

**Company Registration No. 01682792**

**GENERAL MOTORS LIMITED**

**Annual Report and Financial Statements**

**31 December 2015**

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# **GENERAL MOTORS LIMITED**

## **REPORT AND FINANCIAL STATEMENTS 2015**

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# **GENERAL MOTORS LIMITED**

## **REPORT AND FINANCIAL STATEMENTS 2015**

### **OFFICERS AND PROFESSIONAL ADVISERS**

#### **DIRECTORS**

D Borland  
P Hope  
R Harvey  
T Hammonds  
J Highnam

#### **SECRETARY**

R S Nagi

#### **REGISTERED OFFICE**

Griffin House  
Osborne Road  
Luton  
Bedfordshire  
LU1 3YT

#### **BANKERS**

Barclays Bank PLC

#### **AUDITOR**

Deloitte LLP  
Chartered Accountants and Statutory Auditor  
London  
United Kingdom

# **GENERAL MOTORS LIMITED**

## **STRATEGIC REPORT**

The Directors of General Motors Limited ("the Company") set out below their strategic report, providing a review of the Company's business and a description of the principal risks and uncertainties affecting the Company.

### **PRINCIPAL ACTIVITIES**

The principal activity of the Company is the provision of funding to other companies within the General Motors group of companies, using funds received from the disposal of the Company's former investments.

### **BUSINESS REVIEW**

Other operating expenses of £19,000 (2014: £10,000) and interest receivable on inter-company lending of £111,000 (2014: £107,000) resulted in a profit before taxation of £92,000 (2014: £97,000). The reduction in profit before taxation is due to an increase in other operating costs compared to the prior year.

### **PRINCIPAL RISKS AND UNCERTAINTIES**

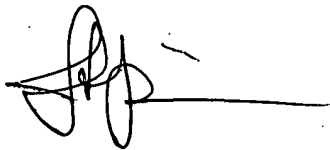
The following comprises a summary of what the Directors believe are the main risks to which the Company is exposed, which could adversely affect the business, financial condition, liquidity and capital resources of the Company.

- The Company's only assets are short-term cash pool deposits due from GM Europe Treasury Company AB. These deposits have varying interest rates and can be withdrawn by the company at immediate notice. If GM Europe Treasury Company AB is unable to repay these short-term cash pool amounts as they fall due, this could adversely affect the Company's cash flow and financial position.

As a result of these risks and uncertainties, the availability of profits for distribution to the Company could be reduced or eliminated.

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

J Highnam  
Director  
22.03.2016



# **GENERAL MOTORS LIMITED**

## **DIRECTORS' REPORT**

The Directors of General Motors Limited ("the Company") present their annual report on the affairs of the Company together with the audited financial statements and independent auditor's report for the year ended 31 December 2015.

### **FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES**

The Company is exposed to financial risk through its financial assets and liabilities. The key financial risk is that the proceeds from financial assets are not sufficient to fund the obligations arising from liabilities as they fall due. The most important components of financial risk are interest rate risk, currency risk, credit risk, liquidity risk, and cash flow risk.

Due to the nature of the Company's business and the assets and liabilities contained within the balance sheet the Directors consider that none of the other financial risks are relevant to the Company.

### **GOING CONCERN**

After review, the Directors consider they should continue to adopt the going concern basis in preparing the financial statements. Please refer to Note 1 to the financial statements.

### **DIVIDENDS**

No dividends were paid during 2014 and 2015. No final dividend is proposed for the year ended 31 December 2015 (2014: £nil).

### **DIRECTORS' INDEMNITY**

The General Motors Company group, of which the Company is a part, maintains insurance in respect of the Directors and officers against any such liabilities as are referred to in Section 232 of the Companies Act 2006.

### **DIRECTORS**

The present members of the Board of Directors are shown on page 1. There were the following changes in Directors during the year or since the year end.

T Tozer	resigned 22 September 2015
R Harvey	appointed 23 September 2015
A Kibe	appointed 29 September 2015, resigned 18 December 2015
T Hammonds	appointed 29 September 2015
J R Fulcher	resigned 1 October 2015
J Highnam	appointed 1 December 2015

### **AUDITOR**

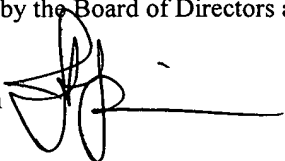
In accordance with the provisions of Section 418 of the Companies Act 2006, each of the persons who is a Director at the date of approval of this report confirms that:

- (1) so far as the director is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- (2) the director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Deloitte LLP have expressed their willingness to continue in office as auditor and appropriate arrangements have been put in place for them to be reappointed as auditors in the absence of an Annual General Meeting.

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

J Highnam  
Director  
22.032016



## **GENERAL MOTORS LIMITED**

### **STATEMENT OF DIRECTORS' RESPONSIBILITIES**

The Directors are responsible for preparing the 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) including FRS 102, "The Financial Reporting Standard applicable in the UK and Republic of Ireland". 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; 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 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 AUDITOR'S REPORT TO THE MEMBERS OF GENERAL MOTORS LIMITED**

We have audited the financial statements (the "financial statements") of General Motors Limited for the year ended 31 December 2015 which comprise the profit and loss account, the balance sheet, the statement of changes in equity and the related notes 1 to 11. 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) including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland".

