

HERRADURA LIMITED
REPORT AND FINANCIAL STATEMENTS
Year ended 31 December 2015



Company Registered No. 2703869

HERRADURA LIMITED

DIRECTORS' REPORT

The directors present their annual report and the audited financial statements for the year ended 31 December 2015. This report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006. As a small company, the Company is exempt from the requirement to prepare a Strategic Report.

PRINCIPAL ACTIVITY AND REVIEW OF THE BUSINESS

The Company's principal activity is that of a deposit holding subsidiary in the Commerzbank AG Group. The directors do not expect the Company to enter into any new transactions in the foreseeable future.

RESULTS AND DIVIDENDS

The results of the Company for the year are set out in detail on page 5. The profit for the financial year was £34 (2014: £26). The directors do not recommend the payment of a dividend (2014: £nil).

DIRECTORS

The directors of the Company who held office throughout the year and up to the date of signing the financial statements were as follows:

N G Aiken
P R Burrows
A D Levy
J C Wall

The directors benefited from qualifying third party indemnity provisions in place during the year and up to the date of signing the financial statements.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

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 prepared the financial statements in accordance with applicable law and United Kingdom Accounting Standards (UK Generally Accepted Accounting Practice), including Financial Reporting Standard 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 accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards, including FRS 101, have been followed, subject to any material departures disclosed and explained in the financial statements;
- notify the Company's shareholders in writing about the use of disclosure exemptions, if any, of FRS 101 used in the preparation of 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.

HERRADURA LIMITED

DIRECTORS' REPORT (continued)

DISCLOSURE OF INFORMATION TO INDEPENDENT AUDITORS

The directors in office at the date of approval of this Directors' Report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditors are unaware; and each director has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

INDEPENDENT AUDITORS

PricewaterhouseCoopers LLP have indicated their willingness to continue in office and will be re-appointed in accordance with Section 487 of the Companies Act 2006.

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



J C Wall
Secretary
Herradura Limited
Company Registered No. 2703869

13 May 2016

HERRADURA LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF HERRADURA LIMITED

Report on the financial statements

In our opinion the financial statements, defined below:

- give a true and fair view of the state of the Company's affairs as at 31 December 2015 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.

This opinion is to be read in the context of what we say in the remainder of this report.

What we have audited

The financial statements, which are prepared by Herradura Limited, comprise:

- the Statement of Financial Position as at 31 December 2015;
- the Statement of Comprehensive Income and the Statement of Changes in Equity for the year then ended; 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 their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 101 'Reduced Disclosure Framework'.

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.

Opinion on other matter prescribed by the Companies Act 2006

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

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.

Directors' remuneration

Under the Companies Act 2006 we are required to report 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.

Entitlement to exemptions

Under the Companies Act 2006 we are required to report to you if, in our opinion, the directors were not entitled to take advantage of the small companies' exemption from preparing a Strategic Report. We have no exceptions to report arising from this responsibility.

HERRADURA LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF HERRADURA LIMITED (continued)

Responsibilities for the financial statements and the audit

Our responsibilities and those of the directors

As explained more fully in the Directors' Responsibilities Statement set out on page 1, 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 and 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 Report and Financial Statements 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.



Drew Haigh (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London

13 May 2016

HERRADURA LIMITED**STATEMENT OF COMPREHENSIVE INCOME****For the year ended 31 December 2015**

| | Note | 2015 £ | 2014 £ |
|--|-------------|-------------------|-------------------|
| Interest receivable from Commerzbank AG London Branch | | 34 | 26 |
| PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION | | <u>34</u> | <u>26</u> |
| Tax on profit on ordinary activities | 4 | - | - |
| PROFIT FOR THE FINANCIAL YEAR | | <u>34</u> | <u>26</u> |
| Other comprehensive income after tax | | - | - |
| TOTAL COMPREHENSIVE INCOME FOR THE YEAR | | <u>34</u> | <u>26</u> |

All amounts stated above derive from continuing activities.

The accounting policies and notes on pages 8 to 10 form an integral part of these financial statements.

