



Company Registration No. 3674104

TOYOTA TSUSHO METALS LIMITED

**ANNUAL REPORT AND FINANCIAL
STATEMENTS**

FOR THE YEAR ENDED 31 MARCH 2018

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TOYOTA TSUSHO METALS LIMITED

DIRECTORS

Mr Hiroto Nakane

Mr Paul Marney

Mr John Wilkes

Mr Takeo Fujihara

Mr Shigeru Nakashima

Company secretary: Mr Hiroto Nakane

Registered office: 88 Wood Street, London EC2V 7DA

Independent Auditors: PricewaterhouseCoopers LLP,
Hay's Galleria, 1 Hays Lane
London, SE1 2RD

TOYOTA TSUSHO METALS LIMITED

STRATEGIC REPORT

The directors present their strategic report on Toyota Tsusho Metals Limited (the "Company") for the year ended 31 March 2018.

Business review

Toyota Tsusho Metals Limited ("the company") is a commodity broker and dealer, an Associate Broker Clearing Member of the London Metal Exchange (LME), a recognised investment exchange under the Financial Services and Markets Act 2000. The company is authorised and regulated by the Financial Conduct Authority ("FCA"). The results of the company are set out in detail on page 9. The profit for the financial year ended 31 March 2018 of £1,735,000 (2017: £167,000 loss restated) will be added to reserves. The net assets of the business are £39,514,000 (2017: £37,989,000 restated).

The directors acknowledge the result in the context of the market conditions and the continuing political and economic uncertainty. The company continues to invest in its infrastructure and its personnel to improve the quality and range of services that it provides to its target client base. The directors monitor the performance of the company against budgets produced from business plans agreed upon annually with its parent company. There are no other KPI measurements that the directors use or consider relevant to an understanding of the business.

Future outlook

Toyota Tsusho Markets Japan Limited (TTMJ) continues to provide the Company with increased access to clients based in Japan and has facilitated the development of that market in both breadth and depth. The directors continue to actively pursue plans to expand into other futures markets and regions to improve the company's risk management services offered to clients in base metals.

Principal risks

The Company activities expose it to a variety of financial risks: price risk, credit risk, liquidity risk, cash flow risk and fair value interest rate risk as explained further in note 18. The Company's overall risk management programme focuses on the unpredictability of relevant markets and seeks to minimise potential adverse effects on the company's financial performance. The Company is also exposed to operational, foreign exchange and regulatory risk. Operational risk is the risk of loss resulting from inadequate or failed internal processes, people or systems, or from external events. The Company operates in a control based environment and is reviewed annually by its parent company. The company also complies with J-SOX procedures stipulated by the parent company. Foreign exchange risk is the risk arising from adverse foreign exchange rates. Regulatory risk is the risk associated with the potential for laws related to a given industry, country, or type of security to change and impact relevant investments. Regulatory risk is also the risk of non-compliance. The Company uses a trade association membership to assist in keeping abreast of current affairs in order to be aware of potential changes in regulatory requirements.

Signed on behalf of the board by:

Hiroto Nakane



Director

25 July 2018

Company Number: 3674104

TOYOTA TSUSHO METALS LIMITED

DIRECTORS' REPORT

The directors present their report and the audited financial statements for the company for the year ended 31 March 2018.

Branches outside the UK

The company has a branch office in Japan which facilitates communication with both the parent company in Japan and with Asian clients.

Future outlook

As already mentioned in the Strategic Report, Toyota Tsusho Markets Japan Limited (TTMJ) continues to provide the Company with increased access to clients based in Japan and has facilitated the development of that market in both breadth and depth. The directors continue to actively pursue plans to expand into other futures markets and regions to improve the company's risk management services offered to clients in base metals.

Principal risks

As articulated in the Strategic Report, the Company's activities expose it to a variety of risks, which are set out in the Strategic Report. Further details on financial risks are provided in note 18.

J-SOX

From April 2009 it has been necessary for the company to comply with J-SOX requirements. The company's systems and controls were tested during the year for compliance by periodic internal assessments, in accordance with the parent company Group-wide procedures. The results of these tests are reported to the parent company.

Dividends

The directors are recommending a dividend of £928,220 in respect of the year ending 31 March 2018 this and was approved by the shareholders at the AGM held on 25 July 2018 (31 March 2017: £210,000).

Political and charitable contributions

The company made no political or charitable contributions during the year. (2016: £Nil).

Directors' and directors' interests

The directors who held office during the year were and to the date of signing were as follows:

Mr Hiroto Nakane	Executive
Mr Paul Marney	Executive
Mr John Wilkes	Executive
Mr Takeo Fujihara	Non-executive
Mr Shigeru Nakashima	Non-executive

TOYOTA TSUSHO METALS LIMITED
DIRECTORS' REPORT

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 101 "Reduced Disclosure Framework", 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 101, 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.

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.

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.

Directors' confirmations

In the case of each director in office at the date the Directors' Report is approved:

- 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.

Pillar 3 Disclosure

Details of the company's unaudited Pillar 3 disclosures as required by FCA rules are located on the company's website - www.ttmetals.com.

TOYOTA TSUSHO METALS LIMITED
DIRECTORS' REPORT

Independent Auditors

The auditors PricewaterhouseCoopers LLP, have indicated their willingness to continue in office and a resolution that they be reappointed will be proposed at the Annual General Meeting.

