



Companies House

— for the record —

Company Name

**MGN GAS NETWORKS (UK)
LIMITED**

304215/30

363s Annual Return

Company Type

**Private Company Limited By
Shares**

Company Number

5095454

Information extracted from
Companies House records on
18th March 2006

- > 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



Ref: 5095454/03/10

	Current details	Amended details																
> Registered Office Address <i>If any of the details are wrong, strike them through and fill in the correct details in the "Amended details" column.</i>	Level 30 Citypoint 1 Ropemaker Street London EC2Y 9HD	Address UK Postcode _ _ _ _ _																
> Register of Members <i>If any of the details are wrong, strike them through and fill in the correct details in the "Amended details" column.</i>	Address where the Register is held At Registered Office	Address UK Postcode _ _ _ _ _																
> Register of Debenture Holders <i>If any of the details are wrong, strike them through and fill in the correct details in the "Amended details" column.</i>	Not Applicable	Address UK Postcode _ _ _ _ _																
> Principal Business Activities <i>If any of the details are wrong, strike them through and fill in the correct details in the "Amended details" column.</i>	<table border="1"> <thead> <tr> <th>SIC Code</th> <th>Description</th> </tr> </thead> <tbody> <tr> <td>7415</td> <td>Holding companies incl head offices</td> </tr> </tbody> </table>	SIC Code	Description	7415	Holding companies incl head offices	<table border="1"> <thead> <tr> <th>SIC CODE</th> <th>Description</th> </tr> </thead> <tbody> <tr><td> </td><td> </td></tr> <tr><td> </td><td> </td></tr> <tr><td> </td><td> </td></tr> <tr><td> </td><td> </td></tr> <tr><td> </td><td> </td></tr> </tbody> </table>	SIC CODE	Description										
SIC Code	Description																	
7415	Holding companies incl head offices																	
SIC CODE	Description																	
> Please enter additional principal activity code(s) in "Amended details" column. See notes for guidance for list of activity codes.																		

Section 2: Details of Officers of the Company

	Current details	Amended details
> Company Secretary <i>If any of the details for this person are wrong, strike them through and fill in the correct details in the "Amended details" column.</i> <i>Particulars of a new Company Secretary must be notified on form 288a.</i>	Name Alexander William CAMPBELL Address 10 Heathfield Court Heathfield Road London SW18 3HU	Name <hr/> <input type="checkbox"/> 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 <hr/> <hr/> <hr/> UK Postcode _ _ _ _ _ Date of change _ _ / _ _ / _ _ _ _ Date Alexander William CAMPBELL ceased to be secretary (if applicable) _ _ / _ _ / _ _ _ _
> Director <i>If any of the details for this person are wrong, strike them through and fill in the correct details in the "Amended details" column.</i> <i>Particulars of a new Director must be notified on form 288a.</i>	Name Graeme Francis BEVANS Address 5 Bristol Street Surrey Hills Victoria 3127 Australia Date of birth 02/03/1958 Nationality Australian Occupation Investment Manager	Name <hr/> <input type="checkbox"/> 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 <hr/> <hr/> <hr/> UK Postcode _ _ _ _ _ Date of birth _ _ / _ _ / _ _ _ _ Nationality _____ Occupation _____ Date of change _ _ / _ _ / _ _ _ _ Date Graeme Francis BEVANS ceased to be director (if applicable) 10, 03, 2006

