
B.T.I. INVESTMENTS

Company number: 00928440

REPORT AND FINANCIAL STATEMENTS

For the year ended 31 December 2015

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DIRECTORS' REPORT**For the year ended 31 December 2015**

These financial statements have been prepared in accordance with FRS 101, *Reduced Disclosure Framework* ("FRS 101"), and represent first time adoption of this standard by B.T.I. Investments ("the Company"). In so doing, the Company has applied the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the EU ("Adopted IFRSs"), but has made amendments, where necessary, in order to comply with the requirements of Companies Act 2006. The impact of this change is set out in Note 1.

Principal Activities and Business Review

The Company's principal activity is the investment of cash with other group undertakings.

The Company is one of the subsidiaries of Deutsche Bank AG. Deutsche Bank AG and its other subsidiaries are collectively referred to as "the Group" in these financial statements.

Results and Dividends

The result of the Company for the year ended 31 December 2015 shows a post-tax profit of £19,922 (2014: £10,148).

The profit for the year was driven by interest receivable of £ 47,174 for the year.

Subsequent Events

On 15 July 2016, the Company paid £2,369,243 interim dividend to its shareholders, DB Delaware (UK) Limited (DBDHUK) and Sagamore Limited (Sagamore), equivalent to its entire distributable reserves. Subsequently, the Company made a capital repayment of £8,505,503 to Sagamore and £113,404 to DBDHUK consisting of 'B' share capital, ordinary share premium and ordinary share capital.

The Company has continued in 2016 with a reduced Balance Sheet following its capital repayments.

Future Outlook

Although the size of the Company's balance sheet has reduced significantly, 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 outlook of the business is stable and it is expected that the Company will maintain its current level of activity.

Principal Risks and Uncertainties

The management of the business is subject to a number of risks. While the Directors acknowledge their responsibility for the overall management of these risks, as a wholly owned subsidiary of Deutsche Bank AG, they are centrally managed within the risk and control functions of the Group.

Directors

The Directors of the Company who held office as at 31 December 2015 were as follows:

B. Craig
C. Richardson

R. Smith was Company Secretary as at 31 December 2015.

Changes in Directorship and Company Secretariat

N.K.J. Calvert resigned on 22 June 2015.
C. Richardson was appointed on 22 June 2015.
A.C. Smith resigned on 22 June 2015.
A.P. Rutherford resigned as Company Secretary on 14 August 2015.
R. Smith was appointed as Company Secretary on 14 August 2015.

There have been no further changes during the year or subsequent to the year-end.

Statement of Directors' Responsibilities in Respect of the Directors' Report and the Financial Statements

The Directors are responsible for preparing the 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. Accordingly, they have elected to prepare the financial statements in accordance with applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice), including FRS 101 *Reduced Disclosure Framework*.

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 estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures which have been disclosed and explained in the financial statements; and
- 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, disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with Companies Act 2006. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities. The Directors have confirmed that they spent time appropriate to their responsibilities on the affairs of the Company during the year.

Disclosure of Information to Auditors

The Directors who held office at the date of approval of this Directors' Report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditors are unaware; and each director has taken all steps that they ought to have taken as Directors to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Auditors

Pursuant to Section 487 of the Companies Act 2006, the auditors will be deemed to be reappointed and KPMG LLP will therefore continue in office.

By order of the Board of Directors



GENEVIEVE CRAILL

Director/Secretary

25/7/2016

Registered office

Winchester House
1 Great Winchester Street
EC2N 2DB
Dated:

Company number: 00928440

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF B.T.I. INVESTMENTS
For the year ended 31 December 2015

We have audited the financial statements of B.T.I. Investments for the year ended 31 December 2015 set out on pages 4 to 11. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice), including FRS 101 *Reduced Disclosure Framework*.

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members, as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As explained more fully in the Statement of Directors' Responsibilities set out on page 2, 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). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

Opinion on the financial statements

In our opinion 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 for the year then ended;
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of Companies Act 2006.

Opinion on other matters prescribed by Companies Act 2006

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

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where Companies Act 2006 requires us to report to you if, in our opinion:

- 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; or
- certain disclosures of Directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the Directors were not entitled to take advantage of the small companies exemption from the requirement to prepare a strategic report.



Mike Heath (Senior Statutory Auditor)
For and on behalf of KPMG LLP, Statutory Auditor
 Chartered Accountants
 15 Canada Square
 London E14 5GL

Dated: 26 July 2016

B.T.I. INVESTMENTS
PROFIT AND LOSS ACCOUNT
For the year ended 31 December 2015

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	Note	2015 £	2014 £
Interest receivable and similar income from group undertakings		47,174	57,496
Interest payable and similar charges to group undertakings		(2,169)	(7,701)
Foreign exchange gain/(loss)	3	1,528	(3,514)
Other expenses		(21,553)	(33,353)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		24,980	12,928
Tax on profit on ordinary activities	4	(5,058)	(2,780)
PROFIT FOR THE FINANCIAL YEAR		19,922	10,148

The profit for the year has arisen from continuing activities.

