

BLUEPRINT

OneWorld

31856/20

BR1

Return delivered for registration of a branch of an overseas company

(Pursuant to Schedule 21A, paragraph 1 of the Companies Act 1985)

CHFP010

This form should be completed in black.

For office use only	CN	BN
Corporate Name (name in parent state)	BUPA MEDIA PURCHASING LIMITED	
Business Name (if different to corporate name)		
Country of Incorporation	GUERNSEY	
Identity of register (if applicable)	REGISTER OF MEMBERS HOLDING GUERNSEY BY MARSH MANAGEMENT SERVICES GUERNSEY LIMITED and registration no 30870	
Legal form (See note 3)	PRIVATE COMPANY LIMITED BY SHARES	

* Company Registry c/o The Greffier, The Greffe, The Royal Court House, St Peter Port, Guernsey, GY1 2PB

PART A - COMPANY DETAILS

* State whether the company is a credit or financial institution

* Is the company subject to Section 699A of the Companies Act 1985?

YES ☐NO ☒

(1) These boxes need not be completed by companies formed in EC member states

Governing law
(See note 4)

STGT
THE COMPANIES (GUERNSEY) LAW 1994



A11

19/04/2008
COMPANIES HOUSE

89

Period for which the company is required to prepare accounts by parent law from 1 JANUARY to 31 DECEMBER

Period allowed for the preparation and public disclosure of accounts for the above period N/A months

(NO DEADLINE)

A44

11/03/2008
COMPANIES HOUSE

99

(2) This box need NOT be completed by companies from EC member states, OR where the constitutional documents of the company already show this information.

Address of principal
place of business in
home country

Objects of company

Issued share capital

^{STET}

PO BOX 34	ST MARTIN'S HOUSE	LE BORDAGE
ST PETER PORT	GUERNSEY	GY1 4AU ?
SEE MEMORANDUM OF ASSOCIATION ATTACHED		
100,000 SHARES OF £1 EACH	Currency	GBP STERLING

Company Secretary(ies)

(See note 10)

Name

* Voluntary details

†† Tick this 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, give the registered or principal office address

☐

Address ††

*Style/Title

Forenames

Surname

* Honours etc

Previous

Forenames

Previous

surname

Post town

County/Region

Postcode

Country

MARSH MANAGEMENT SERVICES GUERNSEY LTD

PO BOX 34

ST MARTIN'S HOUSE, LE BORDAGE

ST PETER PORT

GUERNSEY

GY1 4AU

CHANNEL ISLANDS

Company Secretary(ies)

(See note 10)

Name

* Voluntary details

†† Tick this 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, give the registered or principal office address

☐

Address ††

*Style/Title

Forenames

Surname

* Honours etc

Previous

Forenames

Previous

surname

Post town

County/Region

Postcode

Country

BUPA SECRETARIES LIMITED

BUPA HOUSE, 15-19 BLOOMSBURY WAY

LONDON

WC1A 2BA

UK

(You may photocopy this page if required)

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Directors

(See note 10)

* Voluntary details

†† Tick this 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, give the registered or principal office address

Name

☐

Address ††

*Style/Title MR

Forenames JULIAN PETOR

Surname DAVIES

*Honours etc

Previous Forenames

Previous surname

TIMBURLGA

WARMINSTER ROAD, SOUTH NEWTON

Post town SALISBURY

County/Region WILTSHIRE

Postcode SP2 0QW Country UK

Date of Birth

Day	Month	Year
13	02	1956

Nationality BRITISH

Business Occupation DIRECTOR

Other Directorships SEE ATTACHED SCHEDULE

SCOPE OF AUTHORITY

Give brief particulars of the extent of the powers exercised (e.g. whether they are limited to powers expressly conferred by the instrument of appointment, or whether they are subject to express limitations). Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form

Mark box(es) as appropriate

The extent of the authority to represent the company is - (give details)

AS DIRECTOR, FULL POWERS AS FOR THE ARTICLES OF ASSOCIATION

These powers -

☒ May be exercised alone

OR

☐ Must be exercised with -
(Give name(s) of co-authorised person(s))

(You may photocopy this page if required)

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Directors

(See note 10)

* Voluntary details

†† Tick this 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, give the registered or principal office address

Name

Address ††

☐

*Style/Title

Forenames

Surname

*Honours etc

Previous

Forenames

Previous

surname

Post town

County/Region

Postcode

Country

Date of Birth

Day Month Year

Nationality

Business

Occupation

Other

Directorships

SCOPE OF AUTHORITY

Give brief particulars of the extent of the powers exercised (e.g. whether they are limited to powers expressly conferred by the instrument of appointment, or whether they are subject to express limitations). Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

Mark box(es) as appropriate

The extent of the authority to represent the company is - (give details)

AS DIRECTOR, FULL POWERS AS PER THE ARTICLES OF ASSOCIATION

These powers -

☒ May be exercised alone

OR

☐ Must be exercised with -
(Give name(s) of co-authorised person(s))

(You may photocopy this page if required)

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Directors

(See note 10)

Name

* Voluntary details

†† Tick this 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, give the registered or principal office address

Address ††

☐

*Style/Title

MR

Forenames

NICHOLAS TETLEY

Surname

BOAZLEY

*Honours etc

Previous

Forenames

Previous

surname

THE DANGER HOUSE

WESTMILL

Post town

BUNTINGFORD

County/Region

HERTFORDSHIRE

Postcode

SG9 9LY

Country

UK

Date of Birth

Day Month Year

19 01 1960

Nationality

BRITISH

Business

Occupation

Other

DIRECTOR

Directorships

SCOPE OF AUTHORITY

Give brief particulars of the extent of the powers exercised (e.g. whether they are limited to powers expressly conferred by the instrument of appointment, or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form

Mark box(es) as appropriate

The extent of the authority to represent the company is - (give details)

AS DIRECTOR, FULL POWERS AS PER THE ARTICLES OF ASSOCIATION

These powers -

☒ May be exercised alone

OR

☐ Must be exercised with -
(Give name(s) of co-authorised person(s))

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Constitution of company

(See note 6 to 9)

Mark box(es) as appropriate

(See note 9)

* Delete as applicable

AND/OR

A certified copy of the constitutional documents and latest accounts of the company, together with a certified translation of them if they are not in the English language, must accompany this form

☒ A certified copy of the instrument constituting or defining the constitution of the company

AND

☐ * A certified translation

* is / are delivered for registration

☐ A copy of the latest accounts of the company

AND

☐ * A certified translation

* is / are delivered for registration

AND/OR

The company may rely on constitutional and accounting documents previously filed in respect of another branch registered in the United Kingdom

☐ The Constitutional documents (* and certified translations)

AND/OR

☐ The latest accounts (* and certified translations)

of the company were previously delivered on the registration of the branch of the company at -

Cardiff ☐

Edinburgh ☐

Belfast ☐

Registration no

AND/OR

The company may rely on particulars about the company previously filed in respect of another branch in that part of Great Britain, provided that any alterations have been notified to the Registrar

☐ the particulars about the company were previously delivered in respect of a branch of the company registered at THIS registry

Registration no

AND/OR

The company may also rely on constitutional documents and particulars about the company officers previously filed in respect of a former Place of Business of that company, provided that any alterations have been notified to the Registrar

☐ The Constitutional documents (* and certified translation)

AND/OR

☐ Particulars of the current directors and secretary(ies)

were previously delivered in respect of a place of business of the company registered at THIS registry.

Registration no

NOTE - In all cases, the registration number of the branch or place of business relied upon must be given

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PART B - BRANCH DETAILS

Persons authorised to represent the company or accept service of process

Give details of all persons who are authorised to represent the company as permanent representatives of the company in respect of the business of the branch

Give details also of all persons resident in Great Britain, who are authorised to accept service or process on the company's behalf

* Delete as appropriate

SCOPE OF AUTHORITY

(This part does not apply to a person only authorised to accept service on behalf of the company)

Give brief particulars of the extent of the powers exercised (e.g. whether they are limited to powers expressly conferred by the instrument of appointment, or whether they are subject to express limitations). Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form

Mark box(es) as appropriate

†† Tick this 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, give the registered or principal office address

☐

*Style/Title	<u>MR</u>	
Forenames	<u>JULIAN PETER</u>	
Surname	<u>DAVIES</u>	
Address ††	<u>TIMBURLA</u> <u>WARMINSTER ROAD, SOUTH NEWTON</u>	
Post town	<u>SALISBURY</u>	
County/Region	<u>WILTSHIRE</u>	Postcode <u>SP2 0QW</u>

Is # ☒ Authorised to accept service of process on the company's behalf

***AND/OR**

Is # ☒ Authorised to represent the company in relation to that business

The extent of the authority to represent the company is - (give details)

FULL AUTHORITY WITHOUT LIMIT

These powers -

☒ May be exercised alone

OR

☐ Must be exercised with -
(Give name(s) of co-authorised person(s))

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PART B - BRANCH DETAILS

Persons authorised to represent the company or accept service of process

Give details of all persons who are authorised to represent the company as permanent representatives of the company in respect of the business of the branch

Give details also of all persons resident in Great Britain, who are authorised to accept service or process on the company's behalf

* Delete as appropriate

SCOPE OF AUTHORITY

(This part does not apply to a person only authorised to accept service on behalf of the company)

Give brief particulars of the extent of the powers exercised (e.g. whether they are limited to powers expressly conferred by the instrument of appointment, or whether they are subject to express limitations) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form

Mark box(es) as appropriate

†† Tick this 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, give the registered or principal office address

☐

*Style/Title	<u>MR</u>		
Forenames	<u>FRASER DAVID</u>		
Surname	<u>GREGORY</u>		
Address ††	<u>9 NIGHTINGALE CHOT</u>		
Post town	<u>EGHAM</u>		
County/Region	<u>BUCKSHIRE</u>	Postcode	<u>TW209SU</u>
<p>Is # <input checked="" type="checkbox"/> Authorised to accept service of process on the company's behalf</p> <p>*AND/OR</p> <p>Is # <input checked="" type="checkbox"/> Authorised to represent the company in relation to that business</p>			
<p>The extent of the authority to represent the company is - (give details)</p> <p style="text-align: center;"><u>FULL AUTHORITY WITHOUT LIMIT</u></p>			
<p>These powers -</p> <p># <input checked="" type="checkbox"/> May be exercised alone</p> <p style="text-align: center;">OR</p> <p># <input type="checkbox"/> Must be exercised with -</p> <p style="text-align: right;">(Give name(s) of co-authorised person(s))</p>			

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PART B - BRANCH DETAILS

Persons authorised to represent the company or accept service of process

Give details of all persons who are authorised to represent the company as permanent representatives of the company in respect of the business of the branch

Give details also of all persons resident in Great Britain, who are authorised to accept service or process on the company's behalf

* Delete as appropriate

SCOPE OF AUTHORITY

(This part does not apply to a person only authorised to accept service on behalf of the company)

Give brief particulars of the extent of the powers exercised (e.g. whether they are limited to powers expressly conferred by the instrument of appointment, or whether they are subject to express limitations). Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form

Mark box(es) as appropriate

†† Tick this 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, give the registered or principal office address

☐

*Style/Title	<u>MR</u>		
Forenames	<u>NICHOLAS TETLEY</u>		
Surname	<u>REGAZLEY</u>		
Address ††	<u>THE DOWER HOUSE</u> <u>WESTMILL</u>		
Post town	<u>BUNTINGFORD</u>		
County/Region	<u>HERTFORDSHIRE</u>	Postcode	<u>SG9 9LY</u>

Is # ☒ Authorised to accept service of process on the company's behalf

~~*AND/OR~~

Is # ☒ Authorised to represent the company in relation to that business

The extent of the authority to represent the company is - (give details)

FULL AUTHORITY WITHOUT LIMIT

These powers -

☒ May be exercised alone

OR

☐ Must be exercised with -
(Give name(s) of co-authorised person(s))

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Address of branch

(See note 11)

Address	<u>BUPA HOUSE</u>	
	<u>15-19 BLOOMSBURY WAY</u>	
Post town	<u>LONDON</u>	
County/Region	<u>UK</u>	Postcode <u>WC1A 2BA</u>

Branch Details

(See note 12)

	Day	Month	Year
Date branch opened	<u>01</u>	<u>12</u>	<u>2008</u>
Business carried on at branch	<u>MANAGEMENT AND CONTROL OF COMPANY</u>		

SIGNATURE

Signed	<u>T Crosier</u>	Authorised Signatory of BUPA Secretaries Limited
	(*Director / Secretary / Permanent representative)	
Date	<u>11/2/08</u>	
This form contains	<u>7</u>	continuation sheets

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

Name	<u>T CROSIER</u>	
Address	<u>BUPA HOUSE</u>	
	<u>15-19 BLOOMSBURY WAY</u>	
	<u>LONDON</u>	Postcode <u>WC1A 2BA</u>
Telephone		Extension

When completed, this form together with any enclosures should be delivered to the Registrar of Companies at

For branches established in England and Wales

For branches established in Scotland

Companies House
Crown Way
Cardiff
CF14 3UZ

DX 33050 Cardiff

Companies House
37 Castle Terrace
Edinburgh
EH1 2EB

DX 235 Edinburgh
or LP - 4 Edinburgh 2

NOTES

Read these notes carefully before completing the form

1 Registration requirement

Every overseas company setting up a place of business in Great Britain must register with the appropriate registry of the jurisdiction in which the place of business is situated (For further guidance please refer to the Companies House notes on "Overseas Companies")

If a "Place of Business" is being established then FORM 691 must be used, if a branch is being registered then THIS FORM must be used

A company must register all of its branches

The requirement to register applies to any limited company which is incorporated outside the United Kingdom and which establishes a branch in Great Britain. Northern Ireland companies, being within the UK, are not required to register any branches in Great Britain. They are, however, required to register as having a place of business by submitting form 691 when they set up business in Great Britain

2 Completion of form BR1

If this is the first registration of a branch of an overseas company in the UK, ALL the relevant details of the form must be completed. If a previous branch of the company has already been registered in the UK, and has not closed, registration of the second and any subsequent branches need not complete Part A (Company details) (provided any alterations to those details have been updated), but must complete Part B (Branch details)

The forms should be delivered to the relevant Registrar with supporting documents within 1 month of having opened the branch

3 "Legal Form"

The details of the company's legal form must be disclosed. This includes whether the company is a private or public company, whether it is limited, and, if so, the manner of limitation

4 "Governing Law"

A company which is not incorporated in an EC member state must state the law under which it is incorporated. This means the relevant rules or legislation which regulate the incorporation of companies in that state e.g. "Companies Act of (state) 19XX"

5 Names

An overseas company wishing to register its corporate name is subject to the same regulations as British companies. Accordingly, any name which an overseas company wishes to use may be unacceptable or only permissible with the approval of the Secretary of State. A company which is served a notice to this effect may then complete form 694(4)(a) giving another name, approved by the Secretary of State, under which it proposes carrying on business in Great Britain

Notes to BR1

6 Delivery of documents in respect of more than one branch

If the constitutional documents and last accounts of the company have been delivered in respect of another branch in the UK, prior to registration of this branch, the company may rely on these deliveries rather than delivering another set of documents. The company must mark the appropriate boxes, stating the branch in respect of which those documents have already been delivered, the branch number, and the place at which they were registered

If the company particulars have been delivered in respect of another branch of the company in THE SAME PART of Great Britain prior to registration of this branch (and any alterations have been updated), the company may rely on this delivery, rather than re-disclosing the particulars on this form

7 Delivery of documents where previous place of business has been registered

Where the constitutional documents, and the particulars of the directors and secretary(ies) have been delivered in respect of a former place of business in THE SAME PART of Great Britain (and changes to those documents or particulars have been updated), the company may rely on those deliveries rather than re-delivering the documents or re-disclosing those particulars in respect of the branch

8 Certification of constitutional documents

A copy of the document(s) constituting or defining the company must be certified in the place of incorporation to be a true copy by

- (a) an official of the Government in whose custody the original is committed, or
- (b) a notary public, or

- (c) an officer of the company on oath taken before

- (i) a person having authority in that place to administer an oath, or
- (ii) any of the British officials mentioned in section 6 of the Commissioners for Oaths Act 1889

9 Transactions

If the constitutional documents of the company or the latest accounts and reports are not written in the English language, they must be accompanied by a certified translation. This must be done in the following manner

- (a) if the translation is made in the United Kingdom, by
 - (i) a notary public in any part of the United Kingdom
 - (ii) a solicitor (if the translation was made in Scotland), a solicitor of the Supreme Court of Judicature of England and Wales (if it was made in England or Wales), or a solicitor of the Supreme Court of Judicature of Northern Ireland (if it was made in Northern Ireland), or
 - (iii) a person certified by a person mentioned above to be known to him to be competent to translate the document into English, or

Notes (continued)

- (b) if the translation was made outside the United Kingdom, by
- (i) a notary public,
 - (ii) a person authorised in the place where the translation was made to administer an oath,
 - (iii) any of the British officials mentioned in section 6 of the Commissioners for Oaths Act 1889,
 - (iv) a person certified by a person mentioned above known to him to be competent to translate the document into English

10 Directors and secretary's details

"Director" includes any person who occupies the position of director regardless of what name he is called

