

Registered number. 00979423

TD DIRECT INVESTING NOMINEES (EUROPE) LIMITED

Report and Accounts

31 October 2016

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COMPANIES HOUSE

TD Direct Investing Nominees (Europe) Limited

Registered No. 00979423

DIRECTORS

R A Hemson

J M Wilson

J W Tracy

SECRETARY

M Curle

REGISTERED OFFICE

Exchange Court

Duncombe Street

Leeds

LS1 4AX

TD Direct Investing Nominees (Europe) Limited

DIRECTORS' REPORT

The directors present their report and accounts for the year ended 31 October 2016. The registered number of the company is 00979423.

BUSINESS REVIEW AND PRINCIPAL ACTIVITIES

The Company is a wholly owned subsidiary of TD Direct Investing (Europe) Limited, part of the TD Wealth Holdings (UK) Limited group.

The Company has not traded during the year but acted as nominee for clients of TD Direct Investing (Europe) Limited for the purpose of accepting and holding transfers of securities in accordance with the Financial Conduct Authority's rules and regulations. As a result all transactions and balances are included in the financial statements of that Company.

The Company made neither a profit nor a loss, nor any other recognised gain or loss. Therefore, no income statement or statement of comprehensive income has been prepared.

During the year, the ultimate parent company and controlling party, TD Bank Group, commenced a strategic review of its investment in the TD Wealth Holdings (UK) Limited Group. Following this review, TD Bank Group concluded to sell the business to Interactive Investor Plc. A Share Purchase Agreement was signed on 23 September 2016, the sale was approved by the Financial Conduct Authority after the year end and is currently awaiting completion. Following the sale, Interactive Investor Plc will acquire 100% of the issued share capital in TD Wealth Holdings (UK) Limited, and will become the ultimate parent company and controlling party of the Company.

DIRECTORS

The directors of the company during the year and up to the date of signing the report and accounts were as follows:

R A Hemson
J M Wilson
J W Tracy

STATEMENT OF DIRECTORS' RESPONSIBILITIES

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with International Financial Reporting Standards ("IFRSs") as adopted by the European Union 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 those 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 IFRSs have been followed, subject to any material departures 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 proper accounting records that are sufficient to show and explain the Group'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.

On behalf of the Board



R A Hemson
Director

Date: 19 May 2017

TD Direct Investing Nominees (Europe) Limited

STATEMENT OF FINANCIAL POSITION

For the year ended 31 October 2016

	Notes	Year ended 31 October 2016 £	Year ended 31 October 2015 £
Current assets			
Called up share capital unpaid	2	2	2
Total assets		<u>2</u>	<u>2</u>
Equity and liabilities			
Equity			
Called up share capital	4	2	2
Equity attributable to owners of the parent		<u>2</u>	<u>2</u>
Total equity		<u>2</u>	<u>2</u>

The notes 1 to 8 form an integral part of these financial statements.

DIRECTORS DECLARATION

For the year ended 31 October 2016, the company was entitled to exemption from audit under section 480 of the Companies Act 2006 relating to dormant companies.

The members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476.

The directors acknowledge their responsibility for:

- ensuring the company keeps accounting records which comply with section 386;
- preparing financial statements which give a true and fair view of the state of affairs of the company as at the end of its financial year, and of its profit or loss for the financial year in accordance with section 394, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the company.

Approved by the board



R A Hemson
Director

Date: 19 May 2017

TD Direct Investing Nominees (Europe) Limited

STATEMENT OF CHANGES IN EQUITY

For the year ended 31 October 2016

	Share Capital	Retained Earnings	Total Shareholder's funds
	£	£	£
As at 1 November 2014	2	-	2
	<hr/>	<hr/>	<hr/>
As at 31 October 2015	<u>2</u>	<u>-</u>	<u>2</u>
	<hr/>	<hr/>	<hr/>
As at 1 November 2015	2	-	2
	<hr/>	<hr/>	<hr/>
As at 31 October 2016	<u>2</u>	<u>-</u>	<u>2</u>

TD Direct Investing Nominees (Europe) Limited

NOTES TO THE ACCOUNTS at 31 October 2016

1 Accounting Policies

Corporate Information

The financial statements of TD Direct Investing Nominees (Europe) Limited for the year ended 31 October 2016 were authorised for issue in accordance with a resolution of the directors on 16 May 2017. The entity is a Limited Company incorporated and domiciled in England. The registered office is located at Exchange Court, Duncombe Street, Leeds, LS1 4AX.

