

#### COMPANIES HOUSE

COMPANIES HOLD FEE P. ID ETC. EDINBURGH

| of company number | of | company | number |
|-------------------|----|---------|--------|
|-------------------|----|---------|--------|

SC083026

C

company name

ADAM & COMPANY PUBLIC LIMITED COMPANY

company type
PUBLIC LIMITED COMPANY

THE REGISTRAR OF COMPANIES COMPANIES HOUSE 100-102 GEORGE STREET EDINBURGH EH2 3DJ

This form should be completed in black.

The information printed below is taken from Companies House records as at 23/09/94 If this information requires amendment use the spaces opposite.

### Date of this return (See note 1)

The information in this return should be made up to a date not later than

| Day | Month | Year |  |
|-----|-------|------|--|
| 0 9 | 110   | 914  |  |

## Date of next return (See note 2)

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

### Registered Office (See note 3)

This is the address registered by Companies House.

22 CHARLOTTE SQUARE EDINBURGH EH2 4DF

## Principal business activities (See note 4)

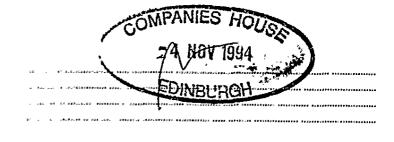
Trade classification is 8610 BANKING & BILL DISCOUNTING

If the code cannot be determined from the notes, give a brief description of principal activity.

If you are making the return up to an earlier date. show the date here. Please note that the form must be delivered to Companies House within 28 days of this earlier date.

| Day | Month | Year |  |
|-----|-------|------|--|
|     | 1     |      |  |

| Day | Month | Year |
|-----|-------|------|
| 1   |       |      |



| Register of members (See note 5)  The address must be in Scotland.  The register is kept at   | of the information shown needs amendment, graded details below and, for secretary and direct particulars, the date of any change.  |
|---|--|
| NOT APPLICABLEE   |  |
|   |  |
|   |  |
|   | ***************************************  |
| Register of debenture holders (See note 6)  The address must be in Scotland.  Any register of debenture holders (or duplicate) is kept at |  |
| NOT APPLICABLE  |  |
|   |  |
|   |  |
|   |  |
|   |  |
| Company Secretary (See note 7)  |  |
| Particulars of a new secretary must be polified an  | Day Month Year   |
| form 288,   | Date of any change.  |
| GRAEME THOMAS   |  |
| HARTOP  | #15\$45\$46\$46\$16\$46\$46\$46\$45\$\$\;\;\;\;\;\;\;\;\;\;\;\;\;\;\;\;\;\;\   |
| 18A MANOR PLACE<br>EDINBURGH  |  |
| MIDLOTHIAN EH3 7DS  | padigacinggang padang padang padakan compepabang padang padan padang pada dan pada ang pada bang pada pada pad   |
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| If this many t  | •  |
| If this person has ceased to be secretary, please state when.   | Day Month Year  Date of resignation.   |
| Directors (Sec note 7)  |  |
| Particulars of a new director must be notified on form 288.   | Day Month Year  Date of any change.  |
| RICHARD EDWARD  | what Education   |
| DONALDSON   | o to the constitution of the Proposition of the State of  |
| 22 THE HERMITAGE RICHMOND   | фиц ш.б. 1 бы — до, — д.м. ишлеу ото, и в. обержай висержиную вирушаем вышею окаректырушей учествуют святеляюще  |
| SURREY TW10 6SH   | Andreage acceptance accepted to the acceptance province to acceptance to acceptance to acceptance a |
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| Date of Birth:- 13/06/46<br>Nat:BRITISH   | Martin adaptically desimilaring costs. The contract of the costs of th |
| OCC:BANKER  | ste sid zid y ventlerskijiskopste (Pp.: 4),405;cilest-cie 4621 binfysskijine (Pp.) destendiskopste estato opti   |
| · · · · · · · · · · · · · · · · · · ·   | и и мененическими състания принципалниция принципал |
| If this person has ceased to be director, please state when.  | 1000   |
|   | Date of resignation.   |
| Show any relevant current and previous directorships.   | AND THE ALESTACION OF THE AND THE CONTROL OF THE PROPERTY OF THE PROPERTY OF THE PARTY OF THE PA |
| PAGE 2  | aber (speedbeergeereeby) yedzieg (pharpecialdbestydiddiykeeskiykeda), Pejdesdelligi, Beardigasid - Beitliga dhe S-Zelgdest edifyste  |