For an individual, show the full names, NOT INITIALS, together with any previous names. However, previous names need not be given in the case of

- a married woman, the name by which she was known prior to marriage,
- any former name which has been changed or disused since the age of 18, OR for at least 20 years,
- a peer, or an individual normally known by a title, you may state that title instead of the name by which that person was known before adopting the title

If the director or secretary is a corporation or Scottish firm, show the corporate or firm name on the surname line

Addresses

Give the usual residential address

In the case of a corporation or Scottish firm, give the registered or principal office address

11. Branch address

Give the address of the principal place of business of the branch. For branches registering in England and Wales, this address must be in England or Wales. For branches registering in Scotland, this address must be in Scotland

12. Business and Date of commencement

State the date on which the branch was opened and give brief details of the business of the branch

13. Photocopies

If there is insufficient space on the form for details about directors, secretaries or permanent representatives, you may photocopy the appropriate pages

14. Completion of form

The completed form should be signed by an officer or permanent representative of the company and delivered to the appropriate Registrar, together with any supporting documents within one month of the branch being established

15. Delivery of winding-up, insolvency etc. particulars

If, at any time prior to the registration in Great Britain of the first branch of an overseas company, the company has become subject to winding up, insolvency or similar proceedings, and remains subject to those proceedings, the company must at the same time as delivering Form BR1, also deliver Form 703P(1), 703P(3), 703Q(1) (as appropriate). For further details on these forms please see the Companies House Notes for Guidance on Overseas Companies

Nicholas Tetley Beazley

Individual Profile

Appointments Held

Name	QuickRef	Position	Appointed
Actagent Limited	AL	Director	01/09/2005
ANS 2000 Plc	ANS200PLC001	Director	01/09/2005
ANS 2003 Plc	ANS200PLC	Director	01/09/2005
ANS Contract Healthcare (Cambridge) Limited	ANSCOHECA	Director	01/09/2005
ANS Contract Healthcare (East Sussex) Limited	ANSCOHEES	Director	01/09/2005
ANS Contract Healthcare (Hartlepool) Limited	ANSCOHEHA	Director	01/09/2005
ANS Contract Healthcare Limited	ANSCONHEA	Director	01/09/2005
ANS Contracting & Commissioning Limited	ANSCONCOM	Director	01/09/2005
ANS Diagnostics Limited	ANSDIAGNOS	Director	01/09/2005
ANS Healthcare Limited	ANSHEALTHC	Director	01/09/2005
ANS Nominees Limited	ANSNOMINEE	Director	01/09/2005
ANS Plc	ANSPLC	Director	01/09/2005
Associated Nursing Services Limited	ASSONURSER	Director	01/09/2005
Beckerworld Limited	BECKERWORL	Director	01/09/2005
Belmont Care Limited	BELMOCARE	Director	03/12/2007
Betacare Limited	BETACARE	Director	16/07/2007
BHS (Holdings) 2006 Limited	BHSHOL200	Director	22/09/2006
BHS Leasing (1992) Limited	BHSL92L	Director	01/09/2005
BHS Leasing (1993) Limited	BHSL93L	Director	01/09/2005
BHS Leasing (1994) Limited	BHSL94L	Director	01/09/2005
BHSL Properties Limited	BHSLPL	Director	01/09/2005
Bishopsgate Homes Limited	BISHOHOMES	Director	01/09/2005
BM Leasing (1992) Limited	BML92L	Director	01/09/2005
BM Leasing (1994) Limited	BML94L	Director	01/09/2005
BMSL Limited	BMSLL	Director	01/09/2005
BUPA (DCB) Limited	DESICRBR	Director	01/09/2005
BUPA Australian Finance	BUPAAUSFIN	Director	01/09/2005
BUPA Australian Finance No 2 Limited	BUPAAUFIN2	Director	01/09/2005
BUPA Australian Investments Limited	BUPAAUSINV	Director	13/09/2005
BUPA Blackbird Investments LLP	BUPALLP	Director	24/11/2006
BUPA Building Services (2003) Limited	BBS(2003)L	Director	01/09/2005
BUPA Building Services Limited	BBSL	Director	01/09/2005
BUPA Care Homes (AKW) Limited	BCH(AKW)L	Director	01/09/2005
BUPA Care Homes (ANS) Limited	BCHANS	Director	01/09/2005
BUPA Care Homes (Bedfordshire) Limited	BCH(B)L	Director	01/09/2005
BUPA Care Homes (BNH) Limited	BCH(BNH)L	Director	01/09/2005
BUPA Care Homes (BNHP) Limited	BCH(BNHP)L	Director	01/09/2005
BUPA Care Homes (Carnock) Limited	CARRCARHOM	Director	01/09/2005
BUPA Care Homes (CCG) Limited	CCGL	Director	01/09/2005
BUPA Care Homes (CFCHomes) Limited	BCH(CFCH)L	Director	01/09/2005
BUPA Care Homes (CFG) Plc	CFGPLC	Director	01/09/2005
		Secretary	01/09/2005
BUPA Care Homes (CFHCare) Limited	BCH(CFHC)L	Director	01/09/2005
BUPA Care Homes (Developments) Limited	TDL	Director	01/09/2005
BUPA Care Homes (GL) Limited	BCH(G)L	Director	01/09/2005
BUPA Care Homes (Partnerships) Limited	BCH(P)L	Director	01/09/2005
BUPA Care Homes Group Limited	BCHGL	Director	01/09/2005
BUPA Care Services Limited	BCSL	Director	01/09/2005
BUPA Childcare Limited	BCHILD	Director	01/09/2005
BUPA Childcare Provision Limited	BCHILDPL	Director	01/09/2005
BUPA Commissioning Limited	BUPACOMM	Director	09/03/2007
BUPA Construction Services Limited	BCONSL	Director	01/09/2005
BUPA Developments Limited	BDL	Director	01/09/2005
BUPA Dunedin Hospital Limited	BDHL	Director	01/09/2005
BUPA Europe Finance Limited	BUPAEURFIN	Director	01/09/2005
BUPA Finance (Jersey) Limited	BUPAFINJER	Director	01/09/2005
BUPA Finance No 1 Limited	BFN1L	Director	01/09/2005
BUPA Finance No 2 Limited	BFN2L	Director	01/09/2005
BUPA Finance Plc	BFPLC	Director	01/09/2006
		Secretary	01/09/2005
BUPA Financial Investments Limited	BUPAFININV	Director	01/09/2005
BUPA Financial Securities (1992) Limited	BFS92L	Director	01/09/2005
BUPA Gatwick Park Properties Limited	BGPPL	Director	01/09/2005
BUPA Guernsey LLP	BUPAGUPELLP	Director	30/11/2006
BUPA Guernsey No 1 Limited	BUPAGUNO1	Director	01/11/2006
BUPA Health at Work Limited	BHAWL	Director	01/09/2005
BUPA Holdings (Jersey) Limited	BHJL	Director	01/09/2005

Nicholas Tetley Beazley

Individual Profile

Name	QuickRef	Position	Appointed
BUPA Hospital Edinburgh Limited	BHEL	Director	01/09/2005
BUPA Hospital Properties Limited	BHPL	Director	01/09/2005
BUPA International Insurance Services Limited	BINTISL	Director	01/09/2005
BUPA Investments Holdings Limited	BUPAINVHOL02	Director	17/10/2006
BUPA Investments Limited	BIL	Director	01/09/2005
BUPA Investments Overseas Limited	BIOL	Director	01/09/2005
BUPA IT Services Limited	BITSL	Director	01/09/2005
BUPA Leasing (Dublin) Limited	BLDL	Director	01/09/2005
BUPA Limited	BPL	Director	01/09/2005
BUPA Malta Investments No 1 Limited	BUPAMAINN1	Director	24/11/2006
BUPA Malta Investments No 2 Limited	BUPAMAINN2	Director	24/11/2006
BUPA Media Purchasing Limited	BMPL	Director	01/12/2007
BUPA Nominees Limited	RUWCL	Director	01/09/2005
BUPA Nursing Homes (1997) Limited	BNH97L	Director	01/09/2005
BUPA Occupational Health Limited	BOHL	Director	01/09/2005
BUPA Operational Services Limited	BOSL	Director	01/09/2005
BUPA Power & Leasing Limited	BPLL	Director	01/09/2005
BUPA Properties (1994) Limited	BP94L	Director	01/09/2005
BUPA Properties (1995) Limited	BP95L	Director	01/09/2005
BUPA Purchasing Limited	BPURL	Director	01/09/2005
BUPA Roding Hospital Limited	BRHL	Director	01/09/2005
BUPA Secretaries Limited	HCOL	Director	01/09/2005
BUPA Services Limited	BSL	Director	01/09/2005
BUPA Shop Limited	BUPASHOP	Director	01/09/2005
BUPA Travel Services Limited	BTSL	Director	01/09/2005
BUPA Treasury Limited	BTL	Director	01/09/2005
BUPA Trustees Limited	BTRL	Director	01/09/2005
BUPA US Holdings II, Inc	BUPAUSHOII	Secretary	17/12/2007
BUPA Wellbeing Limited	BWL	Director	01/09/2005
BUPA Wellness Construction Limited	BWCL	Director	01/09/2005
BUPA Wellness Group Limited	BWGL	Director	01/09/2005
BUPA Wellness Leasing Limited	BWLL	Director	01/09/2005
BUPA Wellness Properties Limited	BWPL	Director	01/09/2005
BUPA Worldwide Media Services Limited	BWMSL	Director	01/12/2006
Calverguild Limited	CALVERGUIL	Director	01/09/2005
Camomile Homes Limited	CAMOMHOMES	Director	01/09/2005
Cardiff Medical Services Limited	CMSL	Director	01/09/2005
Care First At Home Ltd	CFAHL	Director	01/09/2005
Care Homes Purchasing Limited	CHPL	Director	01/09/2005
Chestnut Court Limited	CHESTCOURT	Director	01/09/2005
CHG Homes Limited	CHGHL	Director	01/09/2005
CHP Limited	CHP	Director	01/09/2005
Clinilink Limited	CLINILINK	Director	16/07/2007
Clinovia Group Limited	CLINOGROUP	Director	01/12/2006
Clinovia Healthcare Services Limited	CLINHEASER	Director	16/07/2007
Clinovia Holdings Limited	CLINHLDGS	Director	16/07/2007
Clinovia Limited	CLINOVIALTD	Director	01/12/2006
Clinovia Trustees Limited	CLINOTST	Director	16/07/2007
Community Hospital Partnership Limited	CHOSPL	Director	01/09/2005
Country House Homes Limited	CHHL	Director	01/09/2005
Country House Management Services Limited	CHMSL	Director	01/09/2005
Country House Nursing Homes Limited	CHNHL	Director	01/09/2005
Crispins Nursing Homes Limited	CRISNURHOM	Director	19/10/2005
Downing Harnham Croft Nursing Home Limited	DHCNHL	Director	01/09/2005
Ebbgate Nursing Homes (London) Limited	EBBGNUHOLO	Director	01/09/2005
Ebbgate Nursing Homes Limited	EBBGNURHOM	Director	01/09/2005
Essex Street Investments Limited	ESIL	Director	01/09/2005
General Leasing Limited	GLL	Director	01/09/2005
Goldsborough Estates Limited	GEL	Director	01/09/2005
Greenacre Group Limited	GGL	Director	01/09/2005
Greenacre Residential Retirement Homes Ltd	GRRHL	Director	01/09/2005
Grupo BUPA Sanitas S L	BUPAIBSL	Director	18/07/2005
Guardian Care Support Services Limited	GUARCASUSE	Director	16/07/2007
Guardian Homecare Services (Surrey & Mid-Sussex) Limited	GUARHOSESM	Director	01/11/2007
Guardian Homecare UK Limited	GUARHOMUK	Director	16/07/2007
High Care (Brierton) Limited	HIGHCARBRI	Director	01/09/2005
Homchurch VCT Limited	HORNCVCT	Director	01/09/2005
Hospital Finance Investments Limited	HFIL	Director	01/09/2005

Nicholas Tetley Beazley

Individual Profile

Name	QuickRef	Position	Appointed
Hospital Finance Limited	HFL	Director	01/09/2005
Hospitals Leasing (One) Limited	HL(O)L	Director	01/09/2005
Hospitals Leasing (Two) Limited	HL(T)L	Director	01/09/2005
Human Capital Resources Limited	HCRL	Director	01/09/2005
Idealoutcome Limited	IDEALL	Director	01/09/2005
Independent Healthcare Limited	INDEPHEA	Director	01/09/2005
Indexscreen Limited	INDEX	Director	01/09/2005
Integrity Health Care Services Limited	INTEHECASE	Director	16/07/2007
K B Jackson & Son (Developments) Limited	KBJSDL	Director	01/09/2005
Kyle Building Services Limited	KYLEBUISER	Director	01/09/2005
Lighten Up Limited	LIGHTEN	Director	01/09/2005
London Homes Management Limited	LONDHOMMAN	Director	01/09/2005
Marander Limited	MAL	Director	01/09/2005
Mercia Health Benefits Services Limited	MHBSL	Director	01/09/2005
Mercia Investment Advisers Limited	MIAL	Director	01/09/2005
Occupational Health Care Limited	OHCL	Director	01/09/2005
One World Healthcare Limited	ONEWORHEA	Director	01/09/2005
Outcome Technologies Limited	OUTTECH	Director	24/07/2006
Patriot Merger Sub Inc	PATRMERSUB	Secretary	17/12/2007
Personal Effectiveness Centre Limited	PERSEFFCEN	Director	01/09/2005
Plainprime Limited	PLAINL	Director	01/09/2005
Stephigh Limited	STEPHIGH	Director	01/09/2005
Surgichem Limited	SL	Director	01/09/2005
Sutton Court Homes (No 2) Limited	SUTTCOHON2	Director	01/09/2005
Sutton Court Homes Limited	SUTTCOUHOM	Director	01/09/2005
Takare Special Projects Limited	TSPL	Director	01/09/2005
Teddies Nurseries Limited	TNL	Director	01/09/2005
Teddies Sports Limited	TSL	Director	01/09/2005
The British United Provident Association Limited	BUPA	Secretary	01/09/2005
The Coventry & Warwickshire Hospital Saturday Fund	CWHSFL	Director	01/09/2005
Warrens Hall Limited	WARREHALL	Director	01/09/2005

Past Appointments Held

Name	QuickRef	Position	Appointed	Resigned
Barbican Sportcare Limited (dissolved 23 01 07)	BSPL	Director	01/09/2005	25/07/2006
BHL Hospitals Limited (dissolved 23 01 07)	BHLHL	Director	01/09/2005	25/07/2006
BHL Properties Limited (Company sold 31 08 07)	BHLPL	Director	01/09/2005	31/08/2007
BHS (Holdings) Limited (Company sold 31 08 07)	BHSHL	Director	01/09/2005	31/08/2007
BHS Diagnostics Limited (Company sold 31 08 07)	BHSDIAGNOS	Director	25/08/2006	31/08/2007
BUPA Care Homes Limited (dissolved 23 01 07)	BCHL	Director	01/09/2005	25/07/2006
BUPA Clare Park Clinic Properties Limited (dissolved 23 01 07)	BCPCPL	Director	01/09/2005	25/07/2006
BUPA Europe Finance No 2	BUPAEUFIN2	Director	01/09/2005	19/09/2007
BUPA Europe Limited	BEL	Director	01/09/2005	13/07/2007
BUPA Finance Plc	BFPLC	Director	01/09/2005	01/03/2006
BUPA Gatwick Park Hospital Limited (Company sold 31 08 07)	BGPHL	Director	01/09/2005	31/08/2007
BUPA Health Services Limited (dissolved 23 01 07)	BHSL	Director	01/09/2005	25/07/2006
BUPA Hospitals (Holdings) Limited (Company sold 31 08 07)	BHHL	Director	01/09/2005	31/08/2007
BUPA Hospitals Limited (Company sold 31 08 07)	BHL	Secretary	01/09/2005	31/08/2007
		Director	01/09/2005	31/08/2007
BUPA Medical Centre Croydon Limited (dissolved 23 01 07)	BMCCCL	Director	01/09/2005	25/07/2006
BUPA Medical Supplies Limited (Company sold 31 08 07)	BMEDSL	Director	01/09/2005	31/08/2007
BUPA Mobile Screening Limited (dissolved 23 01 07)	BMSL	Director	01/09/2005	25/07/2006
BUPA Primal Healthcare Limited (Company sold out of Group)	BPHL	Director	25/01/2000	01/03/2002

