



*Companies House*  
— for the record —

**AR01** (ef)

**Annual Return**



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*Company Name:* **STANDARD LIFE INVESTMENTS (CORPORATE FUNDS) LIMITED**

*Company Number:* **SC111488**

*Date of this return:* **10/04/2010**

*SIC codes:* **6523**

*Company Type:* **Private company limited by shares**

*Situation of Registered Office:* **1 GEORGE STREET  
EDINBURGH  
EH2 2LL**

**Officers of the company**

*Company Secretary* **1**

*Type:* **Person**

*Full forename(s):* **MR VINCENT JOSEPH**

*Surname:* **O'BRIEN**

*Former names:*

*Service Address recorded as Company's registered office*

*Company Director*      **1**

*Type:*                              **Person**

*Full forename(s):*              **MR DAVID THORBURN**

*Surname:*                        **CUMMING**

*Former names:*

*Service Address recorded as Company's registered office*

*Country/State Usually Resident:*   **UNITED KINGDOM**

*Date of Birth:*   **07/12/1961**                              *Nationality:*   **BRITISH**

*Occupation:*     **INVESTMENT MANAGER**

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*Company Director*      **2**

*Type:*                              **Person**

*Full forename(s):*              **MR WILLIAM REGNAR**

*Surname:*                        **LITTLEBOY**

*Former names:*

*Service Address recorded as Company's registered office*

*Country/State Usually Resident:*   **UK**

*Date of Birth:*   **18/11/1961**                              *Nationality:*   **BRITISH**

*Occupation:*     **OPERATIONS DIRECTOR**

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*Company Director*      **3**

*Type:*                              **Person**

*Full forename(s):*              **MR NORMAN KEITH**

*Surname:*                        **SKEOCH**

*Former names:*

*Service Address recorded as Company's registered office*

*Country/State Usually Resident:*   **UK**

*Date of Birth:*   **05/11/1956**                              *Nationality:*   **BRITISH**

*Occupation:*    **CHIEF INVESTMENT  
OFFICER**

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*Company Director*      **4**

*Type:*                              **Person**

*Full forename(s):*              **MR ALEXANDER PETER**

*Surname:*                        **WATT**

*Former names:*

*Service Address recorded as Company's registered office*

*Country/State Usually Resident:*   **UK**

*Date of Birth:*   **26/08/1952**                              *Nationality:*   **BRITISH**

*Occupation:*    **PROPERTY INVESTMENT  
MANAGER**

# Statement of Capital (Share Capital)

<b>Class of shares</b>	<b>REDEEMABLE</b>	<i>Number allotted</i>	<b>1500000</b>
<i>Currency</i>	<b>PREFERENCE</b>	<i>Aggregate nominal value</i>	<b>1500000</b>
	<b>GBP</b>	<i>Amount paid</i>	<b>0</b>
		<i>Amount unpaid</i>	<b>0</b>