Going Concern

The directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

Indemnity

There was no third party indemnity in force for the benefit of one or more of the directors at any time during the financial year.

Signed on behalf of the board by:



Hiroto Nakane

Director

25 July 2018

Company Number: 3674104

TOYOTA TSUSHO METALS LIMITED

Independent auditors' report to the members of Toyota Tsusho Metals Limited

Report on the audit of the financial statements

Opinion

In our opinion, Toyota Tsusho Metals Limited's financial statements:

give a true and fair view of the state of the company's affairs as at 31 March 2018 and of its profit for the year then ended;

have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law); and

have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), which comprise: the statement of financial position as at 31 March 2018; the income statement, the statement of comprehensive income, the statement of changes in equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

- *Independence*

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which ISAs (UK) require us to report to you when:

the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or

the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern.

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

With respect to the Strategic Report and Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

TOYOTA TSUSHO METALS LIMITED

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require us also to report certain opinions and matters as described below.

- *Strategic Report and Directors' Report*

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic Report and Directors' Report for the year ended 31 March 2018 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic Report and Directors' Report.

Responsibilities for the financial statements and the audit

- *Responsibilities of the directors for the financial statements*

As explained more fully in the Statement of the Directors' Responsibilities set out on page 5, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

- *Auditors' responsibilities for the audit of the financial statements*

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.

- *Use of this report*

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.

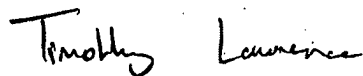
Other required reporting

Companies Act 2006 exception reporting

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 by the company, or returns adequate for our audit have not been received from branches not visited by us; or
- certain disclosures of directors' remuneration specified by law are not made; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.



Timothy Lawrence (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London
25 July 2018

TOYOTA TSUSHO METALS LIMITED
FINANCIAL STATEMENTS

INCOME STATEMENT FOR THE YEAR ENDED 31 MARCH 2018

	Note	31 March 2018 £000	31 March 2017 Restated £000
Revenue	3	8,268	5,190
Administrative expenses		(6,962)	(5,150)
OPERATING PROFIT/(LOSS)		1,306	40
Dividend income from subsidiary	21	178	185
Interest income	7	1,155	216
Interest expense	8	(648)	(549)
PROFIT/(LOSS) BEFORE TAXATION	4	1,991	(108)
Tax on profit/(loss)	9	(256)	(59)
PROFIT/(LOSS) FOR THE FINANCIAL YEAR	16	1,735	(167)

All amounts relate to continuing operations.

The income statement for the year ended 31 March 2017 has been restated as explained in note 1.4.

TOYOTA TSUSHO METALS LIMITED
FINANCIAL STATEMENTS

STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 MARCH 2018

	Note	31 March 2018 £000	31 March 2017 Restated £000
Profit/(Loss) for the financial year	16	1,735	(167)
Total comprehensive income/(expense)		1,735	(167)

The statement of comprehensive income for the year ended 31 March 2018 has been restated as explained in note 1.4.

STATEMENT OF CHANGES IN EQUITY

	Called up Share Capital £000	Available for sale Investment Reserve £000	Profit and Loss Account £000	Total Shareholders' Funds £000
Balance as at 1 April 2016 as reported	10,500	1,235	36,596	48,331
Restated due to error in previous years	-	-	(515)	(515)
Balance as at 1 April 2016 restated	10,500	1,235	36,081	47,816
Loss for the financial year as restated	-	-	(167)	(167)
Dividend paid	-	-	(9,660)	(9,660)
Balance as at 31 March 2017	10,500	1,235	26,254	37,989
Profit for the financial year	-	-	1,735	1,735
Dividend paid	-	-	(210)	(210)
Balance as at 31 March 2018	10,500	1,235	27,779	39,514

The notes on pages 12 to 33 form an integral part of these financial statements.

The statement of changes in equity as at 31 March 2017 has been restated as explained in note 1.4.

TOYOTA TSUSHO METALS LIMITED

STATEMENT OF FINANCIAL POSITION AS AT 31 MARCH 2018

	Note	31 March 2018 £000	31 March 2017 Restated £000
Non-Current assets			
Tangible assets	10a	126	71
Intangible assets	10b	1,001	-
Financial assets			
Available for sale investments	12a	1,440	1,440
Derivative financial instruments	11,13	8,544	13,152
Investments	12b	734	734
		<u>11,845</u>	<u>15,397</u>
Current assets			
Financial assets			
Derivative financial instruments	11	78,558	76,184
Debtors	13	35,625	83,078
Cash at bank and in hand		35,708	13,190
		<u>149,891</u>	<u>172,452</u>
Creditors: amounts falling due within one year	14	<u>(112,798)</u>	<u>(138,081)</u>
Net Current Assets		<u>37,093</u>	<u>34,371</u>
Total Assets less Current Liabilities		<u>48,938</u>	<u>49,768</u>
Creditors: amounts falling due after more than one year	11,14	<u>(9,424)</u>	<u>(11,779)</u>
Net assets		<u>39,514</u>	<u>37,989</u>
Capital and reserves			
Called up share capital	15	10,500	10,500
Available for sale investment reserve	16	1,235	1,235
Profit and Loss Account	16	27,779	26,254
Total shareholders' funds		<u>39,514</u>	<u>37,989</u>

The balance sheet as at 31 March 2017 has been restated as explained in note 1.4.