HERRADURA LIMITED

STATEMENT OF FINANCIAL POSITION

As at 31 December 2015

| | Note | 2015 £ | 2014 £ |
|--|-------------|-------------------|-------------------|
| CURRENT ASSETS | | | |
| Debtors: amounts falling due within one year | 5 | 4,788 | 4,754 |
| | | <hr/> | <hr/> |
| NET ASSETS | | 4,788 | 4,754 |
| | | <hr/> | <hr/> |
| CAPITAL AND RESERVES | | | |
| Called up share capital | 6 | 1 | 1 |
| Retained earnings | | 4,787 | 4,753 |
| | | <hr/> | <hr/> |
| TOTAL SHAREHOLDER'S FUNDS | | 4,788 | 4,754 |
| | | <hr/> | <hr/> |

The accounting policies and notes on pages 8 to 10 form an integral part of these financial statements.

These financial statements on pages 5 to 10 were approved by the Board of Directors and signed on its behalf by:



A D Levy
Director

13 May 2016

HERRADURA LIMITED

STATEMENT OF CHANGES IN EQUITY **For the year ended 31 December 2015**

| | Called up share capital £ | Retained earnings £ | Total shareholder's funds £ |
|---|--|------------------------------------|--|
| Balance as at 1 January 2014 | 1 | 4,727 | 4,728 |
| Total comprehensive income for the year | - | 26 | 26 |
| Balance as at 31 December 2014 | 1 | 4,753 | 4,754 |
| Total comprehensive income for the year | - | 34 | 34 |
| Balance as at 31 December 2015 | 1 | 4,787 | 4,788 |

The accounting policies and notes on pages 8 to 10 form an integral part of these financial statements.

HERRADURA LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2015

1. GENERAL INFORMATION

The Company is a deposit holding subsidiary in the Commerzbank AG Group.

The Company is a private company and is domiciled in the UK and incorporated in England and Wales. The Company's Registered Office is situated at 30 Gresham Street, London, EC2P 2XY.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

The financial statements have been prepared in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' (FRS 101), which took effect from 1 January 2015. The financial statements have been prepared under the historical cost convention and in accordance with the requirements of the Companies Act 2006. Although these financial statements have been prepared in accordance with FRS 101 for the first time, no changes to comparative figures were required.

The preparation of financial statements in conformity with FRS 101 requires the use of certain critical accounting estimates. It also requires the directors to exercise their judgement in the process of applying the Company's accounting policies. The directors are of the opinion that there are no accounting policies that are deemed critical to the Company's results and financial position.

The following exemptions from the requirements of IFRS have been applied in the preparation of these financial statements, in accordance with FRS 101:

- The requirements of IAS 7, 'Statement of cash flows'; and
- The requirements in IAS 24, 'Related party disclosures' to disclose related party transactions entered into between two or more members of a group.

The directors confirm that they have notified the Company's shareholders in writing about the use within these financial statements of the above exemptions.

Going concern

As at the date of the signing of these financial statements the only material asset of the Company is a deposit account balance held with Commerzbank AG London Branch. The directors do not consider the recovery of this amount to be a significant and material uncertainty and therefore continue to prepare the financial statements of the Company on a going concern basis

Changes in accounting policy and disclosures

a) New and amended standards adopted - there were no IFRSs or IFRIC interpretations that were effective for the first time for the financial year beginning on or after 1 January 2015 that would be expected to have a material impact on the Company.

b) There are no new standards, amendments and interpretations issued but not effective for the financial year beginning 1 January 2015 and not early adopted that will have any impact on the Company.

Interest receivable

Deposit interest receivable is accounted for on an accruals basis.

Taxation

The tax expense for the year comprises current tax. Tax is recognised in the statement of comprehensive income except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years. In circumstances where the Company has either taxable profits or losses and group relief is surrendered from or to other group companies, the group relief is surrendered for nil consideration.