| Directors - continued  Particulars.  RAYMOND MARVIN ENTWISTLE THE GLEBE LAUDER TD2 6RW  | If the information shown needs antendment, give details below and the date of any change.  Day Month Year  Date of any change. |
|---|--|
| Date of Birth:- 12/06/44  Nat:BRITISH OCC:BANKER  If this person has ceased to be director, please state when.  Show any relevant current and previous directorships. | Day Month Year  Date of resignation.  THE FRUITMARKET GALGAY  JOHN DAVIDSON (HOLDINGS) HIMITED  JOHN DAVIDSON (PIPES) HMITED.  |
| Particulars.  | Day Month Year Date of any change.   |
| SIR CHARLES ANNAND FRASER SHEPHERD HOUSE INVERESK MIDLOTHIAN EH21 7TH   |  |
| Date of Birth:- 16/10/28 Nat:BRITISH OCC:WRITER TO THE SIGNET   | Day Month Year   |
| If this person has ceased to be director, please state when.  | Date of resignation.   |
| Show any relevant current and previous directorships.   | SEE ATTACHED   |
| Particulars.  | Day Month Year      Date of any change.  |
| LORD DONALD GRAHAM NETHER TILLYRIE MILNATHORT KINROSS-SHIRE KY13 7RW  |  |
| Date of Birth:- 28/10/56 Nat:BRITISH OCC:DIRECTOR OF INFORMATION TECHNO   | Day Month Year   |
| If this person has ceased to be director, please state when.  | Date of resignation.  THE FRUITMARKET GALGRY   |
| Show any relevant current and previous directorships.   | KOCK MMITED  |

| Directors - continued Particulars.  | SC033026   | If the information shown needs amendment, give details below and the date of any change.  Day Month Year  Date of any change. |
|---|------------|---|
| SIMON EDWARD CALLUM<br>MILLER<br>CLEISH CASTLE<br>CLEISH<br>KINROSS SHIRE KY13 7LW      |            |   |
| Date of Bir:n:- 29/09/52 Nat:BRITISh Occ:LAWYER  If this person has ceased to be direct | or, please | Day Month Year  |

Show any relevant current and previous directorships.

SEE ATTACHED

Day Month Year

Date of any change.

Day

Month

Year

Date of resignation.

PHILIP TAYLOR
MORRIS
4 OXFORD TERRACE
EDINBURGH
EH4 1PX
SCOTLAND

state when.

Date of Birth: 23/10/52 Nat:BRITISH

Occ: CHARTERED ACCOUNTANT

Particulars.

to account to be allocated

If this person has ceased to be director, please state when.

Show any relevant current and previous directorships.

CHRISTOPHER GEORGE
PEARSON
FENNERS 5 ESHER PLACE AVENUE
ESHER
SURREY KT10 8PU

Date of 3irth:- 05/08/46

Nat:BRITISH Occ:DIRECTOR

If this person has ceased to be director, please state when.

Show any relevant current and previous directorships.

Day Month Year

Day Month Year

Day Month Year

Day Date of any change.

Date of resignation.

If the information shown needs amendment, give details below and the date of any change. SC083026 **Directors - continued** Day Month Year Particulars. Date of any change. DIDIER PRIMAT 15 CHEMIN DE BOIS CARAN COLLOGNE-BELLERIVE CH1245 SWITZERLAND Date of Birth: - 26/03/44 Nat: FRENCH OCC: COMPANY DIRECTOR Day Month Year If this person has ceased to be director, please Date of resignation. state when. Show any relevant current and previous directorships. MMITED ESTATES Day Month Year Particulars. Date of any change. NO MORE DIRECTORS - ADDITIONAL SECRETARIES OR DIRECTORS MUST BE NOTIFIED ON FORM 288. Month Year Day If this person has ceased to be director, please Date of resignation. state when. Show any relevant current and previous directorships. Day Month Year Particulars. Date of any change.