The financial statements on pages 9 to 33 are approved by the Board of Directors and authorised for issue on 25 July 2018 and signed on its behalf by:


Director, Hiroto Nakane

The notes on pages 12 to 33 form an integral part of these financial statements

TOYOTA TSUSHO METALS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2018

1. 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.

1.1 Basis of preparation

The financial statements for the Company have been prepared in accordance with The Companies Act 2006 and United Kingdom Generally Accepted Accounting Practice ("UK GAAP"), comprising of United Kingdom Accounting Standards and applicable law. The company meets the definition of a qualifying entity under FRS100 (Financial Reporting Standard 100) issued by the Financial Reporting Council. Accordingly, in the year ended 31 March 2018. The financial statements have therefore been prepared in accordance with FRS101 'Reduced Disclosure Framework' as issued by the Financial Reporting Council.

As detailed in the Directors' Report, the going concern assumption has been used in preparing these financial statements.

The principal accounting policies adopted, which have been applied consistently throughout the year, are described below together with an explanation of where changes have been made to previous policies on the adoption of new accounting standards in the year. The financial statements are prepared under the historical cost convention modified to include the revaluation of certain financial assets and liabilities.

The financial statements of the company are consolidated within the parent's thus being Toyota Tsusho Corporation, as detailed in Note 20 and such consolidated financial statements are publicly available from the parents website, as per below:

<http://www.toyota-tsusho.com/english/ir/>

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

- IAS 7, 'Statement of cash flows'. A cash flow statement is included in the publicly available consolidated financial statements of the ultimate parent company, Toyota Tsusho Corporation, therefore the Company is not required to present a cash flow statement in these financial statements.
- Paragraph 30 and 31 of IAS 8 'Accounting policies, changes in accounting estimates and errors' (requirement for the disclosure of information when an entity has not applied a new IFRS that has been issued but is not yet effective).
- IAS 1, 'Presentation of financial statements': Section 40A-D requirements for a third statement of financial position.
- IAS 24 – Related party disclosures; Exemption for related party transactions entered into between two or more members of a group; Exemption from disclosure of compensation for key management personnel and amounts incurred by an entity for the provision of key management personnel services that are provided by a separate management entity

TOYOTA TSUSHO METALS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 March 2018

1.2 Company Information

The company is a private company domiciled in England and Wales, and its legal form is as a private Limited Company (Ltd) limited by shares. The country of incorporation is the United Kingdom.

1.3 Consolidation

The company is a wholly-owned subsidiary of Toyota Tsusho Corporation. It is included in the consolidated financial statements of Toyota Tsusho Corporation which are publicly available. Therefore the company is exempt by virtue of section 401 of the Companies Act 2006 from the requirement to prepare consolidated financial statements.

1.4 Prior Year Restatement

The year ended 31 March 2017 balance sheet has been restated to present amounts due to an incorrect debtor amount of £624,000 relating to Japan corporation tax previously recognised as recoverable in error which has been written off. The effect of the restatement is to reduce both debtors and retained earnings by £624,000. The impact as at 31 March 2016 would have been £515,000

1.5 Revenue recognition

Revenue comprises commission and trading income. Commissions earned on fulfilling customer orders are recognised on an accruals basis. Trading income is made up of realised and unrealised gains and losses from the trading of forward metal contracts and other financial instruments designated as fair value through profit and loss.

1.6 Interest income and expense

Interest income and expense are recognised in the profit and loss account on an accruals basis.

1.7 Dividend income

Dividend income is recognised when the right to receive payment is established.

1.8 Tangible Fixed assets, intangible assets and depreciation

Tangible fixed assets and intangible assets are stated at historic purchase cost less accumulated depreciation. Cost includes the original purchase price of the asset and the cost attributed to bringing the asset to its working condition for its intended use.

Depreciation is provided to write off the cost plus any associated delivery and labour charges less the estimated residual value of assets on a straight line basis over their estimated useful economic lives as follows:

Fixtures and fittings	3-5 years
Computer equipment	3 years
Intangible assets	5 years

TOYOTA TSUSHO METALS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2018

1.9 Impairment of non-financial assets

Non-financial assets not ready to use are not subject to depreciation and are tested annually for impairment. Assets that are subject to depreciation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use.

1.10 Taxation

The tax expense for the period comprises current and deferred tax. Tax is recognised in the income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in shareholders' funds. In this case, the tax is also recognised in other comprehensive income or directly in shareholders' funds, respectively. The company provides for taxation using tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

1.11 Deferred taxation

Deferred taxation provided at anticipated tax rates and on a non-discounted basis, is recognised in respect of all timing differences, arising from transactions or events that result in an obligation to pay more tax in the future, or a right to pay less tax in the future, which have occurred at the balance sheet date. Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

1.12 Foreign currencies

(a) Functional and presentation currency

Items included in the financial statements of the company are measured using the currency of the primary economic environment in which the company operates ('the functional currency'). The financial statements are presented in 'Pounds Sterling' (£), which is also the company's functional currency.

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement.

