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### Harrods Holdings Limited

Directors' Report and Financial Statements

for the Period ended 1 February 2014

Registration number: 1848143

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#### Directors' Report for the Period ended 1 February 2014

The directors present their directors present their report and financial statements for the period ended 1 February 2014.

#### **Principal activity**

The principal activity of the company is that of an investment holding company.

#### **Business review**

There was a profit for the period after taxation amounting to £149.8m (2013: £98.6m). The company paid a dividend of £150.0m (2013: £100.0m).

#### Directors of the company

The directors who held office during the period were as follows:

H.E. H A Al-Abdulla

H.E. A M Al-Sayed

K Maamria (resigned 29 May 2014)

K J Al-Kuwari

M A Ward

J P Edgar

#### Interest rate risk

The company finances its operations principally through retained earnings as the company no longer has any external borrowings. Excess cash balances are placed on deposit to earn higher rates of interest.

#### Going concern

After making enquiries, the directors have a reasonable expectation that the company and the group 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 accounts.

#### **KPIs**

There are no other KPIs required to be reported other than turnover and operating profit that would give a fuller understanding to the business.

#### Statement of Directors' Responsibilities for the period ended 1 February 2014

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. 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). 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 apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent; 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 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.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

#### Disclosure of information to the auditors

Each director has taken steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information. The directors confirm that there is no relevant information that they know of and which they know the auditors are unaware of.

#### Re-appointment of auditors

Ernst & Young LLP were appointed as auditors on 12 January 2012.

Ernst & Young LLP, having expressed their willingness to continue in office, will be deemed reappointed for the next financial period in accordance with Section 487(2) of the Companies Act 2006 unless the company receives notice under Section 488(1) of the Act.

Approved by the Board on 23 June 2014 and signed on its behalf by:

Registered office

87-135 Brompton Road Knightsbridge

London SWIX 7XL

#### Independent Auditor's Report to the Members of Harrods Holdings Limited

We have audited the financial statements of Harrods Holdings Limited for the period from 3 February 2013 to 1 February 2014 which comprises the Profit and Loss Account, the Balance Sheet, the Statement of Recognised Gains and Losses and the related notes 1 to 19. 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).

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 auditors

As explained more fully in the Statement of Directors' Responsibilities (set out on pages 2-3), 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

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 Directors' Report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

#### 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 1 February 2014 and of its profit for the period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
   and
- have been prepared in accordance with the requirements of the Companies Act 2006.

#### Opinion on other matter prescribed by the Companies Act 2006

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

### Independent Auditor's Report to the Members of Harrods Holdings Limited (continued)

#### 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.

Julie Carlyle (Senior Statutory Auditor)
For and on behalf of Ernst & Young LLP

1 More London Place London SE1 2AF

30 June 2014

### Harrods Holdings Limited Profit and Loss Account

#### For the Period ended 1 February 2014

	Note	52 weeks ended 1 February 2014 £m	53 weeks ended 2 February 2013 £m
Administrative expenses	•	(0.2)	(1.6)
Operating loss	2	(0.2)	(1.6)
Other income	3 .	150.0	100.0
Net Interest receivable	4	·	0.1
Profit on ordinary activities before taxation	•	149.8	98.5
Tax on profit on ordinary activities	6	-	0.1
Profit for the financial period	. 13	149.8	98.6

Turnover and operating profit derive wholly from continuing operations.

(Registration number: 1848143)

Balance Sheet at 1 February 2014

	Note	1 February 2014 £m	2 February 2013 £m
Fixed assets		·	
Investments	. 8	1,101.0	1,152.4
Current assets	·		
Debtors due within one year	9	0.3	0.3
Debtors due after more than one year	. 9	9.5	9.5
Cash at bank and in hand	•	1.1	1.9
		10.9	11.7
Creditors: Amounts falling due within one year	10	(0.2)	(0.5)
Net current assets		10.7	11.2
Total assets less current liabilities		1,111.7	1,163.6
Creditors: Amounts falling due after more than one year	11	(183.8)	(183.7)
Net assets		927.9	979.9
Capital and reserves			•
Called up share capital	12	50.0	50.0
Revaluation reserve	13	877.0	928.4
Profit and loss account	13	0.9	1.5
Shareholders' funds	14	927.9	979.9

Approved by the Board on 23 June 2014 and signed on its behalf by:

