WESTFERRY INVESTMENTS LIMITED

Report and Financial Statements
For the year ended 31 December 2012

REGISTERED NUMBER IN ENGLAND AND WALES: 03479278

WESTFERRY INVESTMENTS LIMITED
Registered Number in England and Wales 03479278

DIRECTORS' REPORT
For the year ended 31 December 2012

The directors present their report together with the audited financial statements for the year ended 31 December 2012

Review of business and future outlook

The principal activity of the Company is to act as a holding company No significant change in this activity is envisaged in the foreseeable future

The directors have reviewed the Company's business and performance and consider it to be satisfactory for the year The directors consider that the Company's position at the end of the year is consistent with the size and complexity of the business

Given the nature of the business, the Company's directors are of the opinion that analysis using key performance indicators is not necessary for an understanding of the development, performance or position of the business

Principal risks and uncertainties

From the perspective of the company, the principal risks and uncertainties are integrated with the principal risks of the group and are not managed separately Accordingly, the principal risks and uncertainties of Barclays Plc, which include those of the company, are discussed on page 67 of the group's annual report which does not form part of this report

Results and Dividends

During the year the Company made a profit for the financial year of £8,048,155 (2011 £5,129,352) The directors paid dividends of £9,000,000 for the year ended 31 December 2012 (2011 £7,000,000) The directors consider that the performance of the Company is consistent with their expectation for year

Financial instruments

The Company's directors are required to operate within the requirements of the Barclays Group risk management policies, which include specific guidelines on the management of foreign exchange, credit and interest rate risks and advice on the use of financial instruments to manage them Barclays Group risk management policies can be found in the financial statements of Barclays Bank PLC for the year ended 31 December 2012 (see note 12)

Directors

The directors of the Company, who served during the year, together with their dates of appointment and resignation, where appropriate, are as shown below

GJ Simpson
E Khairov
M Brown
E Sherwood (appointed 1 March 2012)
P Benson (resigned 14 February 2012)

Subsequent to the year-end E Sherwood resigned and M Brown was removed on 1 March 2013 and 4 March 2013 respectively C Gyte and P Dickinson were appointed as directors on 5 March 2013

WESTFERRY INVESTMENTS LIMITED

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DIRECTORS' REPORT (continued)
For the year ended 31 December 2012

Directors' third party indemnity provisions

Qualifying third-party indemnity provisions were in force during the course of the financial year ended 31 December 2012 for the benefit of the then Directors and, at the date of this report, are in force for the benefit of the Directors in relation to certain losses and liabilities which they may incur (or have incurred) in connection with their duties/powers of office

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 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 judgements and accounting 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,
- 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

Each of the directors confirm that to the best of each person's knowledge and belief –

(a) the financial statements prepared in accordance with IFRS / UK GAAP as adopted by the EU/UK give a true and fair view of the assets, liabilities, financial position and profit and loss of the Company, and

(b) the directors' report contained in the annual report includes a fair review of the development and performance of the business and position of the company, together with a description of the principal risks and uncertainties that they face

Disclosure of information to auditors

In accordance with Section 418, each director in office at the date the directors' report is approved, confirms that

(a) so far as the directors are aware, there is no relevant audit information of which the company's auditors are unaware,

(b) they have taken all the steps that he 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

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DIRECTORS' REPORT (continued)
For the year ended 31 December 2012

Independent Auditors

PricewaterhouseCoopers LLP will continue to hold office in accordance with section 487 of the Companies Act 2006

ON BEHALF OF THE BOARD

Director
Name G Simpson
Date 27 June 2013
For and on behalf of
Westferry Investments Limited

WESTFERRY INVESTMENTS LIMITED

Regıstered Number ın England and Wales 03479278

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF WESTFERRY INVESTMENTS LIMITED

We have audıted the financıal statements of Westferry Investments Lımıted for the year ended 31 December 2012 whıch comprıse the Profit and Loss Account, the Balance Sheet and the related notes The financıal reportıng framework that has been applıed ın theır preparatıon ıs applıcable law and Unıted Kıngdom Accountıng Standards (Unıted Kıngdom Generally Accepted Accountıng Practıce)