Day

Month

Year

Date of resignation.

If this person has ceased to be director, please state when.

NO MORE DIRECTORS - ADDITIONAL SECRETARIES OR DIRECTORS MUST BE NOTIFIED ON FORM 288.

Show any relevant current and previous directorships.

| Issued Share Capital (Sec note 8)  | SC083026              | Class<br>(eg Ordinary:<br>Preference etc.)                                       | Number of<br>shares issued  | Aggregate<br>nominal value<br>(le Number of shares |  |
|--|-----------------------|--|-----------------------------|--|--|
| Enter details of all shares in issue a return.   | t the date of this    | 2.000.0000   |                             | issued multiplied by nominal value per share)      |  |
|  |                       | ORDINARY   | 10,067,700                  | £10067700  |  |
|  |                       | PREFERRED  | 10,500,000                  | 12 730 000   |  |
|  |                       |  |                             |  |  |
|  |                       |  |                             |  |  |
|  |                       |  |                             |  |  |
|  |                       | Totals   | 20,567,700                  | 12797,700  |  |
| List of past and present member: (See note 9) (Use attached schedule where appropriate) A full list is required if one was not in of the last two returns.  The last full members list was at 09 |                       | Please mark the appropriate bax.  There were no changes in the period            |                             |  |  |
|  |                       | A list of changes A full list of memb  | is enclosed                 | not on paper                                       |  |
| Certificate  |                       |  |                             | ,  |  |
| I certify that the information given in the best of my knowledge and belief.   | nis return is true to | Signed(  | game !                      | ecretaly/Director*                                 |  |
| l enclose the fee of £18 . Cheques should be made payable  |                       | Signed Graene With Secretary/Difference Bate 3 11 94                             |                             |  |  |
| to Companies House.  |                       | This return inclu  | TO TABLE STATEMENT OF TOTAL | ontinuation sheets.                                |  |
|  |                       | (enter number)  Please ensure that you have completed all sections on this page. |                             |  |  |
| To whom should Companies House direction about the information shown in this reti  |                       | MR, S.E  | . MASSIE                    | ***************************************            |  |
| about the monination shown in this fett  | 41 • • •              |  | COMPAINT P                  | 194 0154941194194519499999999999999999999999       |  |
|  |                       |  | OTTE SQUA                   |  |  |
|  |                       | EDINBURT   | Postcode E                  | =H2 40F  |  |

PAGE

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Telephone 031-225-8484 Ext 209