## Prescribed particulars

AS REGARDS DISTRIBUTION: THE REDEEMABLE PREFERENCE SHARES SHALL ENTITLE THE HOLDERS THEREOF TO A DIVIDEND IN PREFERENCE TO THE HOLDERS OF THE ORDINARY SHARES. AS REGARDS CAPITAL: ON A RETURN OF ASSETS ON LIQUIDATION, REDUCTION OF CAPITAL OR OTHERWISE, THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED FIRST IN PAYING TO THE HOLDERS OF THE REDEEMABLE PREFERENCE SHARES AN AMOUNT EQUAL TO THE SUBSCRIPTION PRICE (INCLUSIVE OF ANY PREMIUM) PAID FOR SUCH SHARES AND ANY BALANCE REMAINING THEREAFTER SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE ORDINARY SHARES. AS REGARDS VOTING: THE REDEEMABLE PREFERENCE SHARES SHALL ENTITLE THE HOLDERS THEREOF TO RECEIVE NOTICE OF AND TO ATTEND ALL GENERAL MEETINGS AND TO RECEIVE COPIES OF CIRCULARS SENT TO THE HOLDERS OF SHARES OR DEBENTURES IN THE COMPANY AND OF ALL RESOLUTIONS OF THE COMPANY IN GENERAL MEETING BUT SHALL NOT ENTITLE THE HOLDERS THEREOF TO VOTE AT ANY GENERAL MEETINGS OF THE COMPANY. AS REGARDS REDEMPTION: SUBJECT TO THE PROVISIONS OF THE ACT, THE COMPANY SHALL BE ENTITLED AT ANY TIME, ON GIVING 30 DAYS NOTICE (A "COMPANY REDEMPTION NOTICE") TO THE HOLDERS OF THE REDEEMABLE PREFERENCE SHARES TO REDEEM ALL OR SOME OF THE REDEEMABLE PREFERENCE SHARES SPECIFIED IN THE COMPANY REDEMPTION NOTICE AND ANY SUCH REDEMPTION SHALL BE EFFECTED ON THE EXPIRY OF THE COMPANY REDEMPTION NOTICE. IN EACH CASE OF REDEMPTION OF REDEEMABLE PREFERENCE SHARES, THE REDEMPTION PRICE FOR EACH REDEEMABLE PREFERENCE SHARE SHALL BE \$1.00. ON ANY OCCASION ON WHICH LESS THAN ALL OF THE REDEEMABLE PREFERENCE SHARES IN ISSUE ARE REDEEMED, THE COMPANY SHALL REDEEM THAT PROPORTION OF THE HOLDING OF EACH HOLDER OF REDEEMABLE PREFERENCE SHARES CORRESPONDING TO THE PROPORTION WHICH THE AGGREGATE NUMBER OF REDEEMABLE PREFERENCE SHARES THEN BEING REDEEMED BEARS TO THE AGGREGATE NUMBER OF REDEEMABLE PREFERENCE SHARES IN ISSUE PRIOR TO SUCH REDEMPTION. UPON THE DATE ON WHICH REDEEMABLE PREFERENCE SHARES ARE TO BE REDEEMED, EACH OF THE HOLDERS OF REDEEMABLE PREFERENCE SHARES SHALL DELIVER TO THE COMPANY THE CERTIFICATE OR CERTIFICATES OF THE PREFERENCE SHARES HELD BY THEM TO BE REDEEMED ON THAT OCCASION. IF ANY CERTIFICATE SO DELIVERED INCLUDES ANY REDEEMABLE PREFERENCE SHARES NOT TO BE REDEEMED ON THAT OCCASION, A FRESH CERTIFICATE FOR SUCH SHARES SHALL BE ISSUED TO THE HOLDER DELIVERING SUCH CERTIFICATE TO THE COMPANY. IF THE COMPANY SHALL BE UNABLE, IN COMPLIANCE WITH THE PROVISIONS OF THE ACT, TO REDEEM ALL OR ANY OF THE REDEEMABLE PREFERENCE SHARES FALLING TO BE REDEEMED ON ANY DATE, THE COMPANY SHALL REDEEM ON THE DUE DATE AS MANY OF THE REDEEMABLE PREFERENCE SHARES THEN FALLING TO BE REDEEMED AS IT IS THEN ABLE TO REDEEM IN COMPLIANCE WITH THE ACT AND SHALL REDEEM THE SHARES REMAINING IN ISSUE WHICH SHOULD THEN HAVE BEEN REDEEMED AS SOON THEREAFTER AS THE COMPANY SHALL BE ABLE TO DO SO IN COMPLIANCE WITH SUCH PROVISIONS. THE COMPANY SHALL NOT BE OBLIGED IN ANY CIRCUMSTANCES TO CARRY OUT A FRESH ISSUE OF SHARES IN ORDER TO REDEEM ANY OF THE REDEEMABLE PREFERENCE SHARES, NOR TO REDEEM ANY OF THE REDEEMABLE PREFERENCE SHARES OUT OF CAPITAL. THE REDEEMABLE PREFERENCE SHARES TO BE REDEEMED IN ACCORDANCE WITH THE FOREGOING PROVISIONS OF THIS ARTICLE SHALL BE REDEEMED BY THE COMPANY AT THE REGISTERED OFFICE OF THE COMPANY.