Nicholas Tetley Beazley

Individual Profile

Name	QuickRef	Position	Appointed	Resigned
BUPA Redwood Hospital Limited (Company sold 31 08 07)	BREDHL	Director	01/09/2005	31/08/2007
Datahealth Limited (dissolved 23 01 07)	DL	Director	01/09/2005	25/07/2006
Dolphyn Court Properties Limited (Company sold 31 08 07)	DCPL	Director	01/09/2005	31/08/2007
Emergency Child and Home Care BC Limited (sold wef 27 07 07)	BCHILD SL	Director	01/09/2005	27/07/2007
Goldsborough Developments Limited (Company sold 31 08 07)	GOLDSDEV	Secretary	01/09/2005	31/08/2007
		Director	01/09/2005	31/08/2007
Partnership in Health Limited (dissolved 06 02 07)	PARTINHE	Director	01/09/2005	25/07/2006
Regency (Macclesfield) Limited	RML	Director	01/09/2005	25/07/2006
Research Outcomes Limited (dissolved 23 01 07)	ROL	Director	01/09/2005	25/07/2006
Solihull Parkway Hospital Limited (dissolved 23 01 07)	SPHL	Director	01/09/2005	25/07/2006
The British United Provident Association Limited	BUPA	Joint Secretary	01/06/2005	01/09/2005
The Yale Hospital Limited (dissolved 23 01 07)	YHL	Director	01/09/2005	25/07/2006
Timer Estates Limited (dissolved 23 01 07)	TEL	Director	01/09/2005	25/07/2006
Tunbridge Wells Independent Hospital Limited (Company sold 31 08 07)	TWIHL	Director	01/09/2005	31/08/2007

Fraser David Gregory

Individual Profile

Appointments Held

Name	QuickRef	Position	Appointed
Actagent Limited	AL	Director	01/11/2007
ANS 2000 Plc	ANS200PLC001	Director	01/11/2007
ANS 2003 Plc	ANS200PLC	Director	01/11/2007
ANS Contract Healthcare (Cambridge) Limited	ANSOHECA	Director	01/11/2007
ANS Contract Healthcare (East Sussex) Limited	ANSOHEES	Director	01/11/2007
ANS Contract Healthcare (Hartlepool) Limited	ANSOHEHA	Director	01/11/2007
ANS Contract Healthcare Limited	ANSCONHEA	Director	01/11/2007
ANS Contracting & Commissioning Limited	ANSCONCOM	Director	01/11/2007
ANS Diagnostics Limited	ANSDIAGNOS	Director	01/11/2007
ANS Healthcare Limited	ANSHEALTHC	Director	01/11/2007
ANS Nominees Limited	ANSNOMINEE	Director	01/11/2007
ANS Plc	ANSPLC	Director	01/11/2007
Associated Nursing Services Limited	ASSONURSER	Director	01/11/2007
Beckerworld Limited	BECKERWORL	Director	01/11/2007
Belmont Care Limited	BELMOCARE	Director	03/12/2007
Betacare Limited	BETACARE	Director	01/11/2007
BHS (Holdings) 2006 Limited	BHSHOL200	Director	01/11/2007
BHS Leasing (1992) Limited	BHSL92L	Director	01/11/2007
BHS Leasing (1993) Limited	BHSL93L	Director	01/11/2007
BHS Leasing (1994) Limited	BHSL94L	Director	01/11/2007
BHSL Properties Limited	BHSLPL	Director	01/11/2007
Bishopsgate Homes Limited	BISHOHOMES	Director	01/11/2007
BM Leasing (1992) Limited	BML92L	Director	01/11/2007
BM Leasing (1994) Limited	BML94L	Director	01/11/2007
BMSL Limited	BMSLL	Director	01/11/2007
BUPA (DCB) Limited	DESICRBR	Director	01/11/2007
BUPA Australian Finance	BUPAAUSFIN	Director	01/11/2007
BUPA Australian Finance No 2 Limited	BUPAAUFIN2	Director	01/11/2007
BUPA Australian Investments Limited	BUPAAUSINV	Director	01/11/2007
BUPA Blackbird Investments LLP	BUPALLP	Director	01/11/2007
BUPA Building Services (2003) Limited	BBS(2003)L	Director	01/11/2007
BUPA Building Services Limited	BBSL	Director	01/11/2007
BUPA Care Homes (AKW) Limited	BCH(AKW)L	Director	01/11/2007
BUPA Care Homes (ANS) Limited	BCHANS	Director	01/11/2007
BUPA Care Homes (Bedfordshire) Limited	BCH(B)L	Director	01/11/2007
BUPA Care Homes (BNH) Limited	BCH(BNH)L	Director	01/11/2007
BUPA Care Homes (BNHP) Limited	BCH(BNHP)L	Director	01/11/2007
BUPA Care Homes (Carrick) Limited	CARRCARHOM	Director	01/11/2007
BUPA Care Homes (CCG) Limited	CCGL	Director	01/11/2007
BUPA Care Homes (CFCHomes) Limited	BCH(CFCH)L	Director	01/11/2007
BUPA Care Homes (CFG) Plc	CFGPLC	Director	01/11/2007
BUPA Care Homes (CFHCare) Limited	BCH(CFHC)L	Director	01/11/2007
BUPA Care Homes (Developments) Limited	TDL	Director	01/11/2007
BUPA Care Homes (GL) Limited	BCH(G)L	Director	01/11/2007
BUPA Care Homes (Partnerships) Limited	BCH(P)L	Director	01/11/2007
BUPA Care Homes Group Limited	BCHGL	Director	01/11/2007
BUPA Care Services Limited	BCSL	Director	01/11/2007
BUPA Childcare Limited	BCHIDL	Director	01/11/2007
BUPA Childcare Provision Limited	BCHILDPL	Director	01/11/2007
BUPA Commissioning Limited	BUPACOMM	Director	01/11/2007
BUPA Construction Services Limited	BCONSL	Director	01/11/2007
BUPA Developments Limited	BDL	Director	01/11/2007
BUPA Dunedin Hospital Limited	BDHL	Director	01/11/2007
BUPA Europe Finance Limited	BUPAEURFIN	Director	01/11/2007
BUPA Europe Finance No 2	BUPAEUFIN2	Director	01/11/2007
BUPA Finance (Jersey) Limited	BUPAFINJER	Director	01/11/2007
BUPA Finance No 1 Limited	BFN1L	Director	01/11/2007
BUPA Finance No 2 Limited	BFN2L	Director	01/11/2007
BUPA Finance Plc	BFPLC	Director	01/11/2007
BUPA Financial Investments Limited	BUPAFININV	Director	01/11/2007
BUPA Financial Securities (1992) Limited	BFS92L	Director	01/11/2007
BUPA Gatwick Park Properties Limited	BGPPL	Director	01/11/2007
BUPA Guernsey LLP	BUPAGUELLP	Director	01/11/2007
BUPA Guernsey No 1 Limited	BUPAGUNO1	Director	01/11/2007
BUPA Health at Work Limited	BHAWL	Director	01/11/2007
BUPA Holdings (Jersey) Limited	BHJL	Director	01/11/2007
BUPA Hospital Edinburgh Limited	BHEL	Director	01/11/2007

Fraser David Gregory

Individual Profile

Name	QuickRef	Position	Appointed
BUPA Hospital Properties Limited	BHPL	Director	01/11/2007
BUPA International Insurance Services Limited	BINTISL	Director	01/11/2007
BUPA Investments Holdings Limited	BUPAINVHOL02	Director	01/11/2007
BUPA Investments Limited	BIL	Director	01/11/2007
BUPA Investments Overseas Limited	BIOL	Director	01/11/2007
BUPA IT Services Limited	BITSL	Director	01/11/2007
BUPA Leasing (Dublin) Limited	BLDL	Director	01/11/2007
BUPA Limited	BPL	Director	01/11/2007
BUPA Malta Investments No 1 Limited	BUPAMAINN1	Director	01/11/2007
BUPA Malta Investments No 2 Limited	BUPAMAINN2	Director	01/11/2007
BUPA Media Purchasing Limited	BMPL	Director	01/12/2007
BUPA Nominees Limited	RUWCL	Director	01/11/2007
BUPA Nursing Homes (1997) Limited	BNH97L	Director	01/11/2007
BUPA Occupational Health Limited	BOHL	Director	01/11/2007
BUPA Operational Services Limited	BOSL	Director	01/11/2007
BUPA Power & Leasing Limited	BPLL	Director	01/11/2007
BUPA Properties (1994) Limited	BP94L	Director	01/11/2007
BUPA Properties (1995) Limited	BP95L	Director	01/11/2007
BUPA Purchasing Limited	BPURL	Director	01/11/2007
BUPA Roding Hospital Limited	BRHL	Director	01/11/2007
BUPA Secretaries Limited	HCOL	Director	01/11/2007
BUPA Services Limited	BSL	Director	01/11/2007
BUPA Shop Limited	BUPASHOP	Director	01/11/2007
BUPA Travel Services Limited	BTSL	Director	01/11/2007
BUPA Treasury Limited	BTL	Director	01/11/2007
BUPA Trustees Limited	BTRL	Director	01/11/2007
BUPA Wellbeing Limited	BWL	Director	01/11/2007
BUPA Wellness Construction Limited	BWCL	Director	01/11/2007
BUPA Wellness Group Limited	BWGL	Director	01/11/2007
BUPA Wellness Leasing Limited	BWLL	Director	01/11/2007
BUPA Wellness Properties Limited	BWPL	Director	01/11/2007
BUPA Worldwide Media Services Limited	BWMSL	Director	01/11/2007
Calverguild Limited	CALVERGUIL	Director	01/11/2007
Camomile Homes Limited	CAMOMHOMES	Director	01/11/2007
Cardiff Medical Services Limited	CMSL	Director	01/11/2007
Care First At Home Ltd	CFAHL	Director	01/11/2007
Care Homes Purchasing Limited	CHPL	Director	01/11/2007
Chestnut Court Limited	CHESTCOURT	Director	01/11/2007
CHG Homes Limited	CHGHL	Director	01/11/2007
CHP Limited	CHP	Director	01/11/2007
Clinilink Limited	CLINILINK	Director	01/11/2007
Clinovia Group Limited	CLINOGROUP	Director	01/11/2007
Clinovia Healthcare Services Limited	CLINHEASER	Director	01/11/2007
Clinovia Holdings Limited	CLINHLDGS	Director	01/11/2007
Clinovia Limited	CLINOVALTD	Director	01/11/2007
Clinovia Trustees Limited	CLINOTST	Director	01/11/2007
Community Hospital Partnership Limited	CHOSPL	Director	01/11/2007
Country House Homes Limited	CHHL	Director	01/11/2007
Country House Management Services Limited	CHMSL	Director	01/11/2007
Country House Nursing Homes Limited	CHNHL	Director	01/11/2007
Cnspins Nursing Homes Limited	CRISNURHOM	Director	01/11/2007
Downing Harnham Croft Nursing Home Limited	DHCNHL	Director	01/11/2007
Ebbgate Nursing Homes (London) Limited	EBBGNUHOLO	Director	01/11/2007
Ebbgate Nursing Homes Limited	EBBGNURHOM	Director	01/11/2007
Essex Street Investments Limited	ESIL	Director	01/11/2007
General Leasing Limited	GLL	Director	01/11/2007
Goldsbrough Estates Limited	GEL	Director	01/11/2007
Greenacre Group Limited	GGL	Director	01/11/2007
Greenacre Residential Retirement Homes Ltd	GRRHL	Director	01/11/2007
Guardian Care Support Services Limited	GUARCASUSE	Director	01/11/2007
Guardian Homecare Services (Surrey & Mid-Sussex) Limited	GUARHOSESM	Director	01/11/2007
Guardian Homecare UK Limited	GUARHOMUK	Director	01/11/2007
High Care (Brierton) Limited	HIGHCARBRI	Director	01/11/2007
Hornchurch VCT Limited	HORNCVCT	Director	01/11/2007
Hospital Finance Investments Limited	HFIL	Director	01/11/2007
Hospital Finance Limited	HFL	Director	01/11/2007
Hospitals Leasing (One) Limited	HL(O)L	Director	01/11/2007
Hospitals Leasing (Two) Limited	HL(T)L	Director	01/11/2007

Fraser David Gregory

Individual Profile

Name	QuickRef	Position	Appointed
Human Capital Resources Limited	HCRL	Director	01/11/2007
Idealoutcome Limited	IDEALL	Director	01/11/2007
Independent Healthcare Limited	INDEPHEA	Director	01/11/2007
Indexscreen Limited	INDEX	Director	01/11/2007
Integrity Health Care Services Limited	INTEHECASE	Director	01/11/2007
K B Jackson & Son (Developments) Limited	KBJS DL	Director	01/11/2007
Kyle Building Services Limited	KYLEBUISE	Director	01/11/2007
Lighten Up Limited	LIGHTEN	Director	01/11/2007
London Homes Management Limited	LONDHOMMAN	Director	01/11/2007
Marander Limited	MAL	Director	01/11/2007
Mercia Health Benefits Services Limited	MHBSL	Director	01/11/2007
Mercia Investment Advisers Limited	MIAL	Director	01/11/2007
Occupational Health Care Limited	OHCL	Director	01/11/2007
One World Healthcare Limited	ONEWORHEA	Director	01/11/2007
Outcome Technologies Limited	OUTTECH	Director	01/11/2007
Personal Effectiveness Centre Limited	PERSEFFCEN	Director	01/11/2007
Plainprime Limited	PLAINL	Director	01/11/2007
Stephigh Limited	STEPHIGH	Director	01/11/2007
Surgichem Limited	SL	Director	01/11/2007
Sutton Court Homes (No 2) Limited	SUTTCOHON2	Director	01/11/2007
Sutton Court Homes Limited	SUTTCOUHOM	Director	01/11/2007
Takare Special Projects Limited	TSPL	Director	01/11/2007
Teddies Nurseries Limited	TNL	Director	01/11/2007
Teddies Sports Limited	TSL	Director	01/11/2007
The Coventry & Warwickshire Hospital Saturday Fund	CWHSFL	Director	01/11/2007
Warrens Hall Limited	WARREHALL	Director	01/11/2007

Past Appointments Held

Name	QuickRef	Position	Appointed	Resigned
BHL Hospitals Limited (dissolved 23 01 07)	BHLHL	Director	01/08/2005	25/07/2006
BHL Properties Limited (Company sold 31 08 07)	BHLPL	Director	01/08/2005	08/10/2007
BHS (Holdings) Limited (Company sold 31 08 07)	BHSHL	Director	01/08/2005	26/09/2007
BHS Diagnostics Limited (Company sold 31 08 07)	BHSDIAGNOS	Director	25/08/2006	08/10/2007
BHS Leasing (1992) Limited	BHSL92L	Director	01/08/2005	27/07/2007
BHS Leasing (1994) Limited	BHSL94L	Director	01/08/2005	27/07/2007
BHSL Properties Limited	BHSLPL	Director	01/08/2005	27/07/2007
BUPA Childcare Limited	BCHILD	Director	01/08/2005	09/07/2007
BUPA Childcare Provision Limited	BCHILDPL	Director	01/08/2005	09/07/2007
BUPA Clare Park Clinic Properties Limited (dissolved 23 01 07)	BCPCPL	Director	01/08/2005	25/07/2006
BUPA Construction Services Limited	BCONSL	Director	01/08/2005	27/07/2007
BUPA Developments Limited	BDL	Director	01/08/2005	27/07/2007
BUPA Gatwick Park Hospital Limited (Company sold 31 08 07)	BGPHL	Director	01/08/2005	08/10/2007
BUPA Health Services Limited (dissolved 23 01 07)	BHSL	Director	01/08/2005	25/07/2006
BUPA Hospital Edinburgh Limited	BHEL	Director	01/08/2005	27/07/2007
BUPA Hospital Properties Limited	BHPL	Director	01/08/2005	27/07/2007
BUPA Hospitals (Holdings) Limited (Company sold 31 08 07)	BHHL	Director	01/08/2005	08/10/2007
BUPA Hospitals Limited (Company sold 31 08 07)	BHL	Director	01/08/2005	08/10/2007
BUPA Medical Supplies Limited (Company sold 31 08 07)	BMEDSL	Director	01/08/2005	08/10/2007
BUPA Power & Leasing Limited	BPLL	Director	01/08/2005	27/07/2007
BUPA Purchasing Limited	BPURL	Director	01/08/2005	27/07/2007
BUPA Redwood Hospital Limited (Company sold 31 08 07)	BREDHL	Director	01/08/2005	08/10/2007
Cardiff Medical Services Limited	CMSL	Director	01/08/2005	27/07/2007
Dolphyn Court Properties Limited (Company sold 31 08 07)	DCPL	Director	01/08/2005	08/10/2007
Goldsborough Developments Limited (Company sold 31 08 07)	GOLDSDEV	Director	01/08/2005	08/10/2007
Hospitals Leasing (One) Limited	HL(O)L	Director	01/08/2005	27/07/2007
Hospitals Leasing (Two) Limited	HL(T)L	Director	01/08/2005	27/07/2007

Fraser David Gregory

Individual Profile

Name	QuickRef	Position	Appointed	Resigned
Indexscreen Limited	INDEX	Director	01/08/2005	27/07/2007
Partnership in Health Limited (dissolved 06 02 07)	PARTINHE	Director	01/08/2005	25/07/2006
Plainprime Limited	PLAINL	Director	01/08/2005	27/07/2007
Solihull Parkway Hospital Limited (dissolved 23 01 07)	SPHL	Director	01/08/2005	25/07/2006
Teddies Nurseries Limited	TNL	Director	01/08/2005	09/07/2007
Teddies Sports Limited	TSL	Director	01/08/2005	09/07/2007
Tunbridge Wells Independent Hospital Limited (Company sold 31 08 07)	TWIHL	Director	01/08/2005	08/10/2007

