

Registration number: 02131552

GE Capital TLS Ltd  
Annual Report and Financial Statements  
for the Year Ended 31 December 2017



# GE Capital TLS Ltd

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# GE Capital TLS Ltd

## Directors' Report

The directors present their report and the financial statements for the year ended 31 December 2017.

### **Principal activity**

GE Capital TLS Limited ("the company") provided contract hire vehicles, short term rental vehicles and associated vehicle management.

The company is no longer trading.

As in prior years, the financial statements have not been prepared on a going concern basis as the directors have decided to close the business. The effect of this is explained in note 2 to the financial statements.

### **Results and dividends**

The profit for the year, after taxation, amounted to £12,000 (2016 loss: £6,000).

The directors do not recommend the payment of a dividend (2016: £nil).

### **Directors of the company**

The directors who held office during the year and up to the date of the directors' report were as follows:

K T Griffin (resigned 28 April 2017)

N C Smith (resigned 13 June 2017)

S Mufti (appointed 30 March 2017)

J Gatt (appointed 30 March 2017)

### **Directors' liabilities**

One or more of the directors have benefited from qualifying third party indemnity provisions in place during the financial year and subject to the conditions set out in section 234 of the Companies Act 2006. Such qualifying third party indemnity provisions remain in force as at the date of approving the directors' report.

### **Disclosure of information to the auditor**

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

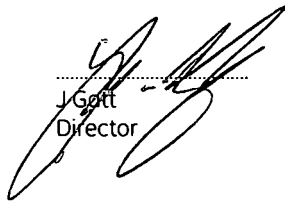
# GE Capital TLS Ltd

## Directors' Report

### **Reappointment of auditor**

The auditor, KPMG LLP, is deemed to be reappointed under section 487(2) of the Companies Act 2006.

Approved by the Board on 2 July 2018 and signed on its behalf by:



J. Goff  
Director

# GE Capital TLS Ltd

## 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 Accounting Standards and applicable law (United Kingdom Generally Accepted Accounting Practice), including FRS 101 'Reduced Disclosure Framework' ('FRS 101').

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 disclosed and explained in the financial statements;
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so (as explained in note 2, the directors do not believe that it is appropriate to prepare these financial statements on a going concern basis).

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 responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and 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.

## Independent Auditor's Report to the Members of GE Capital TLS Ltd

### Opinion

We have audited the financial statements of GE Capital TLS Ltd (the 'company') for the year ended 31 December 2017, which comprise the Profit and Loss Account and Other Comprehensive Income, Balance Sheet, Statement of Changes in Equity and related notes, including the accounting policies in note 2. These financial statements have not been prepared on the going concern basis for the reason set out in note 2.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2017 and of its profit for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 101 Reduced Disclosure Framework; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

### Directors' Report

The directors are responsible for the Directors' Report. Our opinion on the financial statements does not cover that report and we do not express an audit opinion thereon.

Our responsibility is to read the Directors' Report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the Directors' Report;
- in our opinion the information given in that report for the financial year is consistent with the financial statements; and
- in our opinion that report has been prepared in accordance with the Companies Act 2006.

## Independent Auditor's Report to the Members of GE Capital TLS Ltd

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

Under the Companies Act 2006 we are required to report to you if, in your 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
- the directors were not entitled to take advantage of the small companies exemption from the requirement to prepare a Strategic Report.

We have nothing to report in these respects.

### **Directors' responsibilities**

As explained more fully in their statement set out on page 3, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and using the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

### **Auditor's responsibilities for the audit of the financial statements**

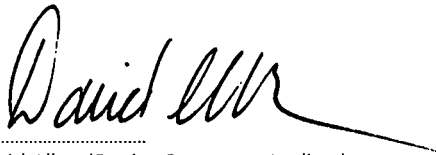
Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities).

## Independent Auditor's Report to the Members of GE Capital TLS Ltd

### **The purpose of our audit work and to whom we owe our responsibilities**

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.