1.13 Derivative financial instruments

Derivatives are initially accounted for and measured at fair value on the date the contract is entered into and subsequently measured at fair value. The gain or loss on remeasurement is taken to the profit and loss account. All derivatives are included in assets when their value is positive and liabilities when their fair value is negative after taking account of any master netting agreements in place.

TOYOTA TSUSHO METALS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 March 2018

1.14 Available for sale investments

Available for sale assets are those intended to be held for an undefined period of time. They are initially recognised at fair value plus any transaction costs that are directly attributable to the acquisition. Gains and losses arising from changes in fair value are included as a separate component of equity until sale when the cumulative gain or loss is transferred to the profit and loss account. Where it is not possible for management to determine a reliable estimate of fair value, the amounts are held at cost less impairment.

1.15 Netting

Financial assets and liabilities are offset and the net amount reported in the balance sheet if, and only if, there is a legally enforceable right to set off the recognised amount and there is an intention to settle on a net basis, or to reduce the asset and liability simultaneously.

1.16 Debtors

Debtors relate to accrued commission income and trade debtors. These have determinable payments which are not quoted in an active market and are classified as loans and receivables. They are recognised initially at fair value and subsequently measured at amortised cost using the effective interest rate method, less provision for impairment.

The company assesses at the end of each reporting period whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a 'loss event') and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

1.17 Creditors

All financial liabilities are recognised initially at fair value on the date the contract is entered into. Subsequently, with the exception of derivative financial liabilities, financial liabilities are measured at amortised cost using the effective interest rate method.

1.18 Leased Assets

Leases of assets under which all the risks and benefits of ownership are effectively retained by the lessor are classified as operating leases. Payments made under operating leases are charged to the profit and loss account on a straight line basis over the period of the lease. When an operating lease is terminated before the lease period has expired, any payment required to be made to the lessor by way of penalty is recognised as an expense in the period in which termination takes place.

TOYOTA TSUSHO METALS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2018

1.19 Pension Cost

The Company has a defined contribution staff pension plan. The amount charged to the profit and loss account in respect of pension costs is the contributions payable for the period. Differences between contributions payable for the period and contributions actually paid are shown as either accruals or prepayments in the balance sheet.

1.20 Investment in subsidiaries

Investments in subsidiaries are held at cost less accumulated impairment losses.

1.21 Cash at bank and in hand

Cash and cash equivalents includes cash in hand, deposits held at call with banks and bank overdrafts. In the balance sheet, bank overdrafts are shown within borrowings in current liabilities.

2. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

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.

The company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

2.1 Useful economic lives of tangible fixed assets

The annual depreciation charge for tangible fixed assets is sensitive to changes in the estimated useful economic lives and residual values of the assets. The useful economic lives and residual values are re-assessed annually. They are amended when necessary to reflect current estimates, based on technological advancement, future investments, economic utilisation and the physical condition of the assets. See note 10 for the carrying amount of the tangible fixed assets, and note 1h) for the useful economic lives for each class of assets.

2.2 Impairment of trade debtors

The company makes an estimate of the recoverable value of trade and other debtors. When assessing impairment of trade and other receivables, management considers factors including the credit rating of the receivable, the ageing profile of receivables and historical experience. See note 13 for the net carrying amount of the receivables.

TOYOTA TSUSHO METALS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2018

2.3 Valuation of AFS Investments

The company holds 25,000 "B" shares in LME Holdings Limited for which no consideration was paid. It is a requirement of the LME that 25,000 "B" shares be held by Category one and two clearing members.

These shares are accounted for as an AFS investment. AFS investments are initially recognised at historic cost and are subsequently revalued to fair value with any gains and losses taken through the AFS reserve.

There is trading of the "B" shares on the secondary market. Where a buyer enters the market, but no existing member is willing to sell their surplus shares, the LME will issue new shares at a price determined by its B share committee. In March 2013 the Exchange issued shares to a new applicant at a price of £72 per share. While this price reflects an approximation of the fair value as the company has reached its minimum required shareholding, it would only be able to realise the investment if it were to cease its membership of the LME. In light of this, the directors believe it appropriate to apply a discount factor to the price to reflect the inherent illiquidity of the shareholding. While this exercise is subjective by its nature, the directors believe a valuation of £57.60 per share appropriately combines the latest available price and the illiquidity of the shares.

3. REVENUE

Substantially the Company's entire revenue is generated from a single class of business, namely broking and dealing for clients in metal derivatives. Also, in the opinion of the directors, the company, including its branch, trades with customers in a single international market. Therefore, no business or geographic segmental information has been provided.

Revenue is shown net of LME exchange fees and rebate commissions paid to introducing brokers.

4. PROFIT/(LOSS) BEFORE TAXATION

Profit before taxation is stated after including:

		31 March 2018 £000	31 March 2017 £000
	Note		
Auditors' remuneration:			
Audit services		89	96
Other services – taxation		10	7
Rent		339	339
Depreciation and amortisation	10	351	67
Staff costs	6	3,062	2,650
Recharged staff costs payable to parent company and fellow subsidiary	6	270	199

TOYOTA TSUSHO METALS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2018

5. REMUNERATION OF DIRECTORS

	31 March 2018 £000	31 March 2017 £000
Directors' emoluments	<u>599</u>	<u>338</u>

The directors of the company did not receive any remuneration under long term incentive schemes or any shares in the company (2016: £nil). The emoluments of certain directors are paid by Toyota Tsusho UK Limited, a fellow subsidiary company, which recharges the amount to the company as a management fee (see note 5). These amounts are included within administrative expenses. The aggregate emoluments paid to or receivable by the highest paid director were £250,000 (2017: £221,000).