The notes on pages 8 to 11 form part of these financial statements.

B.T.I. INVESTMENTS
STATEMENT OF TOTAL COMPREHENSIVE INCOME
For the year ended 31 December 2015

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	<u>2015</u>	<u>2014</u>
	<u>£</u>	<u>£</u>
Profit for the financial year	19,922	10,148
TOTAL COMPREHENSIVE INCOME FOR THE FINANCIAL YEAR	19,922	10,148

Total comprehensive income for the year has arisen from continuing operations.

There were no other recognised gains and losses during the year.

The notes on pages 8 to 11 form part of these financial statements.

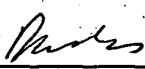
B.T.I. INVESTMENTS
BALANCE SHEET
For the year ended 31 December 2015

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	Note	2015 £	2014 £
CURRENT ASSETS			
Cash at bank	5	10,263,909	2,072
Amounts owed by group undertakings	6	730,000	10,993,336
Other debtors including taxation		-	102,189
		10,993,909	11,097,597
CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR			
Amounts owed to group undertakings		-	(115,169)
Other creditors including taxation	7	(5,058)	(13,499)
		(5,058)	(128,668)
NET ASSETS		10,988,851	10,968,929
CAPITAL AND RESERVES			
Called up share capital	8	697,774	697,774
Share premium		7,921,234	7,921,234
Profit and loss account		2,369,843	2,349,921
SHAREHOLDERS' FUNDS		10,988,851	10,968,929

The notes on pages 8 to 11 form part of these financial statements.

These financial statements were approved by the Board of Directors and signed on its behalf by


Director *BENJAMIN LAM*

Dated: *25/July/2016*

Company number: 00928440

B.T.I. INVESTMENTS
STATEMENT OF CHANGES IN EQUITY
For the year ended 31 December 2015

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	<u>Called up share capital</u> £	<u>Share Premium</u> £	<u>Profit and Loss Account</u> £	<u>Total</u> £
Balance at 1 January 2015	697,774	7,921,234	2,349,921	10,968,929
Profit for the financial year	-	-	19,922	19,922
Balance at 31 December 2015	697,774	7,921,234	2,369,843	10,988,851

For the year ended 31 December 2014

	<u>Called up share capital</u> £	<u>Share Premium</u> £	<u>Profit and Loss Account</u> £	<u>Total</u> £
Balance at 1 January 2014	697,774	7,921,234	2,339,773	10,958,781
Profit for the financial year	-	-	10,148	10,148
Balance at 31 December 2014	697,774	7,921,234	2,349,921	10,968,929

The notes on pages 8 to 11 form part of these financial statements.

1 ACCOUNTING POLICIES

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the financial statements.

Basis of preparation

These financial statements were prepared in accordance with FRS 101 *Reduced Disclosure Framework*. They represent first time adoption of this standard by the Company.

In so doing, the Company has applied the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the EU ("Adopted IFRSs"), but has made amendments where necessary in order to comply with the requirements of Companies Act 2006. Accordingly, the relevant IFRS have been referenced in the following notes where relevant.

In these financial statements, the Company has applied the exemptions available under FRS 101 in respect of the following disclosures:

- A Cash Flow Statement and related notes;
- Comparative period reconciliations for Share Capital;
- Disclosures in respect of transactions with wholly owned subsidiaries;
- Disclosures in respect of transactions with related parties;
- A statement of financial position for the beginning of the earliest comparative period; and
- The effects of new but not yet effective IFRSs.

As the Company is not a 'Financial Institution', as defined by the Financial Reporting Council, it has applied the exemptions available for disclosures required by IFRS 7, IFRS 13 and IAS 1.

Executive directors of the Company are members of the Group defined benefit and defined contribution pension schemes operated by DB Group Services (UK) Limited (DBGS); details of which are disclosed in the financial statements of that entity. The Company has no obligation to pay employee retirement benefits, and has no commitment or guarantee to indemnify DBGS for retirement benefit liabilities.

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 these financial statements.

The Company is incorporated and domiciled in England and Wales.

Sagamore Limited, a company registered in England and Wales, is the Company's majority controlling entity.

Deutsche Bank AG, a company incorporated in Germany, is the parent company, the ultimate controlling entity and the parent undertaking of the largest and smallest group of undertakings for which group financial statement are prepared, in accordance with International Financial Reporting Standards. Deutsche Bank AG includes the Company in its consolidated financial statements. Copies of the Group financial statements of this company are available to the public and may be obtained from Winchester House, 1 Great Winchester Street, London, EC2N 2DB.

(a) Impact of the transition to FRS 101

The Company's financial statements for 2015 have been prepared under FRS 101.

Significant accounting policies have remained unchanged and, as such, there is no financial impact attributable to the transition to FRS 101.

