

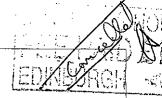
Annual Return

Company Number

119820

Company Name in full

Royal Scottish Assurance plc



Continue transaction (1)



Date of this return (See note 1)

The information in this return is made up to

Day Month Year

02 01 99

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.

Day Month Year

02 01 00

42 St Andrew Square

Registered Office (See note 3)

Show here the address at the date of this return.

Any change of registered office must be notified on form 287.

Post town

County / Region

Postcode

Edinburgh

EH2 2YE

Principal business activities

(See note 4)

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

If the code number cannot be determined,

6603

give a brief description of principal activity.

Companies House receipt date barcode

When you have completed and signed the form please send it to Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff for companies registered in England and Wales or Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland DX 235 Edinburgh

Page 1

Register of members (See note 5)			
If the register of members is not kept at the registered office, state here where it is kept.			
Post town			
County / Region		Postcode	
Deviates of Debautius halden			
Register of Debenture holders (See note 6)	<u> </u>		
If there is a register of debenture holders and it is not kept at the registered office, state here where it is kept.			
Post town			
County / Region		Postcode	
Company type (See note 7)			
Public limited company	✓		
Private company limited by shares			
Private company limited by guarantee without share capital			
Private company limited by shares exempt under section 30		Please mark the app	ropriate box
Private company limited by guarantee exempt under section 30			
Private unlimited company with share capital			
Private unlimited company without share capital			
Company Secretary (See notes 1-5)	Details of a new company s	secretary must be n	otified on form 288a.
(Please photocopy this area to provide Name * Style / Title		* Honours etc	
details of joint secretaries). Forename(s)	Alan Ewing		
Surname	Mills	The state of the s	\(\frac{1}{2}\)
* Voluntary details. Previous forename(s)			
Previous surname(s)			AAAFTT
Address	87 Sheriff's Park		
Usual residential			
address must be Post town	Linlithgow		
given. In the case of a corporation, give the County / Region	West Lothian	Postcode	EH49 7SR
registered or principal office address.	Scotland		

Directors (See	notes 1-5)		Details of new directors	must be notified on f	orm 28	8a.	
Please list directors	in alphab	etical order.					
I	Name	* Style / Title	Mr		Day	Month	Year
		* Honours etc		Date of birth	11	10	52
		Forename(s)	Alastair Robert				
		Surname	Borthwick				
	Prev	ious forename(s)					
	Prev	vious surname(s)					
,	Address	•	3 Albert Terrace				
Usual residential address must be			<u> </u>				
given. In the case of corporation, give the		Post town	Edinburgh				
registered or principa		County / Region		Postcode	EH10 5E		
office address.		Country	Scotland	Nationality	British		
	Busi	ness occupation	Director				
	Oth	ner directorships	None				
* Voluntary details.							
Directors	Name	* Style / Title		u	Day	Month	Year
		* Honours etc	BSc. (Hons) FFA	Date of birth	12	12	60
		Forename(s)	Bernard				
		Surname	Higgins			·	
	Prev	ious forename(s)					
	Prev	vious surname(s)					
,	Address	1	63 Cluny Gardens				
			(A. 1)		•	MA AP 4- P	<u></u>
Usual residential address must be		5	Edinburah			<u> </u>	:
given. In the case of corporation, give the		Post town	Edinburgh	Dostoods I	EH10 61	RW	
registered or principal office address.		County / Region	Scotland		Duidial		
omoc addices.		Country	Cooland	Nationality	/ Dilasi		:
	Busi	ness occupation	Director Retail Banking				
Other directorships			(See continuation shee	-t).			

Issued share capital (See notes 9)

Enter details of all the shares in issue at the date of this return.

Class

(e.g. Ordinary/Preference)

Number of shares issued

Aggregate Nominal Value

(i.e Number of shares issued multiplied by nominal value per share)

	Ordinary Shares	49,000,000	£49,000,000.00
	Totala		
	Totals	49,000,000	£49,000,000.00
List of past and present member (Use attached schedule where appropriate)	ers		
A full list is required if one was not included with either of the last two return	There were no changes ns.	in the period	
(see note 10)		on paper	in another format
	A list of changes is enclo	osed	
	A full list of members is e	enclosed	
Elective resolutions (Private companies only) (see note 11)	If at the date of this retur	annual general meetings	, mark this box
		unts in general meetings	
Certificate	I certify that the informat knowledge and belief.	ion given in this return is	true to the best of my
Sig	ned Da MM	Date 7	28/1/99
† Please delete as appropriate.	† a direct or /secretary		
When you have signed the return ser with the fee to the Registrar of Comp	I bie roturn incli	udes 4 C	ontinuation sheets.
Cheques should be made payable to Companies House.		(enter number)	
Please give the name, address, telephone number, and if available, a DX number and Exchange, for the person Companies House should contact if there is any query.	Group Secretary's Dep The Royal Bank of Sco 42 St Andrew Square EDINBURGH EH2 2YE		
		100 (100	