David Allen (Senior Statutory Auditor)  
For and on behalf of KPMG LLP, Statutory Auditor  
Chartered Accountants

1 Sovereign Square  
Sovereign Street  
Leeds  
LS1 4DA

Date: 2/7/18



## GE Capital TLS Ltd

### Profit and Loss Account and Other Comprehensive Income for the Year Ended 31 December 2017

	Note	2017 £ 000	2016 £ 000
Administrative expenses		(11)	(43)
Other operating income		<u>2</u>	<u>7</u>
<b>Operating loss</b>		(9)	(36)
Interest receivable and similar income	7	<u>21</u>	<u>30</u>
<b>Profit/(loss) before tax</b>		12	(6)
Tax on profit/(loss)	8	<u>-</u>	<u>-</u>
<b>Profit/(loss) for the year</b>		12	(6)
Other comprehensive income		<u>-</u>	<u>-</u>
<b>Total comprehensive income/(loss) for the year</b>		<u><u>12</u></u>	<u><u>(6)</u></u>

The above results were derived from discontinued operations.

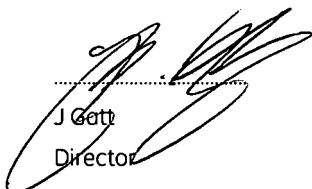
# GE Capital TLS Ltd

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## Balance Sheet as at 31 December 2017

	Note	2017 £ 000	2016 £ 000
<b>Current assets</b>			
Debtors	9	7,293	7,288
Creditors: Amounts falling due within one year	10	<u>(7)</u>	<u>(14)</u>
<b>Net current assets</b>		<u>7,286</u>	<u>7,274</u>
<b>Net assets</b>		<u>7,286</u>	<u>7,274</u>
<b>Capital and reserves</b>			
Called up share capital	11	156,802	156,802
Share premium account		51,047	51,047
Employee share based equity reserve		57	57
Other reserves		4,240	4,240
Profit and loss account		<u>(204,860)</u>	<u>(204,872)</u>
<b>Shareholders' funds</b>		<u>7,286</u>	<u>7,274</u>

Approved by the Board on 2 July 2018 and signed on its behalf by:

  
.....  
J Gatt  
Director

## GE Capital TLS Ltd

### Statement of Changes in Equity for the Year Ended 31 December 2017

	Called up share capital £ 000	Share premium account £ 000	Employee share based equity reserve £ 000	Other reserves £ 000	Profit and loss account £ 000	Total £ 000
At 1 January 2017	156,802	51,047	57	4,240	(204,872)	7,274
<b>Comprehensive income for the year</b>						
Profit for the year	-	-	-	-	12	12
Other comprehensive income	-	-	-	-	-	-
Total comprehensive income	-	-	-	-	12	12
At 31 December 2017	<u>156,802</u>	<u>51,047</u>	<u>57</u>	<u>4,240</u>	<u>(204,860)</u>	<u>7,286</u>

	Called up share capital £ 000	Share premium account £ 000	Employee share based equity reserve £ 000	Other reserves £ 000	Profit and loss account £ 000	Total £ 000
At 1 January 2016	156,802	51,047	57	4,240	(204,866)	7,280
<b>Comprehensive income for the year</b>						
Loss for the year	-	-	-	-	(6)	(6)
Other comprehensive income	-	-	-	-	-	-
Total comprehensive income	-	-	-	-	(6)	(6)
At 31 December 2016	<u>156,802</u>	<u>51,047</u>	<u>57</u>	<u>4,240</u>	<u>(204,872)</u>	<u>7,274</u>

The notes on pages 10 to 16 form an integral part of these financial statements.  
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# GE Capital TLS Ltd

## Notes to the Financial Statements

### 1 General information

The company is a private company limited by share capital, registered in England, incorporated and domiciled in the United Kingdom.

The address of its registered office is:

3rd Floor  
1 Ashley Road  
Altrincham  
Cheshire  
WA14 2DT

### 2 Accounting policies

#### **Summary of significant accounting policies and key accounting estimates**

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

#### **Basis of preparation of financial statements**

The financial statements have been prepared under the historical cost convention and in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' and the Companies Act 2006. The amendments to FRS 101 (2015/16 Cycle) issued in July 2015 and effective immediately have been applied.