<b>Class of shares</b>	<b>ORDINARY</b>	<i>Number allotted</i>	<b>3500000</b>
		<i>Aggregate nominal value</i>	<b>3500000</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid per share</i>	<b>0</b>
		<i>Amount unpaid per share</i>	<b>0</b>
<i>Prescribed particulars</i>	<p>ALL UNISSUED SHARES FORMING PART OF THE SHARE CAPITAL OF THE COMPANY SHALL BE AT THE DISPOSAL OF THE DIRECTORS, AND THE DIRECTORS ARE AUTHORISED BY THE ARTICLE TO ALLOT, GRANT OPTIONS OVER OR OTHERWISE DEAL WITH OR DISPOSE OF THE SAME TO SUCH PERSONS AND AT SUCH TIMES AND ON SUCH TERMS AND CONDITIONS AS THEY THINK PROPER, BUT THE AUTHORITY GIVEN TO THE DIRECTORS IN THIS ARTICLE SHALL TERMINATE ON THE DATE FIVE YEARS FROM THE DATE OF THE INCORPORATION OF THE COMPANY AND THEREAFTER NO SHARES SHALL BE ALLOTTED OR ISSUED BY THE DIRECTORS (OTHER THAN IN PURSUANCE OF AN OFFER OR AGREEMENT MADE BY THE COMPANY BEFORE THE EXPIRY OF THE FORESAID AUTHORITY) UNLESS THE DIRECTORS ARE, IN ACCORDANCE WITH SECTION 80 OF THE COMPANIES ACT 1985, AUTHORISED TO DO SO BY THE COMPANY IN GENERAL MEETING. IN ACCORDANCE WITH SECTION 91 OF THE COMPANIES ACT 1985, SECTIONS 89(1) AND 90(1) TO (6) OF THE COMPANIES ACT 1985 SHALL BE EXCLUDED FROM APPLYING TO THE COMPANY. SUBJECT TO THE PROVISIONS OF THE ACT ANY SHARES MAY BE ISSUED THAT ARE, OR AT THE OPTION OF THE COMPANY ARE LIABLE, TO BE REDEEMED ON SUCH TERMS AND IN SUCH MANNER AS THE COMPANY BEFORE THE ISSUE THEREOF MAY BY SPECIAL RESOLUTION DETERMINE. THE TERMS AND MANNER OF REDEMPTION SHALL BE PROVIDED FOR BY ALTERATION OF THESE PRESENTS.</p>		

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### Statement of Capital (Totals)

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<i>Currency</i>	<b>GBP</b>	<i>Total number of shares</i>	<b>5000000</b>
		<i>Total aggregate nominal value</i>	<b>5000000</b>

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### *Full Details of Shareholders*

The details below relate to individuals / corporate bodies that were shareholders as at 10/04/2010 or that had ceased to be shareholders since the made up date of the previous Annual Return

*A full list of shareholders for a private or non-traded public company are shown below*

*Shareholding : 1*

**3500000 ORDINARY Shares held as at 10/04/2010**

*Name:*

**STANDARD LIFE INVESTMENTS LTD**

*Address:*

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*Shareholding : 2*

**1500000 REDEEMABLE PREFERENCE Shares held as at 10/04/2010**

*Name:*

**STANDARD LIFE INVESTMENTS LIMITED**

*Address:*

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### *Authorisation*

*Authenticated*

*This form was authorised by one of the following:*

Director, Secretary, Person Authorised, Charity Commission Receiver and Manager, CIC Manager, Judicial Factor.