

Registered Number: 2558762

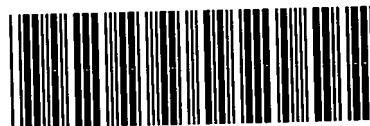
KINGFISHER INTERNATIONAL HOLDINGS LIMITED

Annual Report and Financial Statements

For the Financial Year Ended

31 January 2014

WEDNESDAY



L3CP47Y0

LD2

23/07/2014

#104

COMPANIES HOUSE

**Kingfisher International Holdings Limited
Annual Report and Financial Statements
For the financial year end 31 January 2014**

Contents

	Pages
Directors and officers	1
Strategic report	2
Directors' report	3-4
Independent auditor's report to the members of Kingfisher International Holdings Limited	5-6
Profit and loss account	7
Balance sheet	8
Notes to the financial statements	9-14

Kingfisher International Holdings Limited
Directors and officers

DIRECTORS

D. Paramor
R.C.F. Wardle

COMPANY SECRETARY

K. Hudson

REGISTERED OFFICE

3 Sheldon Square
Paddington
London
W2 6PX

AUDITOR

Deloitte LLP
Chartered Accountants and Statutory Auditor
London
United Kingdom

Kingfisher International Holdings Limited

Strategic report

The directors, in preparing the Strategic report of Kingfisher International Holdings Limited (the "Company") for the year ended 31 January 2014, have complied with s414C of the Companies Act 2006.

Principal activities

The Company operates as an investment company within the Kingfisher plc group (the "Group"). The Company is a UK company with a Luxembourg branch.

Business review

The profit for the year, after taxation, amounted to £41,828,000 (2013: £93,701,000). The retained profit for the year of £41,828,000 (2013: £93,701,000 profit) has been transferred to reserves.

Future Outlook

The directors currently envisage the Company will continue its operations for the foreseeable future.

Principal risks and uncertainties

The Company's ultimate parent company is Kingfisher plc. From the perspective of the directors, the principal risks and uncertainties are integrated with the principal risks of the Group and are not managed separately. The review of the business of the Group which provides a comprehensive analysis of the main trends and factors likely to affect the development, performance and position of the business, and a description of the principal risks and uncertainties facing the business can be found on pages 28 to 31 of the Kingfisher plc Annual Report and Accounts 2013/14.

Financial risk management

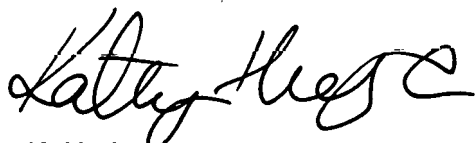
The Company operates as an investment company within the Group, and as such is exposed to a variety of financial risks, which include interest and foreign exchange risk, liquidity and credit risk.

As part of the Group these risks are managed centrally by the group treasury department, which has in place a board approved treasury policy and a risk management programme that ensures that the impact of such risks is minimised. Further information on the Group's financial risk management policies can be found in note 24 of the Kingfisher plc Annual Report and Accounts 2013/14.

Key performance indicators ("KPIs")

Given the straightforward nature of the business, the Company's directors are of the opinion that analysis using KPIs is not necessary for an understanding of the development, performance or position of the business. The KPIs for the Group can be found on pages 8 to 17 of the Kingfisher plc Annual Report and Accounts 2013/14.

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



K. Hudson
Company Secretary
22 July 2014

Kingfisher International Holdings Limited

Directors' report

The directors present their annual report and financial statements of Kingfisher International Holdings Limited for the year ended 31 January 2014.

Directors

The directors of the Company, who served during and subsequent to the financial year, unless stated otherwise, are:

D. Paramor
R.C.F. Wardle
K. O'Byrne (resigned 21 February 2013)
B. Marsh (alternate director to D. Paramor, resigned 23 September 2013)

Company Secretary

The company secretaries of the Company, who served as follows throughout the financial period, are:

P. Moore (resigned 14 June 2013)
K. Hudson (appointed 14 June 2013)

Dividends

The directors do not recommend the payment of a dividend for the financial year (2013: £nil).