Julian Peter Davies

Individual Profile

Appointments Held

Name	QuickRef	Position	Appointed
Amedex Insurance Company (Bermuda) Limited	AMEDINSBER	Director	12/01/2006
		Vice President	12/01/2006
Amedex S A de Compania de Seguros Y Reaseguros (Ecuador)	AMSADCDSYR	Director	14/06/2005
		Executive President	14/06/2005
Americas International Network Corp	AMERINTNET	Chairman	22/11/2006
		Director	09/09/2005
ANS 2000 Plc	ANS200PLC001	Director	09/08/2005
ANS 2003 Plc	ANS200PLC	Director	12/08/2005
ANS Contract Healthcare (Cambridge) Limited	ANSCOHECA	Director	09/08/2005
ANS Contract Healthcare (East Sussex) Limited	ANSCOHEES	Director	09/08/2005
ANS Contract Healthcare (Hartlepool) Limited	ANSCOHEHA	Director	09/08/2005
ANS Contract Healthcare Limited	ANSCONHEA	Director	09/08/2005
ANS Contracting & Commissioning Limited	ANSCONCOM	Director	09/08/2005
ANS Diagnostics Limited	ANSDIAGNOS	Director	09/08/2005
ANS Healthcare Limited	ANSHEALTHC	Director	09/08/2005
ANS Nominees Limited	ANSNOMINEE	Director	09/08/2005
ANS Plc	ANSPLC	Director	12/08/2005
Associated Nursing Services Limited	ASSONURSER	Director	09/08/2005
Beckerworld Limited	BECKERWORL	Director	09/08/2005
Belmont Care Limited	BELMOCARE	Director	03/12/2007
Betacare Limited	BETACARE	Director	16/07/2007
BHS (Holdings) 2006 Limited	BHSHOL200	Director	22/09/2006
BHS Leasing (1992) Limited	BHSL92L	Director	18/10/1995
BHS Leasing (1993) Limited	BHSL93L	Director	18/10/1995
BHS Leasing (1994) Limited	BHSL94L	Director	18/10/1995
BHSL Properties Limited	BHSLPL	Director	18/10/1995
BI Healthcare Holdings BV	BIHHB	Director	12/09/1996
Bishopsgate Homes Limited	BISHOHOMES	Director	09/08/2005
BM Leasing (1992) Limited	BML92L	Director	12/11/1992
BM Leasing (1994) Limited	BML94L	Director	02/06/1995
BMSL Limited	BMSLL	Director	15/01/1993
BUPA (DCB) Limited	DESICRBR	Director	29/01/1999
BUPA Australia Pty Limited	BUPAAUSPTY	Director	21/05/2002
BUPA Australian Finance	BUPAAUSFIN	Director	19/08/2002
BUPA Australian Finance No 2 Limited	BUPAAUFIN2	Director	15/12/2004
BUPA Australian Investments Limited	BUPAAUSINV	Director	15/08/2002
BUPA Beheer BV	BUPABEBV	Director	24/05/1995
BUPA Blackbird Investments LLP	BUPALLP	Director	01/03/2005
BUPA Building Services (2003) Limited	BBS(2003)L	Director	23/10/2003
BUPA Building Services Limited	BBSL	Director	18/10/1995
BUPA Care Homes (AKW) Limited	BCH(AKW)L	Director	13/05/2002
BUPA Care Homes (ANS) Limited	BCHANS	Director	09/08/2005
BUPA Care Homes (Bedfordshire) Limited	BCH(B)L	Director	27/01/1998
BUPA Care Homes (BNH) Limited	BCH(BNH)L	Director	30/04/1996
BUPA Care Homes (BNHP) Limited	BCH(BNHP)L	Director	22/04/1996
BUPA Care Homes (Carrick) Limited	CARRCARHOM	Director	31/08/2004
BUPA Care Homes (CCG) Limited	CCGL	Director	27/01/1998
BUPA Care Homes (CFCHomes) Limited	BCH(CFCH)L	Director	27/01/1998
BUPA Care Homes (CFG) Plc	CFGPLC	Director	27/01/1998
BUPA Care Homes (CFHCare) Limited	BCH(CFHC)L	Director	27/01/1998
BUPA Care Homes (Developments) Limited	TDL	Director	27/01/1998
BUPA Care Homes (GL) Limited	BCH(G)L	Director	29/10/1997
BUPA Care Homes (Partnerships) Limited	BCH(P)L	Director	27/01/1998
BUPA Care Homes Group Limited	BCHGL	Director	17/09/1999
BUPA Care Services Limited	BCSL	Director	05/08/1997
BUPA Childcare Limited	BCHILD	Director	18/10/1995
BUPA Childcare Provision Limited	BCHILDPL	Director	06/07/2000
BUPA Commissioning Limited	BUPACOMM	Director	09/03/2007
BUPA Construction Services Limited	BCONSL	Director	24/08/1995
BUPA Developments Limited	BDL	Director	18/10/1995
BUPA Dunedin Hospital Limited	BDHL	Director	15/01/1993
BUPA Ecuador SA Compania de Seguros y Reaseguros	AMSACDSYRE	Director	14/06/2005
		Executive President	14/06/2005
BUPA Europe Finance Limited	BUPAEURFIN	Director	04/06/2004

Julian Peter Davies

Individual Profile

Name	QuickRef	Position	Appointed
BUPA Europe Finance No 2	BUPAEUFIN2	Director	15/12/2004
BUPA Europe Limited	BEL	Director	18/10/1995
BUPA Finance (Jersey) Limited	BUPAFINJER	Director	23/10/2003
BUPA Finance BV	BFBV	Director	29/12/1999
BUPA Finance No 1 Limited	BFN1L	Director	15/09/1999
BUPA Finance No 2 Limited	BFN2L	Director	15/09/1999
BUPA Finance Plc	BFPLC	Director	26/03/1993
BUPA Financial Investments Limited	BUPAFININV	Director	23/09/2002
BUPA Financial Securities (1992) Limited	BFS92L	Director	18/10/1995
BUPA Gatwick Park Properties Limited	BGPPL	Director	18/10/1995
BUPA Guernsey LLP	BUPAGUELLP	Director	01/03/2005
BUPA Guernsey No 1 Limited	BUPAGUNO1	Director	01/11/2006
BUPA Guernsey No 2 Limited	BUPAGUNO2	Director	02/04/2007
BUPA Health at Work Limited	BHAWL	Director	18/10/1995
BUPA Health Care Asia Pte Ltd	BHCAPL	Director	17/07/2001
BUPA Holdings (Guernsey) Limited	BHGL	Director	12/07/1996
BUPA Holdings (Jersey) Limited	BHJL	Director	19/01/1999
BUPA Hospital Edinburgh Limited	BHEL	Director	18/10/1995
BUPA Hospital Properties Limited	BHPL	Director	18/10/1995
BUPA Insurance Company	AMEDEINSUR	Director	09/09/2005
BUPA Investment Corporation, Inc	AMEDEINVES	Chairman	22/11/2006
		Director	09/09/2005
BUPA Investments Holdings Limited	BUPAINVHOL02	Director	31/08/2005
BUPA Investments Limited	BIL	Director	18/10/1995
BUPA Investments Overseas Limited	BIOL	Director	05/12/1994
BUPA IT Services Limited	BITSL	Director	18/10/1995
BUPA Leasing (Dublin) Limited	BLDL	Director	15/01/1993
BUPA Limited	BPL	Director	18/10/1995
BUPA Malta Investments No 1 Limited	BUPAMAINN1	Director	15/11/2004
BUPA Malta Investments No 2 Limited	BUPAMAINN2	Director	15/11/2004
BUPA Media Purchasing Limited	BMPL	Director	03/04/1998
BUPA Nederland BV	BNBV	Director	24/05/1995
BUPA Nominees Limited	RUWCL	Director	03/06/2004
BUPA Nursing Homes (1997) Limited	BNH97L	Director	16/06/1997
BUPA Occupational Health Limited	BOHL	Director	21/11/1996
BUPA Operational Services Limited	BOSL	Director	15/01/1993
BUPA Power & Leasing Limited	BPLL	Director	18/10/1995
BUPA Properties (1994) Limited	BP94L	Director	05/07/1994
BUPA Properties (1995) Limited	BP95L	Director	13/06/1995
BUPA Purchasing Limited	BPURL	Director	17/09/1992
BUPA Roding Hospital Limited	BRHL	Director	15/01/1993
BUPA Secretaries Limited	HCOL	Director	21/02/1996
BUPA Services Limited	BSL	Director	18/10/1995
BUPA Shop Limited	BUPASHOP	Director	08/12/2000
BUPA Spain BV	BSBV	Director	06/12/1999
BUPA Travel Services Limited	BTSL	Director	18/10/1995
BUPA Treasury Limited	BTL	Director	18/10/1995
BUPA Trustees Limited	BTRL	Director	18/10/1995
BUPA US Holdings II, Inc	BUPAUSHOII	Director	17/12/2007
BUPA US Holdings Inc	BUPAUSHOL	Chairman	22/11/2006
		Director	06/09/2005
BUPA Wellbeing Limited	BWL	Director	18/10/1995
BUPA Wellness Construction Limited	BWCL	Director	15/05/2000
BUPA Wellness Group Limited	BWGL	Director	29/01/1999
BUPA Wellness Leasing Limited	BWLL	Director	15/05/2000
BUPA Wellness Properties Limited	BWPL	Director	15/05/2000
BUPA Worldwide Corporation	AMEDEWORLD	Chairman	01/07/2006
		Director	09/09/2005
BUPA Worldwide Media Services Limited	BWMSL	Director	18/10/1995
Calverguild Limited	CALVERGUIL	Director	09/08/2005
Camomile Homes Limited	CAMOMHOMES	Director	09/08/2005
Cardiff Medical Services Limited	CMSL	Director	21/11/1996
Care First At Home Ltd	CFAHL	Director	27/01/1998
Care Homes Purchasing Limited	CHPL	Director	07/01/2000
Chestnut Court Limited	CHESTCOURT	Director	09/08/2005
CHG Homes Limited	CHGHL	Director	17/06/1997
CHP Limited	CHP	Director	03/06/1998
Clinilink Limited	CLINILINK	Director	16/07/2007
Clinovia Group Limited	CLINOGROUP	Director	01/12/2006

Julian Peter Davies

Individual Profile

Name	QuickRef	Position	Appointed
Clinovia Healthcare Services Limited	CLINHEASER	Director	16/07/2007
Clinovia Holdings Limited	CLINHLDGS	Director	16/07/2007
Clinovia Limited	CLINOVIALTD	Director	01/12/2006
Clinovia Trustees Limited	CLINOTST	Director	16/07/2007
Community Hospital Partnership Limited	CHOSPL	Director	03/06/1998
Country House Homes Limited	CHHL	Director	30/04/1996
Country House Management Services Limited	CHMSL	Director	30/04/1996
Country House Nursing Homes Limited	CHNHL	Director	30/04/1996
Crispins Nursing Homes Limited	CRISNURHOM	Director	31/08/2005
Downing Harnham Croft Nursing Home Limited	DHCNHL	Director	16/10/2001
Ebbgate Nursing Homes (London) Limited	EBBGNUHOLO	Director	09/08/2005
Ebbgate Nursing Homes Limited	EBBGNURHOM	Director	09/08/2005
Essex Street Investments Limited	ESIL	Director	29/07/1991
General Leasing Limited	GLL	Director	15/10/2001
Goldsborough Estates Limited	GEL	Director	29/10/1997
Greenacre Group Limited	GGL	Director	27/01/1998
Greenacre Residential Retirement Homes Ltd	GRRHL	Director	27/01/1998
Grupo BUPA Sanitas S L	BUPAIBSL	Director	01/06/2005
Guardian Care Support Services Limited	GUARCASUSE	Director	16/07/2007
Guardian Homecare Services (Surrey & Mid-Sussex) Limited	GUARHOSESM	Director	01/11/2007
Guardian Homecare UK Limited	GUARHOMUK	Director	16/07/2007
Health Dialog Services Corporation	HEALDIASER	Director	16/01/2008
High Care (Brierton) Limited	HIGHCARBRI	Director	09/08/2005
Hornchurch VCT Limited	HORNCVCT	Director	09/08/2005
Hospital Finance Investments Limited	HFIL	Director	24/11/1995
Hospital Finance Limited	HFL	Director	24/11/1995
Hospitals Leasing (One) Limited	HL(O)L	Director	15/10/2001
Hospitals Leasing (Two) Limited	HL(T)L	Director	18/10/1995
Human Capital Resources Limited	HCRL	Director	11/12/2002
Idealoutcome Limited	IDEALL	Director	29/10/1997
Independent Healthcare Limited	INDEPHEA	Director	03/06/1998
Indexscreen Limited	INDEX	Director	12/11/2001
Integrity Health Care Services Limited	INTEHECASE	Director	16/07/2007
K B Jackson & Son (Developments) Limited	KBJS DL	Director	20/04/1993
Kyle Building Services Limited	KYLEBUISER	Director	31/08/2004
Lighten Up Limited	LIGHTEN	Director	07/12/2004
London Homes Management Limited	LONDHOMMAN	Director	09/08/2005
M Spencer Swaine Limited	MSSL	Director	29/01/1999
Marander Limited	MAL	Director	15/06/1995
Mercia Health Benefits Services Limited	MHBSL	Director	03/06/1998
Mercia Investment Advisers Limited	MIAL	Director	03/06/1998
Occupational Health Care Limited	OHCL	Director	07/11/1997
One World Healthcare Limited	ONEWORHEA	Director	09/08/2005
Onup Group Corp	ONUPGROUP	Chairman	22/11/2006
		Director	09/09/2005
Patriot Merger Sub Inc	PATRMERSUB	Director	17/12/2007
Personal Effectiveness Centre Limited	PERSEFFCEN	Director	27/03/2003
Plainprime Limited	PLAINL	Director	15/02/2002
Stephigh Limited	STEPHIGH	Director	09/08/2005
Surgichem Limited	SL	Director	27/01/1998
Sutton Court Homes (No 2) Limited	SUTTCOHON2	Director	09/08/2005
Sutton Court Homes Limited	SUTTCOUHOM	Director	09/08/2005
Takare Special Projects Limited	TSPL	Director	27/01/1998
Teddies Nurseries Limited	TNL	Director	04/08/2000
Teddies Sports Limited	TSL	Director	04/08/2000
U S A Medical Services Corporation	USAMS	Chairman	01/07/2006
		Director	09/09/2005
Warrens Hall Limited	WARREHALL	Director	09/08/2005

Past Appointments Held

Name	QuickRef	Position	Appointed	Resigned
Advantage Healthcare Nursing & Care Limited (Company sold out of Group)	BNL	Director	29/10/1997	10/03/2005
Advantage Healthcare Overseas Staffing Limited (Company sold out of Group)	BCSOSL	Director	16/07/2001	10/03/2005
Alphen Ltd (dissolved 18/1/00)	ALPHDI18	Director	27/01/1998	18/01/2000
Anzland Employment Business Ltd (dissolved 25/1/00)	ANZLEBD2	Director	29/10/1997	25/01/2000