	Current details	Amended details
<p>> Director <i>If any of the details for this person are wrong, strike them through and fill in the correct details in the "Amended details" column.</i></p> <p><i>Particulars of a new Director must be notified on form 288a.</i></p>	<p>Name Steven John BICKERTON</p> <p>Address 40 Upper Beach Street Balgowlah New South Wales 2093 Australia</p> <p>Date of birth 02/03/1967</p> <p>Nationality Australian</p> <p>Occupation Head Of Infrastructure</p>	<p>Name _____</p> <p><input type="checkbox"/> 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.</p> <p>Address _____ _____ _____</p> <p>UK Postcode _ _ _ _ _</p> <p>Date of birth _ _ / _ _ / _ _ _ _</p> <p>Nationality _____</p> <p>Occupation _____</p> <p>Date of change _ _ / _ _ / _ _ _ _</p> <p>Date Steven John BICKERTON ceased to be director (if applicable) _ _ / _ _ / _ _ _ _</p>
<p>> Director <i>If any of the details for this person are wrong, strike them through and fill in the correct details in the "Amended details" column.</i></p> <p><i>Particulars of a new Director must be notified on form 288a.</i></p>	<p>Name Stephen John BOX</p> <p>Address Great Dewlands Dewlands Hill Rotherfield East Sussex TN6 3RU</p> <p>Date of birth 13/09/1950</p> <p>Nationality British</p> <p>Occupation Company Director</p>	<p>Name _____</p> <p><input type="checkbox"/> 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.</p> <p>Address _____ _____ _____</p> <p>UK Postcode _ _ _ _ _</p> <p>Date of birth _ _ / _ _ / _ _ _ _</p> <p>Nationality _____</p> <p>Occupation _____</p> <p>Date of change _ _ / _ _ / _ _ _ _</p> <p>Date Stephen John BOX ceased to be director (if applicable) _ _ / _ _ / _ _ _ _</p>

	Current details	Amended details
> Director <i>If any of the details for this person are wrong, strike them through and fill in the correct details in the "Amended details" column.</i> <i>Particulars of a new Director must be notified on form 288a.</i>	Name James DICKSON Address 6 William Street Abbotsford Victoria 3067 Australia Date of birth 01/04/1969 Nationality Australian Occupation Investment Manager	Name _____ <input type="checkbox"/> 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 _____ _____ _____ UK Postcode _ _ _ _ _ Date of birth _ _ / _ _ / _ _ _ _ Nationality _____ Occupation _____ Date of change _ _ / _ _ / _ _ _ _ Date James DICKSON ceased to be director (if applicable) _ _ / _ _ / _ _ _ _
> Director <i>If any of the details for this person are wrong, strike them through and fill in the correct details in the "Amended details" column.</i> <i>Particulars of a new Director must be notified on form 288a.</i>	Name Philip Stuart GARLING Address 28 Darling Point Road Darling Point New South Wales 2027 Australia Date of birth 08/10/1953 Nationality Australian Occupation Manager	Name _____ <input type="checkbox"/> 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 _____ _____ _____ UK Postcode _ _ _ _ _ Date of birth _ _ / _ _ / _ _ _ _ Nationality _____ Occupation _____ Date of change _ _ / _ _ / _ _ _ _ Date Philip Stuart GARLING ceased to be director (if applicable) _ _ / _ _ / _ _ _ _

	Current details	Amended details
> Director <i>If any of the details for this person are wrong, strike them through and fill in the correct details in the "Amended details" column.</i> <i>Particulars of a new Director must be notified on form 288a.</i>	Name Howard Charles HIGGINS Address Church Farm Glasshouse Lane, Hockley Heath Solihull West Midlands B94 6PU Date of birth 30/03/1953 Nationality British Occupation Utility Executive	Name _____ <input type="checkbox"/> 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 _____ _____ _____ UK Postcode _ _ _ _ _ Date of birth _ _ / _ _ / _ _ _ _ Nationality _____ Occupation _____ Date of change _ _ / _ _ / _ _ _ _ Date Howard Charles HIGGINS ceased to be director (if applicable) _ _ / _ _ / _ _ _ _
> Director <i>If any of the details for this person are wrong, strike them through and fill in the correct details in the "Amended details" column.</i> <i>Particulars of a new Director must be notified on form 288a.</i>	Name Wayne LEAMON Address 2 Montolieu Gardens London SW15 6PB Date of birth 31/12/1960 Nationality Australian Occupation Banker	Name _____ <input type="checkbox"/> 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 _____ _____ _____ UK Postcode _ _ _ _ _ Date of birth _ _ / _ _ / _ _ _ _ Nationality _____ Occupation _____ Date of change _ _ / _ _ / _ _ _ _ Date Wayne LEAMON ceased to be director (if applicable) _ _ / _ _ / _ _ _ _

> 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.

