

Company Registered No. 378410

Crédit Agricole CIB UK IH

Strategic Report, Directors' Report and Financial Statements

31 December 2013

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COMPANIES HOUSE

Registered No: 378410

Directors

M T Payne
D Subramanian

Independent auditors

PricewaterhouseCoopers LLP
7 More London Riverside
London SE1 2RT

Registered Office

Broadwalk House
5 Appold Street
London EC2A 2DA

Bankers

Crédit Agricole CIB
Broadwalk House
5 Appold Street
London EC2A 2DA

Solicitors

Clifford Chance
10 Upper Bank Street
London E14 5JJ

Strategic report for the year ended 31 December 2013

Strategic Report

The Directors present their Strategic Report on Crédit Agricole CIB UK IH (the "Company") for the year ended 31 December 2013.

Business Review

The Directors consider both the financial position at the year end and the results during the year to be satisfactory

Profit for the financial year decreased to £34k (2012: £4.3m). The Company received dividends totalling £27k (2012: £2.0m) from its subsidiary undertaking, QVSL (Autumn) Ltd (2012: Aylesbury Investments BV). The Company also received interest from deposits totalling £6k (2012: £3.1m).

The Company paid £288k of interim dividends during the year (2012: £95.1m). The directors do not recommend the payment of a final dividend for the year (2012: nil).

Principal risks and uncertainties

Equity risk: The Company is exposed to the risk that it will not receive dividend income from its investments. It mitigates the risk by its active involvement in the management of the companies it has invested in and by monitoring the underlying investments.

Operational risk: The Company is aware that there are many risks of an operational nature, both internal and external, which could affect its business. Procedures are in place to identify, monitor and report upon any incidences which may occur. This is a continuous process which receives an appropriate level of management attention.

Interest rate risk: The Company's loan investment paid interest on a LIBOR plus margin interest rate basis and its exposure to changes in rates was unhedged.

Strategy and future development

There is no current plan for the Company to change its strategy and business model. The directors have no intention to wind up the company in the foreseeable future.

Key performance indicators

Given the nature of the business, the Company's directors use dividend and interest income as key performance indicators to monitor the business activities.

Approved by the Board of Directors and signed on behalf of the Board by:



D Subramanian
Director

11 July 2014

Registered No: 378410

Directors' report for the year ended 31 December 2013

The directors present their report with the audited financial statements of the Company for the year ended 31 December 2013.

Principal activity

The principal activity of the Company is to act as an investment holding company for subsidiaries engaged in investment management.

Going concern

On the basis of current financial projections, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future and accordingly the going concern basis is adopted in the preparation of the financial statements.

Directors

The directors who were in office during the year and up to the date of signing the financial statements were:-

M T Payne
D Subramanian

Directors' indemnities

As permitted by the Articles of Association, the directors have the benefit of an indemnity which is a qualifying third party indemnity provision as defined by Section 234 of the Companies Act 2006. The indemnity was in force throughout the last financial year and is currently in force. The company also purchased and maintained throughout the financial year directors' and officers' liability insurance in respect of itself and its Directors.

Statement of directors' responsibilities

The directors are responsible for preparing the strategic report, directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law, the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law, the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the

Directors' report for the year ended 31 December 2013

Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Disclosure of information to auditors

The directors who were members of the board at the time of approving the directors' report are listed above. Having made enquiries of fellow directors and of the Company's auditors, each of these directors confirms that:

- to the best of each director's knowledge and belief, there is no information relevant to the preparation of their report of which the Company's auditors are unaware; and
- each director has taken all the steps a director might reasonably be expected to have taken to be aware of relevant audit information and to establish that the Company's auditors are aware of that information.

Independent auditors

PricewaterhouseCoopers LLP were appointed as auditors of the company on 3 February 2014 in accordance with the provisions of Section 487 of the Companies Act 2006.

Approved by the Board of Directors and signed on behalf of the Board by:



M T Payne

Director

11 July 2014

Registered No: 378410

Independent auditors' report to the members of Crédit Agricole UK IH

Report on the Financial Statements

Our opinion

In our opinion the financial statements, defined below:

- give a true and fair view of the state of the company's affairs as at 31 December 2013 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

This opinion is to be read in the context of what we say in the remainder of this report.

What we have audited

The financial statements, which are prepared by Crédit Agricole UK IH, comprise:

- Balance Sheet as at 31 December 2013;
- Profit and loss account for the year ended 31 December 2013; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

What an audit of financial statements involves

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) ("ISAs (UK & Ireland)"). An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of:

- whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed;
- the reasonableness of significant accounting estimates made by the directors; and
- the overall presentation of the financial statements.