Julian Peter Davies

Individual Profile

Name	QuickRef	Position	Appointed	Resigned
Anzlord Nursing Services & Co Ltd (dissolved 25/1/00)	ANZLNSD2	Director	29/10/1997	25/01/2000
Architectural Project Design Limited - (dissolved 13/6/2000)	ARCHPDD1	Director	27/01/1998	13/06/2000
Barbara Anne Keene Limited - (dissolved 13/6/2000)	BARBAKD1	Director	29/10/1997	13/06/2000
Barbican Sportcare Limited (dissolved 23 01 07)	BSPL	Director	29/01/1999	25/07/2006
Bell Healthcare Limited (dissolved 18/1/00)	BELLHL1	Director	27/01/1998	18/01/2000
BHL Hospitals Limited (dissolved 23 01 07)	BHLHL	Director	21/11/1996	25/07/2006
BHL Properties Limited (Company sold 31 08 07)	BHLPL	Director	18/10/1995	31/08/2007
BHS (Holdings) Limited (Company sold 31 08 07)	BHSHL	Director	12/11/2001	31/08/2007
BHS Diagnostics Limited (Company sold 31 08 07)	BHSDIAGNOS	Director	25/08/2006	31/08/2007
BI Healthcare Holdings BV	BIHHB	Director	12/09/1996	12/09/1996
Blackrock Clinic Limited (Republic of Ireland) - sold from Group 28 03 06	YBCL	Director	29/09/1995	28/03/2006
Blackrock Group Services Limited (Republic of Ireland) - Group sold 28 03 06	YBGSL	Director	17/11/1995	28/03/2006
Blackrock Hospital Limited (Republic of Ireland) - sold from Group 28 03 06	YBHL	Director	29/09/1995	28/03/2006
BUPA (HSJ) Limited (dissolved 21/02/2001)	BUPAHSJ	Director	02/11/2000	21/02/2001
BUPA Administrative Systems Limited (dissolved 1 June 2004)	BASL	Director	18/10/1995	01/06/2004
BUPA Beheer BV	BUPABEBV	Director	24/05/1995	24/05/1995
BUPA Care Homes Limited (dissolved 23 01 07)	BCHL	Director	27/01/1998	25/07/2006
BUPA Carefinder Network Limited (dissolved 1 June 2004)	BCNL	Director	21/11/1996	01/06/2004
BUPA Claims Administration Limited (dissolved 1 June 2004)	BCAL	Director	18/10/1995	01/06/2004
BUPA Clare Park Clinic Properties Limited (dissolved 23 01 07)	BCPCPL	Director	18/10/1995	25/07/2006
BUPA DentalCover Limited (sold on 9 January 2001)	BDCL	Director	23/08/1993	08/01/2001
BUPA F G H 1990 Limited Dissolved 7 9 99)	BFGH90L	Director	18/10/1995	07/09/1999
BUPA Financial Securities Limited (dissolved 1 June 2004)	BFSL	Director	18/10/1995	01/06/2004
BUPA Gatwick Park Hospital Limited (Company sold 31 08 07)	BGPHL	Director	18/10/1995	31/08/2007
BUPA Health Services Limited (dissolved 23 01 07)	BHSL	Director	18/10/1995	25/07/2006
BUPA Healthcare Ireland Limited (dissolved 5 March 2004)	BHEALTHIL	Director	01/03/2001	05/03/2004
BUPA Holdings (Australia) Pty Limited (Dissolved)	BUPAHOAAPT	Director	25/08/2002	22/05/2005
BUPA Hospitals (Holdings) Limited (Company sold 31 08 07)	BHHL	Director	12/11/2001	31/08/2007
BUPA Hospitals Limited (Company sold 31 08 07)	BHL	Director	21/11/1996	31/08/2007
BUPA Marketing Services Limited (dissolved 1 June 2004)	BMKSL	Director	18/10/1995	01/06/2004
BUPA Medical Centre (1996) Limited (dissolved 1 June 2004)	BMC96L	Director	18/10/1995	01/06/2004
BUPA Medical Centre Croydon Limited (dissolved 23 01 07)	BMCCCL	Director	21/11/1996	25/07/2006
BUPA Medical Supplies Limited (Company sold 31 08 07)	BMEDSL	Director	29/10/1997	31/08/2007
BUPA Mobile Screening Limited (dissolved 23 01 07)	BMSL	Director	21/11/1996	25/07/2006
BUPA Nederland BV	BNBV	Director	24/05/1995	24/05/1995
BUPA Piramal Healthcare Limited (Company sold out of Group)	BPHL	Alternate Director	30/09/1999	01/03/2002
BUPA Redwood Hospital Limited (Company sold 31 08 07)	BREDHL	Director	29/10/1997	31/08/2007
Caldare Independent Hospital Ltd (dissolved 22 July 2003)	CIHL	Director	29/10/1997	22/07/2003
Capital Childcare Limited (dissolved 1 June	CCHILDL	Director	27/01/1998	01/06/2004

Julian Peter Davies

Individual Profile

Name	QuickRef	Position	Appointed	Resigned
2004)				
Care First Employment Services Ltd (Dissolved on 9 May 2000)	CARFESD9	Director	27/01/1998	09/05/2000
Cavendish Hyde Limited (dissolved 1/6/04)	CHL	Director	27/01/1998	01/06/2004
Chiswick Securities Limited (Dissolved 14 9 99)	CSL	Director	18/10/1995	14/09/1999
City Healthcare Limited (Dissolved on 1 June 2004)	CITYHL	Director	29/01/1999	01/06/2004
Community Care (Cleveland) Limited (dissolved 15/2/00)	COMMCCCL1	Director	29/10/1997	15/02/2000
Country House Limited (Dissolved 7 April 1998)	COUHD7A1	Director	30/04/1996	07/04/1998
Court Cavendish (Beckton) Ltd (dissolved 1 June 2004)	CCBL	Director	27/01/1998	01/06/2004
Court Cavendish Capital Limited (dissolved 1/6/04)	CCCL	Director	27/01/1998	01/06/2004
Court Cavendish Limited (dissolved 1/6/04)	CCL	Director	27/01/1998	01/06/2004
Court Cavendish Properties Limited (dissolved 1/6/04)	CCPL	Director	27/01/1998	01/06/2004
Crown Nursing Agency Limited (dissolved 22 July 2003)	CNAL	Director	29/10/1997	22/07/2003
Datahealth Limited (dissolved 23 01 07)	DL	Director	18/10/1995	25/07/2006
Dolphyn Court Properties Limited (Company sold 31 08 07)	DCPL	Director	18/10/1995	31/08/2007
Emergency Child and Home Care BC Limited (sold wef 27 07 07)	BCHILDSL	Director	21/12/1998	27/07/2007
FGPH Limited (Dissolved 25/1/00)	FGPHLT25	Director	29/10/1997	25/01/2000
First Care Ltd (Dissolved 25/1/00)	FIRSTCD2	Director	27/01/1998	25/01/2000
Flexible Care Services Limited (dissolved 9 November 2004)	FCSL	Director	29/10/1997	09/11/2004
Flowstack Limited (Dissolved 25/1/00)	FLOWLT25	Director	29/10/1997	25/01/2000
Fylde Coast Hospital Limited (struck off 24/8/99)	FCHL	Director	18/10/1995	24/08/1999
Gable House Retirement Homes Limited (dissolved 25/1/00)	GABHRHL2	Director	27/01/1998	25/01/2000
Gable Retirement Homes Ltd (dissolved 18/1/00)	GABLRHD1	Director	27/01/1998	18/01/2000
Gainsborough Homes Limited (dissolved 20/6/00)	GAINSHL2	Director	27/01/1998	20/06/2000
Goldsborough Community Care Services Limited (dissolved 22 July 2003)	GCCSL	Director	29/10/1997	22/07/2003
Goldsborough Developments Limited (Company sold 31 08 07)	GOLDSDEV	Director	29/10/1997	31/08/2007
Goldsborough Homecare & Nursing Services Limited (Company sold out of Group)	GOLDSHNS	Director	29/10/1997	26/04/2001
Goldsborough Property Ltd (dissolved 1 June 2004)	GPL	Director	29/10/1997	01/06/2004
Goldsborough Property Services Ltd (dissolved 22 July 2003)	GPSL	Director	29/10/1997	22/07/2003
Greenacre UK Limited (dissolved 22/8/00)	GREENUL2	Director	27/01/1998	22/08/2000
Hartwood Hospital Limited (Dissolved 1 June 2004)	HHL	Director	18/10/1995	01/06/2004
Healthcode Limited	HEALTHCO	Director	24/11/1999	17/01/2000
Helping Hands Care Limited (Company sold out of Group)	HHCL	Director	29/10/1997	26/04/2001
Heronacre Limited (Dissolved 16/5/00)	HEROLT16	Director	29/10/1997	16/05/2000
IHI Holding A/S	IHIHOLAS	Director	07/10/2005	07/01/2008
Infocypther Limited (Dissolved 25/1/00)	INFOLT25	Director	29/10/1997	25/01/2000
International Health Insurance danmark Forsikringsaktieselskab	INTEHEINDA	Director	07/10/2005	07/01/2008
L C 1990 Limited (Dissolved 14 9 99)	LC90L	Director	18/10/1995	14/09/1999
Manamark Limited (Dissolved 13/6/2000)	MARIDI13	Director	29/10/1997	13/06/2000
Medication Management Services Limited (Dissolved 25/1/00)	MEDIMSL2	Director	27/01/1998	25/01/2000
Montpellier Health Care Limited (Company sold out of Group)	MHCL	Director	29/10/1997	10/03/2005
Morriscrest Limited (Dissolved 9/5/00)	MORRLT95	Director	29/10/1997	09/05/2000
Nationwide Hospitals Developments Limited (struck off 24/8/99)	NHDL	Director	18/10/1995	24/08/1999
Nationwide Hospitals Limited (struck off 24/8/99)	NHL	Director	18/10/1995	24/08/1999
Nomad (UK) Ltd (dissolved 1 June 2004)	NUKL	Director	27/01/1998	01/06/2004

Julian Peter Davies

Individual Profile

Name	QuickRef	Position	Appointed	Resigned
Oakcrest Nursing Home (Harrogate) Limited (dissolved 20/6/00)	OAKNHHL2	Director	29/10/1997	20/06/2000
Oakcrest Nursing Home (Huddersfield) Ltd (Dissolved 9/5/00)	OAKNHHD9	Director	29/10/1997	09/05/2000
Oakcrest Nursing Home Ilkley Limited (Dissolved 16/5/00)	OAKNHIL1	Director	29/10/1997	16/05/2000
Orchard Nursing Homes Limited (Dissolved 24/3/98)	ORCHANHL	Director	30/04/1996	24/03/1998
Palladius Limited (dissolved 1 June 2004)	PL	Director	29/10/1997	01/06/2004
Partnership in Health Limited (dissolved 06 02 07)	PARTINHE	Director	10/10/2000	25/07/2006
Pharmaceutical Care Services Limited (dissolved 1 June 2004)	PCSL	Director	27/01/1998	01/06/2004
Pharmaceutical Care Systems Limited (dissolved 25/1/00)	PHARCSL2	Director	22/09/1998	25/01/2000
Pharmplan Limited (Dissolved 18/1/00)	PHARLT18	Director	27/01/1998	18/01/2000
Primrose Care Ltd (Company sold out of Group)	PRCL	Director	26/01/1999	26/04/2001
Professional Healthcare Services Limited (Company sold out of Group)	PHSL	Director	29/10/1997	10/03/2005
Professional Locum Services Limited (dissolved 22 July 2003)	PLSL	Director	29/10/1997	22/07/2003
Professional Management Services Limited (dissolved 28 December 2004)	PMSL	Director	29/10/1997	28/12/2004
Quinn Healthcare Limited (formerly BUPA Ireland Limited and sold wef 13 04 07)	BIREL	Director	08/05/1996	16/07/1996
Regency (Macclesfield) Limited	RML	Director	29/10/1997	25/07/2006
Research Outcomes Limited (dissolved 23 01 07)	ROL	Director	04/04/1997	25/07/2006
Select Care Homes (Marketing) Limited (Dissolved 18/1/00)	SELCHML1	Director	29/10/1997	18/01/2000
Select Care Homes Limited (Dissolved 25/1/00)	SELECHL2	Director	29/10/1997	25/01/2000
Selectoption Limited (dissolved 22 July 2003)	SOL	Director	29/10/1997	22/07/2003
Seltahart Healthcare Systems Limited (struck off 24/8/99)	SHSL	Director	18/10/1995	24/08/1999
Silstock Limited (dissolved 25/1/00)	SILSLT25	Director	29/10/1997	25/01/2000
Solihull Parkway Hospital Limited (dissolved 23 01 07)	SPHL	Director	18/10/1995	25/07/2006
Southampton Homebrews Ltd (Dissolved 25/1/00)	SOUTHHD2	Director	27/01/1998	25/01/2000
Strand Nurses Bureau Limited (Company sold out of Group)	SNBL	Director	29/10/1997	10/03/2005
Takare Homes Ltd (Dissolved 13/6/2000)	TAKARHD1	Director	27/01/1998	13/06/2000
The Bodge (BUPA) Limited (struck off 24/8/99)	NHML	Director	18/10/1995	24/08/1999
The Helping Hands (UK) Limited (dissolved 22 July 2003)	HHUKL	Director	29/10/1997	22/07/2003
The Regency Hospital Limited (dissolved 30 March 2004)	RHL	Director	29/10/1997	30/03/2004
The Yale Hospital Limited (dissolved 23 01 07)	YHL	Director	29/10/1997	25/07/2006
Thorncrest Limited (Dissolved 25/1/00)	THORLT25	Director	29/10/1997	25/01/2000
Timer Estates Limited (dissolved 23 01 07)	TEL	Director	29/10/1997	25/07/2006
Trendclose Limited (Dissolved 13/6/2000)	TRENDI13	Director	29/10/1997	13/06/2000
Triangle Re (dissolved 24 08 07)	BUPARE	Director	03/11/1995	24/08/2007
Tunbridge Wells Independent Hospital Limited (Company sold 31 08 07)	TWIHL	Director	29/10/1997	31/08/2007
Tyro Ltd (Dissolved 26/3/00)	TYRODI26	Director	27/01/1998	26/09/2000
Vellum Medical Management Services Limited (dissolved 22 July 2003)	VMMSL	Director	29/10/1997	22/07/2003

Past External Appointments

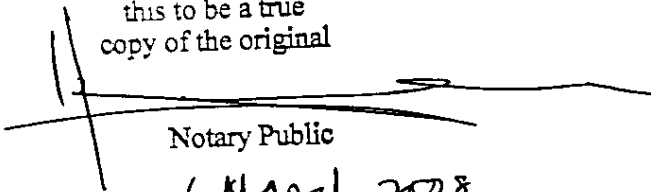
Company Name	Country	Position	Appointed	Resigned
Keemoor Limited		Director	Unknown	Resigned

THE COMPANIES (GUERNSEY) LAW, 1994

COMPANY LIMITED BY SHARES

Memorandum
and
Articles of Association
of
**BUPA MEDIA PURCHASING
LIMITED**

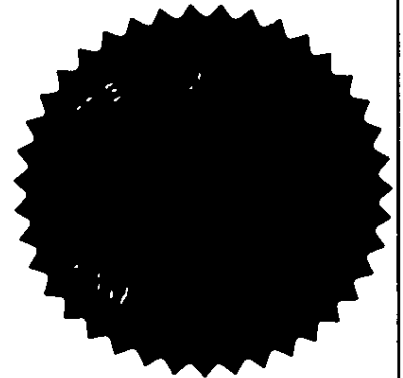
I hereby certify
this to be a true
copy of the original


Notary Public

6 March 2008

IAN PALDEN BEATTIE
ADVOCATE AND NOTARY PUBLIC
7 NEW STREET
GUERNSEY

OZANNES
Advocates,
1, Le Marchant Street,
St Peter Port,
Guernsey



THE COMPANIES (GUERNSEY) LAW 1994

COMPANY LIMITED BY SHARES

MEMORANDUM

and

ARTICLES OF ASSOCIATION

of

BUPA MEDIA PURCHASING LIMITED

Registered this

26th

day of

April

1996

OZANNES
Advocates
1 Le Marchant Street
St Peter Port
Guernsey

331856 | 20

THE COMPANIES (GUERNSEY) LAW 1994

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

BUPA MEDIA PURCHASING LIMITED

SATURDAY



COMPANIES HOUSE

A44

11/03/2008 100
COMPANIES HOUSE

1 The name of the Company is "BUPA MEDIA PURCHASING LIMITED"

2 The Registered Office of the Company will be situate in Guernsey

3 The objects for which the Company is established are -

- (1) To carry on business as advertising contractors and agents, to acquire and dispose of advertising time, space or opportunities in any media, to undertake, acquire and provide advertising and promotional campaigns, to acquire and provide promotional requisites and to carry on any other businesses capable of being usefully carried on in connection with such business, and to acquire and undertake the whole or any part of the business, property and liabilities of any person or company carrying on business which may be usefully carried on in connection therewith
- (2) To carry on business as a general commercial company
- (3) To carry on business as an investment and property company
- (4) To carry on business anywhere as a trading trust finance agency and manufacturing company and generally to undertake all kinds of investment trading manufacturing and other operations
- (5) To act as trustees liquidators executors administrators managers receivers fiduciaries directors secretaries officers attorneys or agents anywhere
- (6) To purchase or acquire for any estate or interest and hold use deal or trade in whether with a view to profit or not and by any means property and rights of all kinds real or personal movable or immovable legal or equitable and to hold any such property and rights in the name of the Company or its nominees and to exercise and enforce all rights and powers as owners and to develop any such property or rights
- (7) To prepare any property of the Company for building or other purposes and to construct alter demolish and improve buildings and lands and to enter into contracts and arrangements of any kind with any person and to undertake the management of property buildings and lands whether belonging to the Company or otherwise
- (8) To advance deposit or lend money securities and property to any person on any terms and to hire lease or sell goods of every description whether under hire purchase or on deferred payment or any terms
- (9) To borrow or raise money in any manner and to secure the repayment of any money borrowed raised or owing by assignment charge hypothecation pledge or mortgage on all or any of the property or rights of the Company present future vested or contingent including uncalled capital

