## STRATEGIC REPORT, DIRECTORS' REPORT AND FINANCIAL STATEMENTS

**31 December 2015** 

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#### STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2015

The Directors present the Strategic Report of BNP Paribas Finance Limited ("the Company"), for the year ended 31 December 2015.

#### Principal activity

The principal activity of the Company is to provide financing to its customers, and it has its principal place of business in the United Kingdom.

#### Review of the business

As shown in the Company's income statement, net profit after tax for the year was £0.1 million (2014: £0.2 million).

Shareholders' funds as at 31 December 2015 were £1.7 million (2014: £32.6 million).

On 30 June 2015, the Directors resolved to reduce the issued share capital of the Company by £31 million to £1 million and to cancel and extinguish the liability of 31 million shares of £1 each.

#### Principal risks and uncertainties

The principal risks to which the Company is potentially exposed through its activities are credit risk, liquidity risk and market risk. Refer to note 2 for more details on financial risk management.

#### Key performance indicators

The Directors of the Company believe that analysis using key performance indicators for the Company is not necessary or appropriate for an understanding of the development, performance or position of the business.

#### **Future developments**

It is the Directors' belief that no significant developments are likely and that the Company will continue to provide financing to its customers.

#### **Employees**

The Company had no employees during the year to 31 December 2015 (2014: none).

By Order of the Board

VIVECTOR

15 July 2016

#### DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2015

The Directors present the Directors' report and the audited financial statements of BNP Paribas Finance Limited for the year ended 31 December 2015.

The Company is a wholly-owned subsidiary of BNP Paribas U.K. Holdings Limited. The ultimate parent undertaking is BNP Paribas, a company incorporated in France. The Company is incorporated in the United Kingdom and registered in England and Wales.

#### **Dividends**

The Directors do not recommend the payment of a dividend for the current year (2014: £: nil).

#### Going concern and liquidity

The Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and financial statements.

The Company has considerable financial resources in the form of loans and receivables and cash and cash equivalents which more than cover any payables under which it is currently obligated.

#### Directors' third party indemnity provisions

The ultimate parent undertaking has put in place qualifying third party indemnity provisions in the form of a Directors and Officers insurance policy, for the benefit of the Company's Directors, effective throughout the year and which remain in force at the date of this report.

#### Charitable and political donations

There were no charitable and political donations made during the year (2014: £: nil).

#### Directors and their interests

The Directors of the Company who held office during the year and to the date of this report were:

V Menon C M Penney

F M R Regnier (Appointed 30 June 2015) P Gennart (Resigned 29 May 2015)

#### Secretary

The Company Secretary holding office during the year was:

K A Schrod (Resigned 30 June 2016)

#### DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2015 (Continued)

#### Independent auditors and disclosure of information to auditors

PricewaterhouseCoopers LLP will continue to hold office in accordance with Section 487 of the Companies Act 2006.

Each of the persons who is a Director at the date of approval of this annual report confirms that:

- (a) so far as the Directors are aware, there is no relevant audit information of which the Company's auditors are unaware; and
- (b) the Director has taken all the steps that he/she ought to have taken as a Director in order to make himself/herself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of Section 418 of the Companies Act 2006.

Registered Office 10 Harewood Avenue London NW1 6AA

By Order of the Board

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#### STATEMENT OF DIRECTORS' RESPONSIBILITIES FOR THE YEAR ENDED 31 DECEMBER 2015

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 International Financial Reporting Standards (IFRSs) as adopted by the European Union. 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 International Financial Reporting Standards (IFRSs) as adopted by the European
  Union 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 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.

#### INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF BNP PARIBAS FINANCE LIMITED

#### Our opinion

In our opinion, BNP Paribas Finance Limited's the financial statements (the "financial statements"):

- give a true and fair view of the state of the Company's affairs as at 31 December 2015 and of its profit and cash flows for the year then ended;
- have been properly prepared in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

#### What we have audited

The financial statements, included within the Strategic Report, Directors' Report and Financial Statements (the "Annual Report"), comprise:

- the balance sheet as at 31 December 2015;
- the income statement for the year then ended;
- the statement of cash flow for the year then ended;
- the statement of changes in equity for the year then ended; 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 the preparation is applicable law and IFRSs as adopted by the European Union, and applicable law.

