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In accordance with Section 854 of the Companies Act 2006

AR01

BLUEPRINT ONEWORLD

Annual Return

A fee is payable with this form

	Please last p		'How	to p	ay' on t	he			e go to www		† 1001011 (6 1	I STRETO JUNET EINES (IE TITERI FRANKI EI TREN
•	that t	nay us he co ct as a nust f	se thi mpai at the ile ar	s form ny inf e date i Ann	m to cor formation of this ual Retu	n is return		office comp	t this form is annot use the e of changes ers, registered any type or ing to the con	office. =	A09	*A4EICU1N* 25/08/2015 #316 COMPANIES HOUSE
Part 1	Co	mp	an	y d	letai	ls						
	The	secti	on n	nust	be com	pleted	l by al	ll con	npanies			Filling in this form Please complete in typescript or in bold black capitals.
												All fields are mandatory unless specified or indicated by *
A1	Com	pan	y de	etail	s							
Company number	2	5	9	1	4 3	3 1						O Company name change If your company has recently
Company name in full	31	Hol	dın	gs I	plc							changed its name, please provide the company name as at the date of this return
A2	Retu	ırn c	late									•
Date of this return 9	lf yo plea	The u wo	annu uld li	al ret ke the	urn mus e compa	it be de iny's m	elivere ade up nate fo	d with	he return dat nin 28 days o to be earlier lier made up	of the date g r than 1 Octo	iven below	Date of this return Your company's return date is usually the anniversary of incorporation or the anniversary of the last annual return filed at Companies House You may choose an earlier return date but it must not be a later date
A3	<u> </u>		l bu		ss act	ı	1 -	1 -	1 -			De Brister date
	Plea		ow th	ie tra	de class		n cod	e nun	nber(s) for th	e principal		Principal business activity You must provide a trade classification code (SIC code 2007)
Classification code 1	7	0	1	0	0							or a description of your company's
Classification code 2												A full list of the trade classification
Classification code 3		·										codes are available on our website www.companieshouse.gov.uk
Classification code 4									_			
		u can ness a				ode, pl	ease g	jive a	brief descrip	tion of your		
Principal activity description												
				-								

AR01 Annual Return (For returns made up to a date on or after 1 October 2011) **A4** Company type • OCompany type Please confirm your company type by ticking the appropriate box below (only If you are unsure of your company one box must be ticked) type, please check your latest Public limited company certificate of incorporation or our Private company limited by shares website www.companieshouse.gov.uk Private company limited by guarantee Private company limited by shares exempt under section 60 Private company limited by guarantee exempt under section 60 Private unlimited company with share capital Private unlimited company without share capital **A5** Registered office address 9 Building name/number 16 OChange of registered office This must agree with the address Palace Street Street that is held on the Companies House record at the date of this return If the registered office address has changed, you should complete form Post town London ADO1 and submit it together with County/Region this annual return Postcode E A6 Single alternative inspection location (SAIL) of the company records (if applicable) • Building name/number **⊕** SAll address This must agree with the address Street that is held on the Companies House record at the date of this return If the address has changed, you should complete form AD02 and Post town submit it together with this annual County/Region Postcode Α7 Location of company records • Please tick the appropriate box to indicate which records are kept at the SAIL Location of company records If the company records are held at address in Section A6 the registered office address, do not Register of members tick any of the boxes in this section Register of directors Certain records must be kept by Directors' service contracts. every company while other records Directors' indemnities. are only kept by certain company types where appropriate Register of secretaries. Records of resolutions etc. If the records are not kept at the SAIL address, they must be available Contracts relating to purchase of own shares. at the registered office Documents relating to redemption or purchase of own share out of capital by private company If any of the company records have moved from the registered office Register of debenture holders. to the address in Section A6 since Report to members of outcome of investigation by public company into the last annual return, you must interests in its shares. complete form AD03 and submit it together with this annual return Register of interests in shares disclosed to public company Instruments creating charges and register of charges England and Wales or Northern Ireland Instruments creating charges and register of charges Scotland

