
DBUKH FINANCE LIMITED

Company number: 4816138

REPORT AND FINANCIAL STATEMENTS

For the year ended 31 December 2011

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REPORT OF THE DIRECTORS
For the year ended 31 December 2011

The Directors present their annual report and audited financial statements for the year ended 31 December 2011

ACTIVITIES AND REVIEW OF BUSINESS

The principal business of the Company is that of a holding company

From 1 January 2010, the currency of the primary economic environment in which Deutsche Bank AG, London Branch, (the Company's de-facto parent), operates changed from GBP to EUR. As the Company's activities are carried out primarily as an extension of Deutsche Bank AG, London Branch's operations, the local currency of the Company also changed on that date.

The Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and accounts.

The position at the end of the year is reflected in the audited balance sheet as set out on page 5.

RESULTS AND DIVIDENDS

The results of the Company for the year ended 31 December 2011, after providing for taxation, show a profit of €329,935 (2010: loss of €6,339,968).

The Directors do not recommend the payment of a dividend for the year (2010: € nil).

PRINCIPAL RISKS AND UNCERTAINTIES

The Company is a wholly owned subsidiary within the Deutsche Bank Group and therefore the risks it is subject to are managed within the risk and control functions of this Group.

The Directors acknowledge their responsibility for the overall management of the risks faced by the Company and note that the key business risks and uncertainties affecting the Company are considered to relate to the external interest rate and credit environment, particularly in relation to the Euro zone and the banking sector.

FUTURE OUTLOOK

Post year end, the Company sold its investments in Arche Investments Limited. The Directors are reviewing the future prospect of the Company.

POST BALANCE SHEET EVENT

On 29 February 2012, the Company sold their entire investments in Arche Investments Limited to DB UK Holdings Limited for a cash consideration of €172,212,935.

On 28 March 2012, the Company has undergone a formal reduction in capital pursuant to the Companies Act 2006, cancelled its Preference Shares issued to DB Sinus (Cayman) Limited. The Company returned capital amounting to GBP103,931,625 and interest amounting to GBP 43,759,940.

On 28 March 2012, Bozarche Limited sold its holdings of DB Sinus (Cayman) Limited preference shares to the Company under a forward purchase agreement for a consideration of €124,424,606.

On 28 March 2012, DB Sinus (Cayman) Limited redeemed its Preference Shares from the Company for a cash consideration of GBP103,931,625.

On 28 March 2012, the Company's cross currency swap with DB AG London matured.

On 11 May 2012, the Company sold its nominee shareholding of 345 ordinary shares in an affiliate company, Deutsche Securities Colombia SA to DB Overseas Holdings Limited for a purchase price of €4.

On 22 May 2012, the Company declared and paid an interim pre-liquidation dividend of GBP8,143,458 to DB UK Holdings Limited.

DIRECTORS

The Directors of the Company who held office during the year and subsequent to the year ended 31 December 2011 were as follows:

D K Thomas
B Craig
N K J Calvert
S W Clark

Resigned 22 March 2012
Resigned 16 September 2011

A Rutherford was the Secretary of the Company throughout the year. There have been no further changes during the year or subsequent to the year-end.

REPORT OF THE DIRECTORS (continued)
For the year ended 31 December 2011

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE DIRECTORS' REPORT AND THE FINANCIAL STATEMENTS

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 they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice)

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 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 have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

DISCLOSURE OF INFORMATION TO AUDITORS

The Directors who held office at the date of approval of this Directors' Report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditors are unaware, and each director has taken all steps that he/she ought to have taken as a Director to make himself/herself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

AUDITORS

Pursuant to Section 487 of the Companies Act 2006 the auditors will be deemed to be reappointed and KPMG Audit Plc will therefore continue in office.

By order of the Board of Directors this 28th day of September 2012



A Rutherford
Joint Secretary

Registered office

Winchester House
1 Great Winchester Street
London, United Kingdom
EC2N 2DB

Company number 4816138

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF
DBUKH FINANCE LIMITED**

We have audited the financial statements of DBUKH Finance Limited for the year ended 31 December 2011 set out on pages 4 to 12. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice).