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.

#### 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.

## INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF BNP PARIBAS FINANCE LIMITED (Continued)

#### 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 5, 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 International Standards on Auditing (UK and Ireland) ("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 parent 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.

#### What an audit of financial statements involves

We conducted our audit in accordance with 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.

We primarily focus our work in these areas by assessing the directors' judgements against available evidence, forming our own judgements, and evaluating the disclosures in the financial statements.

We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

In addition, we read all the financial and non-financial information in the financial statements 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.

Philip Tew (Senior Statutory Auditor)

for and on behalf of PricewaterhouseCoopers LLP Chartered Accountants and Statutory Auditors

London, United Kingdom

15 July 2016

## INCOME STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2015

	Note	2015 £'000	2014 £'000
Net interest income	3	168	188
Other income	4	-	27
Other expenses	5	(4)	(3)
Profit before taxation	6	164	212
Taxation	7	(35)	(51)
Profit for the year	-	129	161

The results for both years are wholly derived from continuing operations. There was no other comprehensive income for the year ended 31 December 2015 and the prior year.

## **BALANCE SHEET AS AT 31 DECEMBER 2015**

	Note	31 December 2015	31 December 2014
		£'000	£'000
ASSETS			
Non-Current assets			
Investments in subsidiaries	8	-	-
Deferred tax asset	9	48	59
Non-Current assets		48	59
Current assets			
Loans and receivables	10	2,975	2,915
Other receivables	11	-	1
Cash and cash equivalents	12	1,740	32,585
Current assets		4,715	35,501
TOTAL ASSETS	· · · · · · · · · · · · · · · · · · ·	4,763	35,560
EQUITY			
Share capital	13	1,000	32,000
Retained reserves		726	597
Total Equity		1,726	32,597
Current liabilities			
Overdrafts	12	-	3
Borrowings	14	2,979	2,853
Corporation tax payable	15	57	106
Other payables	16	1	1
Current liabilities		3,037	2,963
TOTAL LIABILITIES		3,037	2,963
TOTAL EQUITY AND LIABILITIES	3	4,763	35,560

The financial statements on pages 8 to 25 were approved by the Board of Directors on 15 July 2016 and were signed on its behalf and authorised for issue by:

(in tenne)

# BNP PARIBAS FINANCE LIMITED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2015

	Share capital	Available- for-sale reserves	Retained earnings	Total equity
·	£'000	£'000	£'000	£'000
Balance at 1 January 2014	32,000	-	436	32,436
Profit for the year	-	-	161	161
At 31 December 2014	32,000	-	597	32,597
Balance at 1 January 2015	32,000	-	597	32,597
Profit for the year	-	_	129	129
Reduction in ordinary share capital	(31,000)	-	-	(31,000)
At 31 December 2015	1,000	-	726	1,726

## STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31 DECEMBER 2015

	Note	31 December 2015 £'000	31 December 2014 £'000
		2 000	2 000
Cash flows from operating activities			
Profit before taxation		164	212
Adjustments for:			
— net interest income		(168)	(188)
Cash flows (used in) / generated from operating activities		(4)	24
Changes in working capital:			
— increase in payables		0	-
Cash used in in operations			
Cash generated from operations		(4)	24
Interest received		168	187
Tax paid	•	(72)	-
Net cash flows generated from operating activities		92	211
Cash flows from investing activities			
(Increase) in loans and receivables		(60)	(147)
Increase in borrowings		126	110
Net cash flows generated from/(used in) investing activities		66	(37)
Cash flows from financing activities			
Repayment of ordinary shares		(31,000)	
Net cash flows used in financing activities		(31,000)	-
Net (decrease)/increase in cash and cash equivalents		(30,842)	174
Cash and cash equivalents at 1 January		32,582	32,408
Net cash and cash equivalents at 31 December	12	1,740	32,582
Reconciliation of cash and cash equivalents			
Cash and cash equivalents	12	1,740	32,585
Overdrafts	12	, <u>-</u>	(3)
Overdialid			(-)
Net cash and cash equivalents at 31 December	12	1,740	32,582

#### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2015

#### 1. Accounting policies

The principal activity of the Company is to provide financing to its customers. The principal accounting policies adopted in the preparation of these financial statements are set out below. These policies have been consistently applied during the period presented and the prior year, unless otherwise stated.