Respectıve responsıbılıtıes of dırectors and audıtors

As explaıned more fully ın the Statement of Dırectors' Responsıbılıtıes set out on page 2 the dırectors are responsıble for the preparatıon of the financıal statements and for beıng satısfied that they gıve a true and faır vıew Our responsıbılıty ıs to audıt and express an opınıon on the financıal statements ın accordance wıth applıcable law and Internatıonal Standards on Audıtıng (UK and Ireland) Those standards requıre us to comply wıth the Audıtıng Practıces Board's Ethıcal Standards for Audıtors
Thıs report, ıncludıng the opınıons, has been prepared for and only for the company's members as a body ın accordance wıth Chapter 3 of Part 16 of the Companıes Act 2006 and for no other purpose We do not, ın gıvıng these opınıons, accept or assume responsıbılıty for any other purpose or to any other person to whom thıs report ıs shown or ınto whose hands ıt may come save where expressly agreed by our prıor consent ın wrıtıng

Scope of the audıt of the financıal statements

An audıt ınvolves obtaınıng evıdence about the amounts and dısclosures ın the financıal statements suffıcıent to gıve reasonable assurance that the financıal statements are free from materıal mısstatement, whether caused by fraud or error Thıs ıncludes an assessment of whether the accountıng polıcıes are approprıate to the company's cırcumstances and have been consıstently applıed and adequately dısclosed, the reasonableness of sıgnıficant accountıng estımates made by the dırectors, and the overall presentatıon of the financıal statements In addıtıon, we read all the financıal and non-financıal ınformatıon ın the Report and Fınancıal Statements to ıdentıfy materıal ınconsıstencıes wıth the audıted financıal statements If we become aware of any apparent materıal mısstatements or ınconsıstencıes we consıder the ımplıcatıons for our report

Opınıon on financıal statements

In our opınıon the financıal statements

- gıve a true and faır vıew of the state of the company's affaırs as at 31 December 2012 and of ıts profit for the year then ended,

- have been properly prepared ın accordance wıth Unıted Kıngdom Generally Accepted Accountıng Practıce, and

- have been prepared ın accordance wıth the requırements of the Companıes Act 2006

Opınıon on other matter prescrıbed by the Companıes Act 2006

In our opınıon the ınformatıon gıven ın the Dırectors' Report for the financıal year for whıch the financıal statements are prepared ıs consıstent wıth the financıal statements

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

Mark Randell

Mark Randell (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London
Date 1 JULY 2013

WESTFERRY INVESTMENTS LIMITED
Registered Number in England and Wales 03479278

PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 DECEMBER 2012

	Notes	2012 £	2011 £
Loss on derivatives	15	(3,511,961)	(499,729)
Operating loss		(3,511,961)	(499,729)
Income from shares in group undertakings	4	14,000,000	8,500,000
Income from other fixed asset investments	5	1,073	3,463
Interest receivable from group undertakings		68,350	-
Interest payable and similar charges	6	(4,470,700)	(4,089,650)
Fee income		30,000	-
Profit on ordinary activities before taxation	7	6,116,762	3,914,084
Tax on profit on ordinary activities	8	1,931,393	1,215,268
Profit for the financial year		8,048,155	5,129,352

All recognised gains and losses are included in the profit and loss account Operating loss is derived from continuing activities There is no difference between the results disclosed in the profit and loss account and the results on an unmodified historical cost basis The notes 1 to 17 form an integral part of these financial statements