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Annual Return (For returns made up to a date on or after 1 October 2011)

Part 2	Officers of the company	
	This section should include details of the company at the date to which this annual return is made up	Continuation pages Please use a continuation page if you need to enter more officer
	 → For a secretary who is an individual, go to Section B1 → For a corporate secretary, go to Section C1 → For a director who is an individual, go to Section D1 → For a corporate director, go to Section E1 	details.
Secretary		
B1	Secretary's details [©]	
	Please use this section to list all the secretaries of the company For a corporate secretary, complete Section C1-C4.	Secretary appointments You may not use this form to appoint a secretary To do this,
Title*	Mr	please complete form APO3 and submit it together with this annual
Full forename(s)	Jonathan Charles	return
Surname	Murphy	Corporate details Please use Section C1-C4 to enter
Former name(s) 2		corporate secretary details. Secretary details
		All details must agree with those previously notified to Companies House If you have made changes since the last annual return and have not notified us, please complete form CH03
		Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.
B2	Secretary's service address [©]	
Building name/number	16	Service address If you have previously notified
Street	Palace Street	Companies House that the service address is at 'The Company's Registered Office', please state 'The
Post town	London	 Company's Registered Office' in the address.
County/Region		This information will appear on the public record
Postcode	SW1E5JD	
Country	United Kingdom	_

Annual Return (For returns made up to a date on or after 1 October 2011)

Corporate secretary

C1	Corporate secretary's details •	
Corporate body/firm name	Please use this section to list all the corporate secretaries of the company	O Corporate secretary appointments You cannot use this form to appoint a corporate secretary To do this, please complete form AP04 and submit it together with this annual return
Building name/number		Corporate secretary details
Street		All details must agree with those previously notified to Companies House If you have made changes since the last annual return and have
Post town		not notified us, please complete form CH04
County/Region		This information will appear on the
Postcode		public record
Country		
C2	Location of the registry of the corporate body or firm	
	Is the corporate secretary registered within the European Economic Area (EEA)? → Yes Complete Section C3 only → No Complete Section C4 only	
C3	EEA companies •	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	● EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk
Where the company/ firm is registered		This is the register mentioned in Article 3 of the First Company Law
Registration number		Directive (68/151/EEC)
C4	Non-EEA companies	
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.	Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in
Legal form of the corporate body or firm		that register
Governing law		
If applicable, where the company/firm is registered 9		
If applicable, the registration number		

Annual Return

(For returns made up to a date on or after 1 October 2011)

Director

D1	Director's details [©]	
	Please use this section to list all the directors of the company For a corporate director, complete Section E1-E4	ODirector appointments You cannot use this form to appoint a director To do this, please
Title*	Mr	complete form AP01 and submit it together with this annual return
Full forename(s)	Corporate details	
Surname	Please use Section E1-E4 to enter corporate director details.	
Former name(s) ②		Director details All details must agree with those previously notified to Companies
Country/State of residence	United Kingdom	House If you have made changes since the last annual return and have not notified us, please
Nationality	British	complete form CH01
Date of birth	$\begin{bmatrix} d & 0 \end{bmatrix} \begin{bmatrix} d & 3 \end{bmatrix} \begin{bmatrix} m & 0 \end{bmatrix} \begin{bmatrix} m & 5 \end{bmatrix} \begin{bmatrix} y & 1 \end{bmatrix} \begin{bmatrix} y & 9 \end{bmatrix} \begin{bmatrix} y & 6 \end{bmatrix} \begin{bmatrix} y & 3 \end{bmatrix}$	Please provide any previous names
Business occupation (if any)	Solicitor	which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.
D2	Director's service address ®	
Building name/number	16	Service address If you have previously notified
Street	Palace Street	Companies House that the service address is at 'The Company's
		Registered Office', please state 'The Company's Registered Office' in the
Post town	London	address.
County/Region		This information will appear on the public record
Postcode	SWIE 5JD	public record
Country	United Kingdom	_