#### a) Basis of preparation

These financial statements have been prepared in accordance with United Kingdom law and International Financial Reporting Standards ('IFRS') as adopted by the European Union ('EU'), the Companies Act 2006 that applies to companies reporting under IFRS, and IFRS IC interpretations. The financial statements have been prepared under the historical cost convention as modified by the revaluation of available-for-sale financial assets and financial assets and liabilities (including derivative instruments) at fair value through profit or loss.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 1(b).

At the date of authorisation of these financial statements, a number of new standards and amendments to standards and interpretations are effective for annual periods beginning after 1 January 2015 and have not been applied in preparing these financial statements. None of these is expected to have a significant effect on the financial statements of the Company, except the following set out below:

IFRS 9 "Financial Instruments", provides revised guidance on the classification and measurement of financial assets and introduces a new expected credit loss model for calculating impairment. IFRS 9 (2014) also incorporates the final general hedge accounting requirements originally published in IFRS 9 (2013). IFRS 9 (2014) is effective for annual periods beginning on or after 1 January 2018. The Company is currently assessing the impact of this standard.

IFRS 16 "Leases" specifies how an IFRS reporter will recognise, measure, present and disclose leases. IFRS 16 is effective for annual periods beginning on or after 1 January 2019. The Company is currently assessing the impact of this standard.

There are no other IFRSs or IFRS IC interpretations that are not yet effective that would be expected to have a material impact on the Company.

#### Going concern

As stated in the Directors' report, the Directors have a reasonable expectation that the Company will continue to have adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and financial statements.

#### b) Critical accounting estimates and judgements

The preparation of financial statements in accordance with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise judgement in the process of applying the accounting policies. The notes to the financial statements set out areas involving a higher degree of judgement or complexity, or areas where assumptions are significant to the financial statements.

#### c) Interest income

Interest income arises from cash and cash equivalents and loans and receivables. Interest income is recognised in the income statement using the effective interest rate method. The effective interest rate method is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's initial net carrying amount.

#### NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2015

#### 1. Accounting policies (continued)

#### d) Foreign currency translation

#### (i) Functional and presentation currency

Items included in the financial statements, are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Sterling, which is the Company's functional and presentation currency.

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for differences arising on the retranslation on non-monetary items in respect of which gains and losses are recognised directly in equity. For such non-monetary items, any exchange component of that gain or loss is also recognised directly in equity.

#### e) Investments in subsidiaries

Investments in subsidiaries are stated at cost less impairment. Dividends receivable from subsidiaries are recognised in the income statement when the Company's right to receive payment is established. The Company has taken advantage of the exemption under IAS 27, 'Consolidated and Separate Financial Statements', from the requirement to prepare consolidated financial statements as it and its subsidiaries are included by full consolidation in the consolidated financial statements of the ultimate parent undertaking, BNP Paribas.

#### f) Impairment of investments in subsidiaries

At each balance sheet date, or more frequently where events or changes in circumstances dictate, investments in subsidiaries are assessed for indications of impairment. If indications are present, these assets are subject to an impairment review. The impairment review comprises a comparison of the carrying amount of the asset with its recoverable amount: higher of fair value less costs to sell or value in use.

The carrying value of investments in subsidiaries is written down by the amount of any impairment and this loss is recognised in the income statement in the period in which it arises.

#### g) Financial instruments

The Company classifies its financial instruments in the following categories: loans and receivables and payables.

