

Return of Allotment of Shares

Company Name: IBM United Kingdom Holdings Limited

Company Number: 00122953

Received for filing in Electronic Format on the: 03/04/2014

X351K7L4

Shares Allotted (including bonus shares)

Date or period during which From To

shares are allotted 31/01/2014 31/01/2014

Class of Shares: PREFERENCE Number allotted 6

Currency: GBP Nominal value of each share 1

Amount paid: 1.084818622E7

Amount unpaid: 0.0

Non-cash consideration

ENTIRE SHARE CAPITAL OF ASHBOURNE ASSESSMENT SYSTEMS LTD, KENEXA LTD AND KENEXA QUORUM HOLDINGS LTD

Statement of Capital (Share Capital)

Class of Shares: ORDINARY Number allotted 240000000

Currency: GBP Aggregate nominal value: 240000000

Amount paid per share 1

Amount unpaid per share 0

Prescribed particulars

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 Shares: PREFERENCE Number allotted 250000000

Currency: GBP Aggregate nominal value: 250000000

Amount paid per share 1

Amount unpaid per share 0

Prescribed particulars

THE PREFERENCE SHARES CONFER NO RIGHT TO VOTE AT GENERAL MEETINGS EXCEPT ON A POLL IN RESPECT OF ANY RESOLUTION FOR THE LIQUIDATION OF THE COMPANY, A REDUCTION OF THE CAPITAL OF THE COMPANY, OR ANY RESOLUTION ADVERSELY ALTERING OR ABROGATING ANY OF THE SPECIAL RIGHTS AND PRIVILEGES ATTACHING TO THE PREFERENCE SHARES. IF THE BOARD OF DIRECTORS SHALL DECIDE THAT ANY PREFERENCE DIVIDEND BE DECLARED, THE HOLDER(S) OF PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE, IN PRIORITY TO ALL OTHER CLASSES OF SHARE, A FIXED CUMULATIVE PREFERENTIAL DIVIDEND OF 0.001 PER CENT PER ANNUM OF THE NOMINAL VALUE OF THE SHARES. ON A WINDING-UP, THE HOLDER(S) OF PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE IN PRIORITY TO OTHER CLASSES OF SHARE THE NOMINAL VALUE OF SUCH SHARES (TOGETHER WITH ALL ARREARS OF PREFERENCE DIVIDEND) BUT SHALL HAVE NO FURTHER RIGHT TO PARTICIPATE IN THE PROFITS OR ASSETS OF THE COMPANY. THE COMPANY SHALL HAVE THE RIGHT TO REDEEM ALL OR ANY OF THE PREFERENCE SHARES AFTER 1 JANUARY 2005, ON GIVING THREE MONTHS' NOTICE OF SUCH REDEMPTION.

Class of Shares: PREFERENCE Number allotted 5

Currency: GBP Aggregate nominal value:

Amount paid per share 266826.8

Amount unpaid per share 0

Prescribed particulars

THE PREFERENCE SHARES CONFER NO RIGHT TO VOTE AT GENERAL MEETINGS EXCEPT ON A POLL IN RESPECT OF ANY RESOLUTION FOR THE LIQUIDATION OF THE COMPANY, A REDUCTION OF THE CAPITAL OF THE COMPANY, OR ANY RESOLUTION ADVERSELY ALTERING OR ABROGATING ANY OF THE SPECIAL RIGHTS AND PRIVILEGES ATTACHING TO THE PREFERENCE SHARES. IF THE BOARD OF DIRECTORS SHALL DECIDE THAT ANY PREFERENCE DIVIDEND BE DECLARED, THE HOLDER(S) OF PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE, IN PRIORITY TO ALL OTHER CLASSES OF SHARE, A FIXED CUMULATIVE PREFERENTIAL DIVIDEND OF 0.001 PER CENT PER ANNUM OF THE NOMINAL VALUE OF THE SHARES. ON A WINDING-UP, THE HOLDER(S) OF PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE IN PRIORITY TO OTHER CLASSES OF SHARE THE NOMINAL VALUE OF SUCH SHARES (TOGETHER WITH ALL ARREARS OF PREFERENCE DIVIDEND) BUT SHALL HAVE NO FURTHER RIGHT TO PARTICIPATE IN THE PROFITS OR ASSETS OF THE COMPANY. THE COMPANY SHALL HAVE THE RIGHT TO REDEEM ALL OR ANY OF THE PREFERENCE SHARES AFTER 1 JANUARY 2005, ON GIVING THREE MONTHS' NOTICE OF SUCH REDEMPTION.

Class of Shares: PREFERENCE Number allotted 8

Currency: GBP Aggregate nominal value: 8

Amount paid per share 276408.282947

Amount unpaid per share 0

Prescribed particulars

THE PREFERENCE SHARES CONFER NO RIGHT TO VOTE AT GENERAL MEETINGS EXCEPT ON A POLL IN RESPECT OF ANY RESOLUTION FOR THE LIQUIDATION OF THE COMPANY, A REDUCTION OF THE CAPITAL OF THE COMPANY, OR ANY RESOLUTION ADVERSELY ALTERING OR ABROGATING ANY OF THE SPECIAL RIGHTS AND PRIVILEGES ATTACHING TO THE PREFERENCE SHARES. IF THE BOARD OF DIRECTORS SHALL DECIDE THAT ANY PREFERENCE DIVIDEND BE DECLARED, THE HOLDER(S) OF PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE, IN PRIORITY TO ALL OTHER CLASSES OF SHARE, A FIXED CUMULATIVE PREFERENTIAL DIVIDEND OF 0.001 PER CENT PER ANNUM OF THE NOMINAL VALUE OF THE SHARES. ON A WINDING-UP, THE HOLDER(S) OF PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE IN PRIORITY TO OTHER CLASSES OF SHARE