Annual Return

(For returns made up to a date on or after 1 October 2011)

Director

D1	Director's details ⁶	
	Please use this section to list all the directors of the company For a corporate director, complete Section E1-E4.	Director appointments You cannot use this form to appoint a director To do this, please
Title*	Mr	complete form APO1 and submit it together with this annual return
Full forename(s) Ben Robert		Corporate details
Surname	Loomes	Please use Section E1-E4 to enter corporate director details.
Former name(s)		Director details All details must agree with those previously notified to Companies
Country/State of residence	United Kingdom	House If you have made changes since the last annual return and have not notified us, please
Nationality	British	complete form CH01
Date of birth	d 2 d 6 0 m 3 y 1 y 9 y 7 y 7	Please provide any previous names
Business occupation (if any)	Director of Strategy	which have been used for business purposes during the period of
(II ally)		this return Married women do not need to give former names unless previously used for business purposes.
D2	Director's service address ®	
Building name/number	16	Service address If you have previously notified
Street	Palace Street	Companies House that the service address is at 'The Company's
		Registered Office', please state 'The Company's Registered Office' in the
Post town	London	address.
County/Region		This information will appear on the public record
Postcode	SW1E5JD	paone record
Country	United Kingdom	

In accordance with
Section 854 of the
Companies Act 2006

AR01 - continuation page Annual Return (For returns made up to a date on or after 1 October 2011)

Director

D1	Director's details [©]				
	Please use this section to list all the directors of the company. For a corporate director, complete Section E1-E4.	O Director appointments You cannot use this form to appoint a director To do this, please			
Title*	Ms	complete form APO1 and submit it together with this annual return			
Full forename(s)	Julia Susan	Corporate details			
urname Wilson		Please use Section E1-E4 to enter corporate director details.			
Former name(s) •		Director details All details must agree with those previously notified to Companies			
Country/State of residence	United Kingdom	House If you have made changes since the last annual return and have not notified us, please			
Nationality	British	complete form CH01			
Date of birth	d 0 d 1 m 0 m 9 y 1 y 9 y 6 y 7	Please provide any previous names			
Business occupation (if any)	Finance Executive	which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.			
D2	Director's service address ®				
Building name/number	The Company's Registered Office	Service address If you have previously notified			
Street		Companies House that the service address is at 'The Company's			
		Registered Office', please state 'The Company's Registered Office' in the			
Post town		address.			
County/Region		This information will appear on the public record			
Postcode		paonaradora			
Country					

Annual Return (For returns made up to a date on or after 1 October 2011)

Corporate director

E1	Corporate director's details •	
Corporate body/firm name	Please use this section to list all the corporate director's of the company	O Corporate director appointments You cannot use this form to appoint a corporate director To do this, please complete form APO2 and submit it together with this annual return
Building name/number		Corporate director details All details must agree with those
Street		previously notified to Companies House If you have made changes since the last annual return and have not notified us, please complete
Post town		form CH02
County/Region		This information will appear on the public record
Postcode		
Country		
E2	Location of the registry of the corporate body or firm	
	Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete Section E3 only → No Complete Section E4 only	
E3	EEA companies 9	.
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	● EEA A full list of countries of the EEA can be found in our guidance
Where the company/ firm is registered ●		www.companieshouse gov.uk This is the register mentioned in Article 3 of the First Company Law
Registration number		Directive (68/151/EEC)
E4	Non-EEA companies	
_	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.	Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in
Legal form of the corporate body or firm		that register
Governing law		
If applicable, where the company/firm is registered •		
If applicable, the registration number		

Annual Return

F4	Statement of capital (Voting rights)								
	Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Sections F1 and F2								
Class of share	£1 00 £1								
Voting rights	The shares have attached to them full voting, dividend and capital distribution (including on winding up) rights; they do not confer any rights of redemption								
Class of share									
Voting rights Class of share Voting rights									
Class of share									
Voting rights									
Toding Tights									