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members, as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As explained more fully in the Directors' Responsibilities Statement set out on page 2, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit, and express an opinion, on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the APB's web-site at www.frc.org.uk/apb/scope/private.cfm.

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 2011 and of its profit for the year then ended,
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

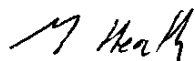
Opinion on other matters prescribed by the Companies Act 2006

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
- we have not received all the information and explanations we require for our audit.



M. Heath (Senior Statutory Auditor)

For and on behalf of KPMG Audit Plc, Statutory Auditor

Chartered Accountants

15 Canada Square

London E14 5GL

Dated 28 September 2012

PROFIT AND LOSS ACCOUNT
For the year ended 31 December 2011

	Note	<u>2011</u> €	<u>2010</u> €
Income from shares in group undertakings	4	5,552,605	106,654
Interest receivable	5	8,420,538	10,464,779
Interest payable	6	(16,774,076)	(19,023,764)
Foreign exchange (loss)/gain		(302,510)	169,155
Reversal of impairment provision	8	885,321	-
Other expenses		-	(115,762)
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		(2,218,122)	(8,398,938)
Tax credit on loss on ordinary activities	7	2,548,057	2,058,970
PROFIT/(LOSS) FOR THE FINANCIAL YEAR		329,935	(6,339,968)

The profit for the year has arisen from continuing activities

There were no other recognised gains and losses during the year

The notes on pages 7 to 12 form part of these accounts

BALANCE SHEET
As at 31 December 2011

	Note	2011 £	2010 £
FIXED ASSETS			
Investments	8	171,264,245	170,413,560
CURRENT ASSETS			
Debtors	9	251,464,895	252,876,067
Cash at bank		40,369	40,685
		<u>251,505,264</u>	<u>252,916,752</u>
CREDITORS amounts falling due within one year	10	(287 179,759)	(291 783 256)
NET CURRENT LIABILITIES		(35,674 495)	(38,866 504)
TOTAL ASSETS LESS CURRENT LIABILITIES		135,589,750	131,547,056
Creditors amounts falling due after more than one year	11	(124 147,566)	(120 434,807)
NET ASSETS		11,442,184	11,112,249
CAPITAL AND RESERVES			
Called up share capital	12	1	1
Profit and loss account		11,442,183	11,112,248
SHAREHOLDERS' FUNDS		11,442,184	11,112,249

The notes on pages 7 to 12 form part of these accounts

These financial statements were approved by the Board of Directors on

28th September 2012



Signed by **B CRAIG**
for and on behalf of the Board of Directors

Company number 4816138

RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS
For the year ended 31 December 2011

	<u>Profit and Loss</u> <u>Account</u> €	<u>Ordinary Share</u> <u>Capital</u> €	<u>Total</u> €
Balance at 1 January 2011	11,112,248	1	11,112,249
Profit/(Loss) for the year	329,935	-	329,935
Balance at 31 December 2011	11,442,183	1	11,442,184

RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS
For the year ended 31 December 2010

	<u>Profit and Loss</u> <u>Account</u> €	<u>Ordinary Share</u> <u>Capital</u> €	<u>Total</u> €
Balance at 1 January 2010	17,452,216	1	17,452,217
Loss for the year	(6 339 968)	-	(6 339,968)
Balance at 31 December 2010	11,112,248	1	11,112,249

The notes on pages 7 to 12 form part of these accounts

NOTES TO THE ACCOUNTS
For the year ended 31 December 2011

1 ACCOUNTING POLICIES

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the financial statements

Basis of preparation

These financial statements have been prepared in accordance with the Companies Act 2006, UK applicable accounting standards and applicable Statements of Recommended Practice. The particular accounting policies are described below

(a) CONVENTION

These financial statements are prepared in accordance with the historical cost convention

(b) FUNCTIONAL CURRENCY

From 1 January 2010, the currency of the primary economic environment in which Deutsche Bank AG, London Branch, (the Company's de-facto parent), operates changed from GBP to EUR. As the Company's activities are carried out primarily as an extension of Deutsche Bank AG, London Branch's operations, the local currency of the company also changed on that date

(c) INTEREST INCOME AND EXPENSE

Interest income and expense are accounted for on an accrual basis

(d) DIVIDEND INCOME

Dividend income is recognised when the Company's right to receive the payment is established

