

Please complete in typescript, or in bold black capitals.

CHFP029

013374/105 363a

Annual Return

Com	pany Number	57410			
Company Name in full		Invensys International Holdings Limited			
Date of this return The information in this retu	rn is made up to	Day Month Year 2 4 / 0 5 / 2 0 0 3			
Date of next return If you wish to make your to a date earlier than the of this return please sho Companies House will that the appropriate time.	anniversary w the date here.	Day Month Year 2 4 / 0 5 / 2 0 0 4			
Registered Office Show here the address this return.	at the date of	INVENSYS HOUSE			
Any change of registered office must be notified on form 287.	Post town County / Region UK Postcode	LONDON S W 1 P 1 B X			
Principal business	activities				
Show trade classification for the principal activity of		7415			
If the code number cann give a brief description o					



Form revised September 1999

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff for companies registered in England and Wales

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB for companies registered in Scotland DX 235 Edinburgh

Page 1

Register of me If the register of me registered office, st	mbers is not k		L				
	Cou	inty / Region			UK Postcode		
Register of De If there is a register or a duplicate of an of it, which is not ke office, state here w	of debenture y such registe pt at the regis	holders, r or part					
		Post town	<u></u>				
	Cou	inty / Region			UK Postcode		
Company type	e						
Public limited compan	у						
Private company limite	ed by shares		x	ĺ			
Private company limite share capital	ed by guarantee	without					
Private company limite section 30	ed by shares exe	empt under		Please tick the appropriate box			
Private company limite under section 30	ed by guarantee	exempt					
Private unlimited comp	pany with share	capital					
Private unlimited com	pany without sha	are capital		<u> </u>			
Company Sec	eretarv						
(Please photocopy this area to provide			Details of a new	company secre	etary must be notified on form	288a.	
details of joint sec- retaries).	Name	* Style / Title	L				
* Voluntary details.	F	orename(s)	ì				
If a partnership give the names and addresses of the part-		Surname(s)	INVENSYS SECRETARIES LIMITED				
ners or the name of the partnership and office address.	Address		INVENSYS HOUSE				
Usual residential		CARLISLE PLACE					
address must be given. In the case of a corporation, or a	ı	Post town	LONDON				
Scottish firm, give the registered or principal office address.		ınty / Region	<u> </u>		UK Postcode [S [W 1 P	1 B X	
		Country	ENGLAND				

Director's Please list directors in	n alphabetical order.	Details of new directors must be no	otified on form 288a
	Name * Style / Title	<u></u>	
Directors In the case of a director that is a corporation or a	nt Date of birth	Day Month Year	
Scottish firm, the name is the corporate or firm name.	Forename(s)	JOHN REGINALD WILLIAM	
	Surname	CLAYTON	
	Address	MATLEY HOUSE, GRANGE LANE	
Usual residential		LITTLE DUNMOW	
address must be given. In the case of corporation or a	1 OST TOWN	GREAT DUNMOW	
Scottish firm, give the registered or principal office address.		ESSEX	UK Postcode C M 6 3 H Y
omoc address,	Country	ENGLAND	Nationality BRITISH
	Business occupation	SOLICITOR AND COMPANY SECRET	TARY
* Voluntary details.			
	Name * Style / Title	MR	·
Directors In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.	at Date of birth	Day Month Year	
	Forename(s)	GLYN WILLIAM	
	Surname	FULLELOVE	
	Address	BROOK HOUSE, SPOUT LANE	
Usual residential address must be		TANSLEY	
given. In the case of corporation or a	1 031 10411	MATLOCK	
Scottish firm, give the registered or principal office address.		DERBYSHIRE	UK Postcode D E 4 5 F H
J Gual 500.	Country	I FNGLAND	Nationality (BRITISH

Business occupation CHARTERED ACCOUNTANT

Details of new directors must be notified on form 288a

Details of new directors must be notified on form 288a **Directors** Please list directors in alphabetical order. * Style / Title Name Month Year Day Directors In the case of a director that Date of birth is a corporation or a Scottish firm, the name is the corpo-Forename(s) | VICTORIA MARY rate or firm name. [HULL Surname 28 STANFORD ROAD, KENSINGTON **Address** Usual residential address must be given. In the case of a Post town corporation or a Scottish firm, give the County / Region | LONDON registered or principal office address. Country **| ENGLAND** Nationality BRITISH Business occupation | SOLICITOR * Voluntary details. ι MR Name * Style / Title Day Month Year Directors In the case of a director that Date of birth 0 5 / 1 9 5 4 is a corporation or a Scottish firm, the name is the corpo-Forename(s) | DAVID JEREMY rate or firm name. Surname (THOMAS

Usual residential address must be given. In the case of a corporation or a Scottish firm, give the registered or principal office address.

Address

11 COUTTS CRESCENT, 13/23 ST ALBANS ROAD

Post town LONDON

County / Region UK Postcode N W 5 1 R N

Country ENGLAND Nationality BRITISH

Business occupation | ACCOUNTANT

Issued share capital 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, or total amount of stock)			
	ORDINARY	16,502,681,720	5,077,748,221.54			
		<u></u>				
	L					
	Totals	16,502,681,720	5.077,748,221.54			
List of past and present shareholders (Use attached schedule where appropriate) A full list is required if one was not included with either of the last two	There were no changes in the period					
returns.		on paper	in another format			
	A list of changes is enclosed					
	A full list of shareholders	s is enclosed X				
Certificate	I certify that the informat knowledge and belief.	tion given in this return is	s true to the best of my			
Signed	Had I	/ Date	26/6/2003			
† Please delete as appropriate.	Per Pro Inverses 560	retaries Limited	20/0/2003			
When you have signed the return send it with the fee to the Registrar of Companies. Cheques should be made payable to Companies House.	This return includes	(enter number)	ntinuation sheets.			
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.	LISA TODD, C/O INVENSYS SECF	RETARIES LTD, INVENSYS PLC, CA	ARLISLE PLACE, LONDON, SW1P 1BX			
		Tel _{020 7821 3826}				
	DX number	DX exchange ;				



List of past and present shareholders Schedule to form 363a

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Company Number	57410

Company Name in full Invensys International Holdings Limited

- Changes 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 the company shareholders on:
 - The company's first annual return following incorporation;
 - Every third annual return after a full list has been provided
- List the company shareholders in alphabetical order or provide an index
- > List joint shareholders consecutively

	Class and	Shares or amount of stock transferred (if appropriate)			
Shareholders' details	number of shares or amount of stock held	Class and number of shares or amount of stock transferred	Date of registration of transfer		
Name	Ordinary 16,502,681,719				
LINVENSYS PLC	10,002,001,719				
Address					
LINVENSYS HOUSE, CARLISLE PLACE, LONDON, ENGLAND					
UK Postcode <u>S W 1 P 1 B X</u>					
Name	Ordinary				
LINVENSYS SECRETARIES LIMITED	1				
Address					
LINVENSYS HOUSE, CARLISLE PLACE, LONDON, ENGLAND					
<u></u>					
UK Postcode <u>S W 1 P 1 B X</u>					
Name					
Address					
<u></u>					
LUC De stande					
UK Postcode		, , , P - M			