J P Edgar Director

# Harrods Holdings Limited Statement of Total Recognised Gains and Losses For the Period ended 1 February 2014

	Note	52 weeks ended 1 February 2014 £m	53 weeks ended 2 February 2013 £m
Profit for the financial period	•	149.8	98.6
Actuarial loss recognised on defined benefit pension scheme	٠.	(0.6)	(0.6)
Current tax relief on pension scheme		. 0.2	0.1
Total recognised gains and losses relating to the period		149.4	98.1

#### 1 Accounting policies

#### Basis of preparation

The financial statements have been prepared under the historical cost convention, modified to include the revaluation of the company's fixed asset investments, and comply with applicable United Kingdom accounting standards and have remained unchanged from the prior period.

Harrods Holdings Limited is a wholly owned subsidiary of Harrods Group (Holding) Limited which produces Group accounts in accordance with the Companies Act 2006. Consequently the company has taken advantage of the exemption permitted by section 400 of the Act from producing Group accounts. These accounts therefore present information about the company and not about its group.

Harrods Group (Holding) Limited produces a consolidated cash flow statement in accordance with Financial Reporting Standard No 1 (FRS1). Consequently the company has taken advantage of the exemption in FRS1 from producing a cash flow statement.

#### Fixed asset investments

Fixed asset investments in subsidiary undertakings are stated in the balance sheet of the company at the consolidated net asset value of those subsidiary undertakings, as the directors of the company believe that the subsidiaries' value is not materially less than their combined net asset value. Net surpluses are transferred to a non-distributable revaluation reserve, and net deficits are transferred from this reserve where investments have previously been revalued upwards.

#### Deferred tax

Deferred tax is recognised on all timing differences where the transactions or events that give the company an obligation to pay more tax in the future, or a right to pay less tax in the future, have occurred by the balance sheet date. Deferred tax assets are recognised when it is more likely than not that they will be recovered. Deferred tax is measured using rates of tax that have been enacted or substantively enacted by the balance sheet date.

Deferred tax relating to defined benefit pension scheme surpluses or deficits is netted against the respective retirement benefit surplus or obligation.

#### **Dividend Income**

Revenue is recognised when the Group's right to receive payment is established.

#### Notes to the Financial Statements

#### For the Period ended 1 February 2014

#### **Pensions**

#### **Defined Contribution Scheme**

The pension costs charged against profits represent the amount of the contributions payable to the scheme in respect of the accounting period.

#### Defined Benefit Scheme

Certain company employees are members of the Harrods Group Pension Plan under which retirement benefits are funded by contributions from the company. Payment is made to the pension trust, which is separate from the company, in accordance with calculations made periodically by consulting actuaries.

Scheme assets are measured at fair values. Scheme liabilities are measured on an actuarial basis using the projected unit method and are discounted at appropriate high quality corporate bond rates. The net surplus or deficit, adjusted for deferred tax, is presented separately from other net assets on the balance sheet.

A net surplus is recognised only to the extent that it is recoverable by the company. The amount charged to the profit and loss account in respect of pension costs and other post-retirement benefits is the current service cost of providing the benefits, curtailment and settlement gains and losses and financial returns on the pension fund, all reflected in the period to which they relate. The current service cost and costs from settlements and curtailments are charged against operating profit. Past service costs are spread over the period until the benefit increases vest. Interest on the scheme liabilities and the expected return on scheme assets are included in other finance costs. Actuarial gains and losses are recorded through the statement of recognised gains and losses. Disclosure has been made of the assets and liabilities of the scheme under FRS 17 in note 17 to the accounts.

#### 2 Operating loss

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Operating	1033	13	Stateu	anci	CHALLING.

Ope	rating loss is stated after charging:	•	•
		52 weeks ended 1 February 2014 £'000	53 weeks ended 2 February 2013 £'000
Audi	tor's remuneration	2.3	4.6
3 Othe	er income		
		52 weeks ended 1 February 2014 £m	53 weeks ended 2 February 2013 £m
Inve	stment income:		
Divi	dends receivable from group undertakings	150.0	100.0

#### 4 Net interest

	·			52 weeks ended 1 February 2014 £m	53 weeks ended 2 February 2013 £m
Receivable: Group undertakings			·	·	0.1
	•		•	-	0.1

#### 5 Directors and employees

The company did not employ any persons or incur any staff costs during the period (2013: £nil).