Directors (Con	tinued)		Details of new directors m	nust be notified on	form 28	8a.		
Please list directors	in alphal	betical order.						
	Name	* Style / Title			Day	Month	Year	
		* Honours etc	ACIB, FCIB	Date of birth	19	04	44	
		Forename(s)	Michael John Patrick					
		Surname	Hutchins					_
	Prev	vious forename(s)						
	Pre	vious surname(s)						
	Address	6	The Firs					
			19A Fletsand Road					
Usual residential	7							=
address must be given. In the case of		Post town	Wilmslow				-	=
corporation, give the registered or princip	€	County / Region	Cheshire	Postcode	SK9 2AD)		=
office address.	a.	Country		Nationality	British	1		
	Busi	iness occupation	Bank Official					_
	Ot	her directorships	None			THE PARTY NAMED IN		=
* Voluntary details.								_
Directors	Name	* Style / Title	Mr		Day	Month	Year	
		* Honours etc	B,Sc(Hons), FFA	Date of birth	04	05	50	
		Forename(s)	Douglas George					_
		Surname	Johnson					
	Prev	rious forename(s)						
	Pre	vious surname(s)						_
	Address	5	3 Abbotsford Park					=
			Seahaven					_
Usual residential	,							
address must be given. In the case of		Post town	North Berwick					
corporation, give the registered or princip	2	County / Region	East Lothian	Postcode	EH39 5D	A		
office address.	-17	Country	Scotland	Nationality	British	1		_
	Busi	iness occupation	Insurance Company Manage	er				_
Other directorships			(See continuation sheet).					_

Directors (Cor	ntinued)		Details of new directors	s must be notified on f	orm 28	8a		
Please list directors	s in alphab	oetical order.		a made by mounida on i	OIIII 20	vu.		
	Name	* Style / Title	Mr		Day	Month	Year	
		* Honours etc	F.I.A.	Date of birth	21	12	36	
		Forename(s)	Desmond John					
		Surname	Le Grys					
	Prev	rious forename(s)						
	Pre	vious surname(s)						
	Address	S	Earlscroft					_
			Stratton Road					_
Usual residentia	1							
address must be given. In the case of		Post town	Winchester					=
corporation, give the registered or princip	е	County / Region	Hants	Postcode	SO23 0J	Q		
office address.	Jai	Country	England	Nationality	British	1		
	Busi	iness occupation	Actuary				-	
	Otl	her directorships	(See continuation shee	∍t).				=
* Voluntary details.								_
Directors	Name	* Style / Title			Day	Month	Year	
		* Honours etc	MICA	Date of birth	25	11	43	
		Forename(s)	William Hill			·		
		Surname	Main					
	Prev	rious forename(s)						_
	Pre	vious surname(s)						_
	Address	5	57/1 Great King Street					_
						11 TO 10 TO		_
Usual residentia	1				<u>;</u>			:=
address must be given. In the case of		Post town	Edinburgh					===
corporation, give th registered or princip		County / Region		Postcode	EH1 3NA	\		
office address.		Country		Nationality	British	1		
	Busi	iness occupation	Director					
Other directorships			(See continuation shee	et).				

Directors (Cor	ntinued)		Details of new directors mus	t be notified on	form 28	88a.	
Please list directors	in alphab	oetical order.					
	Name	* Style / Title			Day	Month	Year
		* Honours etc		Date of birth	24	12	49
		Forename(s)	Ian Eric Richard				
		Surname	Offor				
	Prev	rious forename(s)					
	Pre	vious surname(s)					
	Address	3	177 Clermiston Road				
Usual residentia	I						
address must be given. In the case of	of a	Post town	Edinburgh				
corporation, give the registered or princip	е	County / Region		Postcode	EH12 6	JL	
office address.		Country		Nationalit	y Britis	h	
	Busi	ness occupation	Chief Executive			· · · · · · · · · · · · · · · · · · ·	
	Otl	her directorships	None				
* Voluntary details.							
Directors	Name	* Style / Title			Day	Month	Year
		* Honours etc		Date of birth			
		Forename(s)					
		Surname					
	Prev	rious forename(s)					
	Pre	vious surname(s)					
	Address	3					<u></u>
Usual residentia	,						
address must be		Post town					
given. In the case of corporation, give the registered or princip	е	County / Region		Postcode			
office address.	, cai	Country		Nationalit	у		
	Busi	iness occupation				=== ::	
	Otl	her directorships					

Company I	Number
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119820

Company Name in full | Royal Scottish Assurance plc

Current directorships for Bernard Higgins

Tesco Personal Finance Group Limited

Tesco Personal Finance Limited

Past directorships for Bernard Higgins

ORIGO (01-Jul-1997)

Current directorships for Mr Douglas George Johnson

Scottish Widows Trustees Limited

Current directorships for Mr Desmond John Le Grys

Age Concern Enterprises Limited

Health Claims Bureau Limited

James Harris Investigations Limited

Munich Re Life Services Limited

Current directorships for William Hill Main

Pensions Management (SWF) Limited

Scottish Widows Bank plc

Scottish Widows International Limited

Scottish Widows Investment Management Limited

Scottish Widows' Fund and Life Assurance Society

Scottish Widows' Unit Funds Limited

Past directorships for William Hill Main

Private Capital Property Investments plc (01-Mar-1994)