HERRADURA LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2015

3. ADMINISTRATIVE EXPENSES

All administrative expenses, including auditors' remuneration for services to the Company, were borne by Commerzbank AG London Branch. The Company had no employees during the year (2014: None). None of the directors received any emoluments in respect of their services to the Company (2014: £nil). The audit fee applicable in respect of this Company's financial statements was £6,125 (2014: £6,250), with no further services provided to the Company by the Company's auditor.

| 4. TAX ON PROFIT ON ORDINARY ACTIVITIES | 2015 | 2014 |
|---|------|------|
| | £ | £ |
| a) Analysis of tax charge for the year | | |
| Current tax (note 4b) | - | - |
| b) Factors affecting the tax charge for the year: | | |
| The tax assessed for the year differs from the standard rate of corporation tax in the UK. The differences are explained below: | | |
| Profit on ordinary activities before taxation | 34 | 26 |
| Standard rate tax charge in the UK of 20.25% (2014: 21.5%) | (7) | (6) |
| Effect of: | | |
| Group relief claimed free of charge | 7 | 6 |
| Tax charge for the year (note 4a) | - | - |

| 5. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR | 2015 | 2014 |
|---|-------|-------|
| | £ | £ |
| Amounts due from Commerzbank AG London Branch | 4,788 | 4,754 |

The amounts due from Commerzbank AG London Branch represents funds placed on deposit, with the interest rate reset every 3 months. As this makes the interest returns into a variable rate return the directors believe that the fair value of this asset is materially the same as the book value.

| 6. CALLED UP SHARE CAPITAL | 2015 | 2014 |
|---|------------|------------|
| | £ | £ |
| Authorised: | | |
| 25,000 ordinary shares of £1 each | 25,000 | 25,000 |
| 3,000 preference shares of Euro 10,000 each | 21,137,925 | 21,137,925 |
| Allotted, called up and fully paid: | | |
| 1 ordinary shares of £1 each | 1 | 1 |

7. FINANCIAL RISK MANAGEMENT

The financial risks of the Company and how they are managed are set out below:

Market risk

The only relevant market risk that the Company needs to consider is interest rate risk. As the Company does not have any financial liabilities, the only interest rate risk applicable to the Company is the risk to earnings and capital that arises from the variable rate characteristics of the Company's deposits. If during the year the interest rate on the Company's deposits had been 0.5% higher/lower, the post tax profit would have been £24 (2014: £24) higher/lower than the amounts reported.

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NOTES TO THE FINANCIAL STATEMENTS (continued) **For the year ended 31 December 2015**

7. FINANCIAL RISK MANAGEMENT (continued)

Credit risk

Credit risk is the risk arising from the possibility that the Company will incur losses from the failure of counterparties to meet their financial obligations to the Company as and when they fall due. The only remaining credit risk relates to cash held on deposit with Commerzbank AG London Branch which is not past due. The maximum credit risk as at 31 December 2015 was £4,788 (2014: £4,754).

The external credit rating of Commerzbank AG according to S&P is BBB+ and therefore the directors do not believe that the Company is materially exposed to credit risk.

Liquidity risk

Liquidity risk is the risk that the ability to meet payment obligations cannot be ensured at all times. In economic terms, this is the risk resulting from the Company's exposure to an increase of liquidity premiums. As there are no financial liabilities or other commitments that are expected to lead to cash outflows, the Company is not exposed to liquidity risk.

8. CAPITAL RISK MANAGEMENT

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders.

During the year, the Company's approach to capital management remained unchanged in aiming to maintain the current level of share capital and retained earnings as shown in the statement of changes in equity on page 7. The Company is not regulated for capital requirements purposes.

9. ULTIMATE PARENT UNDERTAKING

Up until 30 October 2015, the immediate parent undertaking of the Company was Commerzbank Leasing Holdings Limited, a company incorporated in England & Wales. Since 30 October 2015, the immediate parent undertaking has been Commerzbank Holdings (UK) Limited, a company incorporated in England & Wales.

The smallest and the largest group in which the results of the Company are consolidated is that headed by Commerzbank AG, a company incorporated in Germany under German law. Commerzbank AG is also the ultimate parent undertaking and controlling party. Financial statements of Commerzbank AG are available from Commerzbank AG, Investor Relations, Kaiserplatz, D-60261 Frankfurt am Main, Germany.