(e) TAXATION

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

Deferred tax is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date, except as otherwise required by FRS19

(f) FOREIGN EXCHANGE

Transactions in foreign currencies are translated into EUR at the dates of transactions. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are translated at the rates ruling at that date. These translation differences are dealt with in the profit and loss account

(g) CLASSIFICATION OF FINANCIAL INSTRUMENTS ISSUED BY THE COMPANY

In accordance with FRS 25, financial instruments issued by the Company are treated as equity (i.e., forming part of shareholder's funds) only to the extent that they meet the following two conditions

(i) they include no contractual obligations upon the Company to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the Company, and

(ii) where the instrument will or may be settled in the Company's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the Company's own equity instruments or is a derivative that will be settled by the Company's exchanging of a fixed amount of cash or other financial assets for a fixed number of its

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability. Where the instrument so classified takes the legal form of the Company's own shares, the amounts presented in these financial statements for called up share capital and share premium account exclude amounts in relation to those shares

Finance payments associated with financial liabilities are dealt with as part of interest payable and similar charges. Finance charges associated with financial instruments that are classified as part of shareholders' funds (see dividends policy), are dealt with as appropriations in the reconciliation of movements in shareholder's funds

NOTES TO THE ACCOUNTS

For the year ended 31 December 2011

1 ACCOUNTING POLICIES (Continued)**(h) FIXED ASSET INVESTMENTS**

Fixed assets are held at cost less for any impairment. Any such provision is charged to profit and loss account in the year in which it arises.

(i) CASH FLOW STATEMENT

The Company is exempt from the requirement to prepare a cash flow statement under Financial Reporting Standard 1 (Revised 1996) as it is a wholly owned subsidiary undertaking of a company which prepares consolidated financial statements which are publicly available.

(j) GROUP ACCOUNTS EXEMPTION

As the Company is a wholly owned subsidiary undertaking of Deutsche Bank AG, which is incorporated in the E.U. and which publishes consolidated financial statements, and as its immediate parent undertaking is also incorporated in the E.U., it is exempt under section 400 of the Companies Act 2006 from the requirement to prepare group financial statements. Accordingly, these statutory financial statements present information about the Company as an individual undertaking and not about its group.

(k) Going Concern

The Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and accounts.

2 DIRECTORS' REMUNERATION

The aggregate emoluments of persons who were Directors of the Company during the year ended 31 December 2011, including pension contributions, were € nil (2010: € nil).

3 ADMINISTRATIVE EXPENSES

The Company has no full time employees. The staff involved in the Company's operations are all employees of the Deutsche Bank Group. The total staff costs have been borne by a Deutsche Bank Group company without recharge, no staff costs have therefore been included in these financial statements (2010: € nil).

	<u>2011</u>	<u>2010</u>
	€	€
Audit of these financial statements	13,044	12,167

Auditor's remuneration for services to the Company has been borne by another group undertaking.

4 INCOME FROM SHARES IN GROUP UNDERTAKINGS

	<u>2011</u>	<u>2010</u>
	€	€
Interest receivable from group undertakings	5,552,605	106,654

On 15 November 2011, the Company received £4,745,711.48 (€5,552,605) dividends from its investment in Stores International Limited.

NOTES TO THE ACCOUNTS
For the year ended 31 December 2011

5 INTEREST RECEIVABLE	2011	2010
	£	£
Interest receivable from group undertakings	8,420,538	10,464,779

6 INTEREST PAYABLE	2011	2010
	£	£
In respect of borrowing from group undertakings	9,194,880	11,331,307
Finance costs on shares classified as liabilities	7,579,196	7,692,457
	16,774,076	19,023,764

7 TAXATION	2011	2010
	£	£
(a) Analysis of tax on loss on ordinary activities		
<i>Current tax</i>		
Corporation tax credit for the year	2,244,763	2,058,970
Prior year tax adjustment	303,294	
Total current taxation credit	2,548,057	2,058,970

The standard rate of tax for the year, based on the UK standard rate of corporation tax, is 26.5% (2010 - 28.0%) The actual tax credit for the year differs from the standard rate for the reasons set out in the following reconciliation

(b) Current tax reconciliation	2011	2010
	£	£
Loss on ordinary activities before taxation	(2,218,122)	(8,398,938)
Tax credit on loss on ordinary activities at standard rate	587,802	2,351,703
Effects of		
Dividend payable not deductible for tax	(2,008,487)	(2,457,182)
Deemed manufactured dividend deductible for tax	1,959,398	2,134,586
Non-taxable UK dividend income	1,471,440	29,863
Non-taxable impairment write back	234,610	-
Total current tax credit	2,244,763	2,058,970

The 2012 Budget on 21 March 2012 announced that the UK corporation tax rate will reduce to 22% by 2014. A reduction in the rate from 26% to 25% (effective from 1 April 2012) was substantively enacted on 5 July 2011, and further reductions to 24% (effective from 1 April 2012) and 23% (effective from 1 April 2013) were substantively enacted on 26 March 2012 and 3 July 2012 respectively.

This will reduce the company's future current tax charge accordingly.

NOTES TO THE ACCOUNTS

For the year ended 31 December 2011

8 FIXED ASSETS INVESTMENTS	2011	2010
	€	€
At 1 January	170,413,560	170,480,734
Disposals during the year	(34,636)	(67,174)
Reversal of impairment provision	885,321	-
At 31 December	<u>171,264,245</u>	<u>170,413,560</u>

The shares in subsidiary undertakings are valued at the Director's valuation

Details of the Company's principal undertakings are set out below

Name of company	Country of Incorporation	Type of Company	2011	2010
Arche Investments Limited	United Kingdom	Special Purpose Vehicle	100%	100%
DB Marcassin (Cayman) Holdings Limited	Cayman Islands	Special Purpose Vehicle	0%	100%
Stores International Limited	Cayman Islands	Special Purpose Vehicle - in liquidation	100%	100%
Deutsche Securities Colombia SA	Colombia	Special Purpose Vehicle	1 5%	1 5%

DB Marcassin (Cayman) Holdings Limited which was 100% owned by the Company was dissolved on June 21, 2011. There were no gains/losses recognized upon dissolution.

Provision for impairment relating to investment from Arche was reversed as this investment was sold to DB UK Holdings Limited in full on February 29, 2012 for a cash consideration of €172,212,935.

On 11 May 2012, the Company sold its nominee shareholding of 345 ordinary shares in an affiliate company, Deutsche Securities Colombia SA to DB Overseas Holdings Limited for €4.

9 DEBTORS	2011	2010
	€	€
Amounts owed by group undertaking	248,790,722	252,519,441
Group relief receivable	2,674,172	356,625
Called-up share capital not paid	1	1
	<u>251,464,895</u>	<u>252,876,067</u>

10 CREDITORS amounts falling due within one year	2011	2010
	€	€
Amounts owed to parent undertakings	224,902,192	239,003,731
Interest on preference share classified as liabilities	62,277,567	52,779,525
	<u>287,179,759</u>	<u>291,783,256</u>

11 CREDITORS amounts falling due after more than one year	2011	2010
	€	€
Cumulative redeemable preference shares classified as liabilities	2,986	2,897
Preference share premium classified as liabilities	124,144,580	120,431,910
	<u>124,147,566</u>	<u>120,434,807</u>

NOTES TO THE ACCOUNTS
For the year ended 31 December 2011

12 SHARE CAPITAL	<u>2011</u>	<u>2010</u>
	<u>No</u>	<u>No</u>
Authorised		
Ordinary shares of £1 each	1	1
Cumulative Redeemable Preference Shares of £1 each	99,999,999	99,999,999
	<u>100,000,000</u>	<u>100,000,000</u>
Alotted and issued		
Ordinary Shares of £1 each	1	1
Cumulative Redeemable Preference Shares of £1 each	2,500	2,500
	<u>2,501</u>	<u>2,501</u>
	<u>€</u>	<u>€</u>
Authorised		
Ordinary Shares of £1 each	1	1
Cumulative Redeemable Preference Shares of £1 each	111,955,799	111,955,799
	<u>111,955,800</u>	<u>111,955,800</u>
Alotted and issued		
Ordinary Shares of £1 each	1	1
Cumulative Redeemable Preference Shares of £1 each	2,799	2,799
	<u>2,800</u>	<u>2,800</u>
Fully paid		
Ordinary Shares of £1 each	-	-
Cumulative Redeemable Preference Shares of £1 each	2,799	2,799
	<u>2,799</u>	<u>2,799</u>
<i>Presentation on Balance Sheet</i>		
Shares classified as liabilities	2,986	2,897
Shares classified in shareholder's funds	1	1
	<u>2,987</u>	<u>2,898</u>

The Cumulative Redeemable Preference Shares were issued for a total of £103,931,625, including a premium of £103,929,125. Due to the change in functional currency from GBP to EUR on 1 January 2010, the Cumulative Redeemable Preference Shares have been revalued to €124,147,566 (2010: €120,434,807), where premium amounted to €124,144,580 (2010: €120,431,910). This premium, along with the notional value above, has been classified as liabilities.

The preference shares issued are redeemable cumulative preferential shares with a fixed rate dividend of 6.34% per annum. The Company has the ability to redeem these preference shares from the date of the 10th anniversary of the issue of these shares. Preferential share holders have one vote in respect of each fully paid preference share.

On 28 March 2012, DB Sirius (Cayman) Limited redeemed its Preference Shares from the Company for a cash consideration of GBP103,931,625.

NOTES TO THE ACCOUNTS

For the year ended 31 December 2011

13 COMMITMENTS AND CONTINGENCIES

On 5 February 2004 the Company entered into a forward purchase agreement with Bozarche Limited in relation to preference shares issued by DB Sinus (Cayman) Limited presently held by Bozarche Limited

Under the terms of the agreement the Company contracted to buy back the shares, the principal being €124,147,566 (2010 €120,434,807), plus all accrued and unpaid dividends once the dividends became payable. At 31 December, the amount was

	<u>2011</u> €	<u>2010</u> €
Commitments - one year or more	186,425,133	173,214,332

On 28 March 2012, Bozarche Limited sold the DB Sinus (Cayman) Limited preference shares to the Company under the Forward Purchase Agreement for a full and paid consideration of EUR 124,424,606

14 ULTIMATE PARENT COMPANY AND OTHER PARENT UNDERTAKINGS

DB UK Holdings Limited, a company incorporated in the UK, is the Company's immediate controlling entity

Deutsche Bank AG, a joint stock corporation with limited liability incorporated in the Federal Republic of Germany, is the Company's ultimate controlling entity, also being the ultimate parent company and the parent undertaking of the largest and smallest group for which group financial statements are drawn up

Copies of the group financial statements prepared in respect of Deutsche Bank AG may be obtained from the Company Secretary, Deutsche Bank AG, London branch, Winchester House, 1 Great Winchester Street, London EC2N 2DB

15 RELATED PARTY TRANSACTIONS

As permitted by paragraph 3(c) of FRS 8, no disclosure is made of transactions or balances with members or associates of the Deutsche Bank AG group

16 POST BALANCE SHEET EVENTS

On 29 February 2012, the Company sold their entire investments in Arche Investments Limited to DB UK Holdings Limited for a cash consideration of €172,212,935

On 28 March 2012, the Company has undergone a formal reduction in capital pursuant to the Companies Act 2006, cancelled its Preference Shares issued to DB Sinus (Cayman) Limited. The Company returned capital amounting to GBP103,931,625 and interest amounting to GBP 43,759,940

On 28 March 2012, Bozarche Limited sold its holdings in DB Sinus (Cayman) Limited preference shares to the Company under the forward purchase agreement for a consideration of €124,424,606

On 28 March 2012, DB Sinus (Cayman) Limited redeemed its Preference Shares from the Company for a cash consideration of GBP103,931,625

On 28 March 2012, the Company's cross currency swap with DB AG London matured

On 11 May 2012, the Company sold its nominee shareholding of 345 ordinary shares in an affiliate company, Deutsche Securities Colombia SA to DB Overseas Holdings Limited for €4

On 22 May 2012, the Company declared and paid an interim pre-liquidation dividend of GBP8,143,458 to DB UK Holdings Limited