THE NOMINAL VALUE OF SUCH SHARES (TOGETHER WITH ALL ARREARS OF PREFERENCE DIVIDEND) BUT SHALL HAVE NO FURTHER RIGHT TO PARTICIPATE IN THE PROFITS OR ASSETS OF THE COMPANY. THE COMPANY SHALL HAVE THE RIGHT TO REDEEM ALL OR ANY OF THE PREFERENCE SHARES AFTER 1 JANUARY 2005, ON GIVING THREE MONTHS' NOTICE OF SUCH REDEMPTION.

Class of Shares: Number allotted **PREFERENCE** 2

GBP Aggregate nominal value: 2 Currency:

> 446486 Amount paid per share

Amount unpaid per share

Prescribed particulars

THE PREFERENCE SHARES CONFER NO RIGHT TO VOTE AT GENERAL MEETINGS EXCEPT ON A POLL IN RESPECT OF ANY RESOLUTION FOR THE LIQUIDATION OF THE COMPANY. A REDUCTION OF THE CAPITAL OF THE COMPANY, OR ANY RESOLUTION ADVERSELY ALTERING OR ABROGATING ANY OF THE SPECIAL RIGHTS AND PRIVILEGES ATTACHING TO THE PREFERENCE SHARES. IF THE BOARD OF DIRECTORS SHALL DECIDE THAT ANY PREFERENCE DIVIDEND BE DECLARED, THE HOLDER(S) OF PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE, IN PRIORITY TO ALL OTHER CLASSES OF SHARE, A FIXED CUMULATIVE PREFERENTIAL DIVIDEND OF 0.001 PER CENT PER ANNUM OF THE NOMINAL VALUE OF THE SHARES. ON A WINDING-UP, THE HOLDER(S) OF PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE IN PRIORITY TO OTHER CLASSES OF SHARE THE NOMINAL VALUE OF SUCH SHARES (TOGETHER WITH ALL ARREARS OF PREFERENCE DIVIDEND) BUT SHALL HAVE NO FURTHER RIGHT TO PARTICIPATE IN THE PROFITS OR ASSETS OF THE COMPANY. THE COMPANY SHALL HAVE THE RIGHT TO REDEEM ALL OR ANY OF THE PREFERENCE SHARES AFTER 1 JANUARY 2005. ON GIVING THREE MONTHS' NOTICE OF SUCH REDEMPTION.

Class of Shares: PREFERENCE Number allotted 2 **GBP** Currency:

2 Aggregate nominal value:

Amount unpaid per share 0

Prescribed particulars

THE PREFERENCE SHARES CONFER NO RIGHT TO VOTE AT GENERAL MEETINGS EXCEPT ON A POLL IN RESPECT OF ANY RESOLUTION FOR THE LIQUIDATION OF THE COMPANY.

Amount paid per share

1337985.525

A REDUCTION OF THE CAPITAL OF THE COMPANY, OR ANY RESOLUTION ADVERSELY ALTERING OR ABROGATING ANY OF THE SPECIAL RIGHTS AND PRIVILEGES ATTACHING TO THE PREFERENCE SHARES. IF THE BOARD OF DIRECTORS SHALL DECIDE THAT ANY PREFERENCE DIVIDEND BE DECLARED, THE HOLDER(S) OF PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE, IN PRIORITY TO ALL OTHER CLASSES OF SHARE, A FIXED CUMULATIVE PREFERENTIAL DIVIDEND OF 0.001 PER CENT PER ANNUM OF THE NOMINAL VALUE OF THE SHARES. ON A WINDING-UP, THE HOLDER(S) OF PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE IN PRIORITY TO OTHER CLASSES OF SHARE THE NOMINAL VALUE OF SUCH SHARES (TOGETHER WITH ALL ARREARS OF PREFERENCE DIVIDEND) BUT SHALL HAVE NO FURTHER RIGHT TO PARTICIPATE IN THE PROFITS OR ASSETS OF THE COMPANY. THE COMPANY SHALL HAVE THE RIGHT TO REDEEM ALL OR ANY OF THE PREFERENCE SHARES AFTER 1 JANUARY 2005, ON GIVING THREE MONTHS' NOTICE OF SUCH REDEMPTION.

