

Company Number: SC344135

**ST VINCENT INVESTMENTS
(LONDON AND SOUTH) LIMITED**

ANNUAL REPORT AND FINANCIAL STATEMENTS

30 SEPTEMBER 2011

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ST VINCENT INVESTMENTS (LONDON AND SOUTH) LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

30 SEPTEMBER 2011

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ST VINCENT INVESTMENTS (LONDON AND SOUTH) LIMITED
Officers and Professional Advisers

Directors Simon Gaunt
Lynn McManus (appointed 2 June 2011)
Paul A Raymond

Secretary Lorna McMillan

Registered Office 30 St Vincent Place
Glasgow
G1 2HL

Auditors Ernst & Young LLP
1 More London Place
London
SE1 2AF

ST VINCENT INVESTMENTS (LONDON AND SOUTH) LIMITED

Report of the Directors

The Directors of St Vincent Investments (London and South) Limited ("the Company") submit their Annual Report and Financial Statements for the year ended 30 September 2011.

Activities

The principal activity of the Company is the purchase properties principally for investment purposes. However, as noted in the Business review below, there was a transfer of the assets to Clydesdale Bank PLC ("CB PLC").

Profits and appropriations

The loss attributable to the shareholder for the year ended 30 September 2011 amounted to £133,000 (2010: profit of £972,000). No dividend was paid during the year (2010: £Nil). The Directors do not recommend the payment of a final dividend in respect of this financial year.

Principal risks and uncertainties

The key risks facing the Company are discussed further in note 10.

Going concern

The Directors are satisfied that the Company has adequate resources to meet its obligations for the foreseeable future and confirm that the Company is a going concern. For this reason they continue to adopt the going concern basis in preparing the Financial Statements.

Business review

The Directors do not solely rely on key performance indicators at the individual company level. The business is also managed by monitoring the financial performance of each individual property investment.

The operations of the business are unchanged since incorporation.

The focus for the Company during the year ended 30 September 2011 has been active asset management to ensure all assets were available and let to tenants and that all title, planning and building control issues were resolved. In addition, to mitigate the regulatory capital treatment of the assets owned by the Company the decision was taken to transfer £15.7m of assets to CB PLC. This transfer took place on 29 September 2011.

The focus for the year commencing 1 October 2011 is to commence activity to close the Company down. However no formal winding up procedures have yet been initiated.

Directors and Directors' interests

In terms of the Articles of Association of the Company, no Directors are required to retire by rotation.

Directors' interests

The current Directors are shown on page 2. None of the Directors held shares in the Company or in any related UK company during the year. As the Company is a wholly owned subsidiary of National Australia Bank Limited ("NAB"), which is incorporated in Australia, any interest which the Directors may have in NAB does not need to be notified to the Company and thus is not disclosed in this report.

Appointments

Lynn McMannus was appointed as a Director of the Company on 2 June 2011.
Scott Butterworth was appointed as a Director of the Company on 25 February 2011.

Resignations

Lynne Peacock resigned as a Director of the Company on 30 June 2011.
Scott Butterworth resigned as a Director of the Company on 23 January 2012.
Iain Smith resigned as a Director of the Company on 25 February 2011.
Kevin Page resigned as a Director of the Company on 11 May 2012

ST VINCENT INVESTMENTS (LONDON AND SOUTH) LIMITED

Report of the Directors (continued)

Directors and Directors' interests (continued)

Directors' liabilities

During the year the NAB Group paid a premium for a contract insuring the Directors and officers of NAB, its subsidiaries and controlled entities against personal liabilities which may arise in the course of the performance of their duties, as well as protecting the NAB Group itself to the extent that it is obligated to indemnify Directors and officers for such liability.

Directors' remuneration

The Directors of the Company are remunerated as employees of the National Australia Group Europe Limited ("NAGE"), and do not receive incremental remuneration in respect of their duties as Directors of the Company. As there has been no substantial new activity in the year requiring executive input, the Directors believe it would be inappropriate to apportion part of their remuneration as being in respect of their duties to the company.

Employee involvement

The Company does not have any employees. All staff are provided by NAGE.

Charitable and political donations

No charitable or political donations were made throughout the year (2010: £Nil).

Corporate governance

It is the Company's policy not to include all of the disclosures in respect of voluntary corporate governance Codes of Practice as it is a wholly owned subsidiary of NAB. The NAB Group's Annual Financial Report details the Corporate Governance framework applicable to the Company. These disclosures are made after consideration of authoritative pronouncements on audit committees and associated disclosures in Australia, the USA and the UK.

