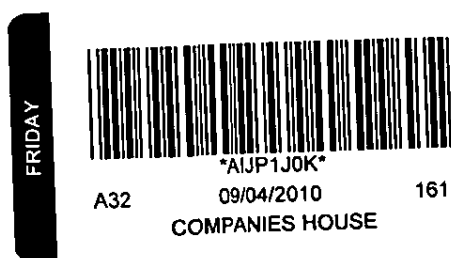


**LAZARD NORDIC LIMITED**  
**REPORT AND FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 DECEMBER 2009**  
**REGISTERED NUMBER. 3486475**

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## **REPORT OF THE DIRECTORS**

The directors present their report and the financial statements for the year ended 31 December 2009

This directors report has been prepared in accordance with the special provisions relating to small companies under section 415 (A) (1) & (2) of the Companies Act 2006

### **PRINCIPAL ACTIVITY**

The Company is an investment holding company

### **REVIEW OF BUSINESS AND FUTURE DEVELOPMENTS**

The Company continues to act as a holding company and is expected to continue as a holding company

### **RESULTS OF THE YEAR**

The profit on ordinary activities after tax was £2,611,618 (2008 £nil) A dividend of £2,700,000 (2008 £nil) was paid during the year

### **DIRECTORS DURING THE YEAR**

The names of the directors who served during the year and to the date of this report, except as noted, are as follows

V C Cole (resigned 2 April 2009)  
M J Siviter  
R J Rountree

### **COMPANY SECRETARY**

R J Farrer-Brown

In accordance with the Company's articles of association and subject to the provisions of and so far as may be permitted by law, directors are entitled to be indemnified by the Company out of its own funds against all costs, charges, losses, expenses and liabilities incurred by them in the actual or purported execution and/or discharge of their duties and/or the exercise or purported exercise of their powers and/or otherwise in relation to or in connection with their duties, powers or office

### **AUDITORS**

The Company has elected to dispense with the obligation to appoint auditors annually and, accordingly, Deloitte LLP shall be deemed to be re-appointed as auditors for a further term under the provisions of section 487 (2) of the Companies Act 2006

Each of the persons who is a director at the date of approval of the report confirms that

- (a) so far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- (b) the director has taken all the 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 auditors are aware of that information

This confirmation is given and should be interpreted in accordance with the provisions of S418 of the Companies Act 2006

## **REPORT OF THE DIRECTORS (continued)**

### **GOING CONCERN BASIS**

After making enquiries, the directors have formed a judgement, at the time of approving the financial statements, that there is a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. For this reason the directors continue to adopt the going concern basis in preparing the financial statements.

As stated on the Balance sheet on page 6, the Company has net assets of £961,625 and as a consequence the Directors believe that the Company is well placed to manage its business risks successfully despite the uncertain economic outlook.

### **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 UK 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 behalf of the Board

 ROBERT FINNER - BROWN

~~Director~~ Secretary  
50 Stratton Street  
London W1J 8LL  
17 March 2010

## **INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF LAZARD NORDIC LIMITED**

We have audited the financial statements of Lazard Nordic Limited for the year ended 31 December 2009 which comprise the Profit and Loss Account the Balance Sheet and the related notes 1 to 12. 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 auditors' 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 auditors**

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 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 (APB'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.

### **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 December 2009 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 Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial 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

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF LAZARD NORDIC LIMITED**  
(continued)

- we have not received all the information and explanations we require for our audit, or
- the directors were not entitled to take advantage of the small companies exemption in preparing the directors' report



David J Barnes (Senior Statutory Auditor)  
for and on behalf of Deloitte LLP  
Chartered Accountants and Statutory Auditors  
London, United Kingdom

17 March 2010

**LAZARD NORDIC LIMITED**

**PROFIT AND LOSS ACCOUNT  
FOR THE YEAR ENDED 31 DECEMBER 2009**

	Notes	2009 £	2008 £
Administrative expense		(4,300)	-
Other income		347,925	-
OPERATING PROFIT		343,625	-
Interest receivable		-	-
Income from shares in group undertakings	4	2,364,208	-
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		2,707,833	-
Taxation	5	(96,215)	-
PROFIT FOR THE FINANCIAL YEAR		2,611,618	-

The Company has no recognised gains or losses other than as shown above and therefore no statement of total recognised gains and losses has been presented

All activities derive from continuing operations

The notes on pages 7 to 9 form an integral part of these accounts

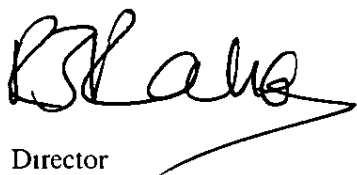
**LAZARD NORDIC LIMITED**

**BALANCE SHEET AT 31 DECEMBER 2009**

	Notes	2009 £	2008 £
<b>FIXED ASSETS</b>			
Investment in subsidiary	6	1,044,284	1,044,284
<b>CURRENT ASSETS</b>			
Cash at bank		17,856	5,723
<b>NET CURRENT ASSETS</b>		17,856	5,723
<b>CURRENT LIABILITIES</b>			
Amounts falling due within one year	7	(100,515)	-
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		961,625	1,050,007
<b>CAPITAL AND RESERVES</b>			
Called up share capital	8	1,050,000	1,050,000
Profit and loss account	9	(88,375)	7
<b>SHAREHOLDERS' FUNDS</b>		961,625	1,050,007

These financial statements were approved by the Board of Directors on 17 March 2010

Signed on behalf of the Board of Directors



Director

Company registration number 3486475

## **LAZARD NORDIC LIMITED**

### **NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 2009**

#### **1. ACCOUNTING POLICIES**

The financial statements have been prepared in accordance with the provisions of the Companies Act 2006 and applicable law and accounting standards in the United Kingdom. The particular accounting policies which have been applied are set out below.