In preparing these financial statements, the company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the EU ("Adopted IFRSs"), but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

The preparation of financial statements in compliance with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the company's accounting policies (see note 3).

The results of the company are included in the consolidated financial statements of General Electric Company which are available from 41 Farnsworth Street, Boston, MA 02210, USA or at [www.ge.com](http://www.ge.com).

# GE Capital TLS Ltd

## Notes to the Financial Statements

### 2 Accounting policies (continued)

#### Summary of disclosure exemptions

The company has taken advantage of the following disclosure exemptions under FRS 101:

- the requirements of paragraphs 45(b) and 46-52 of IFRS 2 Share based payment;
- the requirements of paragraph 33(c) of IFRS 5 Non Current Assets Held For Sale and Discontinued Operations;
- the requirements of IFRS 7 Financial Instruments: Disclosures;
- the requirement in paragraph 38 of IAS 1 'Presentation of Financial Statements' to present comparative information in respect of:
  - paragraph 79(a)(iv) of IAS 1;
- the requirements of paragraphs 10(d), 10(f), 16, 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D, 111 and 134-136 of IAS 1 Presentation of Financial Statements;
- the requirements of IAS 7 Statement of Cash Flows;
- the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors;
- the requirements of paragraph 17 of IAS 24 Related Party Disclosures;
- the requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member.

#### Going concern

As the company has ceased trading the directors have not prepared the financial statements on a going concern basis. As a result of this change of basis all assets and liabilities have been reviewed and stated at their net realisable value.

#### Interest receivable and similar income

Interest income is recognised in the Profit and Loss Account using the effective interest method.

#### Foreign currency transactions and balances

The accounts are presented in sterling which is the company's functional and presentational currency.

Transactions in foreign currencies are recorded using a monthly average operating exchange rate. Monetary assets and liabilities denominated in foreign currencies are translated using the exchange rate ruling at the balance sheet date. The gains or losses arising are included in the profit and loss account.

#### Tax

Tax is recognised in profit or loss, except that a change attributable to an item of income or expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the company operates and generates income.

# GE Capital TLS Ltd

## Notes to the Financial Statements

### 2 Accounting policies (continued)

Full provision is made for deferred tax liabilities arising from all temporary differences between the recognition of gains and losses in the financial statements and recognition in the tax computation.

A net deferred tax asset is recognised only if it can be regarded as probable that there will be suitable taxable profits from which the future reversal of the underlying temporary differences can be deducted.

Deferred tax assets and liabilities are calculated at the tax rates expected to be effective at the time the temporary differences are expected to reverse.

Deferred tax assets and liabilities are not discounted.

#### Share based payments

Share options and restricted stock units over the shares of General Electric Company, the ultimate parent entity are granted to certain employees and executives of the company. The fair value of options and units granted is recognised as an employee expense with a corresponding increase in equity, the 'other reserve'.

The fair value is measured at grant date using the Black-Scholes option pricing model, and is recognised as an expense over the period the employees become unconditionally entitled to the options/units. The amount recognised as an expense is adjusted to reflect the actual number of options/units expected to vest.

Any recharges by the ultimate parent entity are offset against the 'other reserve'.

In addition the company has established an employee share ownership scheme, under which employees are able to acquire a number of shares in the ultimate parent company, General Electric Company, with the company matching the employees' purchases. The company's costs of these purchases are charged to the profit and loss account as incurred.

### 3 Critical accounting judgments and key sources of estimation uncertainty

The directors consider there are no critical accounting estimates or judgments identified in preparation of the financial statements in compliance with FRS 101.

### 4 Staff costs

The company had no employees during the year (2016: nil).

# GE Capital TLS Ltd

## Notes to the Financial Statements

### 5 Directors' remuneration

No directors received any remuneration in respect of services to the company during the current or preceding financial year.

All of the directors are/were also directors of a group undertaking and do not specifically receive any remuneration in respect of the company. It was not possible to determine an appropriate proportion of their services on behalf of the company.

