

GKN PLC



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OFFICE OF THE  
COMPTROLLER

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23 February 2007

The United States Securities and Exchange Commission  
**Exemption File 82-5204**  
Division of Corporate Finance  
Room 3094 (3-6)  
450 5<sup>th</sup> Street  
Northwest  
Washington DC 20549  
USA

SUPPL

Dear Sirs,

*DeW*

GKN plc

- **Notification of major interests in shares**

For your information I enclose a copy of the above announcement which was released yesterday.

Yours faithfully,

Sandie De Ritter

Enc

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THOMSON  
FINANCIAL

*DeW 3/1*

# Regulatory Announcement

Go to market news section

**Company** GKN PLC  
**TIDM** GKN  
**Headline** Holding(s) in Company  
**Released** 17:53 22-Feb-07  
**Number** PRNUK-2202

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Free annual report  
FOR INFO - 1 A 11:40  
LIVE OF INTERESTS  
CORPORATE

TR-1i: NOTIFICATION OF MAJOR INTERESTS IN SHARES

1. Identity of the issuer or the underlying issuer of existing shares to which voting rights are attached (ii):

GKN plc

2. Reason for the notification: (please state Yes/No):

An acquisition or disposal of voting rights: Yes

An acquisition or disposal of financial instruments which may result in the acquisition of shares already issued to which voting rights are attached:

An event changing the breakdown of voting rights:

Other (please specify)

3. Full name of person(s) subject to the notification obligation (iii):

AXA SA and its group of companies

4. Full name of shareholder(s) (if different from 3.) (iv):

5. Date of the transaction and date on which the threshold is crossed or reached (v):

20/02/2007

6. Date on which issuer notified:

21/02/2007

7. Threshold(s) that is/are crossed or reached:

5%

## A: Voting rights attached to shares

| Class/type of shares if possible using the ISIN CODE | Situation Previous to the Triggering Transaction |                         | Resulting situation after the triggering transaction (vii) |           |                              |               |                    |          |
|--|--|-------------------------|--|-----------|------------------------------|---------------|--------------------|----------|
|  | Number of shares                                 | Number of voting rights | Number of shares   |           | Number of voting rights (ix) |               | % of voting rights |          |
|  |  |                         | Direct   | Indirect  | Direct (x)                   | Indirect (xi) | Direct             | Indirect |
| Ordinary<br>GB0030646508                             | 33,609,682                                       | 33,609,682              | 6,924,048  | 6,924,048 | 29,097,555                   | 0.98%         | 4.14%              |          |

## B: Financial Instruments

Resulting situation after the triggering transaction (xii)

| Type of financial instrument | Expiration Date (xiii) | Exercise/ Conversion Period / Date (xiv) | Number of voting rights that may be acquired if the instrument is exercised/ converted. | % of voting rights |
|------------------------------|------------------------|--|---|--------------------|
|                              |                        |  |   |                    |

Total (A+B)

| Number of voting rights | % of voting rights |
|-------------------------|--------------------|
| 36,021,603              | 5.12%              |

9. Chain of controlled undertakings through which the voting rights and/or the financial instruments are effectively held, if applicable (xv):

Name of Company/Fund (No. of Shares, % of issued share capital)

AXA UK Investment Co ICVC, Global Distribution Fund (Indirect) (56,816 shares, 0.0080823230%)

AXA UK Investment Co ICVC, Global Growth Fund (Indirect) (117,902 shares,

0.0167714816%)

Sun Life Pensions Management Ltd (direct) (16,200 shares, 0.0023044393%)

Sun Life Pensions Management Ltd (direct) (321,754 shares, 0.0457692940%)

AXA France (Indirect) (12,320 shares, 0.0017525119%)

AXA Colonia Konzern (direct) (633,187 shares, 0.0900704326%)

AXA Colonia Konzern (Indirect) (77,709 shares, 0.0110540539%)

AXA Ireland Pension Fund (Indirect) (9,216 shares, 0.0013109699%)

AXA Rosenberg (Indirect) (28,822,454 shares, 4.0999750493%)

AXA Rosenberg (direct) (816,578 shares, 0.1161576813%)

AXA Rosenberg (direct) (669,175 shares, 0.0951897019%)

AXA Financial, Inc\* (Indirect) (1,138 shares, 0.0001615952%)

Sun Life Unit Assurance Ltd FTSE All Share Tracker (direct) (131,962 shares, 0.0187715074%)

Sun Life Pensions Management FTSE All Share Tracker (direct) (641,683 shares, 0.0912789830%)

AXA Winterthur (direct) (3,693,509 shares, 0.5253992163%)

Total Direct Interest: 6,924,048 shares (0.9849412559%)

Total Indirect Interest: 29,097,555 shares (4.1391079849%)

Total: 36,021,603 shares (5.1240492400%)

\*AXA FINANCIAL INCLUDES HOLDINGS FOR ALLIANCE CAPITAL MANAGEMENT LP

Alliance Capital Management LP ('Alliance Capital') is an investment adviser registered under the Investment Advisers Act of 1940. Alliance Capital provides investment advisory services to corporate employee benefit plans subject to the Employee Retirement Income Security Act of 1974 ('ERISA'), public employee retirement systems, investment companies and separate accounts registered under the Investment Company Act of 1940, foundations, endowment funds, tax-exempt organizations, and other institutional investors and individuals. Alliance Capital manages investment assets on behalf of its clients which confers upon it, among other things, the right to vote on behalf of its clients. Under the federal securities laws, the right to vote or make investment decisions with respect to a security (even if such right is constrained by fiduciary duties and does not carry with it any pecuniary interest in the securities) is enough to confer beneficial ownership on the security on a person. Any shares deemed beneficially owned by Alliance Capital were acquired solely for investment purposes in the ordinary course and not for the purpose or intent of influencing control over the issuer.

Proxy Voting:

10. Name of the proxy holder:

11. Number of voting rights proxy holder will cease to hold:

12. Date on which proxy holder will cease to hold voting rights:

13. Additional information:

GKN plc received this notification from AXA SA and is disclosing this information in accordance with DTR 5.8.12.

14. Contact name: Chris Winters, Senior Secretarial Assistant, GKN plc

15. Contact telephone number: 01527 533383

END

Close

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