Remuneration in respect of directors was as follows:

	52 weeks ended 1 February 2014 £m	53 weeks ended 2 February 2013 £m
Aggregate remuneration in respect of qualifying services	2.6	1.9

Included in emoluments for the period ended 1 February 2014 are pension contributions of £35,942 (2013: £nil).

The value of emoluments incurred directly by the company was £nil (2013: £nil). Emoluments incurred by the group's subsidiary undertakings was £2.6m (2013: £1.9m).

There are 0 directors to whom retirement benefits are accruing under a defined benefit pension scheme (2013: 0) and 1 director to whom retirement benefits are accruing under a defined contribution scheme (2013: 1).

The amounts set out above include remuneration in respect of the highest paid director as follows:

	• .	·	52 weeks ended 1 February 2014 £m	53 weeks ended 2 February 2013 £m
Remuneration	•		1.9	1.5

#### 6 Taxation

#### Tax on profit on ordinary activities

	52 weeks ended 1 February 2014 £m	53 weeks ended 2 February 2013 £m
Current tax	(0.2)	(0.2)
Group relief receivable	(0.2)	(0.2)
Tax included in the statement of total recognised gains and losses		
Current tax relief on pension scheme	0.2	0.1
Total tax on profit on ordinary activities	_	(0.1)

#### Factors affecting current tax charge for the period

Tax on profit on ordinary activities for the year is lower than (2013 - lower than) the standard rate of corporation tax in the UK of 23.16% (2013 - 24.33%).

The differences are reconciled below:

	52 weeks ended I February 2014 £m	53 weeks ended 2 February 2013 £m
Profit on ordinary activities before taxation	149.8	98.5
Corporation tax at standard rate	34.7	24.0
Current tax relief on pension scheme	(0.2)	(0.1)
Income not assessable for tax purposes	(34.7)	(24.2)
Transfer pricing adjustment		0.1
Total current tax	(0.2)	(0.2)

#### 7 Dividends

		52 weeks ended 1 February 2014 £m	53 weeks ended 2 February 2013 £m
	Equity - ordinary		
	Declared: £3.00p (2013: £2.00p)	150.0	100.0
8	Fixed asset investments		•
			Total £m
	Investment in subsidiaries at 3 February 2013 Share of net surplus for the period	· .	1,152.4
	Investment in Subsidiaries at 1 February 2014	٠.	1,101.0
	Representing:		
	Cost of investment		224.1
	Share of post acquisition reserve		876.9
	At 1 February 2014		1,101.0

#### Principal subsidiaries

Operating at 2 February 2013	Country of Registration	Principal activity
Harrods (UK) Limited *	England and Wales	Holding company
Harrods Limited	England and Wales	Department store
Harrods International Limited	England and Wales	Tax free retailer and wholesaler
Harrods Watches Limited	England and Wales	Wholesaler
Harrods (Continental) Limited	England and Wales	Exporter
Harrods Estates Limited	England and Wales	Estate agents
PL Management Limited	England and Wales	Property management
Genavco Insurance Limited	England and Wales	Insurance broker
Harrods Commercial Property Limited	England and Wales	Property management
Harrods Corporate Management Limited	England and Wales	Intellectual Property Management Limited

#### Notes to the Financial Statements

#### For the Period ended 1 February 2014

In addition to the companies shown in the above list, the company also holds investments in other subsidiary undertakings which are not material. Details of all subsidiary undertakings will be annexed to the company's next annual return in compliance with section 410 of the Companies Act 2006.

#### 9 Debtors

	1 February 2014 £m	2 February 2013 £m
Amounts due within one year:		
Amounts owed by group undertakings	. 0.3	0.3
	0.3	0.3
	1 February 2014 £m	2 February 2013 £m
Amounts due after more than one year:		
Loans to related parties	9.5	9.5
·	9.5	9.5

In March 2007, the company granted a loan of £10.2m to QH Enterprises Limited. The debt is non-interest bearing and is repayable on not less than 12 months notice by the lender. As at 1 February 2014, the balance outstanding was £9.6m (2013: £9.5m).

#### 10 Creditors: Amounts falling due within one year

	1 February 2014 £m	2 February 2013 £m
Accruals and deferred income	0.2	0.5
11 Creditors: Amounts falling due after more than one year	•	
	1 February 2014 £m	2 February 2013 £m
Amounts owed to group undertakings	183.8	183.7

<sup>\*</sup>The whole of the issued ordinary share capital in this company is owned directly by Harrods Holdings Limited. The whole of the ordinary share capital in the other companies is held by intermediate holding companies.