Basis of preparation

The financial statements of the entity have been prepared in accordance with International Financial Reporting Standards ("IFRSs") as issued by the International Accounting Standards Board (IASB) and adopted by the EU.

The financial statements have been prepared on a historical cost basis. The financial statements are presented in sterling and all values are rounded to the nearest thousand (£'000), except where otherwise indicated.

At the date of authorisation of these financial statements, there are no Standards and Interpretations relevant to the Company which have not been applied in these financial statements.

Summary of significant accounting policies

The following are the significant accounting policies applied by the company in preparing its financial statements:

Statement of comprehensive income and cash flow

The Company has not traded during the year but acted as nominee for clients of TD Direct Investing (Europe) Limited for the purpose of accepting and holding transfers of securities in accordance with the Financial Conduct Authority's rules and regulations. As a result all transactions and balances are included in the financial statements of that Company. The Company made neither a profit nor a loss and has therefore not presented a profit and loss account for either the current or preceding financial year, or a cash flow.

Equity

Equity is made up of called up share capital.

Financial assets

Initial recognition and measurement

Financial assets within the scope of IAS 39 are classified as financial assets at fair value through profit or loss, loans and receivables, held-to-maturity investments, available-for-sale financial assets, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The Company determines the classification of its financial assets at initial recognition.

All financial assets are recognised initially at fair value plus, in the case of assets not at fair value through profit or loss, directly attributable transaction costs.

The Company's financial assets include unpaid called up share capital.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Called up share capital unpaid

This is the balance due to be paid by TD Direct Investing (Europe) Limited for its purchase of share capital. TD Direct Investing Nominees (Europe) Limited does not have a bank account at this point in time.

TD Direct Investing Nominees (Europe) Limited

NOTES TO THE ACCOUNTS at 31 October 2016

2 Share capital unpaid

	31 October 2016 £	31 October 2015 £
Called up share capital unpaid	<u>2</u>	<u>2</u>

3 Directors' Emoluments

The Directors did not receive any emoluments in respect of their services to the company during the current or prior year.

4 Share capital

	31 October 2016 £	31 October 2015 £
<i>Authorised</i>		
Ordinary shares of £1 each	<u>2</u>	<u>2</u>
<i>Allotted and called up</i>		
Ordinary shares of £1 each	<u>2</u>	<u>2</u>

5 Related Party Transactions

In accordance with International Accounting Standard 24, the company has not presented details of related party transactions with fellow group undertakings, as the company is a subsidiary of a group where greater than 90% of the voting rights are controlled within the group and the group's parent financial statements are publicly available.

6 Ultimate parent undertaking and controlling party

The Company's immediate parent undertaking is TD Direct Investing (Europe) Limited. Consolidated financial statements are drawn up by TD Wealth Holdings (UK) Limited, and are publicly available and copies may be obtained from Companies House.

The ultimate parent undertaking and controlling party is The Toronto-Dominion Bank, a Company incorporated in Canada. Copies of the financial statements may be obtained from:

Finance and Control Division
The Toronto-Dominion Bank
PO Box 1
Toronto Dominion Centre
King St. W and Bay St
Toronto, Ontario M5K 1A2
Canada

There are no transactions during the period between the related parties.

7 Capital

There are no accounting transactions passing through this company and therefore no capital management is required.

TD Direct Investing Nominees (Europe) Limited

NOTES TO THE ACCOUNTS

at 31 October 2016

8 Financial risk management objectives and policies

There is no financial risk associated with this company.

9 Events after the reporting period

Subsequent to the reporting period date, the Financial Conduct Authority approved the sale of the TD Wealth Holdings (UK) Limited Group to the purchasing company, Interactive Investor Limited. The sale is therefore awaiting completion. There have been other no events which have occurred since 31 October 2016 that would require disclosure in the financial statements of the Company.