Elective regime

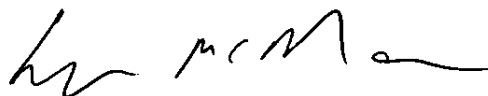
In accordance with the provisions of the Companies Act 2006, as amended, the company has elected to dispense with the laying of Financial Statements before a general meeting, the holding of annual general meetings and the obligation to appoint auditors annually.

Directors' statement as to disclosure of information to auditors

The Directors who were members of the Board at the time of approving the directors' report are listed on page 2. Having made enquiries of fellow Directors and of the company's auditors, each of these Directors confirms that:

- to the best of each Director's knowledge and belief, there is no information relevant to the preparation of their report of which the company's auditors are unaware; and
- each Director has taken all the steps a director might reasonably be expected to have taken to be aware of relevant audit information and to establish that the company's auditors are aware of that information.

On behalf of the Directors



Lynn McManus
Director
25 May 2012

ST VINCENT INVESTMENTS (LONDON AND SOUTH) LIMITED

Statement of Directors' Responsibilities

The Directors are responsible for preparing the Report of the Directors 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 (IFRSs) 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 in accordance with International Accounting Standard 8: *Accounting Policies, Changes in Accounting Estimates and Errors* and then apply them consistently;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures when compliance with the specific requirements in IFRSs is insufficient to enable users to understand the impact of particular transactions, other events and conditions on the financial position and financial performance; and
- state that the Company has complied with IFRSs, subject to any material departures disclosed and explained in the Financial Statements.

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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ST VINCENT INVESTMENTS (LONDON AND SOUTH) LIMITED

We have audited the financial statements of St Vincent Investments (London and South) Limited for the year ended 30 September 2011 which comprise the Income Statement, the Balance Sheet, the Statement of Changes in Equity, the Statement of Cash Flows, and the related notes 1 to 12. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

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 auditor

As explained more fully in the Directors' Responsibilities Statement set out on page 5, 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 Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

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 30 September 2011 and of its loss for the year then ended;
- ▶ have been properly prepared in accordance with IFRSs as adopted by the European Union; and
- ▶ have been prepared in accordance with the requirements of the Companies Act 2006.



Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

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

Ernst & Young LLP

*Javier Faiz (Senior statutory auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor
London
25 May 2012*



ST VINCENT INVESTMENTS (LONDON AND SOUTH) LIMITED
Income Statement for the year ended 30 September 2011

	Note	2011 £000	2010 £000
Rental income		703	424
(Deficit)/gain on revaluation of investment property		<u>(394)</u>	<u>850</u>
Total income		309	1,274
Other expenses	3	<u>(335)</u>	<u>(253)</u>
(Loss)/profit on ordinary activities before tax		(26)	1,021
Tax charge	4	(107)	(49)
Retained (loss)/profit for the financial year		<u>(133)</u>	<u>972</u>

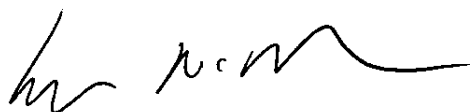
The Company has no recognised gains or losses other than those disclosed above.

All material items dealt with in arriving at the profit or loss on ordinary activities before tax for 2011 and 2010 relate to continuing activities.

ST VINCENT INVESTMENTS (LONDON AND SOUTH) LIMITED
Balance Sheet at 30 September 2011

	Note	2011 £000	2010 £000
Non current assets			
Investment properties	5	-	15,695
Current assets			
Trade and other receivables	6	12	156
Due from related entities	9	1,158	-
Total assets		<u>1,170</u>	<u>15,851</u>
Current liabilities			
Trade and other payables	7	98	164
Due to related entities	9	16	14,498
Total liabilities		<u>114</u>	<u>14,662</u>
Net assets		<u>1,056</u>	<u>1,189</u>
Shareholders' equity			
Share capital	8	500	500
Retained earnings		556	689
Total shareholders' equity		<u>1,056</u>	<u>1,189</u>

The Financial Statements were approved by the Directors on 25 May 2012 and were signed on their behalf by:



Lynn McManus
Director

ST VINCENT INVESTMENTS (LONDON AND SOUTH) LIMITED
Statement of Changes in Equity for the year ended 30 September 2011