The carrying value of financial instruments that are not measured at fair value does not materially differ from their fair value unless otherwise stated in the financial statements. The classification depends on the purpose for which the financial instruments were acquired. Management determines the classification of its financial instruments at initial recognition and re-evaluates this designation at every reporting date.

#### (i) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are measured at amortised cost using the effective interest rate method less any impairment. Interest income is recognised by applying the effective interest rate method.

Where a loan is doubtful no interest receivable is accrued, and for the respective collateral received, no interest expense is accrued.

#### (ii) Payables

Payables are initially recognised at fair value, and are subsequently measured at amortised cost, using the effective interest rate method.

#### NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2015

#### 1. Accounting policies (continued)

#### h) Non-current and current assets/liabilities

All financial assets and liabilities which have a maturity date less than one year from the balance sheet date are classified as 'current', and as 'non-current' if they have a maturity date greater than one year from the balance sheet date.

#### i) Impairment of financial assets

The Company assesses at each balance sheet date whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after initial recognition of the asset (a 'loss event') and that loss event (or events) has an impact on the estimated future cash flows of the financial assets that can be reliably estimated.

The criteria that the Company uses to determine that there is objective evidence of an impairment loss include:

- Delinquency in contractual payments of principal or interest;
- · Cash flow difficulties experienced by the borrower;
- Breach of loan covenants or conditions;
- Initiation of bankruptcy proceedings;
- Deteriorations of borrower's competitive position;
- Deterioration in the value of collateral; and
- Downgrading below investment grade level.

The amount of the loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the financial asset's original effective interest rate.

#### j) Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held with banks, other short-term highly liquid investments with original maturities of three months or less, intercompany balances repayable on demand and bank overdrafts. Bank overdrafts are reported within borrowings in current liabilities on the balance sheet.

#### k) Share capital and capital contribution

Ordinary shares and capital contributions that evidence a residual interest in the assets of the Company after deducting all of its liabilities are classified as equity instruments.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax.

#### 1) Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently reported at amortised cost; any difference between proceeds (net of transaction costs) and the redemption value is recognised in the income statement using the effective interest rate method.

Borrowings are classified as current liabilities, unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the balance sheet date.

#### NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2015

#### 1. Accounting policies (continued)

#### m) Taxation

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

Deferred tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, if the deferred tax arises from initial recognition of an asset or liability that at the time of the transaction affects neither the accounting nor the taxable profit or loss, it is not accounted for. Deferred tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.

Deferred tax assets are recognised to the extent that it is probable that foreseeable future taxable profits will be available against which the temporary differences can be utilised.

#### n) Dividend distribution

A dividend distribution to the Company's shareholders is recognised as a liability in the Company's financial statements in the year in which the dividends are approved by the Company's shareholders.

#### 2. Financial risk management

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk (foreign exchange risk and cash flow interest rate risk). The Company's overall risk management policy focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Company's financial performance. The exposures and risk management techniques have not changed significantly from the prior year.

#### a) Credit risk

The Company takes on exposure to credit risk that a counterparty will cause a financial loss for the Company by failing to discharge an obligation. Credit exposures arise principally on cash and cash equivalents and loans and receivables.

The Directors continue to monitor these exposures.

Maximum exposure to credit risk before collateral held or credit enhancements

	31 December 2015	31 December 2014
	£'000	£'000
Credit risk exposures relating to on-balance sheet assets as follows:		
Loans and receivables	2,975	2,915
Cash and cash equivalents	1,740	32,585
Other receivables	-	1
Credit risk exposures relating to off-balance sheet assets are as		•
follows:		
Guarantee issued	-	90
	4,715	35,591

The above table represents a worst case scenario of credit risk exposure for the Company at 31 December 2015 and 2014. The exposures set out above are based on the carrying amounts reported in the balance sheet.

#### NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2015

#### 2. Financial risk management (continued)

#### a) Credit risk (continued)

#### Collateral received

The Company holds a total of £3 million collateral in respect of the loans and receivables, included within borrowings. The collateral held is provided by BNP Paribas (Suisse) SA, a fellow subsidiary undertaking.