**a) Basis of accounting**

The financial statements have been prepared on the historical cost basis of accounting. The going concern basis of preparation is adopted as explained in the Report of the Directors on page 2.

**b) Group accounts**

Group accounts of the Company and its subsidiary have not been prepared because the Company is exempt under section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements.

**c) Investments**

Investments held as fixed assets are shown at cost less provision for impairment.

**d) Current tax**

Current tax, including UK corporation tax, is recorded at amounts expected to be recovered or paid using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

**e) Foreign exchange**

Transactions in foreign currencies are translated into sterling at current rates during the year and monetary assets and liabilities are retranslated at the rates ruling at the balance sheet date with exchange differences dealt with in the profit and loss account.

**f) Dividends**

Dividends are recognised in the period in which they are declared and become a present obligation of the Company. Dividends received are recognised in the period in which they are declared.

**g) Other income**

Other income relates to sundry income and is recorded on an accrual basis.

#### **2. DIRECTORS' EMOLUMENTS**

There were no directors' fees or other emoluments for their services to this Company during the current or previous years. The Company has no employees (2008: none).

#### **3. AUDITORS' REMUNERATION**

The auditors' remuneration in 2009 for audit services was £2,200 (2008: £2,100). The 2008 charge was not accrued for as at 31 December 2008, and was instead expensed in 2009.



# LAZARD NORDIC LIMITED

## NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 2009 (continued)

### 4. INCOME FROM SHARES IN GROUP UNDERTAKING

	2009 £	2008 £
Amount recognised as distributions to equity holders in the period		
Dividends received	2,364,208	-

### 5. TAXATION

	2009 £	2008 £
UK corporation tax at 28% (2008 28.5%)		
Current	96,215	-
Double tax relief	-	-
Prior year adjustment	-	-
	96,215	-

The standard rate of current tax for the year, based on the UK standard rate of corporation tax, is 28% (2008 28.5%). The charge for the current tax year is less than 28% (2008 28.5%) for the reasons set out in the following reconciliation

	2009 £	2008 £
Profit on ordinary activities before tax	2,707,833	-
Tax on profit on ordinary activities at standard rate	758,193	-
Factors affecting charge		
Income from shares in group undertakings	(661,978)	-
	96,215	-

### 6. INVESTMENT IN SUBSIDIARY

	2009 £	2008 £
COST AND NET BOOK VALUE		
At 1 January and 31 December	1,044,284	1,044,284

Lazard Nordic Limited holds 100% of the ordinary share capital of Lazard AB (incorporated in Sweden) which is principally engaged in the business of investment banking

### 7. CURRENT LIABILITIES

	2009 £	2008 £
Amounts due to related parties	4,300	-
Taxation creditor	96,215	-
	100,515	-

# LAZARD NORDIC LIMITED

## NOTES TO THE ACCOUNTS

**FOR THE YEAR ENDED 31 DECEMBER 2009 (continued)**

### 8. SHARE CAPITAL

	2009 £	2008 £
Issued, called up and fully paid		
350,000 (2008 350,000) Ordinary 'A' shares of £1 each	350,000	350,000
350,000 (2008 350,000) Ordinary 'B' shares of £1 each	350,000	350,000
350,000 (2008 350,000) Ordinary 'C' shares of £1 each	350,000	350,000
	<u>1,050,000</u>	<u>1,050,000</u>

All shares are equity shares and rank *pari passu* as ordinary shares in the capital of the Company

### 9. RECONCILIATION OF MOVEMENTS IN SHAREHOLDER'S FUNDS

	2009 £	2008 £
Retained profit for the year	2,611,618	-
Dividends paid on equity shares	(2,700 000)	-
Net reduction to shareholder's funds	(88,382)	-
Opening shareholder's funds	<u>1,050,007</u>	<u>1,050,007</u>
At 31 December	<u>961,625</u>	<u>1,050,007</u>

### 10. CASH FLOW STATEMENT

The Company has taken advantage of the exemption in paragraph 5 of the Financial Reporting Standard No 1 (revised 1996) "Cash Flow Statements"

### 11. RELATED PARTY DISCLOSURES

The Company has taken advantage of the exemption in paragraph 3(c) of Financial Reporting Standard 8, and accordingly has not disclosed transactions with entities that are part of the same group. There were no other related party transactions requiring disclosure.

### 12. ULTIMATE PARENT COMPANY

Lazard Ltd, a Bermudian company, is the parent company of the largest group which includes the Company and for which group accounts are prepared. The Company's ultimate parent company and ultimate controlling party is Lazard Ltd.

The parent company of the smallest group which includes the Company, and for which group accounts are prepared, is Maison Lazard SAS. Copies of Maison Lazard SAS accounts may be obtained from the Secretary, Maison Lazard SAS, 12 Avenue Percier, Paris, 75008, France.