- (10) To guarantee assure or become liable for or to indemnify against any loss damage or obligation of any person whether or not connected or associated in any manner with the Company (including without limitation any holding or subsidiary company of the Company and any subsidiary of any such holding company) and whether for direct or indirect consideration benefit or advantage and in connection with or support of such arrangements to assign charge hypothecate mortgage or pledge all or any of the undertaking and property of the Company (including uncalled capital) and to enter into any contracts or other transactions in relation to any such arrangements
- (11) To accept payment for any property right or undertaking sold or disposed of or dealt with by the Company either in cash or in shares or other securities whether with or without deferred or preferred rights or in debentures securities or mortgages or in any other manner
- (12) To issue and deposit any shares or securities which the Company may issue by way of charge hypothecation pledge or mortgage to secure any sum less than the nominal amount of such shares or securities and also by way of security for the performance of any obligations or liabilities of the Company or of any person whether or not the Company has an interest in such person or his business
- (13) To accumulate capital for any of the purposes of the Company and to appropriate any property or rights for specific purposes conditionally or unconditionally and to allow any person having dealings with the Company to share in the Company's profits or any other advantages or benefits
- (14) To pay all or any expenses incurred in connection with formation and promotion of the Company or to contract with any other person to pay the same and to pay commissions to brokers and others for underwriting placing selling or guaranteeing the subscription of any shares or securities of the Company or of any other entity promoted by the Company
- (15) To enter into arrangements with any state government or authority national local or otherwise and to obtain therefrom all rights concessions or privileges conducive to the Company's objects and to oppose the grant to any other person of similar rights concessions and privileges
- (16) To make gifts to any persons in such circumstances and whether of cash or other property or rights as may be considered directly or indirectly conducive to any of the Company's objects or otherwise expedient and in particular to remunerate any person introducing or doing business to or with the Company
- (17) To subscribe or guarantee money for charitable or benevolent objects and to aid in the establishment and support of associations for the benefit of persons at any time employed by or having dealings with the Company or the dependants or families of such persons and to establish and support associations institutions funds and trusts to benefit employees (including directors) and their respective dependants and families at any time and to grant pensions and allowances and to make payments towards insurances for the purpose of indemnifying the Company in respect of claims for any risks or accidents to any officers or employees of the Company whether in the course of their employment or not and to pay premiums on any such insurances including insurance against illness accident or death or for any other purpose
- (18) To draw make accept endorse issue discount and execute deeds agreements arrangements cheques promissory notes bills of exchange and lading warrants securities debentures and all other negotiable and transferable instruments or transactions whatsoever
- (19) To enter into any joint ventures or arrangements or agreements for sharing profits with any persons
- (20) To distribute in specie among the members by way of dividend or bonus or on a return of capital any property or rights of the Company or any proceeds of sale

- (21) To effect insurances and reinsurances against risks of every description whether of the Company or any other person
- (22) To amalgamate with any other company whose objects are or include objects similar to those of the Company whether by sale or purchase (for full or partly paid shares or otherwise) of the undertaking or by sale or purchase (for full or partly paid shares or otherwise) of all or a controlling interest in the shares of the Company or any such other company or partnership or any arrangement in the nature of partnership or in any other manner
- (23) To procure the Company to be recognised or registered anywhere and to carry on all or any part of the Company's business anywhere whether or not the Company has established an office or is so recognised or registered and as principals agents contractors trustees nominees or otherwise and by or through such persons and either alone or in conjunction with others
- (24) To do all such other things as the Company may think incidental to or connected with any of the above objects or conducive to their attainment or otherwise likely in any respect to be advantageous to the Company

And it is declared that the word "person" in this Memorandum (except in reference to the Company) shall include any individual partnership or other body of persons whether incorporated or not and any government state or authority and further that the objects specified in each paragraph shall be treated as independent and accordingly in no way limited or restricted by reference to or inference from any other paragraph or from the name of the Company and may be carried out as fully and construed as widely as if each paragraph defined the objects of a separate and independent company

- 4 The liability of the members is limited to the amount (if any) for the time being unpaid on the shares held by each of them respectively
- 5 The Share Capital of the Company is £10,000 divided into 10,000 shares of £1 each
 - (1) The Company has power to increase or reduce its share capital and to attach to any shares in the initial or increased or reduced capital any preferred deferred qualified or special rights privileges and conditions or to subject the same to any restrictions or limitations and to consolidate or sub-divide all or any of its shares into shares of a larger or smaller denomination
 - (2) The rights for the time being attached to any shares in the initial capital and to any shares having preferred deferred qualified or special rights privileges and conditions may be altered or dealt with in accordance with the Articles of Association
- 6 The shares shall be paid for according to the terms of allotment or otherwise by calls as the Board shall think fit
- 7 Shares in the capital of the Company may be issued in payment or part payment of the purchase consideration for any property purchased by the Company or in consideration of any services rendered to the Company by any person in assisting the Company to carry out any of its objects and for shares so issued no money payment shall be made or required save in so far as by the terms under which any of such shares may be issued a cash payment may be required
- 8 The Signature of the Company shall be -
 - (1) "BUPA MEDIA PURCHASING LIMITED" with the addition of the signature(s) of one or more person(s) authorised generally or specifically by the Board for such purpose, or
 - (2) The Common Seal of the Company countersigned by such person(s) as the Board may at any time authorise in that behalf

We the several persons whose names addresses and descriptions are hereunto subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names

Names, Addresses and Descriptions of Subscribers

Shares

BORROWDALE NOMINEES LIMITED

Orbis House
20 New Street
St Peter Port
Guernsey

Authorised Signatory

1

LANGDALE NOMINEES LIMITED

Orbis House
20 New Street
St Peter Port
Guernsey

Authorised Signatory

1

Dated this 23rd day of April 1996

WITNESS to the above signatures

JOHN DAVID TURIAN

Orbis House
20 New Street
St Peter Port
Guernsey

Accountant

THE COMPANIES (GUERNSEY) LAW 1994

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

BUPA MEDIA PURCHASING LIMITED

INTERPRETATION

- 1 In these Articles the following words shall bear the following meanings if not inconsistent with the subject or context -

<i>Words</i>	<i>Meanings</i>
The Laws	The Companies (Guernsey) Law 1994 as amended extended or replaced and any Ordinance statutory instrument or regulation made thereunder
These Articles	These Articles of Association as now framed and at any time altered
Office	The registered office at any time of the Company
Register	The Register of members kept pursuant to the Laws
Board	The Directors at any time or the Directors present at a duly convened meeting at which a quorum is present
Seal	The Common Seal of the Company
Month	Calendar Month
Memorandum	The Memorandum of Association of the Company
"Probate" includes Letters of Administration	
"Executors" includes Administrators	
"Secretary" includes a temporary or assistant Secretary and any person appointed by the Board to perform any of the duties of Secretary	
"Proxy" includes attorney	
"Director" includes alternate Director	
"Member" includes registered holder of a share and vice versa and any person entitled on death disability or insolvency of a member	

"Liquidator" includes joint Liquidators

"At any time" means at any time or times and includes for the time being and from time to time

"Dividend" includes bonus

The singular includes the plural and vice versa

The masculine includes the feminine

Words importing persons include corporations

Expressions referring to writing include any mode of representing or reproducing words

Subject to the above any words defined in the Laws shall if not inconsistent with the subject or context bear the same meaning in these Articles

BUSINESS

- 2 Any branch or kind of business which by the Memorandum or by these Articles is either expressly or impliedly authorised to be undertaken may be undertaken or suspended at any time by the Board whether commenced or not

SHARES

- 3 Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares any share in the Company may be issued with such preferred deferred or other special rights or restrictions whether as to dividend voting return of capital or otherwise as the Company at any time by Ordinary Resolution may determine and subject to and in default of such determination as the Board may determine
- 4 Subject to the provisions of the Laws any preference shares may with the sanction either of the Board or an Ordinary Resolution be issued on terms that they are or at the option of the Company or the holder are liable to be redeemed on such terms and in such manner as the Company before the issue may by Ordinary Resolution determine and subject to and in default of such determination as the Board may determine
- 5 If at any time the share capital is divided into different classes of shares the rights attached to any class (unless otherwise provided by the terms of issue) may whether or not the Company is being wound up be varied with the consent in writing of the holders of three-fourths of the issued shares of that class or with the sanction of a Special Resolution passed at a separate General Meeting of the holders of the shares of that class To every such separate General Meeting the provisions of these Articles relating to General Meetings shall apply but so that the necessary quorum shall be two persons holding in person or by proxy one-third of the issued shares of that class and that any holder of shares of that class present in person or by proxy may demand a poll
- 6 The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not (unless otherwise expressly provided by the terms of issue of the shares of that class) be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith
- 7 In default of any Resolution by the Company in General Meeting the unissued shares shall be at the disposal of the Board which may allot grant options over or otherwise dispose of them to such persons on such terms and conditions and at such times as the Board determines but so that no share shall be issued at a discount except in accordance with the Laws and so that the amount payable on application on each share shall be fixed by the Board
- 8 The Company may pay commission in money or shares to any person in consideration of his subscribing or agreeing to subscribe whether absolutely or conditionally for any shares in the Company or procuring or agreeing to procure subscriptions whether absolute or conditional for any shares in the Company provided that the rate or amount of commission shall be fixed by

the Board and disclosed in accordance with the Laws The Company may also pay brokerages

- 9 Except as ordered by a court of competent jurisdiction or as required by law the Company shall not be affected or bound by or be compelled in any way to recognise (even when having notice) any equitable contingent future or partial interest in any share or fraction or (except only as by these Articles or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety in the registered holder and whether or not such share shall be entered in the Register as held in trust nor shall the Company be bound to see to the execution of any trust to which any share may be subject

SHARE CERTIFICATES

- 10 Every person shall be entitled

- (1) without payment to one certificate for all his shares of each class and when part only of the shares comprised in a certificate is sold or transferred to a balance certificate, or
- (2) upon payment of such sum as the Board may determine to several certificates each for one or more shares of any class

Every certificate shall be issued within one month after allotment or lodgement of transfer (or within such other period as the conditions of issue shall provide) shall be under the Seal and shall specify the shares to which it relates and the amount paid up and the distinguishing numbers (if any)

- 11 In respect of a share held jointly the Company shall not be bound to issue more than one certificate and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders
- 12 If a share certificate be defaced lost or destroyed it may be renewed on payment of such fee and on such terms (if any) as to evidence and indemnity and the payment of expenses as the Board thinks fit

LIEN

- 13 The Company shall have a first and paramount lien (extending to all dividends payable) on all shares (not being fully paid) for all moneys whether presently payable or not called or payable at a fixed time in respect of those shares and for all the debts and liabilities of the holder to the Company and that whether the same shall have been incurred before or after notice to the Company of any equitable or other interest of any person (other than such holder) and whether the time for payment or discharge shall have arrived or not and notwithstanding that the same are joint debts or liabilities of such holder and any other person (whether a member of the Company or not)
- 14 The Company may sell as the Board thinks fit any shares on which the Company has a lien but no sale shall be made unless a sum in respect of which the lien exists is presently payable nor until after a notice in writing demanding payment has been given to the holder of the shares
- 15 To give effect to any sale the Board may authorise some person to transfer the shares sold to the purchaser who shall be registered as the holder of the shares comprised in any such transfer and who shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings

CALLS ON SHARES

- 16 The Board may at any time make calls upon the members in respect of any moneys unpaid on their shares (whether on account of the nominal value or by way of premium and not by the conditions of allotment made payable at fixed times) and each member shall pay to the Company at the time and place appointed the amount called A call may be revoked or postponed

- 17 Joint holders shall be jointly and severally liable to pay calls
- 18 If a sum called in respect of a share is not paid before or on the day appointed the person from whom the sum is due shall pay interest from the day appointed to the time of actual payment at such rate as the Board may determine
- 19 Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date shall for the purposes of these Articles be deemed to be a call duly made and payable on the date on which by the terms of issue the same becomes payable and in the case of non-payment all the relevant provisions of these Articles as to payment of interest and expenses forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified
- 20 The Board may on an issue of shares differentiate between holders as to amount of calls and times of payment

FORFEITURE AND SURRENDER OF SHARES

- 21 If a member fails to pay any call or instalment on the day appointed the Board may at any time during such period as any part remains unpaid serve notice requiring payment of so much of the call or instalment as is unpaid together with any interest which may have accrued and any expenses which may have been incurred by the Company by reason of non-payment
- 22 The notice shall state a further day on or before which the payment required by the notice is to be made and the place where the payment is to be made and that in the event of non-payment the shares in respect of which the call was made or instalment is payable will be liable to be forfeited. If the requirements of any such notice are not complied with any share in respect of which the notice has been given may at any time before payment has been made be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited share and not actually paid before the forfeiture
- 23 Notice of forfeiture shall forthwith be given to the former holder and an entry of such notice and forfeiture shall forthwith be made and dated in the Register opposite the entry of the share, but no forfeiture shall be in any manner invalidated by any omission or neglect to give notice or to make entry
- 24 A forfeited share shall be deemed to be the property of the Company and may be sold re-allotted or otherwise disposed of on such terms as the Board shall think fit with or without all or any part of the amount previously paid on the share being credited as paid and at any time before a sale or disposition the forfeiture may be cancelled
- 25 A person whose shares have been forfeited shall cease to be a member in respect of those shares but shall notwithstanding remain liable to pay to the Company all moneys which at the date of forfeiture were payable in respect of the shares with interest at such rate as the Board may determine. The Board may enforce payment without any allowance for the value of the shares at the time of forfeiture
- 26 The forfeiture of a share shall extinguish all interest in and all claims and demands against the Company in respect of the share and all other rights and liabilities incidental to the share as between the holder and the Company
- 27 The Board may accept from any member on such terms as shall be agreed a surrender of any shares in respect of which there is a liability for calls. Any surrendered share may be disposed of in the same manner as a forfeited share
- 28 A declaration in writing by a Director or the Secretary that a share has been duly forfeited or surrendered on the date stated in the declaration shall be conclusive evidence of the facts therein as against all persons claiming to be entitled to the shares
- 29 The Company may receive the consideration given for any share on any sale or disposition and may execute a transfer of the share in favour of the person to whom the same is sold or disposed of and he shall thereupon be registered as the holder and shall not be bound to see

to the application of the purchase money nor shall his title be affected by any irregularity or invalidity in forfeiture sale re-allotment or disposal

TRANSFER AND TRANSMISSION OF SHARES

- 30 All transfers of shares may be effected by transfer in writing in any form as the Board may accept. Any instrument of transfer shall be signed by or on behalf of the transferor who shall be deemed to remain the holder until the name of the transferee is entered in the Register.
- 31 Every instrument of transfer shall be left at the Office or such other place as the Board may prescribe with the certificate of every share to be transferred and such other evidence as the Board may reasonably require to prove the title of the transferor or his right to transfer the shares, and the transfer and certificate shall remain in the custody of the Board but shall be at all reasonable times produced at the request and expense of the transferor or transferee or their respective representatives. A new certificate shall be delivered to the transferee after the transfer is completed and registered on his application and when necessary a balance certificate shall be delivered if required by him in writing. A fee determined by the Board may be charged for each transfer and also for the registration of every probate notice power of attorney or document tendered for registration and shall be paid before registration.
- 32 The Board may in their discretion and without assigning any reasons refuse to register a transfer of any share to any person of whom they shall not approve as transferee. If the Board refuse to register a transfer of any share they shall send to the transferee notice of refusal within a reasonable period.
- 33 The Company shall keep the Register in accordance with the Laws. The Register may be closed during such periods as the Board think fit not exceeding in all thirty days in any year.
- 34 On the death of a member the survivors where the deceased was a joint holder and the executors of the deceased where he was a sole holder shall be the only persons recognised by the Company as having any title to or interest in his shares, but nothing herein shall release the estate of a deceased joint holder from any liability in respect of any share jointly held.
- 35 A person entitled to shares in consequence of death disability or insolvency shall not be entitled to receive notice of or to attend or to vote at any meeting or (save as regards the receipt of such dividends as the Board shall not elect to retain) to exercise any of the rights of a holder unless and until he shall have been registered as holder.

RESTRICTIONS ON TRANSFER OF SHARES

- 36 A share may be transferred to any member selected by the transferor, but save as provided below no share shall be transferred to a person who is not a member so long as any member is willing to purchase the same at the fair value.
- 37 Except where a transfer is made pursuant to Article 42 or 44 the person proposing to transfer any share ("proposing transferor") shall give notice in writing ("transfer notice") to the Secretary of his desire to transfer and such notice shall specify the sum he fixes as the fair value and shall constitute the Secretary his agent for the sale at the price fixed or at the option of the purchaser ("purchasing member") at the fair value to be fixed by the Auditor.
- 38 A transfer notice may include several shares and in such case shall operate as if it were a separate notice in respect of each. A transfer notice shall only be revocable with the sanction of the Board.
- 39 If the Secretary shall within the space of twenty-eight days after being served with a transfer notice find a member willing to purchase he shall give notice to the proposing transferor who shall be bound upon payment of the fair value to transfer the shares to the purchasing member.
- 40 In case any difference arises between the proposing transferor and the purchasing member as to the fair value the Auditor shall on the application of either party and at the cost of the Company certify in writing the sum which in his opinion is the fair value and which shall be

deemed to be the fair value and in so certifying the Auditor shall act as an expert and not as an arbitrator

- 41 If in any case the proposing transferor after having become bound as aforesaid defaults in transferring the Company may receive the purchase money and shall thereupon cause the name of the purchasing member to be entered in the Register as the holder of the share and shall hold the purchase money in trust for the proposing transferor. The receipt of the Company for the purchase money shall be a good discharge to the purchasing member.
- 42 If the Secretary shall not within the space of twenty-eight days after being served with a transfer notice find a person willing to purchase the share and give notice as provided above the proposing transferor shall at any time within three calendar months afterwards be at liberty (subject to Article 32) to sell and transfer the shares (or those not placed) to any person at a price which shall not be less than the fair value.
- 43 Every employee of the Company who is a member shall forthwith on ceasing his employment be bound to give a transfer notice to the Secretary in respect of the shares so held by him and should he fail to do so the Secretary as his agent may give the same.
- 44 A share of a deceased member may be transferred by his executors to his heirs or legatees.

