



COMPANIES HOUSE
FEE PAID £15
EDINBURGH

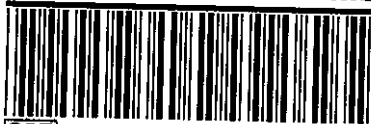
363a

Please complete in typescript,
or in bold black capitals.

Annual Return

Company Number

Company Name in full



SCT *SEM6ZBS0* 476
COMPANIES HOUSE 02/12/98

Date of this return (See note 1)
The information in this return is made up to

Day	Month	Year
01	12	1998

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
01	12	1999

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

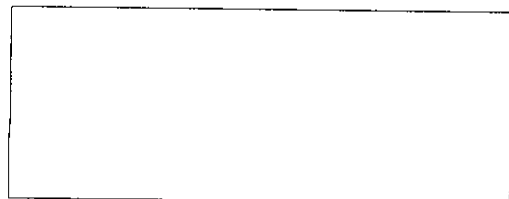
Principal business activities

(See note 4)
Show trade classification code number(s) for the principal activity or activities.

<input type="text" value="5146"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>

If the code number cannot be determined, give a brief description of principal activity.

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



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

Register of Debenture holders

(See note 6)

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

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

Private company limited by guarantee exempt under section 30

Private unlimited company with share capital

Private unlimited company without share capital

Please mark the appropriate box

Company Secretary (see notes 1-5)

Details of a new company secretary must be notified on form 288a.

(Please photocopy this area to provide details of joint secretaries).

Name * Style / Title

MR

*Honours etc

ACIS

Forename(s)

JOHN RICHARD BRIDGE

Surname

DAVIES

* Voluntary details.

Previous forename(s)

Previous surname(s)

Address

AMBERLEY**Usual residential**

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

Post town

KELSALL

County / Region

CHESHIRE

Postcode

CW6 0PE

Country

Directors (see notes 1 to 5)

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a

Name	* Style / Title	MR		
		Day	Month	Year
	* Honours etc	Date of birth		
		13	09	1960
	Forename(s)	DAVID		
	Surname	CONDLIFFE		
	Previous forename(s)			
	Previous surname(s)			
Address	18 BROMSBERROW WAY, MEIR PARK			
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	Post town	STOKE ON TRENT		
	County / Region	Postcode	ST3 7UE	
	Country	Nationality	BRITISH	
Business occupation	BUYING DIRECTOR			
Other directorships	NO OTHER DIRECTORSHIPS			
* Voluntary details.				

Name	* Style / Title	MR		
		Day	Month	Year
	* Honours etc	Date of birth		
		02	10	1952
	Forename(s)	CHRISTOPHER PHILIP		
	Surname	GEE		
	Previous forename(s)			
	Previous surname(s)			
Address	33 SEVEN STILES DRIVE			
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	Post town	MARPLE		
	County / Region	Postcode	SK6 6LT	
	Country	Nationality	BRITISH	
Business occupation	FINANCIAL DIRECTOR			
Other directorships	NO OTHER DIRECTORSHIPS			

Directors (see notes 1-5)

Please list directors in alphabetical order

Details of new directors must be notified on form 288a.

Name	* Style / Title	MR			
	* Honours etc	FCIS	Date of birth	Day	Month Year
				23	12 1952
	Forename(s)	GRAHAM ANTHONY			
	Surname	KERSHAW			
	Previous forename(s)				
	Previous surname				
Address	SELSLEY HOUSE, WESTHORPE				

Usual residential

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

	Post town	SIBBERTOFT			
	County / Region	LEICESTERSHIRE	Postcode	LE16 9UL	
	Country	ENGLAND			
Nationality	BRITISH				

Business occupation	DIRECTOR				
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Other directorships	See attached list				

Name	* Style / Title	MR			
	* Honours etc		Date of birth	Day	Month Year
				28	10 1965
	Forename(s)	STEFAN MARIO			
	Surname	MEISTER			
	Previous forename(s)				
	Previous surname				
Address	ROSENGARTENSTRASSE 19				

Usual residential

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

	Post town	70184 STUTTGART			
	County / Region		Postcode		
	Country	GERMANY			
Nationality	SWITZERLAND				
Business occupation	COMPANY DIRECTOR				
Other directorships	See attached list				

* Voluntary details.