#### 12 Share capital

	1 February 2014 £m	2 February 2013 £m
Authorised:		<b></b>
50,000,000 ordinary shares of £1 each	50.0	50.0
1 'A' special rights redeemable preference share of £1	_	
1 'B' special rights redeemable preference share of £1	· -	-
	50.0	50.0
Allotted and fully paid: 50,000,000 ordinary shares of £1 each	50.0	50.0
13 Reserves		
	Revaluation reserve	Profit and loss account
At 3 February 2013	928.4	1.5
Profit for the period	-	149.8
Dividends		(150.0)
Actuarial loss on pension schemes	-	(0.6)
Deferred tax relating to actuarial gain/loss on pension schemes		0.2
Share of net deficit for the period	(51.4)	
At I February 2014		<del></del>

#### 14 Reconciliation of movement in shareholders' funds

	52 weeks ended 1 February 2014 £m	53 weeks ended 2 February 2013 £m
Profit after tax for the financial period	149.8	98.6
Dividends	(150.0)	(100.0)
Share of net (deficit)/surplus for the period	(51.4)	521.8
P&L - Actuarial (loss)/gain on pension scheme	(0.4)	(0.5)
Net (reduction)/addition to shareholders' funds	(52.0)	519.9
Shareholders' funds at start of period	979.9	460.0
Shareholders' funds at end of period	927.9	979.9

#### 15 Commitments

At 1 February 2014 the company had no capital commitments (2013: £nil).

#### 16 Contingent liabilities

The Harrods Group (Holding) Group cash netting facility is guaranteed by Harrods Holdings Limited and other group companies.

There were no other contingent liabilities at 1 February 2014 or 2 February 2013.

#### 17 Pension schemes

#### Defined contribution pension scheme

The Group operates the Harrods Retirement Savings Plan, which is an approved defined contribution scheme; it was established in April 2006 and is provided and managed by Fidelity International.

The pension cost charge for the period represents contributions payable by the company to the scheme and amounted to £nil (2013 £nil).

Contributions totalling £nil (2013 £nil) were payable to the scheme at the end of the period and are included in creditors.

#### **Defined benefit pension schemes**

During the period the group operated the Harrods Group Pension Plan ("the Plan"), an approved defined benefit scheme. This scheme was closed to new membership and new accruals in April 2006.

The funding position of the Plan is monitored by the Trustee and the Harrods Group on a quarterly basis and formally reviewed at each triennial actuarial valuation, or more frequently as required by the Pensions Act 2004.

An actuarial valuation of the Plan as at 5 April 2012 on a Scheme Specific Funding basis was carried out by the Scheme Actuary. The deficit on this basis was £77m as at 5 April 2012, a funding level of 85%. At the previous valuation at 5 April 2009, the shortfall was £103m equating to a funding level of 73%.

A revised recovery plan was subsequently agreed. In order for the Plan to be fully funded by 31 March 2017, the Trustees and Principal Employer agreed the following on 31 October 2012:

- Annual contributions totalling £15.0m per annum payable in each of 2013, 2014, 2015 and 2016 with a final payment of £4.7m in March 2017.
- Plan expenses (including any insurance premiums and PPF levies) estimated at £1.0m per annum to continue to be met by the Employers.

During the period ended 1 February 2014, the participating employers made total contributions to the plan of £16.0m (2013: £15.0m).

#### Reconciliation of scheme assets and liabilities to assets and liabilities recognised

The amounts recognised in the balance sheet are as follows:

	1 February 2014 £m	2 February 2013 £m
Fair value of scheme assets	19.0	18.5
Present value of scheme liabilities	(18.9)	(18.2)
	0.1	0.3
Irrecoverable surplus	(0.1)	(0.3)
Net asset/(liability) in the balance sheet	· · · <u>-</u>	

### Harrods Holdings Limited Notes to the Financial Statements

#### For the Period ended 1 February 2014

#### Scheme assets

Changes in the fair value of scheme assets are as follows:

	52 weeks ended 1 February 2014 £m	53 weeks ended 2 February 2013 £m
Fair value at start of period	18.5	17.3
Expected return on assets	0.8	0.8
Actuarial gains and losses	(0.4)	0.4
Employer contributions	0.7	0.6
Benefits paid	(0.6)	. (0.6)
Fair value at end of period	19.0	18.5

#### Analysis of assets

Actual return on scheme assets

The major categories of scheme assets are as follows:

· ·	1 February 2014 £m	2 February 2013 £m
Equity instruments	6.2	6.0
Debt instruments	7.5	7.6
Cash	1.7	1.4
Other assets	3.6	3.5
	19.0	18.5
Actual return on scheme's assets		
	52 weeks ended 1 February 2014 £m	53 weeks ended 2 February 2013 £m

The pension scheme has not invested in any of the company's own financial instruments or in properties or other assets used by the company.

