |
|    |                                                   |                 | Address              | :      |                     |                      |                  |
|    | Address<br>44 Eaton Terrace<br>London<br>SW1W 8TY |                 |                      |        |                     | ransferred<br>CASEY  | by               |
|    | SWIWBIT                                           |                 | UK Postcode          |        |                     |                      |                  |
|    | Shares held Class Preference                      | Number<br>10000 | Shares held<br>Class | Number | Class               | Number               | Date of transfer |
|    | A Preference                                      | 73500           |                      |        |                     |                      | //               |
|    | Ordinary B<br>Ordinary A                          | 100000<br>65000 |                      |        |                     |                      |                  |

|    | pany Number - 4349917                                                | Section                                 | n 4: Details of Shareholders                             | (continued)                  |                        |                        |                                          |
|----|----------------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------|------------------------------|------------------------|------------------------|------------------------------------------|
| Сι | ırrent details                                                       |                                         | Amended details                                          |                              | Shares t               | ransferi               | red ,                                    |
| >  | Shareholder<br>Name<br>ECI7 US LP LIMITED                            | •                                       | Name<br>ECI Ventures Non                                 | nineer Li                    | mited-A                | /c &ci                 | 17LP                                     |
|    |                                                                      |                                         | Address                                                  |                              |                        |                        |                                          |
|    | Address<br>Brettenham House<br>Lancaster Place<br>London<br>WC2E 7EN |                                         | UK Postcode                                              |                              | Shares tra<br>ECI7 US  | insferred<br>LP LIMITI |                                          |
|    | Shares held<br>Class<br>A Preference<br>Ordinary A                   | Number<br>3880102<br>3322532            | Shares held<br>Class<br>LANDANH Afreki<br>MANDANIA Oct A | Number<br>                   | Class<br>ANA ANAL      |                        | Date of transfer                         |
|    | ,                                                                    |                                         | 1000 Eltan Anni Will Cross                               | 33 22 73 (                   | EQUATE:                | ·                      | //                                       |
| >  | Shareholder<br>Name<br>EC17 UK LP                                    |                                         | Name<br>ECI Venturer Nomi                                | nees Lim                     | :/el - A/              | c ECI                  | 7 UKLP                                   |
|    |                                                                      |                                         | Address                                                  | ĺ                            |                        |                        |                                          |
|    | Address<br>Brettenham House<br>Lancaster Place<br>London             |                                         |                                                          |                              | Shares tra<br>EC17 UK  |                        | by                                       |
|    | WC2E 7EN                                                             |                                         | UK Postcode                                              |                              |                        |                        |                                          |
|    | Shares held<br>Class<br>A Preference<br>Ordinary A                   | Number<br>5952898<br>5097468            | Shares held Class  99800400 APrefit Slaganan MordA       | Number<br>5952643<br>5097249 | Class A Prefs Ord A    | 255                    | Date of transfer  04/03/2003  04/03/2003 |
| >  | Shareholder<br>Name<br>Harry MORLEY                                  |                                         | Name                                                     |                              |                        | <u> </u>               |                                          |
|    |                                                                      |                                         | Address                                                  | :                            |                        |                        |                                          |
|    | Address<br>71 Musard Road<br>London<br>W6 8NR                        |                                         | Address                                                  |                              | Shares tra<br>Harry MC |                        | by                                       |
|    |                                                                      |                                         | UK Postcode                                              |                              |                        |                        |                                          |
|    | Shares held Class Ordinary Preference                                | Number<br><b>34000</b><br><b>3400</b> 0 | Shares held<br>Class                                     | Number                       | Class                  | Number                 | Date of transfer                         |
|    |                                                                      | 34000                                   |                                                          | <del></del> :                | <u> </u>               |                        | //                                       |

| Con  | pany Number - 4349917                                  | Section                  | n 4: Details of Shareholde | ers (continued) |                      |                        |                  |
|------|--------------------------------------------------------|--------------------------|----------------------------|-----------------|----------------------|------------------------|------------------|
| , Cî | urrent details                                         |                          | Amended details            |                 | Shares               | transfer               | red              |
| >    | Shareholder<br>Name<br>Finlay SCOTT                    |                          | Name <sup>-</sup>          |                 |                      |                        |                  |
|      |                                                        |                          | Address                    |                 |                      |                        |                  |
|      | Address The Limes Shenington Oxfordshire               |                          |                            | :<br>           | Shares t<br>Finlay S | ransferred<br>SCOTT    | by               |
|      | OX15 6NH                                               |                          | UK Postcode                | <u></u>         |                      |                        |                  |
|      | Shares held<br>Class<br>Ordinary                       | Number<br><b>68000</b> 0 | Shares held<br>Class       | Number          | Class                | Number                 | Date of transfer |
|      | Preference                                             | 68000                    | ; <u> </u>                 |                 |                      |                        |                  |
| >    | Shareholder<br>Name<br>Gavin WILLIAMS                  |                          | Name                       | <br>            |                      |                        |                  |
|      |                                                        |                          | Address                    |                 |                      |                        |                  |
|      | Address<br>2 Greenwood Road<br>Thames Ditton<br>Surrey |                          |                            | :               |                      | ransferred<br>VILLIAMS | by               |
|      | KT7 0DY                                                |                          | UK Postcode                |                 |                      |                        |                  |
|      | Shares held Class Ordinary                             | Number<br><b>230000</b>  | Shares held<br>Class       | Number          | Class                | Number                 | Date of transfer |
|      | Preference                                             | 23000                    |                            | :               |                      |                        |                  |