Particulars of a new Director must be notified on form 238a.

Current details

Name

Duncan WHYTE

Address

4 Victoria Crescent
Kilsyth
Lanarkshire
G65 9BJ

Date of birth 27/07/1946

Nationality British

Occupation Executive Director

Amended details

Name

☐

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

UK Postcode _ _ _ _ _

Date of birth _ _ / _ _ / _ _ _ _

Nationality _ _ _ _ _

Occupation _ _ _ _ _

Date of change _ _ / _ _ / _ _ _ _

Date Duncan WHYTE ceased to be director (if applicable)

_ _ / _ _ / _ _ _ _

Section 3: Share Capital

	Current details	Amended details
> Issued Share Capital <i>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.</i>	Class of share Ordinary Nominal value of each share £1.00 Number of shares issued 290,272,506 Aggregate Nominal Value of issued shares £290,272,506.00	Class of share _____ Nominal value of each share _____ Number of shares issued _____ Aggregate Nominal Value of issued shares _____
> Total shares issued and value <i>If any of the details are wrong, strike them through and fill in the correct details in the "Amended details" column.</i>	Total number of shares issued 290,272,506 Total Nominal value of shares issued £290,272,506.00	Total number of shares issued _____ Total Nominal value of shares issued _____
> 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.		

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.

Current details		Amended details		Shares transferred		
> Shareholder Name AMP CAPITAL INVESTORS LUXEMBOURG NO 1 S A R L Address 12-14 Rue Leon Thyès L 2636 Luxembourg Shares held Class Number Ordinary 34495301		Name _____ Address _____ _____ _____ UK Postcode _ _ _ _ _ Shares held Class Number ORDINARY 36375000		Shares transferred by AMP CAPITAL INVESTORS LUXEMBOURG NO 1 S A R L Class Number Date of transfer ORDINARY 1,879,699 06/06/2005 _____ _____ _____/____/____		
> Shareholder Name AMP LIFE LIMITED Address Level 24 Amp Building 33 Alfred Street Sydney NSW 2000 Shares held Class Number Ordinary 1879699		Name _____ Address _____ _____ _____ UK Postcode _ _ _ _ _ Shares held Class Number ORDINARY 0		Shares transferred by AMP LIFE LIMITED Class Number Date of transfer ORDINARY 1,879,699 06/06/2005 _____ _____ _____/____/____		
> Shareholder Name CANADA PENSION PLAN INVESTMENT BOARD Address 1 Queen Street East Suite 2700 Po Box 2101 Toronto On M5s 2W5 Shares held Class Number Ordinary 49275001		Name <u>CPP INVESTMENT BOARD EUROPEAN</u> <u>HOLDINGS S.A.R.L.</u> Address <u>46A AVENUE JOHN F KENNEDY</u> <u>L-1855</u> <u>LUXEMBOURG</u> UK Postcode _ _ _ _ _ Shares held Class Number ORDINARY 49,275,001		Shares transferred by CANADA PENSION PLAN INVESTMENT BOARD Class Number Date of transfer ORDINARY 49,275,001 14/11/2005 _____ _____ _____/____/____		