	Share capital £	Retained earnings/(deficit) £	Total £
Balance at 30 September 2009	500	(283)	217
Profit for the year ended 30 September 2010	<u>-</u>	<u>972</u>	<u>972</u>
Balance at 30 September 2010	500	689	1,189
Loss for the year ended 30 September 2011	<u>-</u>	<u>(133)</u>	<u>(133)</u>
Balance at 30 September 2011	<u>500</u>	<u>556</u>	<u>1,056</u>

ST VINCENT INVESTMENTS (LONDON AND SOUTH) LIMITED
Statement of Cash Flows for the year ended 30 September 2011

	2011 £'000	2010 £'000
Cash flows used in operating activities		
(Loss)/profit before tax	(26)	1,021
<i>Adjustments for non-cash movements:</i>		
Deficit/(gain) on revaluation of investment property	394	(850)
Cash flows from operating activities before changes in operating assets and liabilities	<u>368</u>	<u>171</u>
Changes in operating assets and liabilities		
<i>Net (increase)/decrease in:</i>		
Trade and other receivables	46	(50)
<i>Net increase/(decrease) in:</i>		
Trade and other payables	(145)	156
Due to related entities	(15,640)	7,126
Net cash (used in)/provided by operating activities	<u>(15,371)</u>	<u>7,403</u>
Receipts for group relief surrendered	70	(182)
Net cash (used in)/provided by operating activities	<u>(15,301)</u>	<u>7,221</u>
Cash flows from investing activities		
Purchase of investment property	(424)	(7,221)
Proceeds from sale of investment property	15,725	-
Net cash provided by/(used in) investing activities	<u>15,301</u>	<u>(7,221)</u>
Cash flows from financing activities		
Proceeds from shares issued	-	-
Net cash provided by financing activities	<u>-</u>	<u>-</u>
Net increase in cash and cash equivalents	-	-
Cash and cash equivalents at beginning of year	-	-
Cash and cash equivalents at end of year	<u>-</u>	<u>-</u>

ST VINCENT INVESTMENTS (LONDON AND SOUTH) LIMITED

Notes to the Financial Statements

1. Authorisation of Financial Statements and statement of compliance with IFRS

The Financial Statements of the Company for the year ended 30 September 2011 were authorised for issue by the Board of Directors on 25 May 2012 and the balance sheets were signed on their behalf by Lynn McManus.

The Company is incorporated in the UK and registered in Scotland.

The ultimate parent undertaking and ultimate controlling party is National Australia Bank Limited ("NAB"), a company incorporated in the State of Victoria, Australia. This company also heads the largest group in which the results of the Company are consolidated. The smallest group in which the results of the Company are consolidated is that headed by CB PLC which is incorporated in the UK and registered in Scotland. The immediate parent is St Vincent Investments Limited.

Copies of the CB PLC Group Financial Statements may be obtained from the Corporate Affairs Department, Clydesdale Bank PLC, 20 Waterloo Street, Glasgow, G2 6DB.

Statement of compliance

The Financial Statements of the Company have been presented in accordance with International Financial Reporting Standards as adopted by the European Union and as applied in accordance with the Companies Act 2006. The principal accounting policies adopted by the Company are set out in note 2.

2. Accounting policies

Basis of preparation

The preparation of Financial Statements in conformity with IFRS requires the use of certain critical accounting estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses and the disclosed amount of contingent liabilities. Assumptions made at each balance sheet date are based on best estimates at that date. Although the Company has internal control systems in place to ensure that estimates can be reliably measured, actual amounts may differ from those estimates. It is not anticipated that such difference would be material.

The Financial Statements have been prepared on a going concern basis under the historical cost convention, as modified by the application of fair value measurements.

Significant accounting judgements and estimates

In the process of applying the Company's accounting policies, management has exercised judgements and estimates in determining the amounts recognised in the Financial Statements. The most significant use of judgement and estimates are as follows:

Going concern

The Company's business activities, together with the factors likely to affect its future development, performance and position are set out in the Report of the Directors on page 3. In addition note 11 to the Financial Statements includes the Company's objectives, policies and processes for managing its capital and note 10 to the Financial Statements includes the Company's financial risk management objectives; and its exposure to liquidity risk.

After making enquiries, 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 Financial Statements.

ST VINCENT INVESTMENTS (LONDON AND SOUTH) LIMITED

Notes to the Financial Statements (continued)

2. Accounting policies (continued)

Currency of presentation

All amounts are expressed in pounds sterling and all values are shown in round thousands unless otherwise stated.