WESTFERRY INVESTMENTS LIMITED
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BALANCE SHEET AS AT 31 DECEMBER 2012

	Notes	2012 £	2011 £
FIXED ASSET INVESTMENTS			
Investments in subsidiaries	9	498,607,180	498,707,180
Investments in gilts	10	204,798	221,607
DEBTORS Amounts falling due within one year	11	12,104,941	5,979,808
CREDITORS Amounts falling due within one year	12	(501,972,350)	(495,012,181)
NET CURRENT LIABILITIES		(489,867,409)	(488,810,766)
NET ASSETS		8,944,569	9,896,414
CAPITAL AND RESERVES			
Called up share capital	13	10,980,000	10,980,000
Profit and loss account		(2,035,431)	(1,083,586)
TOTAL EQUITY SHAREHOLDERS' FUNDS	14	8,944,569	9,896,414

A reconciliation of movement in shareholders' funds is given in note 14

The notes 1 to 17 form an integral part of these financial statements

The financial statements were approved by the Board of Directors on 27 June 2013

Director
Name G Simpson
Date 27 June 2013

NOTES TO THE FINANCIAL STATEMENTS

1 ACCOUNTING POLICIES

Basis of accounting
The financial statements have been prepared on a going concern basis under the historical cost convention, the accounting policies set out below and in accordance with the Companies Act 2006 and applicable accounting standards of the Accounting Standards Board and pronouncements of the Urgent Issues Task Force

Interest
Interest income and expense is recognised on an accruals basis

Taxation
The charge for taxation is based on the results for the period and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes

Fixed Assets
Investment securities are stated at cost less any permanent diminution in value Investment securities are intended for use on a continuing basis by the Group and have been identified as such Any discount or premium on acquisition is amortised on an effective yield basis through the profit and loss account over the period that the security is held by the Company

Investment in permanent subsidiaries are recorded in the balance sheet at historical cost less any amounts that have been provided for to reflect diminutions in the value of the investment, where there is objective evidence of impairment Any diminution in the value of the investment is recognised in the income statement

Investments
Current asset investments are held at the lower of cost and net realisable value

Dividends received / from ordinary shares
Dividend income is recognised in the profit and loss account on the date the Company becomes entitled to receive a dividend

Borrowings
Borrowings refer to debt issued entered into by the Company They are recognised as a liability when a contractual agreement results in the Company having a present obligation to deliver cash or another financial asset to the holder Finance costs of debt should be allocated to periods over the term of the debt at a constant rate on the carrying amount and charged to the profit and loss account The liability is initially recognised at the amount of the net proceeds and subsequently the carrying amount of borrowings is increased by the finance costs and reduced by payments made in respect of the debt

Derivative Financial instruments
The Company is party to financial instruments that reduce exposure to market risk and credit risk These instruments comprise put and call options and credit default swaps (Note 15)

Derivative financial instruments are accounted for on an accruals basis in line with the underlying assets or liabilities Income and expense is taken to the same line in the profit and loss account as the underlying asset or liability

NOTES TO THE FINANCIAL STATEMENTS (continued)

1 ACCOUNTING POLICIES (continued)

Consolidated financial statements
The financial statements contain information about Westferry Investments Limited as an individual company and do not contain consolidated financial information as the parent of a group The Company is exempt under section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements as it and its subsidiary undertakings are included by full consolidation in the consolidated financial statements of its parent, Barclays PLC, a company registered in England and Wales

2. CASH FLOW STATEMENT

The Company, which is a wholly owned subsidiary of Barclays PLC, has elected to utilise the exemption provided in Financial Reporting Standard 1 ("FRS 1") not to produce a cash flow statement, as a cash flow statement is prepared by its ultimate parent

3. DIRECTORS' EMOLUMENTS

The directors did not receive any emoluments in respect of their services to the Company during 2012 or 2011

4. INCOME FROM SHARES IN GROUP UNDERTAKINGS

	2012	2011
	£	£
Ordinary share dividends	14,000,000	8,500,000

5. INCOME FROM OTHER FIXED ASSET INVESTMENTS

	2012	2011
	£	£
Gilt interest	14,723	10,727
Amortisation of premium on purchase of gilts	(13,650)	(7,264)
	1,073	3,463

6. INTEREST PAYABLE AND SIMILAR CHARGES

	2012	2011
	£	£
Interest payable to group undertakings	4,470,700	4,089,650
	4,470,700	4,089,650