ALTERATION OF CAPITAL

- 45 The Company at any time may by Ordinary Resolution increase the share capital by such sum to be divided into shares of such amount as the Resolution shall prescribe.
- 46 Any new shares shall be of such class and amount and have such preference or priority as regards dividends or in the distribution of assets or as to voting or otherwise over any other shares of any class whether then issued or not or be subject to such stipulations deferring them to any other shares with regard to dividends or in the distribution of the assets as the Board may determine.
- 47 The Company before the issue of any new shares may ordinarily resolve that all or some of them shall be offered to the members in proportion to their existing shares at such price as the Company or the Board may fix and such offer shall be made by notice specifying the number of shares to which the member is entitled and limiting a time within which the offer if not accepted will be deemed to be declined, and after the expiration of such period or on the receipt of an intimation from the member that he declines the Board may offer the same on similar terms to such of the other shareholders as they may select including the Directors or dispose of them in such manner as they think fit. For the purpose of giving effect to this Article the Board shall be entitled to disregard fractions. In the absence of any determination or so far as the same shall not extend new shares may be dealt with as if they formed part of the original capital and shall be subject to these Articles.
- 48 The Company may by Ordinary Resolution -
 - (1) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares,
 - (2) subdivide all or any of its shares into shares of smaller amount than is fixed by the Memorandum so however that in subdivision the proportion between the amount paid and the amount if any unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived and so that the Resolution whereby any share is subdivided may determine that as between the holders of the shares resulting from subdivision one or more of the shares may have such preferred deferred or other rights over the others as the Company has power to attach to unissued or new shares,
 - (3) cancel any shares which have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.
- 49 The Board on any consolidation of shares may deal with fractions of shares in any manner.

- 50 The Company may by Special Resolution reduce its share capital any capital redemption reserve fund or any share premium account in any manner and with and subject to any incident authorised and consent required by the Laws

GENERAL MEETINGS

- 51 The first General Meeting of the Company shall be held within such time as may be required by the Laws and thereafter General Meetings shall be held once at least in each subsequent calendar year Other meetings of the Company shall be called Extraordinary General Meetings General Meetings may be held in Guernsey or elsewhere at the discretion of the Directors
- 52 Any General Meeting convened by the Board unless its time shall have been fixed by the Company in General Meeting or unless convened in pursuance of a requisition may be postponed by the Board by notice in writing and the meeting shall subject to any further postponement or adjournment be held at the postponed date for the purpose of transacting the business covered by the original notice
- 53 The Board may whenever it thinks fit and shall on the requisition in writing of one or more holders representing not less than one-tenth of the issued share capital of the Company upon which all calls or other sums then due have been paid forthwith proceed to convene an Extraordinary General Meeting
- 54 The requisition shall be dated and shall state the object of the meeting and shall be signed by the requisitionists and deposited at the Office and may consist of several documents in like form each signed by one or more of the requisitionists
- 55 If the Board does not proceed to cause a meeting to be held within twenty-one days from the date of the requisition being so deposited the requisitionists or a majority of them in value may themselves convene the meeting
- 56 Any meeting convened by requisitionists shall be convened in the same manner (as nearly as possible) as that in which meetings are convened by the Board

NOTICE OF GENERAL MEETINGS

- 57 Not less than ten days' notice specifying the time and place of any General Meeting and specifying also in the case of any special business the general nature of the business to be transacted shall be given by notice sent by post by the Secretary or other Officer of the Company or any other person appointed in that behalf by the Board to such members as are entitled to receive notices provided that with the consent in writing of all the members a meeting may be convened by a shorter notice or at no notice and in any manner they think fit In every notice there shall appear a statement that a member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of him and that a proxy need not be a member
- 58 The accidental omission to give notice of any meeting to or the non receipt of such notice by any member shall not invalidate any Resolution passed or proceeding at any meeting

PROCEEDINGS AT GENERAL MEETINGS

- 59 The ordinary business of an ordinary General Meeting shall be to receive and consider the profit and loss account and the balance sheet of the Company and the reports of the Directors and the Auditors to elect Directors and appoint Auditors in the place of those retiring to fix the remuneration of the Directors and Auditors to sanction or declare dividends and to transact any other ordinary business which ought to be transacted at such Meeting All other business shall be deemed special and shall be subject to notice as hereinbefore provided
- 60 The quorum for a General Meeting shall be as may at any time be prescribed by the Laws
- 61 If within half an hour after the time appointed for the Meeting a quorum is not present the Meeting if convened by or upon a requisition shall be dissolved If otherwise convened it shall stand adjourned for fourteen days at the same time and place and no notice of adjournment need be given

62 The members present in person or by proxy and entitled to vote shall choose one of their own number to be the Chairman

63 The Chairman may with the consent of any Meeting at which a quorum is present and shall if so directed by the Meeting adjourn the Meeting at any time and to any place but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place When a Meeting is adjourned for thirty days or more notice of the adjourned Meeting shall be given as in the case of an original Meeting Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned Meeting

64 At any Meeting a Resolution put to the vote shall be decided by a show of hands or by a poll at the option of the Chairman Nevertheless before or on the declaration of the result a poll may be demanded

(1) by the Chairman, or

(2) by one member present in person or by proxy provided he represents at least one-tenth of the subscribed capital, or

(3) by two members present in person or by proxy

The demand for a poll may be withdrawn

Unless a poll be demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the minute book shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded

65 A poll if demanded shall be taken at the Meeting at which the same is demanded or at such other time and place as the Chairman shall direct and the result shall be deemed the Resolution of the Meeting

66 The demand for a poll shall not prevent the continuance of a Meeting for the transaction of any business other than the question on which a poll has been demanded

67 If a poll shall be duly demanded on the election of a Chairman or on any question of adjournment it shall be taken at once

68 In case of an equality of votes on a poll the Chairman shall have a second or casting vote

VOTES OF MEMBERS

69 (1) On a show of hands every member present in person or by proxy shall have one vote

(2) On a poll every member present in person or by proxy shall have one vote for each share held by him subject to any special voting powers or restrictions

70 Where there are joint registered holders of any share such persons shall not have the right of voting individually in respect of such share but shall elect one of their number to represent them and to vote whether in person or by proxy in their name In default of such election the person whose name stands first on the Register shall alone be entitled to vote

71 Any member being incapable or of unsound mind may vote by his curator or other legal guardian Any of such persons may vote either personally or by proxy

72 On a poll votes may be given either personally or by proxy and a member entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way A proxy need not be a member An instrument of proxy may be valid for one or more Meetings

73 No member shall be entitled to be present or take part in any proceedings or vote either personally or by proxy at any Meeting unless all calls due from him have been paid No

member shall be entitled to vote in respect of any shares that he has acquired by purchase for pecuniary consideration unless he has been registered as their holder

- 74 No objection shall be raised to the qualification of any voter except at the Meeting or adjourned Meeting at which the vote objected to is given or tendered and every vote not disallowed shall be valid for all purposes. Any objection made in due time shall be referred to the Chairman whose decision shall be final and binding
- 75 The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or if the appointor is a corporation either under seal or under the hand of an officer or attorney duly authorised
- 76 The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Office not less than 48 hours before the time for holding the Meeting or adjourned Meeting at which the person named in the instrument proposes to vote or in the case of a poll not less than 24 hours before the time appointed for the taking of the poll and in default unless the Board directs otherwise the instrument of proxy shall not be treated as valid
- 77 The instrument appointing a proxy may be in any form which the Board may approve and may include an instruction by the appointor to the proxy either to vote for or against any resolution to be put to the Meeting
- 78 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll and shall be as valid for any adjournment as for the Meeting to which it relates
- 79 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or disability of the principal or revocation of the proxy or of the authority under which the proxy was executed provided that no intimation in writing of such death disability or revocation shall have been received by the Company at the Office before the commencement of the Meeting or adjournment or the taking of the poll at which the proxy is used
- 80 Any corporation which is a member may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of members of the Company and the person so authorised shall be entitled to exercise on behalf of the corporation which he represents the same powers (other than to appoint a proxy) as that corporation could exercise if it were an individual member of the Company

NUMBER AND APPOINTMENT OF DIRECTORS

- 81 The first Directors of the Company shall be appointed by the subscribers to the Memorandum. Unless such subscribers appoint a sole Director and until otherwise determined by the Board the number of Directors shall be not less than two
- 82 The Board shall have power at any time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors but so that the total number of Directors shall not at any time exceed the number fixed pursuant to these Articles. Any Director so appointed shall hold office only until the next following ordinary General Meeting and shall then be eligible for re-election
- 83 No person other than a Director retiring at a General Meeting shall unless recommended by the Directors be eligible for election by the Company to the office of Director unless not less than fourteen days before the date appointed for the Meeting there shall have been left at the Office notice in writing signed by a member duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election together with notice in writing signed by that person of his willingness to be elected
- 84 Without prejudice to the powers of the Board the Company in General Meeting may appoint any person to be a Director either to fill a casual vacancy or as an additional Director

QUALIFICATION AND REMUNERATION OF DIRECTORS

- 85 A share qualification for a Director may be fixed by the Company in General Meeting and unless and until so fixed no qualification shall be required
- 86 (1) The Directors shall be paid out of the funds of the Company by way of fees such sums as shall be approved by the Company in General Meeting Directors' fees shall be deemed to accrue from day to day
- (2) The Directors shall also be entitled to be repaid all reasonable out of pocket expenses properly incurred by them in or with a view to the performance of their duties or in attending meetings of the Board or of committees or General Meetings
- (3) If any Director having been requested by the Board shall render or perform extra or special services or shall travel or go to or reside in any country not his usual place of residence for any business or purpose of the Company he shall be entitled to receive such sum as the Board may think fit for expenses and also such remuneration as the Board may think fit either as a fixed sum or as a percentage of profits or otherwise and such remuneration may as the Board shall determine be either in addition to or in substitution for any other remuneration which he may be entitled to receive

ALTERNATE DIRECTORS

- 87 Any Director may by notice in writing under his hand served upon the Company appoint any person (whether a member of the Company or not) as an alternate Director to attend and vote in his place at any meeting of the Directors at which he is not personally present or to undertake and perform such duties and functions and to exercise such rights as he could personally and such appointment may be made generally or specifically or for any period or for any particular meeting and with and subject to any particular restrictions Every such appointment shall be effective and the following provisions shall apply
- (1) Every alternate Director while he holds office as such shall be entitled
- (a) if his appointor so directs the Secretary to notice of meetings of the Directors and
- (b) to attend and to exercise (subject to any restrictions) all the rights and privileges of his appointor at all such meetings at which his appointor is not personally present
- (2) Every alternate Director shall ipso facto vacate office if and when his appointment expires by effluxion of time or his appointor vacates office as a Director or removes the alternate Director from office as such by notice in writing under his hand served upon the Company
- (3) No alternate Director shall be entitled as such to receive any remuneration from the Company but every alternate Director shall be entitled to be paid all reasonable expenses incurred in exercise of his duties
- (4) A Director may act as alternate Director for another Director and shall be entitled to vote for such other Director as well as on his own account but no Director shall at any meeting be entitled to act as alternate Director for more than one other Director

BORROWING POWERS OF THE BOARD

- 88 The Board may exercise all the powers of the Company to borrow money and to mortgage hypothecate pledge or charge all or part of its undertaking property and uncalled capital and to issue debentures and other securities whether outright or as collateral security for any liability or obligation of the Company or of any third party

OTHER POWERS AND DUTIES OF THE BOARD

- 89 The business of the Company shall be managed by the Board who may exercise all such powers of the Company as are not required to be exercised by the Company in General Meeting subject nevertheless to these Articles and to the Laws and to such regulations as may be prescribed by the Company in General Meeting but no regulation so made shall invalidate any prior act of the Board. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Board by any other Article.
- 90 The Board may arrange that any branch of the business carried on by the Company or any other business in which the Company may be interested shall be carried on by or through one or more subsidiary companies and the Board may on behalf of the Company make such arrangements as it thinks advisable for taking the profits or bearing the losses of any branch or business so carried on or for financing assisting or subsidising any such subsidiary company or guaranteeing its contracts obligations or liabilities.
- 91 The Board may establish any local boards or agencies for managing any of the affairs of the Company and may appoint any one or more of its number or any other persons to be members of such local Boards or any managers or agents and may fix their remuneration and may delegate to any local board manager or agent any of the powers authorities and discretions vested in the Board with power to subdelegate and may authorise the members of any local board to fill any vacancies and to act notwithstanding vacancies and any such appointment or delegation may be made upon such terms and subject to such conditions as the Board may think fit and the Board may remove any person so appointed and may annul or vary any such delegation but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.
- 92 The Board may at any time by power of attorney under the Seal appoint any person or any fluctuating body of persons whether nominated directly or indirectly by the Board to be the attorney of the Company for such purposes and with such powers and discretions and for such periods and subject to such conditions as the Board may think fit and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any attorney as the Board may think fit and may also authorise any attorney to sub-delegate all or any of his powers and discretions.
- 93 (1) A Director who is in any way directly or indirectly interested in a contract or arrangement or proposed contract or arrangement with the Company shall disclose the nature of his interest at a meeting of the Board. In the case of a proposed contract such disclosure shall be made at the meeting of the Board at which the question of entering into the contract or arrangement is first taken into consideration or if the Director was not at the date of that meeting interested in the proposed contract or arrangement at the next meeting of the Board held after he became so interested. In a case where the Director becomes interested in a contract or arrangement after it is made disclosure shall be made at the first meeting of the Board held after the Director becomes so interested. For the purpose of the foregoing a general notice given to the Board by a Director to the effect that he is a member of a specified company or firm and is to be regarded as interested in any contract or arrangement which may after the date of the notice be made with that company or firm shall be deemed to be a sufficient disclosure of interest in relation to any contract or arrangement so made provided that no such notice shall be of effect unless either it is given at a meeting of the Board or the Director takes reasonable steps to ensure that it is raised and read at the next meeting of the Board after it is given.
- (2) A Director may vote in respect of any contract or arrangement in which he is interested and be counted in the quorum present at any meeting at which any such contract or arrangement is proposed or considered and if he shall so vote his vote shall be counted.
- (3) A Director may hold any other office or place of profit under the Company (other than Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Board may determine and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor

purchaser or otherwise nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested be liable to be avoided nor shall any Director so contracting or being so interested be liable to account to the Company for any profits realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established

- (4) Any Director may act by himself or his firm in a professional capacity for the Company and he or his firm shall be entitled to remuneration for professional services as if he were not a Director

94 All cheques promissory notes drafts bills of exchange and other negotiable instruments and all receipts for moneys paid to the Company shall be signed drawn accepted endorsed or otherwise executed in such manner as the Board shall at any time determine

95 The Board shall cause minutes to be made in books provided for the purpose

- (1) of all appointments of Officers,
- (2) of the names of the Directors present at each meeting of the Board and of any committee,
- (3) of all Resolutions and proceedings at Meetings of the Company and Meetings of the Board and of committees

96 (1) The Board may pay a gratuity pension or allowance on death or retirement to and may establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation or life assurance funds or schemes for the benefit of any persons

- (a) who are or were at any time in the employment or service of the Company or of any company which is or was a holding or subsidiary company of the Company or of any predecessor in business of any of them, or
- (b) who are or were at any time Directors or Officers of the Company or of any such other company or predecessor in business and holding any salaried employment or executive office in the Company or such other company or predecessor in business,

and the wives widows children dependants or relations of any such persons The receipt of any such gratuity pension or allowance shall not disqualify any person from being a Director of the Company

- (2) The Board may also establish and subsidise or subscribe to any institutions associations clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid or of any such persons as aforesaid and make payments for or towards the insurance of any such persons
- (3) The Board may do any of the matters aforesaid either alone or in conjunction with any such other company

DISQUALIFICATION OF DIRECTORS

97 The office of a Director shall ipso facto be vacated

- (1) if he (not being a person holding for a fixed term an executive office subject to termination if he cease from any cause to be a Director) resigns his office by written notice signed by him sent to or deposited at the Office,
- (2) if he shall have absented himself (such absence not being absence with leave or by arrangement with the Board on the affairs of the Company) from meetings of the

Board for a consecutive period of twelve months and the Board resolves that his office shall be vacated,

- (3) if he becomes of unsound mind or incapable,
- (4) if he becomes insolvent suspends payment or compounds with his creditors,
- (5) if he is requested to resign by written notice signed by all his co-Directors
- (6) if the Company in General Meeting shall declare that he shall cease to be a Director

98 If the Company in General Meeting removes any Director before the expiration of his period of office it or the Board may appoint another person to be a Director in his stead who shall retain his office so long only as the Director in whose stead he is appointed would have held the same if he had not been removed. Such removal shall be without prejudice to any claims such Director may have for damages for breach of any contract of service between him and the Company