0.5

The overall expected return on assets assumption is derived as the weighted average of the expected returns from each of the main asset classes.

#### Scheme liabilities

Changes in the present value of scheme liabilities are as follows:

	52 weeks ended 1 February 2014 £m	53 weeks ended 2 February 2013 £m
Present value at start of period	18.2	17.2
Actuarial gains and losses	. 0.5	0.8
Interest cost	0.8	0.8
Benefits paid	(0.6)	(0.6)
Present value at end of period	18.9	18.2
Analysed as:		
Present value arising from wholly or partly funded schemes	18.9	18.2
Principal actuarial assumptions		
The principal actuarial assumptions at the balance sheet date are as follow	s: ·	
	1 February 2014 %	2 February 2013 %
Discount rate	4.5	4.6
Future pension increases	2.6	2.6
Inflation	. 3.4	3.4
Expected return on scheme assets - equity	6.6	6.4
Expected return on scheme assets - cash	3.1	2.8
Expected return on scheme assets - other	4.7	4.6
Post retirement (at age 60) mortality assumptions		
	1 February 2014 Years	2 February 2013 Years
Current pensioners at retirement age - male	28.1	27.9
Current pensioners at retirement age - female	30.4	30.2
Future pensioners at retirement age - male	30.5	30.4
Future pensioners at retirement age - female	32.8	32.7
	<del></del>	

#### Amounts recognised in the profit and loss account

	52 weeks ended 1 February 2014 £m	53 weeks ended 2 February 2013 £m
Amounts recognised in operating loss		
Recognised in arriving at operating loss		<u>-</u>
Amounts recognised in other finance cost	<del></del>	
Interest cost	0.8	0.8
Expected return on scheme assets	(0.8)	(0.8)
Recognised in other finance cost	-	-
Total recognised in the profit and loss account	·	-

#### Amounts recognised in the statement of total recognised gains and losses

	52 weeks ended 1 February 2014 £m	53 weeks ended 2 February 2013 £m
Actual return less expected return on scheme assets	(0.4)	0.4
Effect of surplus cap	0.2	. (0.2)
Changes in assumptions Actuarial gains and losses recognised in the Statement of Total	(0.5)	(0.8)
Recognised Gains and Losses	(0.7)	(0.6)

The cumulative amount of actuarial gains and losses recognised in the statement of total recognised gains and (losses) since 1 January 2002 is £(7,865,475.0) (2013: £(7,132,475.0)).

#### History of experience adjustments on scheme assets and liabilities

Amounts for the current and previous 4 periods are as follows:

	1 February 2014 £m	2 February 2013 £m	28 January 2012 £m	29 January 2011 £m	1 February 2008 £m
Fair value of scheme assets	19.0	18.5	17.3	20.6	5.4
Present value of scheme liabilities	(18.9)	(18.2)	(17.2)	(15.3)	(5.4)
Surplus in scheme	0.1	0.3	0.1	5.3	_
Experience adjustment	ts:				
	1 February 2014 £m	2 February 2013 £m	28 January 2012 £m	29 January 2011 £m	1 February 2008 £m
Experience adjustments arising on scheme assets					
Experience	(0.4)	0.4	0.1	0.3	0.5

#### 18 Related party transactions

The company has taken advantage of the exemption in FRS8 "Related Party Disclosures" from disclosing transactions with other members of the group.

#### 19 Control

The company's immediate parent undertaking is QH Participations Limited, a company incorporated in the United Kingdom. The ultimate UK parent undertaking of QH Participations Limited is Harrods Group (Holding) Limited. The largest and smallest group of undertakings for which group accounts have been drawn up is that headed by Harrods Group (Holding) Limited. The group accounts will be filed with the Registrar of Companies in due course.

The company is an indirect 100% subsidiary of Qatar Holding LLC which is the strategic investment arm of Qatar Investment Authority, the ultimate controlling party.