#### (i) Credit quality of financial assets past due but not impaired

The table below presents an analysis of the credit quality of loans and receivables.

	2015 £'000	2014 £'000
Collateralised against borrowings	2,979	2,853
31 December 2015	2,979	2,853

<sup>(</sup>ii) Financial assets past due but not impaired

There were £3.0 million of financial assets that were past due but were fully collateralised (2014: £2.9 million). No financial assets have been renegotiated that would otherwise be impaired (2014: £: nil). The Company holds no collateral against financial assets that are impaired (2014: £: nil).

No impairments have been provided against the financial assets as these exposures have been fully collateralised.

#### NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2015

#### 2. Financial risk management (continued)

#### b) Liquidity risk

Liquidity risk is the risk that the Company is unable to meet its payment obligations associated with its financial liabilities when they fall due.

Prudent liquidity risk management is achieved by maintaining sufficient cash and readily realisable marketable securities, the availability of funding through an adequate amount of committed credit facilities, and the ability to close out market positions. The Company's liquidity is ensured by BNP Paribas, the ultimate parent undertaking.

	Up to 3 Months	3-6 Months	6 – 12 Months	1 – 5 Years	Total
	£'000	£'000	£'000	£'000	£'000
As at 31 December 2015	-				
Financial liabilities					
Overdrafts	-	-	-	-	-
Borrowings	2,979	-	-	-	2,979
Corporation tax payable	-	-	57	-	57
Other payables	1	-	-	-	1
	2,980	-	57	-	3,037
As at 31 December 2014					
Financial liabilities					
Overdrafts	3	-	-	-	3
Borrowings	2,853	-	-	_	2,853
Corporation tax payable	106	-	-	-	106
Other payables	1	-	-	-	1
	2,963	-	-	-	2,963

The Directors continue to monitor these exposures.

#### NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2015

#### 2. Financial risk management (continued)

The following table details the Company's expected maturity for its non-derivative financial assets. The table below has been drawn up based on the undiscounted contractual maturities of the financial assets including interest that will be earned on those assets.

	Up to 3 Months	3-6 Months	6 – 12 Months	1 – 5 Years	Total
	£'000	£'000	£,000	£'000	£'000
As at 31 December 2015					
Financial assets					
Loans and receivables	2,975	-	-	-	2,975
Other receivables	-	-	-	-	-
Cash and cash equivalents	1,740	-	-	•	1,740
	4,715	-	•	-	4,715
As at 31 December 2014					
Financial assets					
Loans and receivables	2,915	-	-	-	2,915
Other receivables	1	-	-	-	1
Cash and cash equivalents	32,585	-	<u>-</u>	-	32,585
	35,501	_	-	-	35,501

#### c) Market risk

The Company's activities potentially expose it to market risks, which is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risks arise from open positions in interest rate, and foreign currency, both of which are exposed to general and specific market movements and changes in the level of volatility of market rates or prices such as interest rates and foreign exchange rates.

#### (i) Foreign currency risk

The Company undertakes certain transactions denominated in foreign currencies. Hence, exposures to exchange rate fluctuations arise. This risk is transferred to BNP Paribas, the ultimate parent undertaking on a monthly basis. At 31 December 2015 and 31 December 2014, the Company had no material exposure to foreign currency risk, hence no sensitivity analysis has been provided.

#### NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2015

#### 2. Financial risk management (continued)

#### c) Market risk (continued)

#### (ii) Interest rate risk

The Company is exposed to cash flow interest rate risk as the Company's loans and receivables and borrowings are at floating interest rates.

It is the opinion of the Directors that the cash flow interest rate risk arising from these investments is insufficient to require hedging.

#### Interest rate risk sensitivity

The sensitivity analysis below has been determined based on the following assumptions:

- the exposure to interest rates is on all financial instruments held at the balance sheet date;
- the stipulated change took place at the beginning of the financial year and held constant throughout the reporting period;
- instruments that are re-priced within a period of six months are considered variable while those that are re-priced after six months are considered fixed; and
- a reasonably conservative rate change.