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the 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 auditor**

As explained more fully in the Directors' Responsibility Statement, the Directors are responsible for 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 Ethical Standards for Auditors.

## **Scope of the audit of the financial statements**

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 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 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 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 Companies Act 2006.

## **Opinion on other matters 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.

## **Matters on which we are required to report by exception**

We have nothing to report in respect of the following matters where the 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.



**Hadleigh Shekle FCA (Senior Statutory Auditor)**  
**for and on behalf of Deloitte LLP**  
Chartered Accountants and Statutory Auditor  
London, United Kingdom

22 March 2016

## GENERAL MOTORS LIMITED

### PROFIT AND LOSS ACCOUNT Year ended 31 December 2015

	Notes	2015 £'000	2014 £'000
Other operating expenses		(19)	(10)
<b>OPERATING LOSS</b>	2	(19)	(10)
Interest receivable and similar income	4	111	107
<b>PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION</b>		92	97
Tax charge on profit on ordinary activities	5	(19)	(21)
<b>PROFIT FOR THE FINANCIAL YEAR</b>	9	73	76

All amounts in both the current and preceding year derive from continuing operations.

During the current and preceding year there have been no gains or losses other than those recognised in the profit and loss account and consequently no separate statement of comprehensive income is presented.

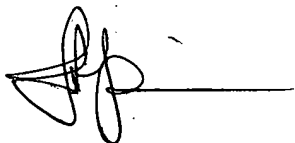
# GENERAL MOTORS LIMITED

## BALANCE SHEET 31 December 2015

	Notes	2015 £'000	2014 £'000
<b>CURRENT ASSETS</b>			
Debtors	6	23,131	23,060
Cash at bank and in hand		1	1
		<u>23,132</u>	<u>23,061</u>
<b>CREDITORS</b>			
Amounts falling due within one year	7	(10,715)	(10,717)
		<u>12,417</u>	<u>12,344</u>
<b>NET CURRENT ASSETS</b>			
		<u>12,417</u>	<u>12,344</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES AND NET ASSETS</b>		<u>12,417</u>	<u>12,344</u>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	8	127	127
Share premium account	8	3,264	3,264
Profit and loss account	8	9,026	8,953
		<u>12,417</u>	<u>12,344</u>
<b>SHAREHOLDERS' FUNDS</b>		<u>12,417</u>	<u>12,344</u>

These financial statements were approved by the Board of Directors on 22.03.2016 and are signed on its behalf by:

J Highnam  
Director



# GENERAL MOTORS LIMITED

## STATEMENT OF CHANGES IN EQUITY At 31 December 2015

	Profit and loss account	Share premium account	Called up share capital	Total
	£'000	£'000	£'000	£'000
<b>At 31 December 2013 as previously stated</b>	<b>8,877</b>	<b>3,264</b>	<b>127</b>	<b>12,268</b>
Changes on transition to FRS 102 (see note 9)	-	-	-	-
<b>At 1 January 2014 restated</b>	<b>8,877</b>	<b>3,264</b>	<b>127</b>	<b>12,268</b>
Profit for the financial year	76	-	-	76
Total comprehensive income	76	-	-	76
<b>At 31 December 2014</b>	<b>8,953</b>	<b>3,264</b>	<b>127</b>	<b>12,344</b>
Result for the financial year	73	-	-	73
Total comprehensive income	73	-	-	73
<b>At 31 December 2015</b>	<b>9,026</b>	<b>3,264</b>	<b>127</b>	<b>12,417</b>

# GENERAL MOTORS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2015

### 1. ACCOUNTING POLICIES

The financial statements are prepared in accordance with applicable United Kingdom law and accounting standards. The principal accounting policies adopted, which are consistent with those applied in the prior year, are described below.

#### General information and basis of accounting

General Motors Limited is a company incorporated in the United Kingdom under the Companies Act. The address of the registered office is given on page 1. The nature of the company's operations and its principal activities are set out in the strategic report on page 2.

The financial statements are prepared under the historical cost convention in conformity with Financial Reporting Standard 102 (FRS 102) issued by the Financial Reporting Council. No material adjustments were required to prior year financial statements on adoption of FRS 102. For more information see note 11.

#### Going concern

The Company's balance sheet at 31 December 2015 shows that the Company has net assets of £12.4 million. As set out in note 6 to the financial statements, at 31 December 2015, the Company had net amounts receivable from group companies of £23.1 million. As at the date of approval of these financial statements, the deposits are owed to the Company by GM Europe Treasury Company AB. The deposits represent short term cash pool amounts which can be withdrawn by the company at immediate notice at varying interest rates.

After making enquiries, 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 financial statements.

#### Cash flow statement

Consolidated accounts have not been prepared because the Company's results are consolidated in the publicly available accounts of General Motors Company, a company registered in the State of Delaware, USA. Accordingly, these financial statements represent information about the company as an individual undertaking and not about its group.