NOTES TO THE FINANCIAL STATEMENTS (continued)

7. PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

There were no employees employed by the Company during the year (2011 none)

The audit fee is borne by another group company Although the audit fee is borne by another group company, the fee that would have been charged to the company amounts to £4,450 (2011 £4,326) for the year This fee is not recognised as an expense in the financial statements

8. TAX CREDIT ON PROFIT ON ORDINARY ACTIVITIES

	2012 £	2011 £
Current taxation		
UK corporation tax on income for the year	1,931,393	1,215,268
Total current tax credit for the year	1,931,393	1,215,268

The UK corporation tax charge is based on a UK corporation tax rate of 24 5% (2011 26 5%)

	2012 £	2011 £
Profit on ordinary activities before taxation	6,116,762	3,914,084
Profit on ordinary activities multiplied by corporation tax rate 24 5% (2011 26 5%)	(1,498,607)	(1,037,232)
Effects of		
Non-taxable UK dividend income	3,430,000	2,252,500
Current tax credit for the year	1,931,393	1,215,268

9. FIXED ASSET INVESTMENTS

	Investment in Subsidiaries £	Investment in redeemable Preference Shares £	Total £
At 31 December 2011	308,475,533	190,231,647	498,707,180
Additions	-	-	-
Disposals	(100,000)	-	(100,000)
At 31 December 2012	308,375,533	190,231,647	498,607,180

Disposal of £100,000 relates to reduction in investment in subsidiary

NOTES TO THE FINANCIAL STATEMENTS (continued)

9 FIXED ASSET INVESTMENTS (continued)

The Company owns 100% of the share capital of North Colonnade Investments Limited and Olney Holdings Limited, all registered in England and Wales Olney Holdings Limited is a Cayman company with UK branches North Colonnade Investments Limited and Olney Holdings Limited all carry out the business of investing

10. INVESTMENTS

	2012	2011
Investments in gilts	£	£
At 1 January	221,607	224,960
Additions	216,841	228,911
Amortisation	(13,650)	(7,264)
Disposals	(220,000)	(225,000)
At 31 December	204,798	221,607

The market value of the Company's investment in the Gilts at 31 December 2012 was £204,798 (2011 £225,337)

11. DEBTORS. Amounts falling due within one year

	2012	2011
	£	£
Amounts owed by group undertakings	10,155,940	4,753,547
Group relief receivable	1,938,885	1,222,760
Other interest receivable	4,116	3,501
Other debtors	6,000	-
	12,104,941	5,979,808

WESTFERRY INVESTMENTS LIMITED
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NOTES TO THE FINANCIAL STATEMENTS (continued)

12 CREDITORS: Amounts falling due within one year

	2012	2011
	£	£
Amounts owed to group undertakings	304,908,752	299,000,000
Accrued interest owing to group undertakings	6,831,951	5,780,534
Preference shares	190,231,647	190,231,647
	501,972,350	495,012,181

Amounts owed to group undertakings consists of £104m at 3 month Libor, £3 5m at Libor maturing in January 2013 and £195m plus deferred interest of £2 3m at 3 month Libor maturing in December 2014

The Company has issued preference shares as follows

	2012	2011
	£	£
Authorised		
10 (2011 10) Class F Preference shares of £1 00 each	10	10

	2012	2011
	£	£
Allotted and fully paid		
10 (2011 10) Class F Preference shares of £1 00 each	10	10

	2012	2011
	£	£
Share Premium		
10 (2011 10) Class F Preference shares of £19,023,163 7 each	190,231,637	190,231,637

There are no voting rights attached to the preference shares

On 12 April 2011 the Company issued 10 Class F Preference shares of par value of £1 each at an aggregate issue price of £190,231,647 to Barclays Bank plc and used the proceeds to subscribe for 10 Class B Preference Shares of par value £1 each at an aggregate issue price of £190,231,647 in Boudeuse Limited