6. STAFF COSTS

The average monthly number of full time equivalent persons employed by the company (including executive directors) during the year analysed by category, was as follows:

	31 March 2018	31 March 2017
Operational staff	10	9
Administrative staff	19	18
	<u>29</u>	<u>27</u>

The above does not include non-executives outlined on Page 4.

The aggregate payroll costs of these persons were as follows:

	31 March 2018 £000	31 March 2017 £000
Wages and salaries	2,814	2,442
Social security costs	248	208
	<u>3,062</u>	<u>2,650</u>
Recharged staff costs payable to parent company and fellow subsidiary	270	199
	<u>3,332</u>	<u>2,849</u>

The company has a defined contribution staff pension plan to which individuals can make voluntary contributions. The company contributed £92,994 in the financial year. (2017: £64,841).

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For the year ended 31 March 2018

7. INTEREST INCOME

	31 March 2018 £000	31 March 2017 £000
Bank deposit interest	1,155	216
	1,155	216

8. INTEREST EXPENSE

	31 March 2018 £000	31 March 2017 £000
Bank loan and overdraft interest	647	549
Other interest	1	-
	648	549

9. TAX ON PROFIT/(LOSS)

a) Analysis of the charge in the year

Current Tax

	31 March 2018 £000	31 March 2017 Restated £000
UK corporation tax current year at 19% (2017: 20%)	256	59
Tax per Income statement	256	59

TOYOTA TSUSHO METALS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
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9. TAX ON PROFIT/(LOSS) (continued)

b) Factors affecting the tax charge for the current year

The current tax charge for the year is lower (2017: higher) than the standard rate of corporation tax in the UK of 19% (2017: 20 %). The timing difference is explained below:

	31 March 2018	31 March 2017 Restated
	£000	£000
Profit/(Loss) before taxation	1,992	(108)
Current tax at 19% (2017: 20 %)	378	(22)
Effects of:		
Prior years tax adjustments	(144)	(35)
Expenses not deductible for tax purposes	52	7
Impact of non-taxable income	(34)	-
Effects of overseas tax rates	6	109
Amounts not recognised	(2)	-
Capital Allowances and adjustments	-	-
Total current tax charge/(credit) (see a)	<u>256</u>	<u>59</u>
Effective tax rate	13%	54%

The tax on profit (loss) for the period to 31 March 2017 has been restated as explained in note 1.4.

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10a. TANGIBLE ASSETS

	Fixtures and fittings £000	Computer equipment £000	Total £000
Balance at 1 April 2016	276	245	521
Additions	11	28	39
Disposals	-	-	-
At 1 April 2017	287	273	560
Additions	-	115	115
Disposals	9	-	9
At 31 March 2018	278	388	666
Accumulated Depreciation			
Balance at 1 April 2016	234	188	422
Disposals	-	-	-
Charge for the year	46	21	67
At 1 April 2017	280	209	489
Disposals	(2)	-	(2)
Charge for the year	-	53	53
At 31 March 2018	278	262	540
Net book value 31 March 2018	-	126	126
Net book value 31 March 2017	7	64	71

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For the year ended 31 March 2018

10b. INTANGIBLE ASSETS

	Software £000	Total £000
Balance at 1 April 2017	-	-
Transfer from prepayments	1,299	1,299
Disposals	-	-
At 31 March 2018	1,299	1,299
Accumulated Amortisation		
Balance at 1 April 2017	-	-
Disposals	-	-
Charge for the year	298	298
At 31 March 2018	1,001	1,001
Net book value 31 March 2018	1,001	1,001
Net book value 31 March 2017	-	-

The cost of the back office system until 31 March 2017 was shown as a prepayment in the financial statements. This has been reclassified to intangible assets as management considered this presentation better reflects the substance of the transaction.

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NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2018

11. DERIVATIVE FINANCIAL INSTRUMENTS

	31 March 2018		31 March 2017	
	Assets £'000	Liabilities £'000	Assets £'000	Liabilities £'000
Derivative transactions				
Forwards, Futures and options positions	81,561	(71,288)	86,436	(93,814)
Forward foreign exchange positions	5,541	(6,366)	2,900	(8,271)
Total	87,102	(77,654)	89,336	(102,085)
Current portion	78,558	(68,230)	76,184	(90,306)
Non current portion	8,544	(9,424)	13,152	(11,779)
Due from/to affiliated companies:				
Current portion	5,843	(10,375)	15,663	(220)
Non current portion	24	(784)	3,641	-

Forwards, futures and options positions include metal and options contracts entered into in the normal course of operations. The maturity dates range from one day to five years. The forward foreign exchange contracts are entered into in order to match settlement amount and maturity of forward, futures & options positions. As is normal in the market place, settlements are made on a net basis as they fall due

The fair value of exchange traded, non exchange traded contracts, and foreign currency transactions is based on the market prices, including FX rates, provided by the London Metal Exchange as at the balance sheet date. Other relevant data such as discount rates, is provided by LME Clear. All fair value movements have been included in turnover for the year ended 31 March 2018.