The Company meets the definition of a qualifying entity under FRS 102 and has therefore taken advantage of the disclosure exemptions available to it in respect of its separate financial statements. The exemption from presenting a cash flow statement has been taken.

#### Taxation

Corporation tax is recognised for the amount of income tax payable in respect of the taxable profits for the current or past reporting periods using the tax rates and laws that have been enacted or substantively enacted by the reporting date.

#### Foreign currencies

Foreign currency transactions during the year are recorded using the rates of exchange ruling at the dates of the transactions or, if hedged, at the forward contract rates. Monetary assets and liabilities denominated in foreign currencies are translated using the rates of exchange ruling at the balance sheet date or the hedged rate and the gains or losses on translation are included in the profit and loss account.

#### Critical accounting judgements and key sources of estimation uncertainty

In the Directors opinion, there are no critical accounting judgements or key sources of estimation uncertainty involved in the preparation of these financial statements.

# GENERAL MOTORS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2015

### 2. OPERATING LOSS

	2015 £'000	2014 £'000
<b>Operating loss is arrived at after charging:</b>		
Fee payable to the Company's auditor for the audit of the Company's annual accounts	<u>10</u>	<u>10</u>

### 3. STAFF COSTS AND EMOLUMENTS OF DIRECTORS

The Company had no employees in the financial year (2014: none).

The Directors received no remuneration from the Company (2014: £nil) in the financial year. During the year, certain of the Directors were also directors of General Motors UK Limited and no part of any remuneration they received from that company was in respect of duties performed relating to General Motors Limited.

### 4. INTEREST RECEIVABLE AND SIMILAR INCOME

	2015 £'000	2014 £'000
Interest receivable on loans to group undertakings	<u>111</u>	<u>107</u>

### 5. TAX CHARGE ON PROFIT ON ORDINARY ACTIVITIES

	2015 £'000	2014 £'000
Current tax:		
UK corporation tax at 20.25% (2014: 21.50%)	<u>(19)</u>	<u>(21)</u>
Total tax	<u>(19)</u>	<u>(21)</u>

The differences between the total tax charge shown above and the amount calculated by applying the standard rate of corporation tax in the UK of 20.25% (2014: 21.50%) is shown below:

	2015 £'000	2014 £'000
Profit on ordinary activities before tax	<u>92</u>	<u>97</u>
Tax at UK rate of 20.25% (2014: 21.50%) thereon:	<u>(19)</u>	<u>(21)</u>

In the Finance (No. 2) Act 2015 it was substantively enacted that the UK corporation tax rate would be reduced to 19% effective from 1 April 2017 with a further 1% reduction to 18% effective from 1 April 2020. The reduction to the tax rates included in the Finance (No. 2) Act 2015 was substantively enacted at the balance sheet date.

# GENERAL MOTORS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2015

### 6. DEBTORS

	2015 £'000	2014 £'000
Amounts owed by fellow subsidiaries	23,131	23,060

The amounts owed by fellow subsidiaries represent short-term cash pool amounts which can be withdrawn by the company at immediate notice at varying interest rates.

### 7. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2015 £'000	2014 £'000
Corporation tax payable	10,715	10,717

### 8. CALLED UP SHARE CAPITAL AND RESERVES

	2015 £'000	2014 £'000
<b>Called up, allotted and fully paid:</b>		
127,000 (2014: 127,000) ordinary shares of £1 each	127	127

The share premium reserve records the amount above the nominal value received for shares sold, less transaction costs. The profit and loss reserve represents cumulative profits or losses net of dividends paid and other adjustments.

### 9. ULTIMATE PARENT COMPANY AND CONTROLLING PARTY

At 31 December 2015, the ultimate parent company and controlling entity of the Company, and parent of the largest and smallest group for which consolidated accounts are prepared of which this Company is a part, was General Motors Company, a company registered in the State of Delaware USA. The financial statements of General Motors Company are available from Global Headquarters, 300 Renaissance Centre, PO Box 300, Detroit, Michigan, 48265 - 3000 USA.

The immediate parent company and controlling entity of the Company is General Motors Asia Pacific Holdings LLC, a company incorporated in State of Delaware, USA. The accounts of General Motors Asia Pacific Holdings LLC are available from Global Headquarters, 300 Renaissance Centre, PO Box 300, Detroit, Michigan, 48265 - 3000 USA.

### 10. RELATED PARTY DISCLOSURES

The Company has taken advantage of the exemption granted by paragraph 33.1A of FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" not to disclose transactions with General Motors Company group companies or interests of the General Motors Company Group who are related parties.

### 11. TRANSITION TO FRS 102

This is the first year that the Company has presented its financial statements under Financial Reporting Standard 102 (FRS 102) issued by the Financial Reporting Council. The last financial statements under previous UK GAAP were for the year ended 31 December 2014 and the date of transition to FRS 102 was therefore 1 January 2014. No transitional adjustments were required as a consequence of adopting FRS 102.