Class of Shares: PREFERENCE Number allotted 2

Currency: GBP Aggregate nominal value: 2

Amount paid per share 1425538.57

Amount unpaid per share 0

Prescribed particulars

THE PREFERENCE SHARES CONFER NO RIGHT TO VOTE AT GENERAL MEETINGS EXCEPT ON A POLL IN RESPECT OF ANY RESOLUTION FOR THE LIQUIDATION OF THE COMPANY, A REDUCTION OF THE CAPITAL OF THE COMPANY, OR ANY RESOLUTION ADVERSELY ALTERING OR ABROGATING ANY OF THE SPECIAL RIGHTS AND PRIVILEGES ATTACHING TO THE PREFERENCE SHARES. IF THE BOARD OF DIRECTORS SHALL DECIDE THAT ANY PREFERENCE DIVIDEND BE DECLARED, THE HOLDER(S) OF PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE, IN PRIORITY TO ALL OTHER CLASSES OF SHARE, A FIXED CUMULATIVE PREFERENTIAL DIVIDEND OF 0.001 PER CENT PER ANNUM OF THE NOMINAL VALUE OF THE SHARES. ON A WINDING-UP, THE HOLDER(S) OF PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE IN PRIORITY TO OTHER CLASSES OF SHARE THE NOMINAL VALUE OF SUCH SHARES (TOGETHER WITH ALL ARREARS OF PREFERENCE DIVIDEND) BUT SHALL HAVE NO FURTHER RIGHT TO PARTICIPATE IN THE PROFITS OR ASSETS OF THE COMPANY. THE COMPANY SHALL HAVE THE RIGHT TO REDEEM ALL OR ANY OF THE PREFERENCE SHARES AFTER 1 JANUARY 2005, ON GIVING THREE MONTHS' NOTICE OF SUCH REDEMPTION.

Class of Shares: PREFERENCE Number allotted 3

Currency: GBP Aggregate nominal value: 3

Amount paid per share 1529252

Amount unpaid per share 0

Prescribed particulars

THE PREFERENCE SHARES CONFER NO RIGHT TO VOTE AT GENERAL MEETINGS EXCEPT ON A POLL IN RESPECT OF ANY RESOLUTION FOR THE LIQUIDATION OF THE COMPANY, A REDUCTION OF THE CAPITAL OF THE COMPANY, OR ANY RESOLUTION ADVERSELY ALTERING OR ABROGATING ANY OF THE SPECIAL RIGHTS AND PRIVILEGES ATTACHING TO THE PREFERENCE SHARES. IF THE BOARD OF DIRECTORS SHALL DECIDE THAT ANY PREFERENCE DIVIDEND BE DECLARED, THE HOLDER(S) OF PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE, IN PRIORITY TO ALL OTHER CLASSES OF SHARE, A FIXED CUMULATIVE PREFERENTIAL DIVIDEND OF 0.001 PER CENT PER ANNUM OF THE NOMINAL VALUE OF THE SHARES. ON A WINDING-UP, THE HOLDER(S) OF PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE IN PRIORITY TO OTHER CLASSES OF SHARE THE NOMINAL VALUE OF SUCH SHARES (TOGETHER WITH ALL ARREARS OF PREFERENCE DIVIDEND) BUT SHALL HAVE NO FURTHER RIGHT TO PARTICIPATE IN THE PROFITS OR ASSETS OF THE COMPANY. THE COMPANY SHALL HAVE THE RIGHT TO REDEEM ALL OR ANY OF THE PREFERENCE SHARES AFTER 1 JANUARY 2005, ON GIVING THREE MONTHS' NOTICE OF SUCH REDEMPTION.

Class of Shares: PREFERENCE Number allotted 2

Currency: GBP Aggregate nominal value: 2

Amount paid per share 1580018.96

Amount unpaid per share 0

Prescribed particulars

THE PREFERENCE SHARES CONFER NO RIGHT TO VOTE AT GENERAL MEETINGS EXCEPT ON A POLL IN RESPECT OF ANY RESOLUTION FOR THE LIQUIDATION OF THE COMPANY, A REDUCTION OF THE CAPITAL OF THE COMPANY, OR ANY RESOLUTION ADVERSELY ALTERING OR ABROGATING ANY OF THE SPECIAL RIGHTS AND PRIVILEGES ATTACHING TO THE PREFERENCE SHARES. IF THE BOARD OF DIRECTORS SHALL DECIDE THAT ANY PREFERENCE DIVIDEND BE DECLARED, THE HOLDER(S) OF PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE, IN PRIORITY TO ALL OTHER CLASSES OF SHARE, A FIXED CUMULATIVE PREFERENTIAL DIVIDEND OF 0.001 PER CENT PER ANNUM OF THE

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Class of Shares: PREFERENCE Number allotted 2

Currency: GBP Aggregate nominal value: 2

Amount paid per share 2326545.04

Amount unpaid per share 0

Prescribed particulars

THE PREFERENCE SHARES CONFER NO RIGHT TO VOTE AT GENERAL MEETINGS EXCEPT ON A POLL IN RESPECT OF ANY RESOLUTION FOR THE LIQUIDATION OF THE COMPANY, A REDUCTION OF THE CAPITAL OF THE COMPANY, OR ANY RESOLUTION ADVERSELY ALTERING OR ABROGATING ANY OF THE SPECIAL RIGHTS AND PRIVILEGES ATTACHING TO THE PREFERENCE SHARES. IF THE BOARD OF DIRECTORS SHALL DECIDE THAT ANY PREFERENCE DIVIDEND BE DECLARED, THE HOLDER(S) OF PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE, IN PRIORITY TO ALL OTHER CLASSES OF SHARE, A FIXED CUMULATIVE PREFERENTIAL DIVIDEND OF 0.001 PER CENT PER ANNUM OF THE NOMINAL VALUE OF THE SHARES. ON A WINDING-UP, THE HOLDER(S) OF PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE IN PRIORITY TO OTHER CLASSES OF SHARE THE NOMINAL VALUE OF SUCH SHARES (TOGETHER WITH ALL ARREARS OF PREFERENCE DIVIDEND) BUT SHALL HAVE NO FURTHER RIGHT TO PARTICIPATE IN THE PROFITS OR ASSETS OF THE COMPANY. THE COMPANY SHALL HAVE THE RIGHT TO REDEEM ALL OR ANY OF THE PREFERENCE SHARES AFTER 1 JANUARY 2005, ON GIVING THREE MONTHS' NOTICE OF SUCH REDEMPTION.