Annual Return

Part 3	Statement	of capital o							
	Does your company have share capital? → Yes Complete the sections below and the following Part 4 → No Go to Part 5 (Signature).					 This should reflect the company's capital status at the made up date of this annual return 			
F1	Share capital in pound sterling (£)								
		ach class of shares held in complete Section F1 and							
Class of shares (E.g. Ordinary/Preference etc)	Amount paid up on each share ②	Amount (if any) unpaid on each share ②	Number of share	rs 6	Aggre	egate nominal value 4		
£1		1 00	0 00	1,0	00,000	f 1,000,000.00			
						£			
						£			
						£			
			Totals	1,0	00,000	£	1,000,000.0		
F2	Share capital in	other currencies							
Please complete the ta Please complete a sep-		ny class of shares held in currency	other currencies.						
Currency									
Class of shares (E.g. Ordinary/Preference etc)	Amount paid up on each share •	Amount (if any) unpaid on each share	Number of share	es 0	Aggre	egate nominal value 🤇		
			Totals			<u> </u>			
Currency					<u>-</u>				
Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share	Amount (if any) unpaid on each share	Number of share	es 8	Aggr	egate nominal value		
		_							
				į					
			Totals						
F3	Totals	_							
	Please give the tota issued share capital	I number of shares and t	otal aggregate nominal v	value of	Please lis	st tota	ite nominal value I aggregate values in ncies separately For		
otal number of shares							+ €100 + \$10 etc		
otal aggregate nominal value 9									
 Including both the noming share premium Total number of issued states 		 Number of shares issued in nominal value of each sha 	re Plea	tinuation Page se use a Statem e if necessary		al cont	tinuation		

Annual Return

(For returns made up to a date on or after 1 October 2011)

G3

List of past and present shareholders O

Changes during this period to shareholders' particulars or details of the amount of stock or shares transferred must be completed each year

You must provide a 'full list' of all company shareholders on

- The company's first annual return following incorporation,
- Every third annual return after a full list has been provided

 Please list the company shareholders in alphabetical order

Joint shareholders should be listed consecutively

Further shareholders Please use a 'List of past and present shareholders' continuation page if necessary

This section only applies to companies answering 'No' to Question 1 in Section G1

ľ		Shares or stock currently held	Shares or stock transferred (if appropriate)			
Shareholder's Name (Address not required)	Class of share	Number of shares or amount of stock	Number of shares or amount of stock	Date of registration of transfer		
31 Group plc	£1 00 £1	999,999		1 1		
Gardens Nominees Limited	£1 00 £1	1		1 1		
				1 /		
				1 1		
				1 1		
	_			1 1		
				, ,		
				1 1		
				1 1		
				1 1		
				1 1		
				1 1		

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AR01 **Annual Return** (For returns made up to a date on or after 1 October 2011) **Shareholders** Part 4 Does your company have share capital? → Yes go to Section G1 'Companies with share capital' → No Go to Part 5 (Signature) G1 Companies with share capital Were any of the company's shares admitted to trading on a market at any Ouestion 1 A market is one established under time during this return period? Please tick the appropriate box below • the rules of a UK recognised investment exchange or any other No go to Section G2 'Past and present shareholders' $\overline{\mathbf{V}}$ regulated markets in or outside of П Yes go to Question 2 the UK, or any other market outside of the UK. The current UK recognized Please only refer to Question 2 below if you have answered 'Yes' to Question 2 investment exchanges and regulated Question 1 If you answered 'No', please go to Section G2 'Past and present markets can be found at shareholders' www.fsa gov.uk/register/exchanges.do DTR5 refers to the Vote Holder and Did the company, throughout the return period, have any shares admitted to Issuer Notification Rules contained trading on a relevant market and was it, throughout the return period, an issuer in Chapter 5 of the Disclosure and to which DTR5 applies?(3) Please tick the appropriate box below • Transparency Rules source book issued by the Financial Services Authority Notification is required go to Section G4 'Shareholders who hold at least 5% of any class No when the percentage acquisition of of shares of the company as at the made up date of the return' a shareholder in the company has go to Part 5 'Signature' reached a certain threshold (starting at 3%) G2 List of past and present shareholders 9 The company is required to provide a full list of past and present shareholders This section only applies to

if one was not included with either of the last two returns. Please tick the

How is the list of shareholders enclosed. Please tick the appropriate

The list of shareholders is enclosed in another format. Go to

A full list of shareholders is enclosed A list of shareholder changes is enclosed

past and present shareholders'