Rental income

Rental income arising on investment properties is accounted for on a straight-line basis over the lease terms on on-going leases and is recorded in the income statement on an accruals basis.

Investment property

Investment property is property (land or building - or part of a building - or both) held (by the owner or by the lessee under a finance lease) to earn rentals or for capital appreciation or both, rather than for:

- a) use in the production or supply of goods or services or for administrative purposes; or
- b) sale in the ordinary course of business.

Investment property assets are carried at fair value, with fair value increments and decrements taken to the income statement in the period in which they arise. Investment property assets are revalued by Independent valuers to reflect fair values. Such valuations are performed on an open market basis being the amounts for which the assets could be exchanged between a knowledgeable, willing buyer and a knowledgeable willing seller in an arm's length transaction at the valuation date. Newly acquired investment property assets are held at cost (i.e. equivalent to fair value due to their recent acquisition) until the time of the next annual review, a period not exceeding twelve months.

Impairment of financial assets

The Company assesses whether objective evidence of impairment exists individually for financial asset or a portfolio of financial assets is impaired. A financial asset or portfolio of financial assets is impaired and impairment losses are incurred if, and only if, there is objective evidence of impairment as a result of one or more loss events that occurred after the initial recognition of the asset and prior to the balance sheet date ('a loss event'), and that loss event or events has had an impact on the estimated future cash flows of the financial asset or the portfolio that can be reliably estimated.

The Company first assesses whether objective evidence of impairment exists individually for financial assets that are individually significant, and individually or collectively for financial assets that are not individually significant. If the Company determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is or continues to be recognised are not included in a collective assessment of impairment.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed by adjusting the allowance account. The amount of the reversal is recognised in the Income Statement.

Income tax

Income tax on the profit or loss for the year comprises current tax. Income tax expense is recognised in the income statement except to the extent that it is related to items recognised in equity, in which case it is recognised in equity.

Income tax expense (or revenue) is the tax payable (or receivable) on the current period's taxable income based on the applicable tax rate adjusted by changes in deferred tax assets and liabilities.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

ST VINCENT INVESTMENTS (LONDON AND SOUTH) LIMITED
Notes to the Financial Statements (continued)

2. Accounting policies (continued)

Accounting developments

The Company has adopted the following standards, interpretations and amendments which have been endorsed by the European Union. None of the following standards, interpretations and amendments had a material impact on the Company's Financial Statements.

(i) Applied in the current reporting period

- *Improvements to IFRSs 2009*

Improvements to IFRSs 2009, issued 16 April 2009, makes numerous non-urgent but necessary changes to accounting standards arising from the IASB's annual improvement project. Certain amendments are effective for financial periods beginning on or after 1 January 2010.

- *Improvements to IFRSs 2010*

Improvements to IFRSs 2010, issued 6 May 2010, makes numerous non-urgent but necessary changes to accounting standards arising from the IASB's annual improvement project. Certain amendments are effective for financial periods beginning on or after 1 July 2010.

(ii) Early adopted and applied in the current reporting period

The Company has not early adopted any standard, interpretation or amendment.

(iii) To be applied in a future reporting period

The following standards, interpretations and amendments were available for adoption in the European Union, but not mandatory, for the 30 September 2011 reporting period. Those amendments which are applicable to the Company and which are not likely to have an impact on the Company's Financial Statements and have not yet been applied by the Company are as follows:

- Revision to IAS 24 Related Party Disclosures, issued 4 November 2009 and effective for financial periods beginning on or after 1 January 2011.
- Improvements to IFRSs 2010, issued 6 May 2010 and effective for various financial periods with the earliest beginning on or after 1 January 2011.

The following standards, interpretations and amendments were not available for adoption in the European Union for the 30 September 2011 reporting period. Those amendments which are applicable to the Company, and which are likely to have an impact on the Company's Financial Statements, and have not yet been applied or early adopted by the Company in preparing this financial report are:

- Amendments to IAS12 Deferred Tax: Recovery of Underlying Assets, issued 20 December 2010, is effective for financial periods beginning on or after 1 January 2012.
- IFRS 13 Fair Value Measurement, issued May 2011 and effective for financial periods beginning on or after 1 January 2013.

ST VINCENT INVESTMENTS (LONDON AND SOUTH) LIMITED
Notes to the Financial Statements (continued)

3. Other expenses

	2011	2010
	£'000	£'000
Legal fees	2	-
Consultancy fees	17	40
Security	6	2
Rates	(2)	11
Other premises costs	194	75
Repairs	118	125
	<u>335</u>	<u>253</u>

The Company's audit fees are borne by CB PLC. CB PLC paid £10,000 (2010: £10,000) of audit fees on behalf of the Company in relation to the current period.