Current details		Amended details		Shares transferred	
<p>> Shareholder Name CHALLENGER WALES AND THE WEST GAS LIMITED</p> <p>Address Whiteley Chambers Don Street St Helier Jersey JE4 9WG</p> <p>Shares held Class Number Ordinary 23764666</p>		<p>Name</p> <p>Address</p> <p>UK Postcode _ _ _ _ _</p> <p>Shares held Class Number ORDINARY 25 059 636</p>		<p>This shareholder jointly owns this shareholding with the following 1 shareholders</p> <p>Shares transferred by CHALLENGER WALES</p> <p>Class Number Date of transfer ORDINARY 1294970 18/05/2005</p>	
<p>> Shareholder Name WEST GAS LIMITED</p> <p>Address Whiteley Chambers Don Street St Helier Jersey JE4 9WG</p> <p>Shares held Class Number Ordinary 23764666</p>		<p>Name</p> <p>Address</p> <p>UK Postcode _ _ _ _ _</p> <p>Shares held Class Number ORDINARY 0</p>		<p>This shareholder jointly owns this shareholding with the previous 1 shareholders</p> <p>Shares transferred by WEST GAS LIMITED</p> <p>Class Number Date of transfer ORDINARY 1294970 18/05/2005</p>	
<p>> Shareholder Name CHALLENGER LIFE NO 2 LIMITED</p> <p>Address Level 41 88 Phillip Street Sydney NSW 2000</p> <p>Shares held Class Number Ordinary 1294970</p>		<p>Name</p> <p>Address</p> <p>UK Postcode _ _ _ _ _</p> <p>Shares held Class Number ORDINARY 0</p>		<p>Shares transferred by CHALLENGER LIFE NO 2 LIMITED</p> <p>Class Number Date of transfer ORDINARY 1294970 18/05/2005</p>	

Current details

Amended details

Shares transferred

<p>> Shareholder Name INDUSTRY FUNDS MANAGEMENT NOMINEES LIMITED (in its capacity as trustee of the IFM (International Infrastructure) Wholesale Trust)</p> <p>Address Level 29 Casselden Place 2 Lonsdale Street Melbourne Victoria 3000 Australia</p> <p>Shares held Class Number Ordinary 41323237</p>	<p>Name _____</p> <p>Address _____ _____ _____</p> <p>UK Postcode _ _ _ _ _</p> <p>Shares held Class Number ORDINARY 43575001</p>	<p>Shares transferred by INDUSTRY FUNDS MANAGEMENT NOMINEES LIMITED</p> <p>Class Number Date of transfer ORDINARY 2251764 9/2/2006</p>
<p>> Shareholder Name JP MORGAN NOMINEES AUSTRALIA LTD AS NOMINEE FOR JP MORGAN CHASE BANK IN ITS CAPACITY AS CUSTODIAN FOR DEVELOPMENT</p> <p>Address Level 35 259 George Street Sydney NSW 2000</p> <p>Shares held Class Number Ordinary 2251764</p>	<p>Name _____</p> <p>Address _____ _____ _____</p> <p>UK Postcode _ _ _ _ _</p> <p>Shares held Class Number ORDINARY NIL</p>	<p>Shares transferred by JP MORGAN NOMINEES AUSTRALIA LTD AS NOMINEE FOR JP MORGAN CHASE BANK IN ITS CAPACITY AS CUSTODIAN FOR DEVELOPMENT</p> <p>Class Number Date of transfer ORDINARY 2251764 9/2/2006</p>
<p>> Shareholder Name MACQUARIE BANK LIMITED</p> <p>Address Level 31 Citypoint 1 Ropemaker Street London EC2Y 9HD</p> <p>Shares held Class Number Ordinary 9162866</p>	<p>Name _____</p> <p>Address _____ _____ _____</p> <p>UK Postcode _ _ _ _ _</p> <p>Shares held Class Number ORDINARY 0</p>	<p>Shares transferred by MACQUARIE BANK LIMITED</p> <p>Class Number Date of transfer ORDINARY 9162866 29/06/2005</p>