In addition, we read all the financial and non-financial information in the Director's Report, Strategic Report and Financial Statements (the "Annual Report") to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Other matters on which we are required to report by exception

Adequacy of accounting records and information and explanations received

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

Directors' remuneration

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

Responsibilities for the financial statements and the audit

Our responsibilities and those of the directors

As explained more fully in the Statement of directors' responsibilities set out on page 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view.

Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and ISAs (UK & Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.



Jonathan Askew (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London

11 July 2014

Profit and loss account for the year ended 31 December 2013

	<i>Notes</i>	<i>2013</i> £	<i>2012</i> £
Turnover	2	27,405	2,016,000
Administrative expenses	3	1,959	(121,592)
Operating profit		<u>29,364</u>	<u>1,894,408</u>
Interest receivable and similar income	5	7,108	3,095,778
Interest payable and similar charges	6	-	(127,515)
Gain on liquidation of investment		-	125,566
Profit on ordinary activities before taxation		<u>36,472</u>	<u>4,988,237</u>
Tax on profit on ordinary activities	7	(2,108)	(699,357)
Profit for the financial year		<u><u>34,364</u></u>	<u><u>4,288,880</u></u>

There are no recognised gains/losses for the current financial year and preceding financial year other than as stated above. Accordingly no statement of total recognised gains or losses has been prepared.

A reconciliation of the movements in shareholders' funds has been prepared in note 14 to the financial statements.

The notes on pages 9 to 13 form an integral part of the financial statements.

Balance sheet as at 31 December 2013

	<i>Notes</i>	<i>2013</i> £	<i>2012</i> £
<i>Fixed assets</i>			
Investments	8	102	102
<i>Current assets</i>			
Debtors	11	359	9,275
Investments	10	1,010,000	1,300,000
Cash at bank and in hand	9	26,011	339,322
		<u>1,036,370</u>	<u>1,648,597</u>
<i>Creditors: amounts falling due within one year</i>	12	<u>(2,108)</u>	<u>(359,819)</u>
<i>Net current assets</i>		<u>1,034,262</u>	<u>1,288,778</u>
<i>Total assets less current liabilities</i>		<u>1,034,364</u>	<u>1,288,880</u>
<i>Capital and reserves</i>			
Called up share capital	13	1,000,000	1,000,000
Profit and loss account		34,364	288,880
<i>Total shareholders' funds</i>	14	<u>1,034,364</u>	<u>1,288,880</u>

The financial statements were approved and authorised by the Board on 11 July 2014 and were signed on behalf of the Board of Directors by:



M T Payne

Director

11 July 2014

Notes to the financial statements for the year ended 31 December 2013

1. Accounting policies

Basis of preparation

These financial statements are prepared on the going concern basis, under the historical cost convention and in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom. The principal accounting policies, which have been applied consistently throughout the year, are set out below.

Under Section 400 of the Companies Act 2006, the Company is exempt from preparing consolidated financial statements as it is itself a subsidiary of Crédit Agricole, a company incorporated in France for which group financial statements are prepared and in which the Company is consolidated. These financial statements therefore present information about the Company as an individual entity and not about the Company's group.

Fixed assets - Investments

The Company carries unquoted shares at cost less provision for any impairment in value.

Short term deposits

The Company carries current investments in short term deposits at cost.

Revenue recognition

Dividend income from subsidiaries is recognised when the dividend becomes due to the Company.

Current taxation

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Cash flow statement

Under FRS 1 (Revised 1996) *Cash Flow Statements*, the Company is exempt from producing a cash flow statement as it is a subsidiary of Crédit Agricole S.A., a company incorporated in France for which a consolidated cash flow statement is produced.

2. Turnover

Turnover represents dividends received from a subsidiary undertaking.

Notes to the financial statements for the year ended 31 December 2013

3. Administrative expenses

	2013 £	2012 £
Salary and related costs	-	87,543
Social security costs	-	8,807
Other costs	-	15,842
Legal fees	-	2,388
Audit fees	6,959	7,012
Management fee	(5,000)	-
	<u>1,959</u>	<u>121,592</u>

4. Directors' remuneration, employee information and audit fees

The Company has no employees (2012 - Nil).

The Directors did not receive any remuneration in respect of their services to the Company during the year (2012: Nil).

The auditor's remuneration in the current and prior year for the statutory audit of the Company's financial statements (2013: £3,000; 2012: £7,000) were borne by the London Branch of the Company's intermediate parent company Crédit Agricole CIB.