Auditor and disclosure of information to auditor

Each person who is a director at the date of approval of this report and financial statements confirms that:

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

This confirmation is given and should be interpreted in accordance with the provisions of Section 418 of the Companies Act 2006.

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

Going concern

The Company is supported by the ultimate parent company, Kingfisher plc and will continue to be in the foreseeable future.

The directors confirm that, after making enquiries, they have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. For this reason they continue to adopt the going concern basis of accounting in preparing these financial statements.

Kingfisher International Holdings Limited
Directors' report (continued)

Directors' responsibilities statement

The directors are responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). 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 judgments and accounting estimates that are reasonable and prudent;
- state whether applicable United Kingdom Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

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.

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



K. Hudson
Company Secretary
22 July 2014

Independent auditor's report to the members of Kingfisher International Holdings Limited

We have audited the financial statements of Kingfisher International Holdings Limited for the financial year ended 31 January 2014 which comprise the profit and loss account, the balance sheet and the related notes 1 to 14. 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 auditor

As explained more fully in the Directors' Responsibilities Statement, 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 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 January 2014 and of 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 requirements of the Companies Act 2006.

Opinion on other matter 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.

Independent auditor's report to the members of Kingfisher International 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.

Gareth Roberts

Gareth Roberts (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor
London, United Kingdom
22 July 2014

Kingfisher International Holdings Limited
Profit and loss account
For the year ended 31 January 2014

	Notes	2014 £'000	2013 £'000
Income from fixed asset investments	5	61,633	80,937
Other (expense)/income		<u>(3)</u>	<u>12</u>
Profit on ordinary activities before interest and taxation		61,630	80,949
Interest receivable	6	6,018	3,019
Interest payable	6	(31,635)	(39,250)
Provision unwind	10	-	49,000
Foreign exchange loss		<u>(8)</u>	<u>(3)</u>
Profit on ordinary activities before taxation	4	36,005	93,715
Taxation credit/charge on profit on ordinary activities	7	5,823	(14)
Profit for the year	12	<u>41,828</u>	<u>93,701</u>

The profit for the current and prior year arises solely from continuing operations.

The Company has no recognised gains and losses other than the profit above and therefore no separate statement of total recognised gains and losses has been presented.

Kingfisher International Holdings Limited
Balance sheet
As at 31 January 2014

	Notes	2014 £'000	2013 £'000
Fixed assets			
Investments	8	3,575,109	3,575,109
Current assets			
Debtors: amounts falling due within one year	9	69,564	43,383
Cash at bank and in hand		27	19
		<u>69,591</u>	<u>43,402</u>
Creditors: amounts falling due within one year	10	<u>(2,347,482)</u>	<u>(2,363,121)</u>
Net current liabilities		(2,277,891)	(2,319,719)
Net assets		<u>1,297,218</u>	<u>1,255,390</u>
Capital and reserves			
Called up share capital	11	1,550,329	1,550,329
Profit and loss account	12	(253,111)	(294,939)
Shareholder's funds	13	<u>1,297,218</u>	<u>1,255,390</u>

The financial statements of Kingfisher International Holdings Limited (registered number 2558762) were approved by the Board of Directors and authorised for issue on 22 July 2014.

They were signed on its behalf by:



D. Paramor
Director

Kingfisher International Holdings Limited
Notes to the financial statements
Year ended 31 January 2014

1 Accounting policies

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards in the United Kingdom which have been applied consistently throughout the current and prior years.

The Company is dependent on continuing finance being made available by its ultimate parent company to enable it to continue operating and meet its liabilities as they fall due. The ultimate parent company has agreed to provide sufficient funds to the Company for these purposes for the foreseeable future.