The sensitivity analysis shown below is representative of the risks inherent in the Company's financial instruments. The methods and assumptions used to prepare the sensitivity analysis are consistent for both reporting years.

If interest rates had been 100 basis points higher and all other variables were held constant, the Company's:

profit for the year ended 31 December 2015 would increase by £17,420 (2014: £325,850). This is mainly
attributable to the Company's exposure to interest rates on its floating rate assets which exceed its floating rate
liabilities

A 100 basis point decrease in interest rates would have an inverse effect on profit or loss and equity.

#### 3. Net interest income

	2015 £'000	2014 £'000
Interest income on cash and cash equivalents	168	188
	168	188

Net interest income on cash and cash equivalents arose principally on Sterling balances held with BNP Paribas, the ultimate parent undertaking.

#### NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2015

4. Other income		
	2015 £'000	2014 £'000
Other income	<del>-</del>	27
	_	27
5. Other expenses	,	
	2015 £'000	2014 £'000
Foreign exchange loss	(4)	(3)
	(4)	(3)

## 6. Profit before taxation

The following costs have not been included in arriving at profit before taxation:

## a) Services provided by the ultimate parent undertaking

As a wholly owned subsidiary of the BNP Paribas group, the Company is provided with management, support and infrastructure services by BNP Paribas, the ultimate parent undertaking. The costs attributed to providing these services are not deemed to be significant. Accordingly no recharge is made to the Company in respect of these services.

#### b) Services provided by the Company's auditors

Services provided by the Company's auditor consisted of the statutory audits, at a cost of £7,921 (2014: £7,807) which will be borne BNP Paribas, the ultimate parent undertaking. There are no fees relating to other services provided by the Company's auditors.

#### c) Number of employees

The Company had no employees during the year to 31 December 2015 (2014: none).

#### d) Directors

The Directors provide services to the Company, the ultimate parent undertaking and a number of fellow subsidiary undertakings. The emoluments of all directors in the current and prior year are paid by the ultimate parent undertaking. The ultimate parent undertaking makes no recharge to the Company as the emoluments associated with the Directors' services to the Company are not deemed to be significant.

#### NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2015

#### 7. Taxation

#### a) Analysis of tax charge in year

Analysis of tax (charge) in year	2015 £'000	2014 £'000
Current tax		
UK Corporation tax on profits for the year	(24)	(35)
	(24)	. (35)
Deferred tax		
Origination and reversal of timing differences	(11)	(13)
Impact of change in tax rate	-	(3)
Total tax (charge) on profit on ordinary activities	(35)	(51)

b) Factors affecting tax charge for the year. The tax assessed for the year is lower than the standard rate of corporation tax in the UK of 20.25% (2014: 21.5%). The charge for the year can be reconciled as follows:-

· · · · · · · · · · · · · · · · · · ·		
	2015	2014
	£'000	£'000
Profit before taxation	164	212
Profit before tax multiplied by corporation tax in the UK		
20.25% (2014: 21.5%)	(33)	(46)
Effects of:		
- Capital allowances in excess of depreciation	-	13
- Deferred taxation	•	(16)
- IFRS adjustments	(2)	(2)
Tax (charge) for the current year	(35)	(51)

#### NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2015

#### 8. Investments in subsidiaries

Subsidiary undertakings:	31 December 2015 £	31 December 2014 £
Comptonia Nominees Limited Abyard Nominees Limited	100 100	100 100
-	200	200

In the opinion of the Directors the aggregate value of the Company's investments in subsidiary undertakings (including amounts owed by subsidiary undertakings) is not less than the amount at which they are stated in the accounts. The subsidiaries are 100% undertakings of the Company, and are currently dormant. They are incorporated in the United Kingdom and have conterminous reporting periods from 1 January to 31 December.

#### 9. Deferred tax asset

Deferred tax is calculated in full on temporary differences under the liability method using a tax rate of 20% (2014: 20%) for the year.