#### Company Number - 4349917

#### Section 5: Details of Other Shareholders

- > Please fill in details of any persons or corporate bodies who are shareholders of the company at the date of this return, but whose details are not printed in Section 4.
- > Also, provide the details of any persons who became but have ceased to be shareholders of the company since the date of the last annual return.
- > For jointly held shares please list those joint shareholders consecutively on the form. If a joint shareholder also holds shares in their own right, list that holding separately.
- > Please copy this page if there is not enough space to enter all the company's other shareholders.

| Shareholders details | <u> </u> | Class and number of<br>shares or amount of<br>stock transferred<br>(If appropriate) | registration |
|----------------------|----------|-------------------------------------------------------------------------------------|--------------|
| Name                 |          |                                                                                     |              |
| Address              |          |                                                                                     |              |
| L.                   |          |                                                                                     |              |
| UK Postcode          |          |                                                                                     |              |
| Name                 |          |                                                                                     | _            |
| Address              |          |                                                                                     |              |
|                      |          |                                                                                     |              |
| UK Postcode          | ·        |                                                                                     |              |
| Name                 |          |                                                                                     |              |
| Address              |          |                                                                                     |              |
| -                    |          |                                                                                     |              |
| UK Postcode          |          |                                                                                     |              |
| Name                 |          |                                                                                     |              |
| Address              | ·        |                                                                                     |              |
|                      |          |                                                                                     |              |
| UK Postcode          |          |                                                                                     |              |



## 363s Annual Return Declaration

- > When you have checked all the sections of this form, please complete this page and sign the declaration below.
- > If you want to change the made up date of this annual return, please complete 2 below.

| complete 2 below.                                                     |                |                                                                                |  |
|-----------------------------------------------------------------------|----------------|--------------------------------------------------------------------------------|--|
| 1. Declaration                                                        |                |                                                                                |  |
|                                                                       |                | return are correct as at the made-up-date fee of £15.                          |  |
| Signature (Director / S                                               | Secretary)     | Date 09,01,2004                                                                |  |
|                                                                       |                | This date must not be earlier than the return date at 2 below                  |  |
| What to do now / Complete this page then s declaration to the address |                | le of the Annual Return and the below.                                         |  |
| 2. Date of this return                                                |                |                                                                                |  |
| This AR is made up to 9/1/2004                                        | -              | If you are making this return up to an earlier date, please give the date here |  |
|                                                                       | <u> </u>       | / /                                                                            |  |
|                                                                       | Note: The for  | m must be delivered to CH within 28 days of this date                          |  |
| 3. Date of next return                                                |                |                                                                                |  |
| If you wish to change your please give the new date h                 | nere:          | o a date earlier than 9th January 2005                                         |  |
| 4. Where to send this t                                               | form           |                                                                                |  |
| Please return this form to:                                           | ЮПП            |                                                                                |  |
| Registrar of Companies                                                |                | For members of the Hays Document                                               |  |
| Companies House<br>Crown Way                                          | OR             | Exchange service DX 33050 Cardiff                                              |  |
| Cardiff CF14 3UZ                                                      |                | 2.x. 33333 33. a.m.                                                            |  |
| Have you enclosed the fi<br>reverse of the cheque?                    | iling fee witi | n the company number written on the                                            |  |
| Contact Address                                                       |                |                                                                                |  |
|                                                                       | entact inform  | ation below, but if you do, it will help                                       |  |
| •                                                                     | ou if there is | a query on the form. The contact                                               |  |
| Contact Name  ///////////////////////////////////                     | 1              | Telephone number <i>inc code</i><br><u>0 2 0 7 1 2 1 1 2 1 1</u>               |  |
|                                                                       |                | DX number <i>if applicable</i>                                                 |  |
| Address TNAGHS HOLDIA 163 ENEASHOLT S LONDON                          | THEET          | DX exchange                                                                    |  |

NLI IBU

Postcode