Company number: 1304033

# **Annual Report and Financial Statements**

For the Year Ended

**31 December 2008** 

Directors
J Bumstead
Exel Nominee No 2 Limited
Exel Secretarial Services Limited

**Secretary Exel Secretarial Services Limited** 

Registered Office Ocean House The Ring Bracknell Berkshire RG12 1AN

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### Directors' Report for the year ended 31 December 2008

The Directors present their report and the financial statements of the Company for the year ended 31 December 2008.

#### Principal activity and business review

The Company did not trade during the year.

#### **Directors**

The Directors who held office during the year and up to the date of this report are given below:

Jon Bumstead Exel Secretarial Services Limited Exel Nominee No 2 Limited

## **Directors' indemnities**

The Company maintains liability insurance for its Directors and officers. The Company also provided an indemnity for its Directors and the secretary, which is a qualifying third party indemnity provision for the purpose of the Companies Act 1985.

#### Statement of Directors' responsibilities

The Directors are responsible for preparing the annual 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 elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). The financial statements are required by law to 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 year.

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 UK Accounting Standards 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, in which case there should be supporting assumptions or qualifications as necessary.

The Directors confirm that they have complied with the above requirements in preparing the financial statements.

The Directors are responsible for keeping proper accounting records that 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 1985. 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.

# **Directors' Report (continued)**

## **Auditors**

In accordance with the provisions of section 249AA of the Companies Act 1985 the Company has not appointed auditors.

By order of the Board

J Sargeant

For and on behalf of

**Exel Secretarial Services Limited** 

Secretary

28th July 2009

### Balance Sheet At 31 December 2008

	Note	2008 £	2007 £
Current assets		•	L
Debtors: amounts falling due within one year			
Amount due from immediate parent undertaking		500,100	500,100
Capital and reserves			
Share capital	4	500,000	500,000
Capital redemption reserve		100	100
Total shareholders' funds		500,100	500,100

The Company was a dormant company within the meaning of Section 249AA of the Companies Act 1985 throughout the year ending at the date of this balance sheet.

For the year ended 31 December 2008 the Company was entitled to exemption under section 249AA(1) of the Companies Act 1985.

Members have not required the Company to obtain an audit of its financial statements for the year in question in accordance with section 249B(2) of the Companies Act 1985.

The Directors acknowledge their responsibilities for:-

- (i) ensuring the Company keeps accounting records which comply with section 221 of the Companies Act 1985; and
- (ii) 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 226 of the Companies Act 1985, and which otherwise comply with the requirements of the Companies Act relating to financial statements, so far as applicable to the Company.

The financial statements on pages 3 to 4 were approved by the Board of Directors on  $28^{th}$  July 2009 and signed on its behalf by:

C Bryans

For and on behalf of

Exel Nominee No 2 Limited

Director

# Notes to the financial statements for the year ended 31 December 2008

#### 1. Basis of Preparation

These financial statements have been prepared on the going concern basis, under the historical cost convention, and in accordance with the Companies Act 1985 and applicable UK accounting standards.

# 2. Profit and Loss Account

The Company did not trade during the year and therefore no profit and loss account has been prepared. There are no recognised gains or losses for the year. There was no movement on shareholders' funds during the year.

#### 3. Directors emoluments

The Directors received no remuneration (2007: none) for services provided to the Company and the Company had no employees (2007: none).

4.	Share	capital
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Silar e Capital	2008 £	2007 £
Authorised		
31/2% redeemable preference shares of £1 each	1,000	1,000
'A' ordinary shares of £1 each	250,000	250,000
'B' ordinary shares of £1 each	250,000	250,000
	501,000	501,000
Allotted, called up and fully paid		
31/2% redeemable preference shares of £1 each	-	-
'A' ordinary shares of £1 each	250,000	250,000
'B' ordinary shares of £1 each	250,000	250,000
	500,000	500,000

The class A and class B ordinary shares have identical rights and rank pari passu in all respects.

The  $3\frac{1}{2}$ % redeemable preference shares carry no votes at meetings, unless the business of the meeting includes a resolution for the winding up of the Company or reducing its share capital, in which event each holder is entitled to one vote. On a winding up of the Company, the preference shareholders have a right to receive, in preference to any payments to the ordinary shareholders, £1 per share plus any accrued dividend.

## 5. Immediate and ultimate parent undertaking and controlling party

The Company's immediate parent undertaking is Ocean Group Investments Limited. The Company's ultimate parent undertaking and controlling party is Deutsche Post AG, a company incorporated in Germany. This is the only group of which the Company is a member for which group financial statements are prepared. Copies of the financial statements of Deutsche Post AG can be obtained from Deutsche Post AG, Headquarters, Investor Relations, 53250 Bonn, Germany.