Directors (see notes 1-5)

Details of new directors must be notified on form 288a.

Please list directors in alphabetical order

Name	* Style / Title	MR			
	* Honours etc		Date of birth	Day	Month Year
				11	10 1954
	Forename(s)	JEFFREY			
	Surname	POOLE			
	Previous forename(s)				
	Previous surname				
Address	CUCKOO LODGE FARM, 668 LIGHTWOOD ROAD				
	LIGHTWOOD				
	Post town	STOKE ON TRENT			
	County / Region	STAFFS	Postcode	ST3 7HE	
	Country				
Nationality	BRITISH				
Business occupation	MANAGING DIRECTOR				
Other directorships	NO OTHER DIRECTORSHIPS				

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

Name	* Style / Title	MR			
	* Honours etc	FCA	Date of birth	Day	Month Year
				21	01 1946
	Forename(s)	RONALD CHARLES HAROLD			
	Surname	VIZARD			
	Previous forename(s)				
	Previous surname				
Address	ORCHARDS, 242 CHESTER ROAD, HARTFORD				
	Post town	NORTHWICH			
	County / Region	CHESHIRE	Postcode	CW8 1LW	
	Country				
Nationality	BRITISH				
Business occupation	CHARTERED ACCOUNTANT				
Other directorships	NO OTHER DIRECTORSHIPS				

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

* Voluntary details.

Directors (see notes 1-5)

Details of new directors must be notified on form 288a.

Please list directors in alphabetical order

Name	* Style / Title	MR		Day	Month	Year
	* Honours etc		Date of birth	31	07	1956
	Forename(s)	MICHAEL ASHLEY				
	Surname	WARD				
	Previous forename(s)					
	Previous surname					
Address	BEECH LODGE, 1 BUTCHERS ROW					
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	Post town	HAMPTON-IN ARDEN				
	County / Region	WEST MIDLANDS	Postcode	B92 0AB		
	Country					
Nationality	BRITISH					
Business occupation	COMPANY DIRECTOR					
Other directorships	See attached list					

Name	* Style / Title	MR		Day	Month	Year
	* Honours etc		Date of birth	27	06	1943
	Forename(s)	COLIN FRANCIS				
	Surname	WILSON				
	Previous forename(s)					
	Previous surname					
Address	TANGLEWOOD, POOLHEAD LANE					
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	Post town	TANWORTH-IN-ARDEN				
	County / Region	WARWICKSHIRE	Postcode	B94 5EH		
	Country	ENGLAND				
Nationality	BRITISH					
Business occupation	BUYING DIRECTOR					
Other directorships	NO OTHER DIRECTORSHIPS					

* Voluntary details.

Other relevant directorships

Company Number 2770716

Company Name BARCLAY PHARMACEUTICALS LIMITED

Directors Name KERSHAW GRAHAM ANTHONY

† Directors only.

† Other directorships

CHAMBER OF COMMERCE TRAINING (BARNSELY) LIMITED

FIRTH & PILLING LIMITED

JOSHUA TETLEY & SON LIMITED

M. L. & E. MIDGLEY LIMITED

PETER WALKER LIMITED

PRINTZ LIMITED

TETLEY WALKER LIMITED

TETLEY'S BREWERY WHARF LIMITED

THE LEEDS CHAMBER OF COMMERCE AND INDUSTRY

THE LEEDS ENVIRONMENTAL BUSINESS FORUM LIMITED

THE MID YORKS. CHAMBER OF COMMERCE & IND. (TRAINING) LTD

THE MID YORKSHIRE CHAMBER OF COMMERCE AND INDUSTRY LIMITED

NOTES

Show the full forenames, NOT INITIALS. If the director or secretary is a corporation or Scottish firm, show the name on surname line and registered or principal office on the usual residential line.

Give previous forenames or surname(s) except:
- for a married woman, the name by which she was known before marriage need not be given.

- for names not used since the age of 18 or for at least 20 years

A peer or individual known by a title may state the title instead of or in addition to the forenames and surname and need not give the name by which that person was known before he or she adopted the title or preceded to it.

Other directorships.

Give the name of every company incorporated in Great Britain of which the person concerned is a director or has been a director at any time in the past five years.