The Company's ultimate holding company is Kingfisher plc and the cash flows of the Company are shown in the consolidated cash flow statement of Kingfisher plc, which is publicly available. Consequently the Company is exempt under the terms of Financial Reporting Standard 1 (revised) from publishing a cash flow statement.

The Company is exempt under Section 400 of the Companies Act 2006 from publishing consolidated financial statements as it and its subsidiaries are included by full consolidation in the consolidated financial statements of its parent, Kingfisher plc which is registered in England and Wales.

The Company is also exempt under the terms of Financial Reporting Standard 8 from disclosing related party transactions with entities which are wholly controlled within the Group.

The directors' consideration of going concern is set out in the directors' report on page 3.

Interest receivable and payable

Interest receivable and payable is accrued on a daily basis.

Foreign currency transactions and balances

Transactions denominated in foreign currencies are translated into sterling at the exchange rate prevailing on the date of the transaction or, for practical reasons, at average monthly rates where exchange rates do not fluctuate significantly.

Monetary assets and liabilities denominated in foreign currencies which are held at the balance sheet date are converted into sterling at the year end exchange rates. Exchange differences on monetary items are taken into the profit and loss account.

Fixed asset investments

Fixed asset investments are included in the balance sheet at cost, less any provisions for impairment.

Kingfisher International Holdings Limited
Notes to the financial statements (continued)
Year ended 31 January 2014

1 Accounting policies (continued)

Taxation

The income tax expense represents the sum of tax currently payable and deferred tax. Current tax is provided at amounts expected to be paid using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

The tax currently payable is based on the taxable profit for the year. Taxable profit differs from profit before taxation as reported in the income statement because it excludes items of income or expense which are taxable or deductible in other years or which are never taxable or deductible.

2 Employees

	2014 £'000	2013 £'000
Included within other (expense)/income are the following staff costs:		
Wages and salaries	(32)	(35)
Social security costs	(4)	(4)
	<u>(36)</u>	<u>(39)</u>

The Company had one employee during the financial year (2013: one).

3 Directors' remuneration

None of the directors received any emoluments from the Company or from any of its subsidiaries in respect of the financial year ended 31 January 2014 (2013: £nil).

4 Profit on ordinary activities before taxation

Auditor's remuneration of £4,000 (2013: £4,000) is borne by the ultimate parent company.

5 Income from fixed asset investments

	2014 £'000	2013 £'000
Dividends from shares in Group undertakings	<u>61,633</u>	<u>80,937</u>

Kingfisher International Holdings Limited
Notes to the financial statements (continued)
Year ended 31 January 2014

6 Financing income and charges

	2014	2013
	£'000	£'000
Interest receivable from Group companies	<u>6,018</u>	<u>3,019</u>
	2014	2013
	£'000	£'000
Interest payable to Group companies	<u>(31,635)</u>	<u>(39,250)</u>

7 Taxation on profit on ordinary activities

	2014	2013
	£'000	£'000
Current tax:		
UK corporation tax credit on profit for the year	(5,823)	-
Adjustments in respect of prior periods	-	14
Total current tax (credit)/charge	<u>(5,823)</u>	<u>14</u>

The tax assessed for the year differs from the standard rate of corporation tax in the UK for the year ended 31 January 2014 of 23.17% (2013: 24.33%). The differences are explained below:

	2014	2013
	£'000	£'000
Profit on ordinary activities before taxation	<u>36,005</u>	<u>93,715</u>
Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 23.17% (2013: 24.33%)	8,342	22,801
Effects of:		
Non-taxable (income)	(14,165)	(19,692)
Utilisation of losses brought forward	-	(3,109)
Adjustments to prior periods corporation tax	-	14
Total tax charge/(credit) for the year	<u>(5,823)</u>	<u>14</u>

The UK corporation tax rate decreased from 24% to 23% from 1 April 2013 and will fall to 21% from 1 April 2014 and then to 20% from 1 April 2015. Accordingly, the Company's profits for this accounting period are taxed at a blended rate of 23.17%.