LIST OF PAST AND PRESENT MEMBERS SCHEDULE TO FORM 363

| LIST OF PAST AND PRESENT MEMBERS        |                           |   | ount of Share                            | S   |
|---|---------------------------|---|--|---|
| Company Number: sco83026                | Number of                 |   | hares transferred<br>of the last return, |   |
| Company Name:                           | shares or amount of       | or, in the case of the first return, since the incorporation of the |  |   |
| ADAM & COMPANY PUBLIC LIMITED COMPANY   | stock held<br>by existing | company, by (a) persons who are still                               |  |   |
|   | members at                | members, a  | ınd                                      |   |
|   | return.                   | (b) persons wi<br>ceased to b                                       | no have<br>e members.                    |   |
|   | Number                    | Number  | Date of                                  |   |
| Name and address                        | Currently<br>Held         | Transferred   | Registration of Transfer                 | Remarks   |
| 00.000000000000000000000000000000000000 |                           |   |  | ORDINARYAI  |
| ADAM a COMPANY GROUP PLC                | 10067699                  |   |  | ORDINAL /#I   |
| 22 CHARLOTTE SQUARE                     |                           |   |  |   |
| EDINBURGH EH2 4DF.                      |                           |   |  |   |
|   |                           |   | 7 ,                                      | PREFERRED SHARES  |
| ADAM & COMPANY GROUP PLC                | 10,500,000                | 10,500,000  | 21/9/94                                  | OF 26% EACH.  |
| AS ABOVE.                               |                           |   |  |   |
|   |                           |   |  |   |
| ADAM & COMPANY GROUP PLC AND ADAM &     | 1                         |   |  | ORDINARY &1   |
| COMPANY (NOMINEES) LIMITED              |                           |   |  |   |
| AS ABOVE.                               |                           |   |  |   |
|   |                           |   |  |   |
| PRIMANAGEMENT INC                       | NIL.                      | 10500000  | 6/9/93                                   | PREFERRED SHARES<br>OF 26 3 EACH                                    |
| PO BOX 10014 PANAMA 4                   |                           |   |  |   |
| REPUBLIC OF PANAMA                      |                           |   |  |   |
| REPUBLIC OF PRIVATE                     |                           |   |  |   |
| 2 |                           |   | 11                                       | PREFERRED SHARES  |
| THE POYAL BANK OF SCOTLAND PLC          | NIL                       | 10500000  | 6/9/93                                   | PREFERRED SHARES<br>OF 267 ENCH<br>PREFERRED SHARES<br>OF 267 ENCH. |
| 36 ST. ANDREW SQUARE                    |                           | (10500 000)   | 21/9/94                                  | OF 26 ) EACH .  |
| EDINBURGH EHZ 24B.                      |                           | <u></u>   |  |   |
|   | }                         |   |  |   |
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|   |                           |   |  |   |

LIST OF PAST AND PRESENT MEMBERS (continued) SCHEDULE TO FORM 363 Account of Shares Particulars of shares transferred Company Number: SC083026 Number of since the date of the last return, or, in the case of the first return, shares or Company Name: amount of since the incorporation of the ADAM & COMPANY PUBLIC LIMITED COMPANY stock held company, by by exicting (a) persons who are still members at members, and (b) persons who have date of this return. ceased to be members. Number Date of Number Registration Remarks Currently Name and address Transferred of Transfer Held

# 2) ADAM & COMPANY PLC (SC 083026) DIRECTORS INTERESTS

Name : Sir Charles Annand FRASER

Relevant current and previous dictatorships :

British Assets Trust plc

Ettrick Nominees Limited

Grove Holdings Limited

Investors Capital Trust plc

Lothian & Edinburgh Enterprise Ltd

NSM plc

The Old Course Limited

Patrons of the National Galleries of Scotland

Scottish Widows Fund and Life Assurance Society

Scottish Widows Unit Funds Ltd

Scottish Widows Fund Management Ltd

Scottish Widows Investment Management Ltd

Scottish Widows Property Management Ltd

Scottish Widows Trustees Ltd

Scottish Television plc

Scottish Business in the Community

Selective Assets Trust plc

Stakis plc

United Biscuits (Holdings) plc

Walter Alexander plc

Hambrecht & Quist Ivory & Sime Limited

W & J Burness (PEP) Nominees Limited

Grosvenor Developments Limited

Edinburgh Venture Enterprise Trust

Edinburgh Old Town Trust and Charitable Trust

The John Muir Trust

W & J Burness Trustees Ltd

# 2) ADAM & COMPANY PLC (SC 083026) DIRECTORS INTERESTS

Name : Simon Edward Callum MILLER

Relevant current and previous directorships :

Ferrum Holdings PLC

Ferrum Engineering Limited

Ferrum Group Limited

Ferrum Management Limited

Ferrum Services Limited

Ferrum Structures Limited

Business Strategies (London) Ltd

Greenwich Resources PLC

Selective Assets Trust plc

Safetynet PLC

SSK Limited

Simon Miller Limited

National Youth Orchestra of Scotland Limited

Dunedin Ventures Limited

Cleaning Technology Limited

Mech-Tool Designs (Darlington) Limited

Mech-Tool Engineering Limited

Mech-Tool Fabrication Limited

New Darien Oil Trust plc

New Darien Production Ltd

Quoteford Engineering Limited

Whitely Road Limited