You may exclude a company which either is, or at all times during the past five years when the person concerned was a director, was

- dormant
- a parent company which wholly owned the company making the return, or
- another wholly owned subsidiary of the same parent company.

Other relevant directorships

Company Number 2770716

Company Name BARCLAY PHARMACEUTICALS LIMITED

Directors Name MEISTER STEFAN MARIO

† Directors only.

† Other directorships

C. PEIRS AND SON LIMITED

FIRTH & PILLING LIMITED

I H BRADSHAW LIMITED

KEITH SHARP PHARMACIES LIMITED

M. L. & E. MIDGLEY LIMITED

MEDI-CHEM (CONGLETON) LIMITED

NORMAN BEST LIMITED

PRINTZ LIMITED

R.S.GLYNN LIMITED

SOUTHWOOD AND LLEWELLYN LIMITED

NOTES

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You may exclude a company which either is, or at all times during the past five years when the person concerned was a director, was

- dormant

- a parent company which wholly owned the company making the return, or

- another wholly owned subsidiary of the same parent company.

Other relevant directorships

Company Number 2770716

Company Name BARCLAY PHARMACEUTICALS LIMITED

Directors Name WARD MICHAEL ASHLEY

† Directors only.

† Other directorships

FOOD INGREDIENTS LIMITED

HP BULMER (OVERSEAS HOLDINGS) LIMITED

HP BULMER HOLDINGS PLC

HP BULMER LIMITED

J E BAKER (BURNTWOOD) LIMITED

RALPH CUTHBERT (STOCKPORT) LIMITED

RED CREEK FINANCE PLC

THE STRONGBOW DRINKS COMPANY LIMITED

NOTES

Show the full forenames, NOT INITIALS. If the director or secretary is a corporation or Scottish firm, show the name on surname line and registered or principal office on the usual residential line.

Give previous forenames or surname(s) except:
- for a married woman, the name by which she was known before marriage need not be given.

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- dormant

- a parent company which wholly owned the company making the return, or

- another wholly owned subsidiary of the same parent company.

Issued share capital (see note 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 £1	25,000,000	£ 25,000,000.00
Totals	25,000,000	£ 25,000,000.00

List of past and present members
(Use attached schedule where appropriate)

A full list is required if one was not included with either of the last two returns.
(see note 10)

There were no changes in the period

on paper in another format

A list of changes is enclosed

A full list of members is enclosed

If at the date of this return an election is in force to dispense with annual general meetings, mark this box

If at the date of this return an election is in force to dispense with laying accounts in general meetings, mark this box

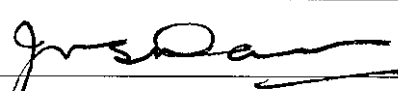
Elective resolutions

(Private companies only)
(See note 11)

Certificate

I certify that the information given in this return is true to the best of my knowledge and belief.

Signed



Date

- 1 DEC 1998

† a director/secretary

† Please delete as appropriate.

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

continuation sheets.

(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.

MISS J R HEATON, AAH PLC, SAPPHIRE COURT, WALSGRAVE TRIANGLE, COVENTRY, WARWICKSHIRE,	
CV2 2TX	
Tel 01203 432440	
DX number	DX exchange



SECRETARIAT

Please complete in typescript, or in bold black capitals.

List of past and present members Schedule to form 363a, 363b

Company Number

2770716

Company Name in full

BARCLAY PHARMACEUTICALS LIMITED

Number of shares or amount of stock held by existing members at date of this return.

Particulars of shares or stock transferred since the date of the last return (or in the case of the first return, since the incorporation of the company) by (a) persons who are still members, and (b) persons who have ceased to be members.

Name and address	Number or amount currently held	Number or amount Transferred	Date of registration of transfer	Remarks
LLOYDS HEALTHCARE HOLDINGS LIMITED SAPPHIRE COURT, WALSGRAVE TRIANGLE, COVENTRY, CV2 2TX, ENGLAND	ORDINARY £1 24,999,999			
LLOYDS NOMINEES LIMITED SAPPHIRE COURT, WALSGRAVE TRIANGLE, COVENTRY, CV2 2TX, ENGLAND	ORDINARY £1 1			