

## **Archerlane**

### **Strategic Report, Directors' Report and Financial Statements**

**31 December 2016**



**Directors and advisors**

**Directors**

Michael Payne  
Dorai Subramanian

**Independent auditors**

PricewaterhouseCoopers LLP  
7 More London Riverside  
London SE1 2RT

**Registered Office**

Broadwalk House  
5 Appold Street  
London EC2A 2DA

## **Strategic report for the year ended 31 December 2016**

The directors present their strategic report on Archerlane (the “company”) for the year ended 31 December 2016.

### **Business Review**

The company formerly carried on business in the leasing of property. The company had no activity during the year ended 31 December 2016.

The directors consider the financial position at the year end to be satisfactory. No significant change is anticipated to the company’s principal business activity.

As at 31 December 2016 the company had total assets of £200,000 (2015: £200,000).

### **Principal risks and uncertainties**

From the perspective of the company, the principal risks and uncertainties are integrated with the principal risks of the Crédit Agricole S.A. and are not managed separately. Accordingly, the principal risks and uncertainties of Crédit Agricole S.A. which include those of the company are discussed in its financial statements and can be obtained from the address given in Note 10.

### **Strategy and future development**

There is no current plan for the company to change its strategy and business model. The directors have no intention to wind up the company in the foreseeable future.

### **Key performance indicators**

Given the straight forward nature of the business and the information provided elsewhere in this report, the directors are of the opinion that the production of KPIs is not necessary for an understanding of the development, performance or position of the business.

Approved by the board of directors and signed on behalf of the board by:



Michael Payne

Director

7 April 2017

## **Directors' report for the year ended 31 December 2016**

The directors present their report and audited financial statements for the year ended 31 December 2016.

### **Going concern**

The directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Accordingly the financial statements have been prepared on a going concern basis.

### **Results**

The company did not trade during the year or the preceding year and made neither a profit nor a loss. There were also no other recognised gains and losses for the current financial year or the preceding financial year. Accordingly, neither a profit and loss account nor a statement of comprehensive income have been presented.

### **Future development**

The future development of the company is referred to in the strategic report.

### **Directors and their interests**

The directors who were in office during the year and up to the date of signing the financial statements were:

Arnaud Chupin                      (resigned 6 April 2016)  
Michael Payne  
Dorai Subramanian

### **Directors' indemnities**

As permitted by the Articles of Association, the directors have the benefit of an indemnity which is a qualifying third party indemnity provision as defined by Section 234 of the Companies Act 2006. The indemnity was in force throughout the last financial year and is currently in force.

### **Statement of directors' responsibilities in respect of the financial statements**

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", 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 the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102, have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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.

## **Directors' report for the year ended 31 December 2016**

### **Statement of directors' responsibilities in respect of the financial statements (continued)**

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.

The directors 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.

### **Disclosure of information to auditors**

The directors who were members of the board at the time of approving the directors' report are listed above. Having made enquiries of fellow directors, each of these directors confirms that:

- so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware; and
- they have taken all the 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 auditors are aware of that information.

### **Independent auditors**

The company's incumbent auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office and are deemed reappointed in the next financial year.

Approved by the board of directors and signed on behalf of the Board by:



Michael Payne

Director

7 April 2017

## **Independent auditors' report to the members of Archerlane**

### **Report on the financial statements**

#### **Our opinion**

In our opinion, Archerlane's financial statements (the "financial statements"):

- give a true and fair view of the state of the company's affairs as at 31 December 2016;
- 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.

#### **What we have audited**

The financial statements, included within the Strategic Report, Directors' Report and Financial Statements (the "Annual Report"), comprise:

- the balance sheet as at 31 December 2016; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

The financial reporting framework that has been applied in the preparation of the financial statements is United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law (United Kingdom Generally Accepted Accounting Practice).

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

#### **Opinions on other matters prescribed by the Companies Act 2006**

In our opinion, based on the work undertaken in the course of the audit:

- 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; and
- the Strategic Report and the Directors' Report have been prepared in accordance with applicable legal requirements.

In addition, in light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we are required to report if we have identified any material misstatements in the Strategic Report and the Directors' Report. We have nothing to report in this respect.

#### **Other matters on which we are required to report by exception**

##### **Adequacy of accounting records and information and explanations received**

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- 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.

We have no exceptions to report arising from this responsibility.

## **Independent auditors' report to the members of Archerlane**

### **Directors' remuneration**

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

### **Responsibilities for the financial statements and the audit**

#### **Our responsibilities and those of the directors**

As explained more fully in the Statement of directors' responsibilities set out on page 3 to 4, 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) ("ISAs (UK & Ireland)"). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors. This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

#### **What an audit of financial statements involves**

We conducted our audit in accordance with ISAs (UK & Ireland). 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.

We primarily focus our work in these areas by assessing the directors' judgements against available evidence, forming our own judgements, and evaluating the disclosures in the financial statements.

We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

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. With respect to the Strategic Report and Directors' Report, we consider whether those reports include the disclosures required by applicable legal requirements.



Mike Wallace (Senior Statutory Auditor)  
for and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
London

7 April 2017

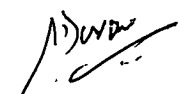
**Balance sheet as at 31 December 2016**

	<i>Note</i>	<i>2016</i> £	<i>2015</i> £
<b><i>Current assets</i></b>			
Debtors	6	<u>200,000</u>	<u>200,000</u>
<b><i>Total assets</i></b>		<u>200,000</u>	<u>200,000</u>
<b><i>Capital and reserves</i></b>			
Called up share capital	7	<u>200,000</u>	<u>200,000</u>
<b><i>Total shareholders' funds</i></b>		<u>200,000</u>	<u>200,000</u>

There have been no movements in the shareholders' funds and therefore no reconciliation has been provided.