Class of Shares: PREFERENCE Number allotted 2

Currency: GBP Aggregate nominal value: 2

Amount paid per share 2467881

Amount unpaid per share 0

Prescribed particulars

THE PREFERENCE SHARES CONFER NO RIGHT TO VOTE AT GENERAL MEETINGS EXCEPT ON A POLL IN RESPECT OF ANY RESOLUTION FOR THE LIQUIDATION OF THE COMPANY, A REDUCTION OF THE CAPITAL OF THE COMPANY, OR ANY RESOLUTION ADVERSELY ALTERING OR ABROGATING ANY OF THE SPECIAL RIGHTS AND PRIVILEGES ATTACHING TO THE PREFERENCE SHARES. IF THE BOARD OF DIRECTORS SHALL DECIDE THAT ANY PREFERENCE DIVIDEND BE DECLARED, THE HOLDER(S) OF PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE, IN PRIORITY TO ALL OTHER CLASSES OF SHARE, A FIXED CUMULATIVE PREFERENTIAL DIVIDEND OF 0.001 PER CENT PER ANNUM OF THE NOMINAL VALUE OF THE SHARES. ON A WINDING-UP, THE HOLDER(S) OF PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE IN PRIORITY TO OTHER CLASSES OF SHARE THE NOMINAL VALUE OF SUCH SHARES (TOGETHER WITH ALL ARREARS OF PREFERENCE DIVIDEND) BUT SHALL HAVE NO FURTHER RIGHT TO PARTICIPATE IN THE PROFITS OR ASSETS OF THE COMPANY. THE COMPANY SHALL HAVE THE RIGHT TO REDEEM ALL OR ANY OF THE PREFERENCE SHARES AFTER 1 JANUARY 2005, ON GIVING THREE MONTHS' NOTICE OF SUCH REDEMPTION.

Class of Shares: PREFERENCE Number allotted 2

Currency: GBP Aggregate nominal value: 2

Amount paid per share 3160503.44

Amount unpaid per share 0

Prescribed particulars

THE PREFERENCE SHARES CONFER NO RIGHT TO VOTE AT GENERAL MEETINGS EXCEPT ON A POLL IN RESPECT OF ANY RESOLUTION FOR THE LIQUIDATION OF THE COMPANY, A REDUCTION OF THE CAPITAL OF THE COMPANY, OR ANY RESOLUTION ADVERSELY ALTERING OR ABROGATING ANY OF THE SPECIAL RIGHTS AND PRIVILEGES ATTACHING TO THE PREFERENCE SHARES. IF THE BOARD OF DIRECTORS SHALL DECIDE THAT ANY PREFERENCE DIVIDEND BE DECLARED, THE HOLDER(S) OF PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE, IN PRIORITY TO ALL OTHER CLASSES OF SHARE, A FIXED CUMULATIVE PREFERENTIAL DIVIDEND OF 0.001 PER CENT PER ANNUM OF THE NOMINAL VALUE OF THE SHARES. ON A WINDING-UP, THE HOLDER(S) OF PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE IN PRIORITY TO OTHER CLASSES OF SHARE THE NOMINAL VALUE OF SUCH SHARES (TOGETHER WITH ALL ARREARS OF PREFERENCE DIVIDEND) BUT SHALL HAVE NO FURTHER RIGHT TO PARTICIPATE IN THE PROFITS OR ASSETS OF THE COMPANY. THE COMPANY SHALL HAVE THE RIGHT TO REDEEM ALL OR

ANY OF THE PREFERENCE SHARES AFTER 1 JANUARY 2005, ON GIVING THREE MONTHS' NOTICE OF SUCH REDEMPTION.

Class of Shares: PREFERENCE Number allotted 2

Currency: GBP Aggregate nominal value: 2

Amount paid per share 3472661.5

Amount unpaid per share 0

Prescribed particulars

THE PREFERENCE SHARES CONFER NO RIGHT TO VOTE AT GENERAL MEETINGS EXCEPT ON A POLL IN RESPECT OF ANY RESOLUTION FOR THE LIQUIDATION OF THE COMPANY, A REDUCTION OF THE CAPITAL OF THE COMPANY, OR ANY RESOLUTION ADVERSELY ALTERING OR ABROGATING ANY OF THE SPECIAL RIGHTS AND PRIVILEGES ATTACHING TO THE PREFERENCE SHARES. IF THE BOARD OF DIRECTORS SHALL DECIDE THAT ANY PREFERENCE DIVIDEND BE DECLARED, THE HOLDER(S) OF PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE, IN PRIORITY TO ALL OTHER CLASSES OF SHARE, A FIXED CUMULATIVE PREFERENTIAL DIVIDEND OF 0.001 PER CENT PER ANNUM OF THE NOMINAL VALUE OF THE SHARES. ON A WINDING-UP, THE HOLDER(S) OF PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE IN PRIORITY TO OTHER CLASSES OF SHARE THE NOMINAL VALUE OF SUCH SHARES (TOGETHER WITH ALL ARREARS OF PREFERENCE DIVIDEND) BUT SHALL HAVE NO FURTHER RIGHT TO PARTICIPATE IN THE PROFITS OR ASSETS OF THE COMPANY. THE COMPANY SHALL HAVE THE RIGHT TO REDEEM ALL OR ANY OF THE PREFERENCE SHARES AFTER 1 JANUARY 2005, ON GIVING THREE MONTHS' NOTICE OF SUCH REDEMPTION.