Part 5 (Signature)

There were no shareholder changes in this period. Go to Part 5 (Signature)

The list of shareholders is enclosed on paper. Go to Section G3. 'List of

appropriate box below

 \square

 \square

box below

companies answering 'No' in

Section G1

Annual Return

(For returns made up to a date on or after 1 October 2011)

G4

Shareholders who hold at least 5% of any class of share(s) of the company as at the made up date of this return

This section should show only the shareholders that hold at least 5% of any class of share(s) of the company at the date of this return

It should only be completed by companies that have answered 'Yes' to Question 1 in Section G1, and 'No' to Question 2 in Section G1

If there were no shareholders holding at least 5% of any class of share(s) at the date of this return, this section may be left blank

→ Go to Part 5 (Signature)

This section only applies to companies answering 'No' to Question 2 in Section G1

Please list the company shareholders in alphabetical order

Joint shareholders should be listed consecutively

Further shareholders

Please use a 'Shareholders who hold at least 5% of any class of share(s) of the company as at the made up date of this return' continuation page if necessary

Shares or stock currently held Number of shares or Shareholder's name Shareholder's address Class of share amount of stock

Annual Return

Part 5	Signature							
	This must be completed by all companies.	O Societas Europaea						
	I am signing this form on behalf of the company	If the form is being filed on behalf of a Societas Europaea (SE) please delete 'director' and insert details						
Signature	This form may be signed by Director •, Secretary, Person authorised •, Charity commission receiver and manager, CIC manager, Judicial factor	of which organ of the SE the person signing has membership. Person authorised Under either section 270 or 274 of the Companies Act 2006						

Annual Return

(For returns made up to a date on or after 1 October 2011)

Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name						
Сотрану пате	Group Secretariat					
Address	31 Group, 16 Palace Street					
_						
Post town	London					
County/Region						
Postcode	S W 1 E 5 J D					
Country	United Kingdom					
DX						
Telephone						

✓ Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☐ That if the made up date of the return is any earlier than 1 October 2011, you must complete the appropriate form AR01
- ☐ The company name and number match the information held on the public Register
- You have completed your principal business activity
 You have not used this form to make changes to the registered office address.
- You have not used this form to make changes to secretary and director details.
- ☐ You have fully completed the Statement of capital (if applicable)
- ☐ You have signed the form
- You have enclosed the correct fee

Important information

Please note that all information on this form will appear on the public record

f How to pay

A fee of £40 is payable to Companies House in respect of an Annual Return

Make cheques or postal orders payable to 'Companies House'

Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below

For companies registered in England and Wales: The Registrar of Companies, Companies House, Crown Way, Cardiff, Wales, CF14 3UZ

Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff
For companies registered in Scotland

The Registrar of Companies, Companies House, Fourth floor, Edinburgh Quay 2, 139 Fountainbridge, Edinburgh, Scotland, EH3 9FF DX ED235 Edinburgh 1 or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland The Registrar of Companies, Companies House, Second Floor, The Linenhall, 32-38 Linenhall Street, Belfast, Northern Ireland, BT2 8BG DX 481 N R Belfast 1

Further information

For further information, please see the guidance notes on the website at www companieshouse gov uk or email enquiries@companieshouse gov uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