5. Interest receivable and similar income

	2013 £	2012 £
Interest receivable from group undertakings	7,108	3,076,260
Other income	-	19,518
	<u>7,108</u>	<u>3,095,778</u>

6. Interest payable and similar charges

	2013 £	2012 £
Interest payable to group undertakings	-	127,515
	<u>-</u>	<u>127,515</u>

Notes to the financial statements for the year ended 31 December 2013

7. Tax on profit on ordinary activities

The Company is liable to UK corporation tax at 23.25% (2012: 24.50%)

	2013	2012
	£	£
Current tax on profit for the year	2,108	726,793
Prior year adjustment	-	(27,436)
Tax charge on ordinary activities	<u>2,108</u>	<u>699,357</u>

The tax assessed for the year is lower (2012: lower) than the standard rate of corporation tax in the UK of 23.25% (2012: 24.50%)

Profit on ordinary activities before tax	<u>36,472</u>	<u>4,988,237</u>
Expected tax on profit on ordinary activities at 23.25% (2012: 24.50%)	8,479	1,222,118
Gains and income not subject to tax	(6,371)	(495,325)
Tax charge for the year	<u>2,108</u>	<u>726,793</u>

8. Fixed asset investments

	2013	2012
	£	£
Investments		
As at 1 January	102	501,016,255
Disposals	-	(501,016,153)
As at 31 December	<u>102</u>	<u>102</u>

Investments

<i>Name of Company incorporation</i>	<i>Principal activity Effective</i>	<i>Country of Voting</i>	<i>% Effective holding</i>	<i>% Voting rights</i>
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Direct subsidiaries

QVSL Autumn Limited	Not trading	Great Britain	100%	100%
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The Company owns ordinary shares in QVSL Autumn Limited.

QVSL Autumn Ltd was dissolved on 14 January 2014.

In 2012 the Company's investment in Aylesbury Investments BV was disposed of.

Notes to the financial statements for the year ended 31 December 2013

9. Cash at bank and in hand

	2013	2012
	£	£
Bank and current accounts	26,011	339,322

10. Current asset investments

	2013	2012
	£	£
Short term deposit with group undertaking	1,010,000	1,300,000

The short term deposit bears interest at 0.5195%
(2012: 0.53875%)

11. Debtors

	2013	2012
	£	£
Amounts owed by group undertakings	359	7,798
Prepayments and accrued income	-	1,477
	359	9,275

12. Creditors: amounts falling due within one year

	2013	2012
	£	£
Audit fee payable	-	6,959
Group relief payable	2,108	352,860
	2,108	359,819

13. Called up share capital

	2013	2012
	£	£
<i>Authorised</i>		
501,000,000 (2012: 501,000,000) ordinary shares of £1 each	501,000,000	501,000,000
<i>Allotted, issued and fully paid</i>		
1,000,000 (2012: 1,000,000) ordinary shares of £1 each	1,000,000	1,000,000

Notes to the financial statements for the year ended 31 December 2013

14. Reconciliation of movement in shareholders' funds and movements in reserves

	<i>Called up share capital</i>	<i>Profit and loss account</i>	<i>Total</i>
	£	£	£
As at 1 January 2013	1,000,000	288,880	1,288,880
Profit for the financial year	-	34,364	34,364
Dividends paid	-	(288,880)	(288,880)
As at 31 December 2013	<u>1,000,000</u>	<u>34,364</u>	<u>1,034,364</u>

15. Related party transactions

The Company has taken advantage of the exemption granted under paragraph 3(c) of FRS 8 *Related Party Disclosures* not to disclose transactions with fellow group undertakings. The company is a wholly owned subsidiary of a parent undertaking for which financial statements are publicly available.

There were no other related party transactions requiring disclosure.

16. Ultimate parent undertaking and controlling party

The immediate parent undertaking is Crédit Agricole CIB Holdings Limited.

The ultimate parent undertaking and controlling party is Crédit Agricole S.A, a company incorporated in France.

Crédit Agricole S.A is the parent undertaking of the largest group of undertakings to consolidate these financial statements at 31 December 2013. The consolidated financial statements of Crédit Agricole S.A available from 12 place des États-Unis, 92127 Montrouge Cedex, France.

Crédit Agricole CIB is the parent undertaking of the smallest group of undertakings to consolidate these financial statements. The consolidated financial statements of Crédit Agricole CIB can be obtained from 92920 Paris La Defense, Cedex.