Class of Shares:PREFERENCENumber allotted2Currency:GBPAggregate nominal value:2

Amount paid per share 3660843.16

Amount unpaid per share 0

Prescribed particulars

THE PREFERENCE SHARES CONFER NO RIGHT TO VOTE AT GENERAL MEETINGS EXCEPT ON A POLL IN RESPECT OF ANY RESOLUTION FOR THE LIQUIDATION OF THE COMPANY, A REDUCTION OF THE CAPITAL OF THE COMPANY, OR ANY RESOLUTION ADVERSELY ALTERING OR ABROGATING ANY OF THE SPECIAL RIGHTS AND PRIVILEGES ATTACHING TO THE PREFERENCE SHARES. IF THE BOARD OF DIRECTORS SHALL DECIDE THAT

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Class of Shares: PREFERENCE Number allotted 2

Currency: GBP Aggregate nominal value: 2

Amount paid per share 3669549.375

Amount unpaid per share 0

Prescribed particulars

THE PREFERENCE SHARES CONFER NO RIGHT TO VOTE AT GENERAL MEETINGS EXCEPT ON A POLL IN RESPECT OF ANY RESOLUTION FOR THE LIQUIDATION OF THE COMPANY, A REDUCTION OF THE CAPITAL OF THE COMPANY, OR ANY RESOLUTION ADVERSELY ALTERING OR ABROGATING ANY OF THE SPECIAL RIGHTS AND PRIVILEGES ATTACHING TO THE PREFERENCE SHARES. IF THE BOARD OF DIRECTORS SHALL DECIDE THAT ANY PREFERENCE DIVIDEND BE DECLARED, THE HOLDER(S) OF PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE, IN PRIORITY TO ALL OTHER CLASSES OF SHARE, A FIXED CUMULATIVE PREFERENTIAL DIVIDEND OF 0.001 PER CENT PER ANNUM OF THE NOMINAL VALUE OF THE SHARES. ON A WINDING-UP, THE HOLDER(S) OF PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE IN PRIORITY TO OTHER CLASSES OF SHARE THE NOMINAL VALUE OF SUCH SHARES (TOGETHER WITH ALL ARREARS OF PREFERENCE DIVIDEND) BUT SHALL HAVE NO FURTHER RIGHT TO PARTICIPATE IN THE PROFITS OR ASSETS OF THE COMPANY. THE COMPANY SHALL HAVE THE RIGHT TO REDEEM ALL OR ANY OF THE PREFERENCE SHARES AFTER 1 JANUARY 2005, ON GIVING THREE MONTHS' NOTICE OF SUCH REDEMPTION.

Class of Shares: PREFERENCE Number allotted 2

Currency: GBP Aggregate nominal value: 2

Amount paid per share 4401008.825

Amount unpaid per share

Prescribed particulars

THE PREFERENCE SHARES CONFER NO RIGHT TO VOTE AT GENERAL MEETINGS EXCEPT ON A POLL IN RESPECT OF ANY RESOLUTION FOR THE LIQUIDATION OF THE COMPANY, A REDUCTION OF THE CAPITAL OF THE COMPANY, OR ANY RESOLUTION ADVERSELY ALTERING OR ABROGATING ANY OF THE SPECIAL RIGHTS AND PRIVILEGES ATTACHING TO THE PREFERENCE SHARES. IF THE BOARD OF DIRECTORS SHALL DECIDE THAT ANY PREFERENCE DIVIDEND BE DECLARED, THE HOLDER(S) OF PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE, IN PRIORITY TO ALL OTHER CLASSES OF SHARE, A FIXED CUMULATIVE PREFERENTIAL DIVIDEND OF 0.001 PER CENT PER ANNUM OF THE NOMINAL VALUE OF THE SHARES. ON A WINDING-UP, THE HOLDER(S) OF PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE IN PRIORITY TO OTHER CLASSES OF SHARE THE NOMINAL VALUE OF SUCH SHARES (TOGETHER WITH ALL ARREARS OF PREFERENCE DIVIDEND) BUT SHALL HAVE NO FURTHER RIGHT TO PARTICIPATE IN THE PROFITS OR ASSETS OF THE COMPANY. THE COMPANY SHALL HAVE THE RIGHT TO REDEEM ALL OR ANY OF THE PREFERENCE SHARES AFTER 1 JANUARY 2005, ON GIVING THREE MONTHS' NOTICE OF SUCH REDEMPTION.