(b) Basis of measurement

The financial statements have been prepared on the historical cost basis, except for the following:

- Amounts owed by group undertakings are initially measured at fair value, and subsequently at amortised cost.
- Amounts owed to group undertakings are initially measured at fair value, and subsequently at amortised cost.
- Cash at bank is carried at fair value.

There is no offsetting of financial assets and financial liabilities in these financial statements.

1 ACCOUNTING POLICIES (continued)

- (c) Interest receivable and similar income and Interest payable and similar charges to/from group undertakings**
Interest income and expense are recognised in the profit and loss as they accrue using the effective interest method.

The effective interest rate is a method of calculating the amortised cost of a financial asset or a financial liability and of allocating the interest income or expense over the relevant period using the estimated future cash flows. The estimated future cash flows used in this calculation include those determined by the contractual terms of the asset or liability, all fees that are considered to be integral to the effective interest rate, direct and incremental transaction costs, and all other premiums or discounts.

- (d) Tax on profit on ordinary activities**

The charge for taxation is based on profit or loss for the year and takes into account any taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes.

- (e) Foreign Exchange**

Foreign currency transactions are translated into Pound Sterling (GBP) at the exchange rate prevailing at the date of the transaction. Any monetary assets and liabilities are subsequently re-translated at the year-end closing rate with any translation differences being taken through the Profit and Loss.

- (f) Turnover and Cost of Sales**

Turnover and Cost of Sales are not disclosed in the Profit and Loss Account as they are not appropriate for the Company's business.

- (g) Critical Accounting Estimates and Judgements**

The Directors do not consider there are any critical accounting estimates or judgements made in the preparation of these financial statements.

2 ADMINISTRATIVE EXPENSES

The Company has no employees. The staff involved in the Company's operations are all employees of the Group. Their total staff costs are borne by other Group companies without recharge. Consequently, staff costs have not been included in these financial statements (2014: £nil).

Auditor's remuneration for services rendered to the Company have been borne by another group undertaking.

	<u>2015</u>	<u>2014</u>
	£	£
Audit of these financial statements	7,248	7,453
	<u>7,248</u>	<u>7,453</u>

3 FOREIGN EXCHANGE GAIN

	<u>2015</u>	<u>2014</u>
	£	£
Net foreign exchange gain	1,528	(3,514)
	<u>1,528</u>	<u>(3,514)</u>

The foreign exchange gain is mainly driven by the translation of the Company's USD and GBP denominated cash at bank.

4 TAX ON PROFIT ON ORDINARY ACTIVITIES

Analysis of tax on profit on ordinary activities

	<u>2015</u>	<u>2014</u>
	£	£
<i>Current taxation</i>		
Group relief charge for the year	5,058	2,780
Tax on profit on ordinary activities	5,058	2,780

The standard rate of tax for the year, based on the UK standard rate of corporation tax is 20.25% (2014: 21.5%). Corporation tax has been accrued at this rate, there being no adjusting entries.

A reduction in the rate from 21% to 20% (effective from 1 April 2015) was substantively enacted on 2 July 2013. The Finance Bill 2015 which announced that the UK corporation tax rate will reduce to 19% by 2017 and 18% by 2020 was substantively enacted on 26 October 2015. This will reduce the company's future current tax charge accordingly.

5 CASH AT BANK

	<u>2015</u>	<u>2014</u>
	£	£
Interest earning deposits	10,263,909	2,072
	10,263,909	2,072

Interest earning deposits are with DB AG, London Branch.

6 AMOUNTS OWED BY GROUP UNDERTAKINGS

	<u>2015</u>	<u>2014</u>
	£	£
Amounts owed by group undertakings	730,000	10,993,336
	730,000	10,993,336

The Company made a £730k loan to DB Delaware Holdings Limited in 2015 compared to £11m with London Branch in 2014.

7 OTHER CREDITORS INCLUDING TAXATION

	<u>2015</u>	<u>2014</u>
	£	£
Liabilities for current tax	5,058	13,499
	5,058	13,499

8 CALLED UP SHARE CAPITAL

	<u>2015</u>	<u>2014</u>
	<u>No. of shares</u>	<u>No. of shares</u>
Allotted, called up and fully paid:		
Ordinary shares of £1 each	6,235	6,235
Class 'B' shares of £1 each	691,539	691,539
	697,774	697,774
	<u>2015</u>	<u>2014</u>
	£	£
Allotted, called up and fully paid:		
Ordinary shares of £1 each	6,235	6,235
Class 'B' shares of £1 each	691,539	691,539
	697,774	697,774

The holders of ordinary shares are entitled to receive dividends as declared from time to time and entitled to one vote per share.

9 SUBSEQUENT EVENTS

On 15 July 2016, the Company paid £2,369,243 interim dividend to its shareholders, DB Delaware (UK) Limited (DBDHUK) and Sagamore Limited (Sagamore), equivalent to its entire distributable reserves. Subsequently, the Company made a capital repayment of £8,505,503 to Sagamore and £113,404 to DBDHUK consisting of 'B' share capital, ordinary share premium and ordinary share capital.