### 6 Auditor's remuneration

	2017 £ 000	2016 £ 000
Audit of the financial statements	-	4

Remuneration of £4,200 (2016: £nil) paid to the auditor for their services to the company was borne by a fellow group undertaking.

### 7 Interest receivable and similar income

	2017 £ 000	2016 £ 000
Interest receivable from group companies	21	30

### 8 Taxation

Tax charged/(credited) in the statement of comprehensive income

	2017 £ 000	2016 £ 000
UK corporation tax	-	-

# GE Capital TLS Ltd

## Notes to the Financial Statements

### 8 Taxation (continued)

The tax assessed for the year is lower than the standard rate of corporation tax in the UK (2016 - higher than the standard rate of corporation tax in the UK) of 19.25% (2016 - 20%).

The differences are reconciled below:

	2017 £ 000	2016 £ 000
Profit/(loss) before tax	12	(6)
Corporation tax at standard rate	2	(1)
Group relief for £nil consideration	(2)	1
Total tax charge	-	-

#### Factors that may affect future tax charges

The UK corporation tax rate will reduce from 20% to 19% on 1 April 2017. A further reduction to 17% (effective 1 April 2020) was substantively enacted on 6 September 2016. This will reduce any current tax charges in future periods accordingly.

There are no other factors that may significantly affect future tax charges.

There were no amounts of provided or unprovided deferred taxation as at 31 December 2017 or 31 December 2016.

### 9 Debtors

	2017 £ 000	2016 £ 000
Amounts owed by group undertakings	7,293	7,288



# GE Capital TLS Ltd

## Notes to the Financial Statements

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

	2017 £ 000	2016 £ 000
Trade creditors	1	3
Accruals and deferred income	6	11
	<u>7</u>	<u>14</u>

### 11 Share capital

#### Allotted, called up and fully paid shares

	No. 000	2017 £ 000	No. 000	2016 £ 000
Ordinary shares of £0.05 each	2,056,049	102,802	2,056,049	102,802
Class 'A' ordinary shares of £1 each	<u>54,000</u>	<u>54,000</u>	<u>54,000</u>	<u>54,000</u>
	<u>2,110,049</u>	<u>156,802</u>	<u>2,110,049</u>	<u>156,802</u>

In relation to any dividend or return of capital on winding up or otherwise paid or made (by way of cash or specie) by the company, the holder of the 'A' ordinary shares shall be entitled to a payment of £54,000,000 (in the case of a dividend or return in cash) or a distribution or return to the value of £54,000,000 (in the case of a dividend or return in specie) for every £1 in cash or value paid or made by way of dividend or on a return of capital on winding up or otherwise to the holders of the ordinary shares of £0.05 then in the issue (the 'ordinary shares') and in the case of lesser amounts or value, such amounts or value as are necessary to preserve the aforesaid ratio.

# GE Capital TLS Ltd

## Notes to the Financial Statements

### 12 Share-based payments

Certain past employees of the company have previously been selected to participate in share options and restricted stock units of General Electric Company under the terms of the General Electric Company Long Term Incentive Plan. Share options expire 10 years from grant date and vest over service periods ranging from one to five years. The option price is usually set as the closing day share price on grant date. Restricted stock units give the participants the right to receive shares in General Electric Company for no consideration. Restricted stock units vest over various service periods beginning three years from grant date through grantee retirement. All grants of GE options under all plans must be approved by the Management Development and Compensation Committee of General Electric Company, which consist entirely of outside directors. For further details on stock options and restricted stock units please refer to the GE annual report available at [www.ge.com](http://www.ge.com).

The options outstanding at the year end have an exercise price of \$18.58 and a weighted average contractual life of 0.81 years.

### 13 Ultimate parent undertaking and controlling party

The company's immediate parent is Key Leasing Limited, a company registered at 1 Ashley Road, 3rd Floor, Altrincham, United Kingdom, WA14 2DT.

The smallest and largest group in which the results of the company are consolidated is that headed by its ultimate parent undertaking, General Electric Company, a company registered at 41 Farnsworth Street, Boston, Massachusetts, 02210, USA. The consolidated financial statements of this company are available to the public and may be obtained from the registered address or at [www.ge.com](http://www.ge.com).