12a. AVAILABLE FOR SALE INVESTMENTS

	31 March 2018 £000	31 March 2017 £000
Shares in LME (Holdings) Limited "B" shares	1,440	1,440
LME (Holdings) Limited "B" shares	1,440	1,440

TOYOTA TSUSHO METALS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2018

12a. AVAILABLE FOR SALE INVESTMENTS (continued)

In May 2006 the company received 30,000 "B" shares in LME Holdings Limited for which no consideration was paid. It is a requirement of the LME that 25,000 "B" shares be held by Category one and two clearing members.

There is trading of the "B" shares on the secondary market. Where a buyer enters the market, but no existing member is willing to sell their surplus shares, the LME will issue new shares at a price determined by its B share committee. In March 2013 the Exchange issued shares to a new applicant at a price of £72 per share. While this price reflects an approximation of the fair value as the company has reached its minimum required shareholding, it would only be able to realise the investment if it were to cease its membership of the LME. In light of this, the directors believe it appropriate to apply a discount factor to the price to reflect the inherent illiquidity of the shareholding. While this exercise is subjective by its nature, the directors believe a valuation of £57.60 per share appropriately combines the latest available price and the illiquidity of the shares.

12b. INVESTMENTS

In 2013 Toyota Tsusho Markets Japan Limited (TTMJ) was established as a Subsidiary in Japan with ordinary share capital of JPY 105,000,000 equivalent of £734,000. The directors believe that the carrying value of the investments is supported by their underlying net assets.

13. DEBTORS

	31 March 2018	31 March 2017 Restated
Amounts falling due within one year:	£000	£000
Trade debtors	24,225	76,094
Provision for doubtful receivable	(650)	(190)
Amount due from affiliated companies	1	40
Prepayments and accrued income	218	2,170
LME Clear members default fund	11,455	4,863
Other debtors	376	100
	<u>35,625</u>	<u>83,078</u>
 Amounts falling due after more than one year	 31 March 2018 £000	 31 March 2017 £000
Derivative financial instruments (see note 11)	8,544	13,152
	<u>8,544</u>	<u>13,152</u>

The comparative figures have been restated as explained in note 1.4.

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For the year ended 31 March 2018

13) DEBTORS (continued)

Concentration of credit risk is disclosed in Note 18. Trade debtors that were past due and impaired at year end amounted to £1,247,207 with a provision of £650,000 and a bank guarantee of £355,000

14. CREDITORS: Amounts falling due within one year

	31 March 2018 £000	31 March 2017 £000
Bank loans and overdrafts	6,367	44,848
Trade creditors	36,433	1,712
Derivative financial instruments (see note 11)	68,230	90,306
Other creditors and accruals	1,768	1,215
	112,798	138,081

Amounts falling due after more than one year	31 March 2018 £000	31 March 2017 £000
Derivative financial instruments (see note 11)	9,424	11,779
	9,424	11,779

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For the year ended 31 March 2018

15. CALLED UP SHARE CAPITAL

	31 March 2018	31 March 2017
	£000	£000
Authorised, allotted, called up and fully paid		
10,500 (2017: 10,500,000) ordinary shares of £1 each	10,500	10,500

Share capital constitutes the managed capital of the Company. Called up share capital and the profit and loss account on the balance sheet qualify for inclusion as financial resources for regulatory purposes.

In addition, the company can call on subordinated loans from third parties to supplement regulatory capital if required. There was no subordinated loan drawn down at the financial year end. (2017: £nil). The Company is authorised and regulated by the Financial Conduct Authority ("FCA"), and is subject to the FCA's minimum capital standards and requirements as applicable to UK Non-MIFID Firms. These require, inter alia, that a minimum ratio of Capital available to risk weighted Capital Requirements of 100% is maintained at all times. In addition there are concentration and liquidity mismatch calculations and reporting requirements and is measured on a daily basis.

The Company's FCA requirements are fully incorporated into capital management objectives, policies and processes. The major risk categories considered by both the FCA and the Company are those pertaining to Credit Risk, Market Risk, Regulatory Risk and Operational Risk.

16. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	Called up Share Capital	Available for sale Investment Reserve	Profit and Loss Account	Shareholders' Funds 2018	Shareholders' Funds 2017 Restated
	£000	£000	£000	£000	£000
At 1 April	10,500	1,235	26,254	37,989	47,816
Profit/(loss) for the financial year	-	-	1,735	1,735	(167)
Dividend paid	-	-	(210)	(210)	(9,660)
At 31 March	10,500	1,235	27,779	39,514	37,989

A dividend of £928,200 is proposed for 2018. (2017: £210,000).

The reconciliation of movements in shareholders' funds has been restated as explained in note 1.4.

TOYOTA TSUSHO METALS LIMITED
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For the year ended 31 March 2018

17. OTHER COMMITMENTS AND CONTINGENCIES

At the end of the financial year the Company had no commitments under software licence agreements (2017: £nil). There were no other material capital commitments or contingencies at the end of the financial year (2017: £nil).

18. FINANCIAL RISK MANAGEMENT

The company's activities expose it to a variety of financial risks: price/market risk, credit risk, liquidity risk and cash flow, and fair value interest rate risk. The company's overall risk management programme focuses on the unpredictability of relevant markets and seeks to minimise potential adverse effects on the company's financial performance. The Board of Directors determines the level of risk acceptable to the company by setting limits within which senior managers monitor the company's operations.