Class of Shares: PREFERENCE Number allotted 4

Currency: GBP Aggregate nominal value: 4

Amount paid per share 5078372

Amount unpaid per share 0

Prescribed particulars

THE PREFERENCE SHARES CONFER NO RIGHT TO VOTE AT GENERAL MEETINGS EXCEPT ON A POLL IN RESPECT OF ANY RESOLUTION FOR THE LIQUIDATION OF THE COMPANY, A REDUCTION OF THE CAPITAL OF THE COMPANY, OR ANY RESOLUTION ADVERSELY ALTERING OR ABROGATING ANY OF THE SPECIAL RIGHTS AND PRIVILEGES ATTACHING TO THE PREFERENCE SHARES. IF THE BOARD OF DIRECTORS SHALL DECIDE THAT ANY PREFERENCE DIVIDEND BE DECLARED, THE HOLDER(S) OF PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE, IN PRIORITY TO ALL OTHER CLASSES OF SHARE, A FIXED CUMULATIVE PREFERENTIAL DIVIDEND OF 0.001 PER CENT PER ANNUM OF THE NOMINAL VALUE OF THE SHARES. ON A WINDING-UP, THE HOLDER(S) OF PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE IN PRIORITY TO OTHER CLASSES OF SHARE THE NOMINAL VALUE OF SUCH SHARES (TOGETHER WITH ALL ARREARS OF PREFERENCE

DIVIDEND) BUT SHALL HAVE NO FURTHER RIGHT TO PARTICIPATE IN THE PROFITS OR ASSETS OF THE COMPANY. THE COMPANY SHALL HAVE THE RIGHT TO REDEEM ALL OR ANY OF THE PREFERENCE SHARES AFTER 1 JANUARY 2005, ON GIVING THREE MONTHS' NOTICE OF SUCH REDEMPTION.

Class of Shares: PREFERENCE Number allotted 5

Currency: GBP Aggregate nominal value: 5

Amount paid per share 5303812.8

Amount unpaid per share 0

Prescribed particulars

THE PREFERENCE SHARES CONFER NO RIGHT TO VOTE AT GENERAL MEETINGS EXCEPT ON A POLL IN RESPECT OF ANY RESOLUTION FOR THE LIQUIDATION OF THE COMPANY, A REDUCTION OF THE CAPITAL OF THE COMPANY, OR ANY RESOLUTION ADVERSELY ALTERING OR ABROGATING ANY OF THE SPECIAL RIGHTS AND PRIVILEGES ATTACHING TO THE PREFERENCE SHARES. IF THE BOARD OF DIRECTORS SHALL DECIDE THAT ANY PREFERENCE DIVIDEND BE DECLARED, THE HOLDER(S) OF PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE, IN PRIORITY TO ALL OTHER CLASSES OF SHARE, A FIXED CUMULATIVE PREFERENTIAL DIVIDEND OF 0.001 PER CENT PER ANNUM OF THE NOMINAL VALUE OF THE SHARES. ON A WINDING-UP, THE HOLDER(S) OF PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE IN PRIORITY TO OTHER CLASSES OF SHARE THE NOMINAL VALUE OF SUCH SHARES (TOGETHER WITH ALL ARREARS OF PREFERENCE DIVIDEND) BUT SHALL HAVE NO FURTHER RIGHT TO PARTICIPATE IN THE PROFITS OR ASSETS OF THE COMPANY. THE COMPANY SHALL HAVE THE RIGHT TO REDEEM ALL OR ANY OF THE PREFERENCE SHARES AFTER 1 JANUARY 2005, ON GIVING THREE MONTHS' NOTICE OF SUCH REDEMPTION.

Class of Shares: PREFERENCE Number allotted 2

Currency: GBP Aggregate nominal value: 2

Amount paid per share 5632590

Amount unpaid per share 0

Prescribed particulars

THE PREFERENCE SHARES CONFER NO RIGHT TO VOTE AT GENERAL MEETINGS EXCEPT ON A POLL IN RESPECT OF ANY RESOLUTION FOR THE LIQUIDATION OF THE COMPANY, A REDUCTION OF THE CAPITAL OF THE COMPANY, OR ANY RESOLUTION ADVERSELY

ALTERING OR ABROGATING ANY OF THE SPECIAL RIGHTS AND PRIVILEGES ATTACHING TO THE PREFERENCE SHARES. IF THE BOARD OF DIRECTORS SHALL DECIDE THAT ANY PREFERENCE DIVIDEND BE DECLARED, THE HOLDER(S) OF PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE, IN PRIORITY TO ALL OTHER CLASSES OF SHARE, A FIXED CUMULATIVE PREFERENTIAL DIVIDEND OF 0.001 PER CENT PER ANNUM OF THE NOMINAL VALUE OF THE SHARES. ON A WINDING-UP, THE HOLDER(S) OF PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE IN PRIORITY TO OTHER CLASSES OF SHARE THE NOMINAL VALUE OF SUCH SHARES (TOGETHER WITH ALL ARREARS OF PREFERENCE DIVIDEND) BUT SHALL HAVE NO FURTHER RIGHT TO PARTICIPATE IN THE PROFITS OR ASSETS OF THE COMPANY. THE COMPANY SHALL HAVE THE RIGHT TO REDEEM ALL OR ANY OF THE PREFERENCE SHARES AFTER 1 JANUARY 2005, ON GIVING THREE MONTHS' NOTICE OF SUCH REDEMPTION.