The fair value of the redeemable preference shares approximates their carrying values as they can be redeemed at any time at the option of the Company, or by a majority of preference shareholders, or by any individual preference shareholders provided not less than one business day's notice is given On redemption, the shares entitle the holder to redemption proceeds consisting of dividends declared but not paid and the nominal amount plus premium paid up on the redeemable preference shares The dividends on the redeemable preference shares are discretionary

On 16 March 2012 distributions totaling £6,409,884 98 were paid to Barclays and £67,303 79 to The Orsand (Scotland) Limited Partnership

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NOTES TO THE FINANCIAL STATEMENTS (continued)

13 CALLED UP SHARE CAPITAL

	2012 £	2011 £
Authorised		
2,400 A preference shares of £0 01 each	24	24
335 B preference shares of £0 01 each	3	3
300 C preference shares of £0 01 each	3	3
2,000,000,000 D preference shares of £1 each	2,000,000,000	2,000,000,000
1,043,000,000 E preference shares of £1 each	1,043,000,000	1,043,000,000
90,000,000 ordinary shares of £1 each	90,000,000	90,000,000
Allotted and fully paid		
10,980,000 ordinary shares of £1 each	10,980,000	10,980,000

All voting rights are held by the Ordinary Shares holder One Ordinary Share entitles the holder to one vote Dividends are paid at the discretion of the Directors The share capital is only repayable upon unwind

14. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' (DEFICIT)/FUNDS

	2012 £	2011 £
Profit for the year	8,048,155	5,129,352
Dividends on ordinary share capital	(9,000,000)	(7,000,000)
Decrease in shareholders' funds	(951,845)	(1,870,648)
Opening shareholders' funds	9,896,414	11,767,062
Closing shareholders' funds	8,944,569	9,896,414

15. DERIVATIVES AND FINANCIAL INSTRUMENTS

On 20 April 2011, the Company entered into cash settled put and call option agreements with a related party, Absa Bank Ltd, over the 29,600 B Shares issued by Brigantia Investments B V which were subject to a sale and repurchase agreement between Abellio Investments Limited and Absa Bank Ltd

The terms of the put option allow the Company to sell the B Shares to Absa Bank Ltd at any time prior to 19 April 2037 The terms of the call option allow Absa Bank Ltd to purchase the B shares from the Company at any time prior to 19 April 2037 The strike price of the put option was £683,999,791 and the strike price of the call option was £ 683,999,791

The options were terminated on 2 February 2012, resulting in the Company paying Absa Bank Ltd £687,511,752 as settlement price under the call option, making a loss of £3,511,961

NOTES TO THE FINANCIAL STATEMENTS (continued)

15. DERIVATIVES AND FINANCIAL INSTRUMENTS (continued)

On 19 April 2011, the Company had entered into a cash settled Credit Default Swap agreement with Absa Bank Ltd under which the Company sold Absa Bank Ltd credit protection in respect of the obligation of Abellio Investments Limited to pay the repurchase price under the sale and repurchase agreement between Abellio Investments Limited and Absa Bank Ltd The Credit Default Swap terminated on 2 February 2012 after the sale and repurchase agreement between Absa Bank Ltd and Abellio Investments Limited had been terminated

The value of the Credit Default Swap is considered to be negligible and no cash was paid

16. RELATED PARTY TRANSACTIONS

The Company has taken advantage of the exemption under the provisions of Financial Reporting Standard 8 ("FRS 8"), Related Party Disclosures not to disclose transactions with other group companies since the Company is a wholly owned subsidiary of Barclays PLC, the consolidated financial statements of which are publicly available There have been no other transactions with related parties requiring disclosure during the year (2011 none)

17. PARENT UNDERTAKING AND ULTIMATE PARENT COMPANY

The parent company is Barlcays PLC The parent undertaking of the smallest group that presents group financial statements is Barclays PLC The ultimate parent company and controlling party is Barclays PLC, which is the parent company of the largest group that presents financial statements Barclays PLC's and Barclays PLC's statutory financial statements are available from Barclays Corporate Secretariat, 1 Churchill Place, London E14 5HP