Price risk:

This risk arises from adverse movements in the price of derivatives in which the company trades. The company's objective is to be aware, control and minimise this risk. The Company's principal business involves acting as a broker and dealer in commodity derivatives and it holds positions primarily on a back to back basis with clients and brokers. Open trading positions held by the Company are small and largely result from client facilitation activities. Where open positions exist the Company is exposed to adverse price movement in the price of commodities in which it trades and holds positions.

The company has a policy to create trading limits have been set that take into account each commodity's volatility. These limits are monitored on a daily basis against both marked to market movement and position structure.

AFS investments:

A 10% change in the price of the available for sale investment detailed in note 12a above would have resulted in a net change of £144,000 (2017: £144,000) in the carrying market value of the assets at 31 March 2018.

Credit risk:

Credit risk arises from a counterparty defaulting on a contractual obligation involving cash and cash equivalents, deposits with banks and financial institutions, and from derivative financial instruments transactions. In particular, the Company operates in a market that is largely driven by providing credit to counterparties.

The Company has credit policies and procedures in place under its Adequate Credit Management Policy (ACMP) and this helps ensure it deals only with counterparties of suitable credit standing. After considering a counterparty's financial results and other relevant data, all applications for credit lines are submitted to the parent company's credit committee for formal approval, or rejection. Such lines granted are advised to the counterparty and are reviewed at least on an annual basis. All counterparty positions are monitored at least on a daily basis

TOYOTA TSUSHO METALS LIMITED
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18. FINANCIAL RISK MANAGEMENT (continued)

against lines granted. The Group calls margin for cover should net exposures covered by netting agreements exceed the lines granted. It considers its dealings with the present range commodities as one class of financial asset.

The Company has determined that concentration risk can arise through exposure to any one counterparty or counterparty group, from the industry segment those counterparties are involved in, and from geographic region. Although at the year-end there was no significant financial, geographic or industry concentration, the Group continues to have a major part of its business in Asia. The company had exposure to a clearing house of £21,340 (2017: £26,068). There were no impaired exposures. The amount that best represents the company's exposure to credit risk at the year end, without taking account of collateral or other credit enhancements, was equivalent to the current assets as disclosed on the balance sheet, less prepayments and accrued income of £218 (2017: £2,170) as disclosed in note 13. Management, however, have in place master netting agreements that reduce the credit exposure significantly and through the netting of assets and liabilities in the event of a default. After taking account of the netting provisions and collateral held in respect of derivative instruments, the company's overall maximum credit exposure in respect of derivative financial instruments would be £59,625,226 (2017: £61,483,088). This includes £45,910,163 to a Clearing House, £1,126,057 to Banks and £12,589,006 to Others.

Liquidity risk:

Liquidity risk is the risk that the Company is unable to meet its financial obligations as they fall due. Prudent liquidity risk management requires maintaining sufficient cash, cash equivalent, deposits and adequate bank facilities readily available to fund the company's day to day business. Funding levels are reviewed at least annually by the Company and its parent company and account taken of both business plans and market levels to ensure an appropriate level of uncommitted bank facilities are available to support the business. To achieve this, significant parent support by way of guarantees is provided to the banks that provide these facilities to the Company. The facilities cover funding for daily operational requirements of the company to LME Clear, and subordinated loan funding when required for regulatory capital purposes. At the balance sheet date, the company had adequate unutilised facilities.

The table below analyses the company's total financial assets and liabilities into relevant maturity groupings based on the remaining year at the balance sheet date.

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18. Financial Risk Management (continued)

At 31 March 2018	Less than three months	Between 3 and 6 months	Between 6 and 12 months	Between 1 and 3 years	Between 3 and 5 years	Total
	£000	£000	£000	£000	£000	£000
<u>Assets</u>						
Derivative financial instruments	70,552	19,307	13,118	10,278	12	113,267
Derivative financial instruments - due from affiliated entities	9,227	5,377	2,354	792	-	17,750
Trade debtors	24,225	-	-	-	-	24,225
Trade debtors – due from affiliated entities	1	-	-	-	-	1
Other debtors	-	-	-	-	-	-
Term deposits	-	-	-	-	-	-
Cash at bank and in hand	35,708	-	-	-	-	35,708
TOTALS	139,713	24,684	15,472	11,070	12	190,951
<u>Liabilities</u>						
Derivative financial instruments	80,324	17,883	19,631	10,158	12	128,008
Derivative financial instruments - due to affiliated entities	7,939	2,210	2,277	32	-	12,458
Trade creditors	36,433	-	-	-	-	36,433
Bank Loans and overdrafts	6,367	-	-	-	-	6,367
Other creditors	1,691	-	-	-	-	1,691
TOTALS	132,754	20,093	21,908	10,190	12	184,957

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18. Financial Risk Management (continued)