Class of Shares: PREFERENCE Number allotted 2

Currency: GBP Aggregate nominal value: 2

Amount paid per share 5811130.765

Amount unpaid per share 0

Prescribed particulars

THE PREFERENCE SHARES CONFER NO RIGHT TO VOTE AT GENERAL MEETINGS EXCEPT ON A POLL IN RESPECT OF ANY RESOLUTION FOR THE LIQUIDATION OF THE COMPANY, A REDUCTION OF THE CAPITAL OF THE COMPANY, OR ANY RESOLUTION ADVERSELY ALTERING OR ABROGATING ANY OF THE SPECIAL RIGHTS AND PRIVILEGES ATTACHING TO THE PREFERENCE SHARES. IF THE BOARD OF DIRECTORS SHALL DECIDE THAT ANY PREFERENCE DIVIDEND BE DECLARED, THE HOLDER(S) OF PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE, IN PRIORITY TO ALL OTHER CLASSES OF SHARE, A FIXED CUMULATIVE PREFERENTIAL DIVIDEND OF 0.001 PER CENT PER ANNUM OF THE NOMINAL VALUE OF THE SHARES. ON A WINDING-UP, THE HOLDER(S) OF PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE IN PRIORITY TO OTHER CLASSES OF SHARE THE NOMINAL VALUE OF SUCH SHARES (TOGETHER WITH ALL ARREARS OF PREFERENCE DIVIDEND) BUT SHALL HAVE NO FURTHER RIGHT TO PARTICIPATE IN THE PROFITS OR ASSETS OF THE COMPANY. THE COMPANY SHALL HAVE THE RIGHT TO REDEEM ALL OR ANY OF THE PREFERENCE SHARES AFTER 1 JANUARY 2005, ON GIVING THREE MONTHS' NOTICE OF SUCH REDEMPTION.

Class of Shares: PREFERENCE Number allotted 6

Currency: GBP Aggregate nominal value: 6

Amount paid per share 10848186.22

Amount unpaid per share 0

Prescribed particulars

THE PREFERENCE SHARES CONFER NO RIGHT TO VOTE AT GENERAL MEETINGS EXCEPT ON A POLL IN RESPECT OF ANY RESOLUTION FOR THE LIQUIDATION OF THE COMPANY, A REDUCTION OF THE CAPITAL OF THE COMPANY, OR ANY RESOLUTION ADVERSELY ALTERING OR ABROGATING ANY OF THE SPECIAL RIGHTS AND PRIVILEGES ATTACHING TO THE PREFERENCE SHARES. IF THE BOARD OF DIRECTORS SHALL DECIDE THAT ANY PREFERENCE DIVIDEND BE DECLARED, THE HOLDER(S) OF PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE, IN PRIORITY TO ALL OTHER CLASSES OF SHARE, A FIXED CUMULATIVE PREFERENTIAL DIVIDEND OF 0.001 PER CENT PER ANNUM OF THE NOMINAL VALUE OF THE SHARES. ON A WINDING-UP, THE HOLDER(S) OF PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE IN PRIORITY TO OTHER CLASSES OF SHARE THE NOMINAL VALUE OF SUCH SHARES (TOGETHER WITH ALL ARREARS OF PREFERENCE DIVIDEND) BUT SHALL HAVE NO FURTHER RIGHT TO PARTICIPATE IN THE PROFITS OR ASSETS OF THE COMPANY. THE COMPANY SHALL HAVE THE RIGHT TO REDEEM ALL OR ANY OF THE PREFERENCE SHARES AFTER 1 JANUARY 2005, ON GIVING THREE MONTHS' NOTICE OF SUCH REDEMPTION.

Class of Shares: PREFERENCE Number allotted 2

Currency: GBP Aggregate nominal value: 2

Amount paid per share 13500000

Amount unpaid per share 0

Prescribed particulars

THE PREFERENCE SHARES CONFER NO RIGHT TO VOTE AT GENERAL MEETINGS EXCEPT ON A POLL IN RESPECT OF ANY RESOLUTION FOR THE LIQUIDATION OF THE COMPANY, A REDUCTION OF THE CAPITAL OF THE COMPANY, OR ANY RESOLUTION ADVERSELY ALTERING OR ABROGATING ANY OF THE SPECIAL RIGHTS AND PRIVILEGES ATTACHING TO THE PREFERENCE SHARES. IF THE BOARD OF DIRECTORS SHALL DECIDE THAT ANY PREFERENCE DIVIDEND BE DECLARED, THE HOLDER(S) OF PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE, IN PRIORITY TO ALL OTHER CLASSES OF SHARE, A FIXED CUMULATIVE PREFERENTIAL DIVIDEND OF 0.001 PER CENT PER ANNUM OF THE NOMINAL VALUE OF THE SHARES. ON A WINDING-UP, THE HOLDER(S) OF PREFERENCE

SHARES SHALL BE ENTITLED TO RECEIVE IN PRIORITY TO OTHER CLASSES OF SHARE THE NOMINAL VALUE OF SUCH SHARES (TOGETHER WITH ALL ARREARS OF PREFERENCE DIVIDEND) BUT SHALL HAVE NO FURTHER RIGHT TO PARTICIPATE IN THE PROFITS OR ASSETS OF THE COMPANY. THE COMPANY SHALL HAVE THE RIGHT TO REDEEM ALL OR ANY OF THE PREFERENCE SHARES AFTER 1 JANUARY 2005, ON GIVING THREE MONTHS' NOTICE OF SUCH REDEMPTION.