Current details		Amended details	Shares transferred		
> Shareholder Name MACQUARIE GLOBAL INFRASTRUCTURE FUNDS 2 S A Address 5 Guillaume Kroll Luxembourg L 1882 Luxembourg Shares held Class Ordinary	Number 14224866	Name	Shares transferred by MACQUARIE GLOBAL INFRASTRUCTURE FUNDS 2 S A		
		Address			
		UK Postcode			
		Shares held Class	Class	Number	Date of transfer
		ORDINARY	ORDINARY	387567	29/06/2005
			ORDINARY	387567	29/06/2005
> Shareholder Name MACQUARIE LUXEMBOURG GAS S A R L Address 5 Guillaume Kroll Luxembourg L 1882 Luxembourg Shares held Class Ordinary	Number 111825002	Name	Shares transferred by MACQUARIE LUXEMBOURG GAS S A R L		
		Address			
		UK Postcode			
		Shares held Class	Class	Number	Date of transfer
					__/__/____
					__/__/____
> Shareholder Name MACQUARIE SPECIALISED ASSET MANAGEMENT 2 LIMITED IN ITS CAPACITY AS RESPONSIBLE ENTITY FOR Address MACQUARIE GLOBAL No 1 Martin Place INFRASTRUCTURE FUND 11B Sydney NSW 2000 Shares held Class Ordinary	Number 387567	Name	Shares transferred by MACQUARIE SPECIALISED ASSET MANAGEMENT 2 LIMITED IN ITS CAPACITY AS RESPONSIBLE ENTITY FOR MACQUARIE GLOBAL INFRASTRUCTURE FUND 11B		
		Address			
		UK Postcode			
		Shares held Class	Class	Number	Date of transfer
		ORDINARY	ORDINARY	0	__/__/____
			ORDINARY	387567	29/06/2005

Current details		Amended details	Shares transferred
>	Shareholder Name	Name	
	MACQUARIE SPECIALISED ASSET MANAGEMENT LIMITED IN ITS CAPACITY AS RESPONSIBLE ENTITY FOR	Address	
	Address		
	MACQUARIE GLOBAL No 1 Martin Place INFRASTRUCTURE FUND Sydney NSW 2000 11A		
Shares held		UK Postcode	Shares transferred by
Class	Number	Shares held	MACQUARIE SPECIALISED
Ordinary	387567	Class	ASSET MANAGEMENT
		Number	LIMITED IN ITS CAPACITY AS
		ORDINARY	RESPONSIBLE ENTITY FOR
		0	MACQUARIE GLOBAL
			INFRASTRUCTURE FUND
			Class Number Date of transfer
			11A 387567 29/06/2006

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	Class and number of shares or amount of stock held	Class and number of shares or amount of stock transferred (If appropriate)	Date of registration of transfer (If appropriate)
Name WHALEY PTY LIMITED <hr/> Address LEVEL 9, 1 MARTIN PLACE, SYDNEY NSW 2000 AUSTRALIA <hr/> UK Postcode _ _ _ _ _	9162866 ORDINARY SHARES	9162866	29/06/2005
Name <hr/> <hr/> Address <hr/> <hr/> <hr/> <hr/> UK Postcode _ _ _ _ _			
Name <hr/> <hr/> Address <hr/> <hr/> <hr/> <hr/> UK Postcode _ _ _ _ _			
Name <hr/> <hr/> Address <hr/> <hr/> <hr/> <hr/> UK Postcode _ _ _ _ _			



Companies House

— for the record —

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.

1. Declaration

- ☐ I confirm that the details in this annual return are correct as at the made-up-date (shown at 2 below). I enclose the filing fee of £30.

Signature

A. Campbell

(Director / Secretary)

Date

02 / 05 / 2006

This date must not be earlier than the return date at 2 below

What to do now

Complete this page then send the whole of the Annual Return and the declaration to the address shown at 4 below.

2. Date of this return

- ☒ This AR is made up to 5/4/2006 If you are making this return up to an earlier date, please give the date here

__ / __ / ____

Note: The form must be delivered to CH within 28 days of this date

3. Date of next return

- ☐ If you wish to change your next return to a date earlier than **5th April 2007** please give the new date here:

__ / __ / ____

4. Where to send this form

- ☐ Please return this form to:

Registrar of Companies
Companies House
Crown Way
Cardiff CF14 3UZ

OR

For members of the Hays Document
Exchange service
DX 33050 Cardiff

Have you enclosed the filing fee with the company number written on the reverse of the cheque?

Contact Address

You do not have to give any contact information below, 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.

Contact Name

ALEX CAMPBELLTelephone number *inc code*020 7065 2000

Address

LEVEL 29, CITYPOINT,
1 ROPEMAKER STREET
LONDON

DX number *if applicable*

DX exchange

Postcode

EC2Y 9HD