Kingfisher International Holdings Limited
Notes to the financial statements (continued)
Year ended 31 January 2014

8 Investments

**Investments in
subsidiary
undertakings
£'000**

Cost and net book value

At 31 January 2014 and 31 January 2013

3,575,109

Significant interests in Group undertakings

	Country of Incorporation	Class of Share	% owned	Main Activity
Kingfisher BV	Netherlands	Ordinary	100	Investment
Castorama RUS LLC	Russia	Ordinary	100	Trading
Kingfisher Insurance Limited	Ireland	Ordinary	100	Insurance
Kingfisher Asia Limited	Hong Kong	Ordinary	100	Sourcing
Kingfisher International Finance SA	Belgium	Ordinary	100	Investment
Martin Pecheur Limited	Jersey	Ordinary	100	Investment
Martin Pecheur Investments Limited	Jersey	Ordinary	100	Investment

In the opinion of the directors the aggregate value of the investments in the subsidiaries is not less than the amount at which it is stated in the Company's balance sheet.

Kingfisher International Holdings Limited
Notes to the financial statements (continued)
Year end 31 January 2014

9 Debtors

	2014	2013
	£'000	£'000
Amounts falling due within one year		
Amounts owed by Group undertakings	<u>69,564</u>	<u>43,383</u>

The amounts owed by Group undertakings at 31 January 2014 are rouble denominated, unsecured and interest is charged at MIBOR plus a margin for the term of the loan. The loan is repayable on demand.

10 Creditors: amounts falling due within one year

	2014	2013
	£'000	£'000
Amounts owed to Group undertakings	2,281,143	2,290,155
Corporation Tax	<u>66,339</u>	<u>72,966</u>
	<u>2,347,482</u>	<u>2,363,121</u>

The amounts owed to Group undertakings as at 31 January 2014 which are both sterling and rouble denominated, are unsecured, and include the following:

£1,295,021,000 is sterling denominated and falls due for repayment on 20 January 2015 and interest is charged at a rate of LIBOR plus a margin for the term of the loan.

£69,394,000 is rouble denominated, unsecured and interest is charged at MIBOR plus a margin for the term of the loan.

£914,067,000 is sterling denominated, interest free, has no fixed date of repayment and is repayable on demand.

In the prior year there was the release of a £49,000,000 provision to the profit and loss account in respect of liabilities which the Company would have been liable to settle on behalf of other Group undertakings. Those liabilities no longer existed and consequently the provision was released to the profit and loss account in the prior financial year.

11 Called up share capital

	2014	2013
	£'000	£'000
Allotted, called up and fully paid:		
1,550,329,290 (2013:1,550,329,290) ordinary shares of £1 each	<u>1,550,329</u>	<u>1,550,329</u>

Kingfisher International Holdings Limited
Notes to the financial statements (continued)
Year end 31 January 2014

12 Profit and loss account

	2014 £'000	2013 £'000
At start of year	(294,939)	(388,640)
Profit for the financial year	41,828	93,701
At end of year	<u>(253,111)</u>	<u>(294,939)</u>

13 Reconciliation of movements in shareholders' funds

	2014 £'000	2013 £'000
Profit for the financial year	41,828	93,701
Opening shareholders' funds	<u>1,255,390</u>	<u>1,161,689</u>
Closing shareholders' funds	<u>1,297,218</u>	<u>1,255,390</u>

14 Ultimate holding company

The immediate parent company is Zeus Land Investments Limited, which is incorporated in the United Kingdom and registered in England and Wales.

The ultimate parent company is Kingfisher plc, which is incorporated in the United Kingdom and registered in England and Wales. A copy of the Annual Report and Accounts of the ultimate parent company can be obtained (printed or downloaded) from www.kingfisher.com.

The largest and smallest group into which the Company's accounts are consolidated is that headed by Kingfisher plc, the Company's ultimate parent.