Class of Shares: PREFERENCE Number allotted 1

Currency: GBP Aggregate nominal value: 1

Amount paid per share 20302894

Amount unpaid per share 0

Prescribed particulars

THE PREFERENCE SHARES CONFER NO RIGHT TO VOTE AT GENERAL MEETINGS EXCEPT ON A POLL IN RESPECT OF ANY RESOLUTION FOR THE LIQUIDATION OF THE COMPANY, A REDUCTION OF THE CAPITAL OF THE COMPANY, OR ANY RESOLUTION ADVERSELY ALTERING OR ABROGATING ANY OF THE SPECIAL RIGHTS AND PRIVILEGES ATTACHING TO THE PREFERENCE SHARES. IF THE BOARD OF DIRECTORS SHALL DECIDE THAT ANY PREFERENCE DIVIDEND BE DECLARED, THE HOLDER(S) OF PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE, IN PRIORITY TO ALL OTHER CLASSES OF SHARE, A FIXED CUMULATIVE PREFERENTIAL DIVIDEND OF 0.001 PER CENT PER ANNUM OF THE NOMINAL VALUE OF THE SHARES. ON A WINDING-UP, THE HOLDER(S) OF PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE IN PRIORITY TO OTHER CLASSES OF SHARE THE NOMINAL VALUE OF SUCH SHARES (TOGETHER WITH ALL ARREARS OF PREFERENCE DIVIDEND) BUT SHALL HAVE NO FURTHER RIGHT TO PARTICIPATE IN THE PROFITS OR ASSETS OF THE COMPANY. THE COMPANY SHALL HAVE THE RIGHT TO REDEEM ALL OR ANY OF THE PREFERENCE SHARES AFTER 1 JANUARY 2005, ON GIVING THREE MONTHS' NOTICE OF SUCH REDEMPTION.

Class of Shares: PREFERENCE Number allotted 4

Currency: GBP Aggregate nominal value: 4

Amount paid per share 20721069.4325

Amount unpaid per share 0

Prescribed particulars

THE PREFERENCE SHARES CONFER NO RIGHT TO VOTE AT GENERAL MEETINGS EXCEPT ON A POLL IN RESPECT OF ANY RESOLUTION FOR THE LIQUIDATION OF THE COMPANY, A REDUCTION OF THE CAPITAL OF THE COMPANY, OR ANY RESOLUTION ADVERSELY ALTERING OR ABROGATING ANY OF THE SPECIAL RIGHTS AND PRIVILEGES ATTACHING TO THE PREFERENCE SHARES. IF THE BOARD OF DIRECTORS SHALL DECIDE THAT ANY PREFERENCE DIVIDEND BE DECLARED, THE HOLDER(S) OF PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE, IN PRIORITY TO ALL OTHER CLASSES OF SHARE, A FIXED CUMULATIVE PREFERENTIAL DIVIDEND OF 0.001 PER CENT PER ANNUM OF THE NOMINAL VALUE OF THE SHARES. ON A WINDING-UP, THE HOLDER(S) OF PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE IN PRIORITY TO OTHER CLASSES OF SHARE THE NOMINAL VALUE OF SUCH SHARES (TOGETHER WITH ALL ARREARS OF PREFERENCE DIVIDEND) BUT SHALL HAVE NO FURTHER RIGHT TO PARTICIPATE IN THE PROFITS OR ASSETS OF THE COMPANY. THE COMPANY SHALL HAVE THE RIGHT TO REDEEM ALL OR ANY OF THE PREFERENCE SHARES AFTER 1 JANUARY 2005, ON GIVING THREE MONTHS' NOTICE OF SUCH REDEMPTION.

Class of Shares: PREFERENCE Number allotted 1

Currency: GBP Aggregate nominal value: 1

Amount paid per share 109742908

Amount unpaid per share 0

Prescribed particulars

THE PREFERENCE SHARES CONFER NO RIGHT TO VOTE AT GENERAL MEETINGS EXCEPT ON A POLL IN RESPECT OF ANY RESOLUTION FOR THE LIQUIDATION OF THE COMPANY, A REDUCTION OF THE CAPITAL OF THE COMPANY, OR ANY RESOLUTION ADVERSELY ALTERING OR ABROGATING ANY OF THE SPECIAL RIGHTS AND PRIVILEGES ATTACHING TO THE PREFERENCE SHARES. IF THE BOARD OF DIRECTORS SHALL DECIDE THAT ANY PREFERENCE DIVIDEND BE DECLARED, THE HOLDER(S) OF PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE, IN PRIORITY TO ALL OTHER CLASSES OF SHARE, A FIXED CUMULATIVE PREFERENTIAL DIVIDEND OF 0.001 PER CENT PER ANNUM OF THE NOMINAL VALUE OF THE SHARES. ON A WINDING-UP, THE HOLDER(S) OF PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE IN PRIORITY TO OTHER CLASSES OF SHARE THE NOMINAL VALUE OF SUCH SHARES (TOGETHER WITH ALL ARREARS OF PREFERENCE DIVIDEND) BUT SHALL HAVE NO FURTHER RIGHT TO PARTICIPATE IN THE PROFITS OR ASSETS OF THE COMPANY. THE COMPANY SHALL HAVE THE RIGHT TO REDEEM ALL OR

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NOTICE OF SUCH REDEMPTION.				
ANY OF THE PREFERENCE SHARES AFTER 1	JANUART 2005,	ON GIVING THREE		13
ANY OF THE PREFERENCE SHARES AFTER 1	JANIIARY 2005	ON GIVING THREE	= MONTH	15

Statement of Capital (Totals)

Currency: GBP Total number of shares: 490000065

Total aggregate nominal value: 49000065

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver, Manager, CIC Manager.