The notes on pages 8 to 10 form an integral part of the financial statements.

The financial statements on pages 7 to 10 were approved by the Board of Directors on 7 April 2017 and signed on its behalf by:



Dorai Subramanian  
Director

7 April 2017



## Notes to the financial statements for the year ended 31 December 2016

### 1. General information

The company had no activity during the year ended 31 December 2016.

The company is an unlimited company and is incorporated and domiciled in England. The address of its registered office is Broadwalk House, 5 Appold Street, London EC2A 2DA

### 2. Statement of compliance

The individual financial statements of Archerlane have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, 'The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland' (FRS 102') and the Companies Act 2006.

### 3. Summary of significant accounting policies

The principal accounting policies, which have been applied consistently throughout the year, are set out below.

#### (a) Basis of preparation

These financial statements are prepared on a going concern basis, under the historical cost convention.

The preparation of financial statements in conformity with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the company's accounting policies.

#### (b) Exemptions for qualifying entities under FRS 102

The company has taken advantage of the exemption, under FRS 102 paragraph 1.12(b), from preparing a statement of cash flows, on the basis that it is a qualifying entity and its ultimate parent company Crédit Agricole S.A., includes the company's cash flows in its own consolidated financial statements.

#### (c) Foreign currency

##### *Functional and presentation currency*

The company's functional and presentation currency is the pound sterling.

#### (d) Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more, tax.

Deferred tax assets are recognised only to the extent the directors consider it is more likely than not that there would be suitable taxable profit from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

### 4. Critical accounting judgements and estimation uncertainty

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

### 5. Directors, employees and auditors

The company had no employees (2015: None).

The directors did not receive any remuneration in respect of their services to the company during the year (2015: £Nil).

## Notes to the financial statements for the year ended 31 December 2016

### 5. Directors, employees and auditors (continued)

The auditors' remuneration in the current and prior year for the statutory audit of the company's financial statements (2016: £2,600; 2015: £3,300) was borne by the London Branch of the company's intermediate parent company Credit Agricole CIB.

### 6. Debtors

	2016 £	2015 £
Amounts owed by group undertakings	<u>200,000</u>	<u>200,000</u>

### 7. Called up share capital

	2016 £	2015 £
<i>Authorised</i>		
100,000 (2015: 100,000) ordinary shares of £1 each	100,000	100,000
100,000 (2015: 100,000) "A" ordinary shares of £1 each	100,000	100,000
59,800,000 (2015: 59,800,000) 10% non-cumulative redeemable preference shares of £1 each	59,800,000	59,800,000
23,500,000 (2015: 23,500,000) 5% non-cumulative redeemable "A" Preference shares of £1 each	<u>23,500,000</u>	<u>23,500,000</u>
	<u>83,500,000</u>	<u>83,500,000</u>
<i>Allotted and fully paid up</i>		
100,000 (2015: 100,000) ordinary shares of £1 each	100,000	100,000
100,000 (2015: 100,000) "A" ordinary shares of £1 each	<u>100,000</u>	<u>100,000</u>
	<u>200,000</u>	<u>200,000</u>

### Summary of Rights and Restrictions attaching to each class of share

#### *Rights to Dividends*

Ordinary and "A" ordinary shareholders are entitled to receive a fixed non-cumulative dividend at a rate of 12% and 3% respectively. Should the company not have sufficient distributable profits to pay the dividends, then a dividend shall be paid pro rata on the basis that the holders of ordinary shares receive four times as much of the profits as holders of the "A" ordinary shares.

#### *Voting Rights*

- Holders of "A" ordinary shares have one vote for each share held
- Holders of ordinary shares have four votes for each share held

#### *Winding Up*

On the winding up (or any other return of capital) the assets of the company available for distribution among the members shall be applied as follows: 80% thereof to the holders of the ordinary shares and 20% to the holders of the "A" ordinary shares.

## Notes to the financial statements for the year ended 31 December 2016

### 8. Deferred tax

The UK corporation tax rate used by the company to compute the deferred tax liability at 31 December 2016 is 17% (2015: 20%). This is the average enacted or substantively enacted rate that is expected to apply when the deferred tax liability is settled.

The company has not recognised a deferred tax asset in respect of its capital losses of £35.8m (2015: £36.2m) as it does not expect to have future taxable gains against which the losses could be offset.

The value not recognised as at 31 December 2016 was £6.1m at the 17% tax rate then in force (2015: £7.2m at 20%).

### 9. Related party transactions

The company is exempt from disclosing related party transactions under FRS 102 as they are with other companies that are wholly owned within the Group.

### 10. Controlling parties

The immediate parent undertaking is Credit Agricole CIB Holdings Limited.

The ultimate parent undertaking and controlling party is Crédit Agricole S.A., a company incorporated in France.

Crédit Agricole S.A. is the parent undertaking of the largest group of undertakings to consolidate these financial statements at 31 December 2016. The consolidated financial statements of Crédit Agricole S.A. are available from 12 place des États-Unis, 92545 Montrouge Cedex, France.

Crédit Agricole CIB S.A. is the parent undertaking of the smallest group of undertakings to consolidate these financial statements. The consolidated financial statements of Crédit Agricole CIB S.A. can be obtained from 12, place des États-Unis, CS 70052, 92547 Montrouge Cedex, France.