At 31 March 2017	Less than three months	Between 3 and 6 months	Between 6 and 12 months	Between 1 and 3 years	Between 3 and 5 years	Total
	£000	£000	£000	£000	£000	£000
<u>Assets</u>						
Derivative financial instruments	44,788	18,316	20,367	9,695	51	93,217
Derivative financial instruments - due from affiliated entities	3,248	22,836	890	3,641	-	30,615
Trade debtors	76,094	-	-	-	-	76,094
Trade debtors – due from affiliated entities	40	-	-	-	-	40
Other debtors	-	-	-	-	-	-
Term deposits	-	-	-	-	-	-
Cash at bank and in hand	13,190	-	-	-	-	13,190
TOTALS	137,360	41,152	21,257	13,336	51	213,156
<u>Liabilities</u>						
Derivative financial instruments	53,836	39,471	19,728	11,807	207	125,049
Derivative financial instruments - due to affiliated entities	8,666	449	2,416	-	-	11,531
Trade creditors	1,712	-	-	-	-	1,712
Bank Loans and overdrafts	44,848	-	-	-	-	44,848
Other creditors	1,217	-	-	-	-	1,217
TOTALS	110,279	39,920	22,144	11,807	207	184,357

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18. Financial Risk Management (continued)

Foreign exchange risk:

The company is exposed primarily to movement in United States dollar (dollar) and sterling exchange rates because it operates mainly in dollar denominated commodities and reports the financial statements in sterling.

Management has set a policy that where the company contracts in a currency other than dollar, that contract is normally immediately covered with respect to the dollar. The company is also required to sell its dollar income stream for sterling on at least a monthly basis. The company has receivables and payables in non-sterling currencies and the resulting currency exposure within net assets are exposed to currency translation risk.

An increase of 5% in respect of spot exchange rates to sterling at the balance sheet date would have resulted in a loss to profit and loss on translation difference in respect of net currency assets of (£98,175) (2017: £262,954) whilst a 5% decrease in the spot exchange rate to sterling would have resulted in a gain of £88,825 (2017: £290,633).

The foreign exchange exposure of the company, net of forward FX hedges, is as follows:

	31 March 2018 £000	31 March 2017 £000
USD	4,191	13,848
Yen	(7,840)	(6,444)
Euro	1,783	(1,881)
	<u>(1,866)</u>	<u>5,523</u>

Interest rate risk:

The company have an excess of current assets over current liabilities and are exposed to minimal cash flow interest rate risk: Surplus cash is invested on term deposits and interest is earned on funds held at the LME. Interest is not charged or incurred on outstanding derivative asset and liabilities with brokers or clients.

The average effective interest rate on these deposits for the company at 31 March 2018 was 1.08% (2017: 1.00%).

An increase or decrease of 1% in interest rates on deposits and loans held at the balance sheet date for the company would have resulted in a net gain to the profit and loss account of £783,000 (2017: £560,000) in respect of an increase in rate, and a loss of £783,000 in respect of a decrease (2017: £560,000).

Fair value hierarchy

The company has disclosed their derivative positions under the three tier hierarchy for fair value measurement as required under IAS39: Financial instruments; disclosures for the year ended 31 March 2018. Level 1 relates to positions where quoted (unadjusted) prices are readily observable and obtainable for identical assets and liabilities in an active market. Level 2 relates to positions which require input (other than quoted prices included

18. Financial Risk Management (continued)

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within level 1) that are observable for the asset and the liability, either directly (prices) or indirectly (derived from prices). Level 3 relates to positions which require inputs for the asset and liability that are not based on observable market data.

The company has determined it has futures and options positions which are classified as level 1, and metal forward and FX positions classified as level 2. The total of Level 1 assets and liabilities is respectively £81,561K and £71,288K (see note 11). Level 2 assets and liabilities are respectively £5,541K and £6,366K (see note 11). All prices are derived from quotes or other information from the London Metal Exchange. Additionally, the company has determined that Available for Sale assets of LME B shares of £1,440,000 are fair valued at year end using management's best effort valuation methods (see note 12a), are classified as level 3. There has been no movement in level 3 since the prior year (2017: £1,440,000).

19. DIVIDENDS

The directors are proposing a final dividend in respect of the financial year ending 31 March 2018 of £928,200 (2017: £210,000).

20. IMMEDIATE AND ULTIMATE PARENT UNDERTAKING

The immediate and ultimate parent undertaking and controlling party of the Company is Toyota Tsusho Corporation, a company incorporated in Japan. A copy of Toyota Tsusho Corporation's consolidated financial statements may be obtained from Toyota Tsusho Corporation, Toyota Building, 9-8 Meieki 4 – chome, Nakamura-ku, Nagoya 450-8575, Japan.

21. INVESTMENTS IN SUBSIDIARIES

The amounts recognised in the balance sheet are as follows:

	31 March 2018 £000	31 March 2017 £000
Toyota Tsusho Markets Japan	734	734
At 31 March	734	734

The amounts recognised in the income statement are as follows:

	31 March 2018 £000	31 March 2017 £000
Toyota Tsusho Markets Japan	178	185
At 31 March	178	185

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Toyota Tsusho Markets Japan Limited (TTMJ) is a wholly owned subsidiary whose office is located at Toyota Building, 9-8 Meieki 4 – chome, Nakamura-ku, Nagoya 450-8575, Japan. TTMJ continues to provide the Company with increased access to clients based in Japan and has facilitated the development of that market. The directors continue to actively pursue plans to expand into other futures markets and regions.

22. SUBSEQUENT EVENTS

There are no adjusting or non-adjusting events.