•	2015	2014
	£,000	£,000
	Accelerated Tax Adjustment	Accelerated Tax Adjustment
Opening balance at 1 January	59	75
Profit and loss (charge)	(11)	(16)
At 31 December	48	59

The breakdown of the deferred tax liability is shown below:

	31 December 2015 £'000	31 December 2014 £'000
Accelerated tax depreciation	epreciation 48	. 59
	48	59

#### NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2015

	31 December 2015 £'000	31 December 2014 £'000
Loans to customers	2,975	2,915
	2,975	2,915
Final maturity of loans and receivables: - within one year or less	2,975	2,915

Loans to customers comprise term borrowings due from a customer, secured by an interest in a property lease, and an overdue overdraft facility due from the same customer.

2,975

2,915

Both of these amounts are fully collateralised by a cash deposit received from a fellow subsidiary undertaking, the balance of which the Company can at any time use to settle the outstanding amounts due from the customer. The fair value of the deposit received is not materially different from its carrying value, and as a consequence, the fair value of loans to customers is not materially different from the carrying value.

#### 11. Other receivables

	31 December 2015 £'000	31 December 2014 £',000
Interest receivable from ultimate parent undertaking	-	1
	-	1

#### 12. Cash and cash equivalents and overdrafts

	31 December 2015 £'000	31 December 2014 £'000
Cash at bank and in hand Overdrafts	1,740	32,585 (3)
Net cash and cash equivalents and overdrafts	1,740	32,582

All cash and cash equivalents and overdrafts are held with BNP Paribas, the ultimate parent undertaking.

#### NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2015

#### 13. Share capital

	No of shares 000's	31 December 2015 £'000	31 December 2014 £'000
Authorised ordinary shares of £1 each	40,000	40,000	40,000
Allotted, called up and fully paid ordinary shares of £1 each	1,000 (2014: 32,000)	1,000	32,000

The Company has in issue only one class of equity share, which is non-redeemable, carries one vote per share and has no right to dividends other than those recommended by the Directors, and unlimited right to share in the surplus remaining on a winding up.

On 30 June 2015 the Directors resolved to reduce the issued share capital of the Company by £31 million to £1 million and to cancel and extinguish the liability of 31 million shares. The reduction in issued share capital was effective on 13 July 2015.

#### 14. Borrowings

Borrowings are denominated in Sterling and are non-interest bearing.

	31 December 2015	31 December 2014	
	£'000	£'000	
Borrowings			
- amounts payable to fellow subsidiary	2,979	2,853	
At 31 December	2,979	2,853	

The borrowings are held as collateral against loans and receivables, as shown in note 10.

## 15. Corporation tax payable

	31 December 2015 £'000	31 December 2014 £'000
Corporation tax payable	57	106
	57	106

#### NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2015

#### 16. Related party transactions

The following transactions were carried out with related parties:

	Related party	2015 £'000	2014 £'000
Interest income	Ultimate parent undertaking	168	188

In respect of these transactions, the outstanding balances receivable / (payable) were as follows:

	Related party	31 December 2015 £'000	31 December 2014 £'000
Cash and cash equivalents	Ultimate parent undertaking	1,740	32,585
Overdrafts	Ultimate parent undertaking	· <u>-</u>	(3)
Interest receivable	Ultimate parent undertaking	-	. 1
Borrowings	Fellow subsidiary undertaking	(2,979)	(2,853)

#### 17. Capital management

The Company defines capital as Total Equity. As at 31 December 2015, the value was £1.7 million (2014: £32.6 million).

The Directors monitor capital levels, and where appropriate pay dividends to, or request a capital injection or reduction from the immediate parent undertaking.

### 18. Ultimate parent undertaking and controlling party

The Company's immediate parent undertaking is BNP Paribas U.K. Holdings Limited.

The ultimate parent undertaking and controlling party is BNP Paribas, a company incorporated in France. BNP Paribas is the parent undertaking of the largest and smallest group of undertakings to consolidate these financial statements at 31 December 2015.

The consolidated financial statements of BNP Paribas are available from 16 boulevard des Italiens, 75009 Paris, France.