PROCEEDINGS OF DIRECTORS

99 (1) The Board may meet for the despatch of business adjourn and otherwise regulate its meetings as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman at the meeting shall have a second or casting vote

(2) A telephone conference call in which a quorum of Directors participates and all participants can hear each other shall be a valid meeting provided that a minute of the meeting is made and agreed by all Directors present during the call. The meeting shall be deemed to take place where the Chairman is present unless the Directors resolve otherwise

100 The Board shall also determine the notice necessary for its meetings and the persons to whom such notice shall be given

101 A meeting of the Board at which a quorum is present shall be competent to exercise all powers and discretions exercisable by the Board

102 The continuing Directors may act notwithstanding any vacancy but if and so long as their number is reduced below the minimum number fixed pursuant to these Articles the continuing Directors may act for the purpose of increasing the number of Directors to that number or of summoning a General Meeting but for no other purpose. If there be no Directors able or willing to act then any holder may summon a General Meeting for the purpose of appointing Directors

103 The Board may elect a Chairman of their meetings and determine the period for which he is to hold office. If no such Chairman be elected or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the same the Directors present may choose one of their number to be Chairman of the meeting

104 The Board may delegate any of their powers to committees consisting of such one or more Directors as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board

105 The quorum necessary for the transaction of the business of the Board may be fixed by the Board and unless so fixed shall be two except that where the minimum number of Directors has been fixed at one a sole Director shall be deemed to form a quorum. For the purposes of this Article an alternate appointed by a Director shall be counted in a quorum at a meeting at which the Director appointing him is not present

106 A resolution in writing signed by each Director (or his alternate) entitled to receive notice of a meeting of the Board or by all the members of a committee shall be as valid and effectual as a resolution passed at a meeting of the Board or committee. Such resolution may be

contained in one document or in several documents in like form each signed by one or more of the Directors or members of the committee

EXECUTIVE DIRECTOR

- 107 (1) The Board may at any time appoint one or more of their body to be holder of any executive office including the office of Managing Director on such terms and for such periods as they may determine
- (2) The appointment of any Director to any executive office shall be subject to termination if he cease from any cause to be a Director but without prejudice to any claim for damages for breach of any contract of service between him and the Company
- (3) The Board may entrust to and confer upon a Director holding any executive office any of the powers exercisable by the Board upon such terms and conditions and with such restrictions as it thinks fit either collaterally with or to the exclusion of their own powers and may at any time revoke withdraw alter or vary all or any of such powers

SECRETARY

- 108 The Secretary shall be appointed by the Board for such term at such remuneration and upon such conditions as the Board may think fit, and any Secretary may be removed by the Board but without prejudice to any claim which he may have for damages for breach of any contract of service between him and the Company
- 109 Any provision of the Laws or these Articles requiring or authorising a thing to be done by a Director and the Secretary shall not be satisfied by its being done by the same person acting both as Director and as or in the place of the Secretary provided that nothing in this Article shall prevent or restrict a Director from being a director or secretary of a Director or the Secretary being corporate bodies

THE SEAL

- 110 The Board shall provide for the safe custody of the Seal which shall only be used by authority of the Board or of a committee and every instrument to which the Seal shall be affixed shall be signed by any such persons as are authorised by the Board in that behalf The Board may authorise the use of a duplicate or facsimile Seal for use outside Guernsey in such manner as the Board may at its discretion determine
- 111 All forms of certificate for shares or debentures or representing any other form of security (other than letters of allotment scrip certificates and other like documents) shall be issued under the Seal and shall be signed autographically unless there shall be in force a resolution of the Board adopting some method of mechanical signature in which event the signatures (if authorised by such resolution) may be effected by the method so adopted

AUTHENTICATION OF DOCUMENTS

- 112 Any Director or the Secretary or any person appointed by the Board for the purpose shall have power to authenticate any documents affecting the Company (including the Memorandum and these Articles) and any Resolutions passed by the Company or the Board and any books records documents and accounts relating to the business of the Company and to certify copies or extracts as true copies or extracts, and where any books records documents or accounts are elsewhere than at the Office the local manager or other Officer of the Company having their custody shall be deemed to be a person appointed by the Board as aforesaid

DIVIDENDS

- 113 The Company in General Meeting may declare dividends but no dividend shall exceed the amount recommended by the Board
- 114 No dividend shall be paid otherwise than out of the profits of the business of the Company

- 115 Unless and to the extent that the rights attached to any shares or the terms of issue thereof otherwise provide all dividends shall be declared and paid according to the amounts paid up on the shares in respect whereof the dividend is paid
- 116 The Board may at any time declare and pay such interim dividends as appear to be justified by the position of the Company. The Board may also declare and pay any fixed dividend which is payable on any shares of the Company half-yearly or otherwise on fixed dates whenever the position in the opinion of the Board so justifies
- 117 Subject to the Laws where any asset business or property is bought by the Company as from a past date whether such date be before or after the incorporation of the Company profits and losses as from such date may at the discretion of the Board in whole or in part be carried to revenue account and treated for all purposes as profits and losses of the Company. Subject as aforesaid if any shares or securities are purchased cum dividend or interest such dividend or interest may at the discretion of the Board be treated as revenue and it shall not be obligatory to capitalise all or part of the same
- 118 The Board may deduct from any dividend payable to any member on or in respect of a share all sums of money (if any) presently payable by him to the Company on account of calls or otherwise
- 119 The Board may retain any dividend or other moneys payable on or in respect of a share on which the Company has a lien and may apply the same in or towards satisfaction of the liabilities or obligations in respect of which the lien exists
- 120 The Board may retain dividends payable upon shares in respect of which any person is entitled to become a member until such person has become a member
- 121 With the sanction of the Company in General Meeting any dividend may be paid wholly or in part by the distribution of specific assets and in particular of paid-up shares of the Company. Where any difficulty arises in regard to such distribution the Board may settle the same as it thinks expedient and in particular may issue fractional shares and fix the value for distribution of such specific assets and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of members and may vest any such specific assets in trustees for the members entitled as may seem expedient to the Board
- 122 Any dividend interest or other moneys payable in cash in respect of shares may be paid by cheque or warrant sent through the post to the registered address of the holder or in the case of joint holders to the registered address of that one of the joint holders who is first named on the Register. Any one of two or more joint holders may give effectual receipts for any dividends interest bonuses or other moneys payable in respect of their joint holdings
- 123 No dividend or other moneys payable on or in respect of a share shall bear interest against the Company
- 124 All unclaimed dividends may be invested or otherwise made use of by the Board for the benefit of the Company until claimed and the Company shall not be constituted a trustee in respect thereof. All dividends unclaimed for a period of six years after having been declared shall be forfeited and shall revert to the Company

RESERVES

- 125 The Board may before recommending any dividend set aside out of the profits of the Company such sums as it thinks proper as reserves which shall at the discretion of the Board be applicable for any purpose to which the profits of the Company may be properly applied and pending such application may either be employed in the business of the Company or be invested in such investments as the Board may at any time think fit. The Board may also without placing the same to reserve carry forward any profits which it may think prudent not to divide

CAPITAL RESERVE

- 126 The Board may establish a capital reserve. All capital appreciation realised upon or derived from the sale or realisation of properties securities or investments or other realisations of or dealings with the capital assets or any other sums which in the opinion of the Board are of a capital nature may if so determined by the Board be applied to capital purposes only and unless forthwith appropriated to meeting realised losses on sales or realisations or on any change or transposition of securities investments or properties or other realisations of or dealings with capital assets or to writing down properties securities investments or other capital assets (either individually or in the aggregate) shall be carried by the Board to the credit of a capital reserve and all losses of a similar nature shall be carried to the debit of such capital reserve.
- 127 The sum carried and at any time standing to the credit of the capital reserve shall not in any event be transferred to profit and loss or revenue account but may be regarded as available for capital distribution or for making good losses on the Company's properties securities and investments or for providing for depreciation in the value of the Company's properties securities and investments. Any moneys for the time being standing to the credit of the capital reserve may at the discretion of the Board either be employed in the business of the Company or be invested in such properties investments or other assets as the Board may think fit.

CAPITALISATION OF PROFITS

- 128 The Company in General Meeting may upon the recommendation of the Board resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution and accordingly that such sums be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full unissued shares of the Company to be allotted and distributed credited as fully paid to and amongst such members.
- 129 Whenever such Resolution shall have been passed the Board shall make all appropriations and applications of the undivided profits resolved to be capitalised and all allotments and issues of fully-paid shares and generally shall do all things required to give effect thereto with full power to the Board to make such provision by payment in cash or otherwise as it thinks fit for the case of shares becoming distributable in fractions and also to authorise any person to enter on behalf of all members entitled thereto into an agreement with the Company providing for the allotment to them respectively credited as fully paid of any further shares to which they may be entitled upon such capitalisation or (as the case may require) for the payment up by the Company on their behalf by the application thereto of their respective proportions of the profits resolved to be capitalised of the amounts or any part of the amounts remaining unpaid on their existing shares and any agreement made under such authority shall be effective and binding on all such members.

ACCOUNTS

- 130 The Board shall cause proper books of account to be kept with respect to all the transactions assets and liabilities of the Company in accordance with the Laws.
- 131 The books of account shall be kept at the Office or at such other place as the Board shall think fit and shall at all times be open to the inspection of the Directors but no person other than a Director or Auditor or other person whose duty requires and entitles him to do so shall be entitled to inspect the books accounts and documents of the Company except as provided by the Laws or authorised by the Board or by the Company in General Meeting.
- 132 A balance sheet shall be laid before the Company at its ordinary General Meeting in each year and such balance sheet shall contain a general summary of the assets and liabilities of the Company. The balance sheet shall be accompanied by a report of the Directors as to the state of the Company as to the amount (if any) which they recommend to be paid by way of dividend and the amount (if any) which they have carried or propose to carry to reserve. The

Auditors' report shall be attached to the balance sheet or there shall be inserted at the foot of the balance sheet a reference to the report

- 133 A copy of every balance sheet and of all documents annexed thereto including the reports of the Directors and the Auditors shall at least ten days before the meeting be served on each of the registered holders in the manner in which notices are hereinafter directed to be served and on the Auditors Any holder may by written notice served on the Company waive this requirement

AUDIT

- 134 Subject to the Laws the Company may elect to become an unaudited company Whilst the Company continues as an unaudited company the provisions of these Articles in so far as they relate to the appointment of Auditors the duties of Auditors and to the report of Auditors shall be suspended and cease to have effect
- 135 A Director shall not be capable of being appointed as an Auditor
- 136 A person other than a retiring Auditor shall not be capable of being appointed Auditor at an ordinary General Meeting unless notice of intention to nominate that person as Auditor has been given by a member to the Company not less than fourteen days before the Meeting and the Board shall send a copy of any such notice to the retiring Auditor and shall give notice to the members not less than seven days before the Meeting provided that if after notice of the intention to nominate an Auditor has been so given a Meeting is called for a date fourteen days or less after such notice has been given the requirements of this provision as to time in respect of such notice shall be deemed to have been satisfied and the notice to be sent or given by the Company may instead of being sent or given within the time required by this Article be sent or given at the same time as the notice of the Meeting
- 137 The first Auditors shall be appointed by the Board before the first General Meeting and they shall hold office until the first ordinary General Meeting unless previously removed in which case the members at such Meeting may appoint Auditors
- 138 The Board may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditors (if any) may act
- 139 The remuneration of the Auditors shall be fixed by the Company in General Meeting or in such manner as the Company may determine except that the remuneration of any Auditors appointed by the Directors shall be fixed by the Directors
- 140 Every Auditor shall have a right of access at all times to the books accounts and documents of the Company and as regards books accounts and documents of which the originals are not readily available shall be entitled to rely upon copies or extracts certified by an officer of the Company and shall be entitled to require from the Board such information and explanations as may be necessary for the performance of their duties and the Auditors shall make a report to the members on the accounts examined by them and on every balance sheet laid before the Company in General Meeting during their tenure of office and the report shall state
- (1) whether or not they have obtained all the information and explanations they have required, and
 - (2) whether in their opinion the balance sheet referred to in the report is drawn up in conformity with the Laws, and whether such balance sheet exhibits a true and fair view of the state of the Company's affairs according to the best of their information and the explanations given to them and as shown by the books of the Company
- 141 Any Auditor shall be eligible for re-election

NOTICES

- 142 A notice may be given by the Company to any member either personally or by sending it by prepaid post addressed to such member at his registered address or if he desires that notices

shall be sent to some other address or person to the address or person nominated for such purpose

- 143 Any notice or other document if served by post shall be deemed to have been served in the case of a Meeting on the day next following that on which the same was posted and in any other case at the time at which the notice would be delivered in the ordinary course of post. In proving such service it shall be sufficient to prove that the notice or document was properly addressed, stamped and posted.
- 144 A notice may be given by the Company to the joint holders of a share by giving the notice to the joint holder first named in the Register in respect of the share.
- 145 Any notice or document delivered or sent by post to or left at the registered address of any member shall notwithstanding the death, disability, insolvency of such member and whether the Company has notice thereof be deemed to have been duly served in respect of any share registered in the name of such member as sole or joint holder and such service shall for all purposes be deemed a sufficient service of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in any such share.

WINDING UP

- 146 (1) If the Company shall be wound up whether voluntarily or otherwise the Liquidator may with the sanction of a Special Resolution divide among the members in specie any part of the assets of the Company and may with the like sanction vest any part of the assets of the Company in trustees upon such trusts for the benefit of the members as the Liquidator with the like sanction shall think fit.
- (2) If thought expedient subject to the obtaining of any necessary consents or sanctions any such division may be otherwise than in accordance with the then existing rights of the members and in particular any class may be given preferential or special rights or may be excluded altogether or in part but in default of any such provision the assets shall subject to the rights of the holders of shares issued with special rights or privileges or on special conditions be distributed rateably according to the amount paid up on the shares.
- (3) In case any of the shares to be divided as aforesaid involve a liability to calls or otherwise any person entitled under such division to any of the said shares may within fourteen days after the passing of the Special Resolution by notice in writing direct the Liquidator to sell his proportion and pay him the net proceeds and the Liquidator shall if practicable act accordingly.

INDEMNITY

- 147 The Directors, Managing Directors, managers, agents, Auditors, Secretary and other officers or servants for the time being of the Company and the trustees (if any) for the time being acting in relation to any of the affairs of the Company and their respective heirs and executors shall be fully indemnified out of the assets and profits of the Company from and against all actions, expenses and liabilities which they or their respective heirs or executors may incur by reason of any contract entered into or any act in or about the execution of their respective offices or trusts except such (if any) as they shall incur by or through their own wilful act, neglect or default respectively and none of them shall be answerable for the acts, receipts, neglects or defaults of the others of them or for joining in any receipt for the sake of conformity or for any bankers or other person with whom any moneys or assets of the Company may be lodged or deposited for safe custody or for any bankers or other persons into whose hands any money or assets of the Company may come or for any defects of title of the Company to any property purchased or for insufficiency or deficiency of or defect in title of the Company to any security upon which any moneys of the Company shall be placed out or invested or for any loss, misfortune or damage resulting from any such cause as aforesaid or which may happen in or about the execution of their respective offices or trusts except the same shall happen by or through their own wilful act, neglect or default.

INSPECTION OF DOCUMENTS

- 148 The Board shall determine whether and to what extent and at what times and places and under what conditions the accounts books and documents of the Company shall be open to inspection and no member shall have any right of inspecting any account or book or document except as conferred by the Laws or authorised by the Board

Names, Addresses and Descriptions of Subscribers

BORROWDALE NOMINEES LIMITED
Orbis House
20 New Street
St Peter Port
Guernsey

Authorised Signatory

LANGDALE NOMINEES LIMITED
Orbis House
20 New Street
St Peter Port
Guernsey

Authorised Signatory

Dated this 23rd day of April 1996

WITNESS to the above signatures

JOHN DAVID TURIAN
Orbis House
20 New Street
St Peter Port
Guernsey

Accountant



I hereby certify
this to be a true
copy of the original

Notary Public

6 March 2008

IAN HALDEN BEATTIE
ADVOCATE AND NOTARY PUBLIC
7 NEW STREET
GUERNSEY

Certificate of Registration

No 30870

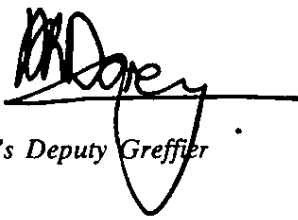
I Hereby Certify

that the Memorandum of Association and the Articles of Association of

BUPA MEDIA PURCHASING LIMITED

were registered on the Records of the Island of Guernsey on the 26th
day of April, 1996, pursuant to an Act of the Royal Court
of the said Island

Greffé, Guernsey, this 26th day of April, 1996


Her Majesty's Deputy Greffier



FILE COPY

**CERTIFICATE OF REGISTRATION
OF AN OVERSEA COMPANY**

(Establishment of a branch)

Company No. FC028309

Branch No. BR009939

The Registrar of Companies for England and Wales hereby certifies that

BUPA MEDIA PURCHASING LIMITED

has this day been registered under Schedule 21A of the Companies Act 1985 as
having established a branch in England and Wales.

Given at Companies House on **24th April 2008**



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES