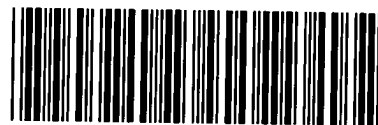


JCB FINANCE HOLDINGS LIMITED
DIRECTORS' REPORT
AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2017
REGISTERED NUMBER: 06545359

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JCB FINANCE HOLDINGS LIMITED
COMPANY NUMBER: 06545359

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 DECEMBER 2017

The directors present their annual report and the financial statements of the Company for the year ended 31 December 2017.

1. BUSINESS REVIEW

The principal activity of the Company is that of a holding Company. The Company is a joint operation established between BNP Paribas Lease Group Plc (50.1%) and JCB Financial Solutions UK Limited (49.9%).

The Company controls two directly held subsidiaries, one in the UK and one in France. The French subsidiary has three branches operating in Germany, Italy and Spain.

The Company reported a profit after tax for the year of £3,672k (2016: £4,818k) as shown in the statement of comprehensive income. The results for the year are considered satisfactory.

Key performance indicators are not considered necessary for an understanding of the development, performance or position of the business of the Company.

There are limited risks and uncertainties faced by the Company which are associated with its activities since all costs incurred are on behalf of related parties and are reimbursed by those related companies.

Further details regarding risk can be found in note 14.

2. DIRECTORS AND THEIR INTERESTS

The directors of the Company who served during the year, and up to the date of signing the financial statements, were as follows:

D Brown	
D. Delestre	
D. Dolbear	
D. Ghislandi	
C. Murat	Appointed 21 September 2017
H. Pinner	Resigned 21 September 2017
J. Rawlings	

No director of the Company has at any time had any interest in the shares of the Company.

3. DIVIDENDS

No dividends were paid in the year 2017. In 2016, dividends were paid amounting to £1,371k. Further information can be found in note 7 to the financial statements.

4. STRATEGIC REPORT

In accordance with Section 414B Companies Act 2006, Strategic report: small companies exemption, no strategic report has been presented.

5. DIRECTORS' AND OFFICERS' LIABILITY INSURANCE

During the year, the Company maintained Directors and Officers Liability insurance.

JCB FINANCE HOLDINGS LIMITED
COMPANY NUMBER: 06545359

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 DECEMBER 2017 (continued)

6. AUDITORS

Mazars LLP will continue to hold office in accordance with Section 487 of the Companies Act 2006.

7. GOING CONCERN

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

8. DISCLOSURE OF INFORMATION TO THE AUDITOR

Each Director confirms that:

- (a) so far as they are aware, there is no relevant audit information of which the Company's auditors are unaware; and
- (b) they have taken all the steps 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.

9. STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with International Financial Reporting Standards ("IFRS") as adopted by the European Union and applicable law. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether IFRS as adopted by the European Union have been followed subject to any material departures disclosed and explained in the financial statements;
- provide additional disclosures when compliance with specific requirements in IFRS is insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

JCB FINANCE HOLDINGS LIMITED
COMPANY NUMBER: 06545359

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 DECEMBER 2017 (continued)

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 on 14 May 2018 and signed on its behalf by:

Director

A handwritten signature in black ink, consisting of a large, stylized 'S' or 'J' shape, enclosed within an oval border.

Registered Office

Lakeside Works
Rocester
Uttoxeter
Staffordshire
ST14 5JP

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF **JCB FINANCE HOLDINGS LIMITED**

We have audited the financial statements of JCB Finance Holdings Limited ("the company") for the year ended 31 December 2017 which comprise the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity, the Statement of Cash flows and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRS's) as adopted by the European Union.

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2017 and of its profit for the year then ended;
- have been properly prepared in accordance with IFRS's as adopted by the European Union; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Use of the audit report

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.

Conclusions relating to going concern

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

- 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.

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion 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 such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in 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 in this regard.

Opinion on the other matter prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Directors' Report has been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the Directors' Report.

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 by the company, 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.

Responsibilities of Directors

As explained more fully in the directors' responsibilities statement set out on page 4, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors 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.

Auditor's 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 auditor's 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 Financial Reporting Council's website at www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.



Greg Simpson (Senior Statutory Auditor)
For and on behalf of Mazars LLP
Chartered Accountants and Statutory Auditor
Tower Bridge House
St Katharine's Way
London E1W 1DD

17 May 2018

JCB FINANCE HOLDINGS LIMITED
COMPANY NUMBER: 06545359

STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2017

	Notes	2017 £'000	2016 £'000
<u>CONTINUING OPERATIONS</u>			
Dividend Income		3,614	3,921
Other Income	2	63	875
TOTAL INCOME		<u>3,677</u>	<u>4,796</u>
Income from Operations	3	2	-
PROFIT BEFORE TAX		<u>3,679</u>	<u>4,796</u>
Taxation	6	(7)	22
PROFIT FOR THE YEAR		<u>3,672</u>	<u>4,818</u>
Attributable to Equity Holders			
Other Comprehensive income for the year		-	-
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		<u>3,672</u>	<u>4,818</u>

The accompanying notes on pages 12 to 21 are an integral part of this statement.

JCB FINANCE HOLDINGS LIMITED
COMPANY NUMBER: 06545359

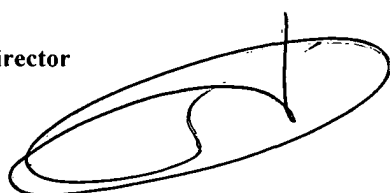
STATEMENT OF FINANCIAL POSITION AS AT 31 DECEMBER 2017

	Notes	2017 £'000	2016 £'000
ASSETS			
Non Current assets			
Investments	10	16,285	16,285
		<u>16,285</u>	<u>16,285</u>
Current Assets			
Cash and Cash Equivalents		11,547	8,021
Amounts receivable from Group Undertakings	8	205	57
		<u>11,752</u>	<u>8,078</u>
TOTAL ASSETS		<u>28,037</u>	<u>24,363</u>
EQUITY AND LIABILITIES			
Capital and Reserves			
Share Capital	11	6,168	6,168
Share Premium		10,118	10,118
Retained Earnings		11,694	8,022
TOTAL EQUITY		<u>27,980</u>	<u>24,308</u>
Current Liabilities			
Amounts payable to Group Undertakings		50	50
Other payables	9	7	5
Total Current Liabilities		<u>57</u>	<u>55</u>
TOTAL EQUITY AND LIABILITIES		<u>28,037</u>	<u>24,363</u>

The accompanying notes on pages 12 to 21 are an integral part of this statement.

These financial statements were approved by the Board of Directors on 14 May 2018 and signed on its behalf.

Director



JCB FINANCE HOLDINGS LIMITED
COMPANY NUMBER: 06545359

STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2017

	Note	Ordinary shares £'000	Share premium £'000	Retained earnings £'000	Total £'000
Balance at 1 January 2016		6,168	10,118	4,575	20,861
Total comprehensive profit for the year		-	-	4,818	4,818
Transactions with owners:					
Dividends paid for the year	7	-	-	(1,371)	(1,371)
Balance at 31 December 2016		6,168	10,118	8,022	24,308
Changes in Equity for 2017					
Total comprehensive profit for the year		-	-	3,672	3,672
Transactions with owners:					
Dividends paid for the year	7	-	-	-	-
Balance at 31 December 2017		6,168	10,118	11,694	27,980

The accompanying notes on pages 12 to 21 are an integral part of this statement.

JCB FINANCE HOLDINGS LIMITED
COMPANY NUMBER: 06545359

STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 DECEMBER 2017

	2017	2016
	£'000	£'000
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before taxation	3,679	4,796
Movements in working capital		
(Increase)/Decrease in amounts due from Group Undertakings	(148)	4,597
(Decrease)/Increase in other payables	(2)	23
Cash flow from operating activities before tax	<u>3,529</u>	<u>9,416</u>
Corporation tax paid	(3)	(24)
Net cash inflow from operating activities	<u>3,526</u>	<u>9,392</u>
CASH FLOW FROM FINANCING ACTIVITIES		
Dividends Paid	-	(1,371)
Net cash used in financing activities	<u>-</u>	<u>(1,371)</u>
Net movement in cash and cash equivalents	<u>3,526</u>	<u>8,021</u>
Cash and cash equivalents at beginning of period	8,021	-
Cash and cash equivalents at end of period	<u><u>11,547</u></u>	<u><u>8,021</u></u>

The accompanying notes on pages 12 to 21 are an integral part of this statement.

JCB FINANCE HOLDINGS LIMITED
COMPANY NUMBER: 06545359

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017

GENERAL INFORMATION

JCB Finance Holdings Limited (the Company) is a company incorporated in the United Kingdom under the Companies Act. The address of the registered office is on page 5. The nature of the Company's operations and its principal activities are that of a holding company. The Company is a joint operation established between BNP Paribas Lease Group Plc (50.1%) and JCB Financial Solutions UK Limited (49.9%).

These financial statements are presented in pounds sterling because that is the currency of the primary economic environment in which the Company operates. The Company controls two directly held subsidiaries, one in the UK and one in France, and in addition, has three branches operating in Germany, Italy and Spain.

These separate financial statements contain information about the Company, as an individual company, and do not contain consolidated financial information as the parent of a group. The Company has taken advantage of the exemption under IAS 27 'Consolidated and Separate Financial Statements' from the requirement to prepare consolidated financial statements as it and its subsidiaries are included by full consolidation in the consolidated financial statements of its ultimate parent company BNP Paribas SA, who prepares consolidated financial statements in accordance with IFRS, which are made available to the public, as stated in note 17.

1. ACCOUNTING POLICIES

Basis of Preparation of Financial Statements

These financial statements have been prepared under the historical cost convention and in accordance with International Financial Reporting Standards as adopted by the European Union (IFRS) and the Companies Act 2006 as applicable to companies reporting under IFRS.

The Company's management has made an assessment of its ability to continue as a going concern and is satisfied that it has the resources to continue in business for the foreseeable future. Management are not aware of any material uncertainties that may cast significant doubt on the Company's ability to continue as a going concern. The financial statements have therefore been prepared on a going concern basis.

Significant Accounting Policies

The accounting policies set out below have been applied consistently to all periods presented in the financial statements.

Financial Assets - Loans and Receivables

Loans and receivables are financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables are initially recognised at fair value, plus directly attributable transaction costs, and subsequently measured at amortised cost using the effective interest rate method, less any impairment losses.

Loans and receivables comprise loans due from customers, loans due from Group Undertakings, other receivables and cash and cash equivalents.

Cash, Cash Equivalents and Financing

Cash and cash equivalents comprise cash on hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less. Where applicable, bank overdrafts are included within borrowings in current liabilities of the Statement of Financial Position.

The company is financed through intercompany funding.

Dividend Income

Dividend Income from investments in subsidiaries are recognised when the companies right to receive payment is established.

JCB FINANCE HOLDINGS LIMITED
COMPANY NUMBER: 06545359

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017 (continued)

1. ACCOUNTING POLICIES (continued)

Financial Liabilities and Equity

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities.

Financial liabilities measured at amortised cost comprise amounts due to Group Undertakings and other payables.

Dividends Paid

Dividends are recognised when they become legally payable, this is when declared by the directors.

Taxation

The charge for taxation is based on the profit for the year and takes into account deferred taxation. The liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting date.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. The tax rates used in the determination of deferred income tax are the rates which are expected to apply when the asset is realised or the liability settled, based on the tax rates that have been substantially enacted at the reporting date of that period. They are not discounted.

Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Critical Accounting Estimates and Judgements

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses. Due to the inherent uncertainty in making estimates, actual results reported in future periods may be based upon amounts which differ from those estimates. Estimates, judgements and assumptions 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. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

Group Undertakings

The immediate parent company is BNP Paribas Lease Group Plc, which is incorporated in England and Wales and owns 50.1% of the share capital. The ultimate parent Company is BNP Paribas SA, which is registered in France.

Foreign currency

Transactions in foreign currencies are translated to the Company's functional currency at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are retranslated to the functional currency at the foreign exchange rate ruling at that date.

Foreign exchanges differences arising on translation are recognised in the income statement.

Investments

Investments in subsidiaries are valued at cost less provision for impairment of permanent diminution in value. At each balance sheet date the company reviews the carrying amounts of its investments to determine whether there is any indication that those investments have suffered an impairment loss. If such indication exists, the recoverable amount of the investment is estimated based on its asset value and value in use. Where the recoverable amount of the investment is less than the carrying value an impairment loss is recognised as an expense.

JCB FINANCE HOLDINGS LIMITED
COMPANY NUMBER: 06545359

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017 (continued)

1. ACCOUNTING POLICIES (continued)

Standards, amendments and interpretations adopted during the year

During the year, the following new standards, amendments and interpretations became effective:

IAS 7 (amendment) 'Statement of cashflows' - Effective for accounting periods beginning on or after 1 January 2017

IAS 12 (amendment) 'Income Taxes' - Effective for accounting periods beginning on or after 1 January 2017

None of these new standards, amendments or interpretations had a material impact on these financial statements in the year.

Standards, amendments and interpretations in issue, but not yet effective

At the date of authorisation of these financial statements the following standards, amendments and interpretations were in issue but not yet effective. These standards, amendments, and interpretations have not been adopted early and have not been applied to these financial statements.

IFRS 15 'Revenue from Contracts with Customers' - Effective date 1 January 2018

The standard replaces IAS 11 'Construction Contracts', IAS 18 'Revenue' and related interpretations on revenue recognition. It sets out the principles for reporting information about the nature, amount, timing and uncertainty of revenue and cash flows arising from a company's contract with a customer and presents a five step approach to the recognition of revenue.

Annual Improvements to IFRS (2014 - 2016) - Effective for accounting periods beginning on or after 1 January 2018

IFRS 9 'Financial Instruments' – Effective date 1 January 2018

The standard replaces IAS 39 'Financial Instruments: Recognition and Measurement', containing revised requirements in relation to classification and measurement of financial assets and liabilities, impairment of financial assets and hedge accounting. The Company has fully assessed the impact of IFRS 9, and it is not significant given the types and nature of financial instruments that are held by the Company.

IFRS 16 'Leases' – Effective date 1 January 2019

The standard replaces IAS 17 'Leases', and eliminates the classification of a lease as either an operating lease or finance lease for lessees and introduces a single lessee accounting model. The Company is yet to fully assess the impact of IFRS 16, however it is not expected to have a significant impact where the Company operates as a lessor.

The adoption of these standards, amendments and interpretations in future years are not expected to have a material impact on the Company's financial statements.

JCB FINANCE HOLDINGS LIMITED
COMPANY NUMBER: 06545359

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017 (continued)

2. OTHER INCOME

	2017 £'000	2016 £'000
Foreign Exchange Gain on Dividend from Subsidiary	33	861
Interest Income	30	14
	<u>63</u>	<u>875</u>

3. COST FROM OPERATIONS

	2017 £'000	2016 £'000
Bank Charges	(1)	-
Stamp Duty	3	-
	<u>2</u>	<u>-</u>

4. INFORMATION REGARDING DIRECTORS AND EMPLOYEES

The directors are remunerated by other group companies and no specific recharge is made in respect of their services to this Company.

The Company had no employees during the current and preceding year.

5. AUDITOR'S REMUNERATION

	2017 £'000	2016 £'000
Fees payable for the audit of these financial statements	<u>(1)</u>	<u>(1)</u>

The expense for audit fees was met by another group company.

6. TAXATION

The analysis of tax (charge)/credit for the year is as follows:

	2017 £'000	2016 £'000
Current Tax		
UK corporation tax on profit for the year	(7)	(3)
Adjustment in respect of prior years	-	25
Current Tax (Charge)/Credit	<u>(7)</u>	<u>22</u>

Corporation tax is calculated at 19.25% (2016: 20%)

JCB FINANCE HOLDINGS LIMITED
COMPANY NUMBER: 06545359

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017 (continued)

6. TAXATION (continued)

The charge for the year can be reconciled to the profit per the income statement as follows:

	2017 £'000	2016 £'000
Profit before tax	3,679	4,796
Tax charge calculated at UK corporation tax rate of 19.25% (2016:20%)	(708)	(959)
Tax effect of income that is not taxable	701	956
Adjustment in respect of prior years	-	25
Current tax (Charge)/Credit for the year	(7)	22

7. DIVIDENDS PAID

	2017 £'000	2016 £'000
Dividend Paid: £nil (2016: 22.23p per share)	-	1,371

8. AMOUNTS RECEIVABLE FROM GROUP UNDERTAKINGS

	2017 £'000	2016 £'000
Amounts receivable from Group Undertakings	205	57

9. OTHER PAYABLES

	2017 £'000	2016 £'000
Accruals	-	3
Corporation Tax Payable	7	2
	7	5

JCB FINANCE HOLDINGS LIMITED
COMPANY NUMBER: 06545359

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017 (continued)

10. INVESTMENTS

	2017 £'000	2016 £'000
Investments in subsidiaries	16,285	16,285
	<u>16,285</u>	<u>16,285</u>

JCB Finance Holdings Limited owns 100% of the share capital of JCB Finance SAS, which is incorporated in France. The principal activity is the provision of finance by way of finance leasing and loans in four European countries.

JCB Finance Holdings Limited owns 100% of the share capital of JCB Finance Management Services Limited, which is incorporated in England and Wales. The principal activity of JCB Finance Management Services Limited is the provision of management services for the Company and its subsidiaries.

11. SHARE CAPITAL

Allotted, called-up and fully paid

	2017 £'000	2016 £'000
'A' Ordinary shares of £1 each	3,078	3,078
'B' Ordinary shares of £1 each	3,090	3,090
	<u>6,168</u>	<u>6,168</u>

'A' Shares

No resolution of the members to remove from office a director shall be effective unless a poll is taken and, in respect of any such resolution, the members holding 'A' shares shall be entitled to cast ten votes in respect of each 'A' share held.

If any member holding 'A' shares is not present in person or by proxy when a poll is taken, the votes exercisable on that poll in respect of the 'A' shares shall be increased so that the 'A' shares held by the members present in person or by proxy when the poll is taken shall together entitle such members to the total aggregate number of votes exercisable in respect of all the 'A' shares.

No resolution to amend these exceptions shall be effective unless a poll is taken and, in respect of any such resolution, the members holding 'A' shares shall be entitled to cast ten votes for every 'A' share held.

'B' Shares

No resolution of the members to remove from office any 'B' Director shall be effective unless a poll is taken and, in respect of any such resolution, the members holding 'B' shares shall be entitled to cast ten votes in respect of each 'B' share held.

If any member holding 'B' shares is not present in person or by proxy when a poll is taken, the votes exercisable on that poll in respect of the 'B' shares shall be increased so that the 'B' shares held by the members present in person or by proxy when the poll is taken shall together entitle such members to the total aggregate number of votes exercisable in respect of all the 'B' shares.

No resolution to amend these exceptions shall be effective unless a poll is taken and, in respect of any such resolution, the members holding 'B' shares shall be entitled to cast ten votes for every 'B' share held.

JCB FINANCE HOLDINGS LIMITED
COMPANY NUMBER: 06545359

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017 (continued)

12. RELATED PARTY TRANSACTIONS

The accounts reflect the following transactions with related parties:

	2017 £'000	2016 £'000
BNP Paribas London Branch - Interest Receivable	30	14

Amounts receivable from Group Undertakings

	2017 £'000	2016 £'000
JCB Finance Management Services Limited	205	57
BNP Paribas London Branch – Cash and Cash Equivalents	11,547	8,021
	<u>11,752</u>	<u>8,078</u>

Amounts payable to Group Undertakings

	2017 £'000	2016 £'000
BNP Paribas Leasing Solutions Limited	50	50

The amounts outstanding are unsecured and will be settled in cash. No guarantees have been given or received. No provisions have been made for doubtful debts owed by related parties.

The Company does not employ any staff directly, with all administration carried out by BNP Paribas Leasing Solutions Limited, wholly owned subsidiary of BNP Paribas Lease Group Plc, which in turn is ultimately owned by BNP Paribas SA.

Transactions with key management personnel

The directors are considered to be key management personnel. No remuneration has been paid to the directors of the Company in the current or prior year.

13. CAPITAL COMMITMENTS AND CONTINGENCIES

There were no capital commitments and contingencies at 31 December 2017 (2016: Nil).

JCB FINANCE HOLDINGS LIMITED
COMPANY NUMBER: 06545359

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017 (continued)

14. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT OBJECTIVES AND POLICIES

Financial risk management

Overview

The Company has exposure to the following risks from its use of financial instruments:

- Credit risk
- Interest rate risk
- Foreign currency risk

This note presents information about the Company's exposure to each of the above risks, the Company's objectives, policies and processes for measuring and managing risk, and the Company's management of capital.

Risk management framework

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risk and adherence to limits.

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from related parties. The Company's exposure to credit risk is therefore not considered to be significant and therefore sensitivity analysis information has not been provided.

The Company's maximum exposure to credit risk is the carrying value of the financial assets held at the reporting date £11,752,000 (2016: £8,078,000).

Interest rate risk

Interest rate risk is the risk that the fair value of the future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Company has no borrowings and therefore is not exposed to interest rate risk.

Foreign currency risk

Foreign exchange risk is the risk that the fair value or future cash flow of a financial instrument will fluctuate because of changes in foreign exchange rates

The Company's exposure to foreign exchange risk is not considered to be significant and consequently, sensitivity analysis information has not been provided.

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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017 (continued)

14. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT OBJECTIVES AND POLICIES
(continued)

Maturity profile of financial assets

The tables below summarises the maturity profile of the Company's financial assets based on contractual undiscounted payments.

	Less than 3 months £'000	3 -12 months £'000	1 to 5 years £'000	Over 5 years £'000	No Maturity £'000	Total £'000
<u>At 31 December 2017</u>						
Amounts receivable from Group Undertakings	205	-	-	-	-	205
Cash and Cash Equivalents	11,547	-	-	-	-	11,547
Investments	-	-	-	-	16,285	16,285
	<u>11,752</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>16,285</u>	<u>28,037</u>

At 31 December 2016

Amounts receivable from Group Undertakings	57	-	-	-	-	57
Cash and Cash Equivalents	8,021	-	-	-	-	8,021
Investments	-	-	-	-	16,285	16,285
	<u>8,078</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>16,285</u>	<u>24,363</u>

Maturity profile of financial liabilities

The tables below summarises the maturity profile of the Company's financial assets based on contractual undiscounted payments.

	Less than 3 months £'000	3 -12 months £'000	1 to 5 years £'000	Over 5 years £'000	Total £'000
<u>At 31 December 2017</u>					
Amounts payable to Group Undertakings	<u>50</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>50</u>

At 31 December 2016

Amounts payable to Group Undertakings	<u>50</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>50</u>
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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017 (continued)

14. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT OBJECTIVES AND POLICIES
(continued)

Reconciliation of liabilities from financing activities

The tables below summarises the changes in liabilities arising from financing activities.

Year ended 31 December 2017

	2016	Cash flows	Non Cash Changes	2017
	£'000	£'000	£'000	£'000
<u>Short term borrowings</u>				
Amounts payable to Group Undertakings	50	-	-	50

Year Ended 31 December 2016

	2015	Cash flows	Non Cash Changes	2016
	£'000	£'000	£'000	£'000
<u>Short term borrowings</u>				
Amounts payable to Group Undertakings	50	-	-	50

15. EVENTS AFTER THE REPORTING PERIOD

No significant events have occurred after the reporting period.

16. FAIR VALUE OF FINANCIAL INSTRUMENTS

The fair value of a financial instrument is the amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction.

17. PARENT COMPANY AND ULTIMATE CONTROLLING PARTY

The immediate parent company is BNP Paribas Lease Group PLC, which is incorporated in England and Wales and owns 50.1% of the share capital.

The ultimate parent Company and the ultimate controlling party is BNP Paribas SA, which is incorporated in France.

The parent undertaking of the smallest group in which the results of the Company are consolidated is BNP Paribas Lease Group SA which is incorporated in France. The parent undertaking of the largest group in which the results of the Company are consolidated is BNP Paribas SA. The consolidated financial statements of BNP Paribas Lease Group SA and BNP Paribas SA are available to the public and may be obtained from 16 Boulevard des Italiens, 75009 Paris, France.