2 1) 3i Holdings plc subsidiaries

Name	Country of	C1 (C1	Percentage of	
	Registration	Class of Share	class held	
3) plc	England	Ordinary shares	100%	
3 International Holdings	England	Ordinary shares	100%	
3i Edith plc	England	Ordinary shares	100%	
3i Edith plc	England	1% cumulative prefs	100%	
Mayflower GP Limited	England	Ordinary shares	100%	
3i Trustee Company Limited	England	Ordinary shares	100%	
3: Brasil Assessona de Investimentos Limitada		Ordinary shares	100%	
3 General Partner Limited	England	Ordinary shares	100%	
3 General Partner No 1 Ltd	England	Ordinary shares	100%	
3i Corporation (USA)	USA	Ordinary shares	100%	
3i Debt Management US LLC	USA	Ordinary shares	100%	
Gardens Nominees Limited	England	Ordinary shares	100%	
Gardens Pension Trustees Limited	England	Ordinary shares	100%	
Waterloo Trustee Company Limited	England	Ordinary shares	100%	
Palace Street I Limited	England	Ordinary shares	100%	
3: Europe General Partner Ltd	England	Ordinary shares	100%	
3. Europe plc	England	Ordinary shares	100%	
3 Nominees Limited	England	Ordinary shares	100%	
3i 96 Partners Nominees Limited	England	Ordinary shares	100%	
3i Europartners II GP Limited	England	Ordinary shares	100%	
3: PVLP Nominees Limited	England	Ordinary shares	100%	
3i EF3 GPA Ltd	England	Ordinary shares	100%	
3i EF3 GPB Ltd	England	Ordinary shares	100%	
3i AP Tech Nominees Ltd 3i AP Tech GP Limited	England England	Ordinary shares	100% 100%	
3i EF3 Nominees B Ltd		Ordinary shares	100%	
3: EF3 Nominees A Ltd	England England	Ordinary shares	100%	
-	 	Ordinary shares	100%	
3i Osprey GP Limited 3i Investments GP Ltd	England England	Ordinary shares Ordinary shares	100%	
3: IIF GP Limited	Jersey	Ordinary shares	100%	
3i Nordic plc	England	Ordinary shares	100%	
3i GP 2004 Ltd	Scotland	Ordinary shares	100%	
3: Networks Finland Limited	England	Ordinary shares	100%	
3i International Services plc (renaming from 01		Ordinary shares	100%	
3i EFIV Nominees Ltd	England	Ordinary shares	100%	
3i EF V nominees A Ltd	England	Ordinary shares	100%	
3i EF V Nominees B Ltd	England	Ordinary shares	100%	
3i (Shanghai) Equity Investment Management		Ordinary shares	100%	
3i US Holdings LLC	USA	Capital stock	100%	
3i India Private Limited	India	Ordinary shares	100%	
3i Asia Limited	Mauntius	Ordinary shares	100%	
3ı EFV GP Ltd	England	Ordinary shares	100%	
3i EF4 GP Limited	England	Ordinary shares	100%	
3i srl (in Liquidation)	Italy	Ordinary shares	100%	
IIF SLP GP Limited	Scotland	Ordinary shares	100%	
GP CCC 2010 Ltd	Scotland	Ordinary shares	100%	
3i GC GP Ltd	England	Ordinary shares	100%	
3i GP 2010 Ltd	England	Ordinary shares	100%	
3i GP 2006-08 Limited	England	Ordinary shares	100%	
GP CCC 08-10 Limited	Scotland	Ordinary shares	100%	
3i GP 08-10 Ltd	England	Ordinary shares	100%	
3i GP 2013 Limited	England	Ordinary shares	100%	
3i BIFM Investments Limited	England	Ordinary shares	100%	
BIIF GP Limited	England	Ordinary shares	100%	
BEIF II Limited	England	Ordinary shares	100%	
BAM General Partner Limited	England	Ordinary shares	100%	
	1-1-3-0-1-0	2.0	100%	

2 2) 3: Holdings plc Investments

		Profit/(Loss) after tax	Sum of Shareholders funds]	
Name	Country of residence	£,000	£,000	Class of share	% Shareholding
n/a - no direct investments					