4. Income tax charge

a) Analysis of charge in the period

	2011	2010
	£'000	£'000
Current tax		
Corporation tax at 27% (2010: 28%)		
- Current year	100	48
- Prior year	7	1
Income tax charge reported in income statement	<u>107</u>	<u>49</u>

b) Factors affecting tax charge for the period

The tax assessed for the period reflects the standard rate of corporation tax in the UK (27%). The factors are explained below:

	2011	2010
	£'000	£'000
(Loss)/profit on ordinary activities before tax	<u>(26)</u>	<u>1,021</u>
(Loss)/profit on ordinary activities multiplied by standard rate of corporation tax in UK of 27% (2010: 28%)	<u>(7)</u>	<u>286</u>
Effects of:		
Revaluation of properties	107	(238)
Expenses not deductible for tax purposes	-	-
Prior year adjustment	7	1
Total income tax charge for period	<u>107</u>	<u>49</u>

On 21 March 2012 the UK Government announced a further reduction to the standard rate of corporation tax from the already announced 25% to 24% and this will be effective from 1 April 2012. The UK Government also confirmed its intention to reduce the corporation tax rate by a further 1% per annum, falling to 23% from 1 April 2013 and 22% from 1 April 2014. The 23% rate is expected to be substantively enacted in July 2012.

ST VINCENT INVESTMENTS (LONDON AND SOUTH) LIMITED
Notes to the Financial Statements (continued)

5. Investment property

	2011	2010
	£'000	£'000
Cost		
At 1 October	15,695	7,624
Additions	424	7,221
Revaluation of property	(394)	850
Disposals	(15,725)	-
At 30 September	-	15,695

Investment properties are stated at fair value, which has been determined based on valuations performed by the Directors of the Company. The fair value represents the amount at which the assets could be exchanged between a knowledgeable, willing buyer and a knowledgeable, willing seller in an arm's length transaction at the date of valuation, in accordance with International Valuation Standards.

During the year 100% (2010: 76%) of the investment properties generated rental income of £703,000 (2010: £424,000) and incurred operating expenses of £335,000 (2010: £192,000).

On 29 September 2011, 54 properties with a carrying value of £15,697,000 were transferred from St Vincent Investments (London and South) Limited to CB PLC.

6. Trade and other receivables

	2011	2010
	£'000	£'000
Prepayments and accrued income	11	58
Group relief receivable	-	98
Sundry debtors	1	-
	12	156

7. Trade and other payables

	2011	2010
	£'000	£'000
Accruals and prepaid income	19	164
Group relief payable	79	-
	98	164

8. Share capital

	Number
Authorised	
Ordinary shares of £1 each	500,000
At 30 September 2011 and 2010	
Allotted, called up and fully paid:	£
Ordinary shares of £1 each	500,000
At 30 September 2011 and 2010	

ST VINCENT INVESTMENTS (LONDON AND SOUTH) LIMITED
Notes to the Financial Statements (continued)

9. Related party transactions

The Company receives a range of services from the ultimate parent and related parties, including loans and various administrative services. Where investment properties have been purchased from a related party, they have been so as part of an arm's length transaction.

	2011 £'000	2010 £'000
Amounts due from related entities		
St Vincent Investments Limited	<u>1,158</u>	<u>-</u>
Amounts due to parent entities		
St Vincent Investments Limited	-	14,498
Clydesdale Bank PLC	<u>16</u>	<u>-</u>
	<u>16</u>	<u>14,498</u>

On 29 September 2011, 54 properties with a carrying value of £15,697,000 were transferred from St Vincent Investments (London and South) Limited to CB PLC.

Transactions with Directors, key management and their close family members

There were no amounts outstanding at 30 September 2011 for transactions, arrangements and agreements between the Company and its Directors, key management and their close family members that arose during the year (2010: £Nil).

Compensation of key management personnel

All compensation received by key management personnel relates to their duties on behalf of other NAGE Group companies. Thus no disclosure is presented in these Financial Statements.

Directors' emoluments

The directors are employed as executives of other NAGE Group companies. The aggregate emoluments of the Directors of the Company were £Nil (2010: £Nil).

ST VINCENT INVESTMENTS (LONDON AND SOUTH) LIMITED

Notes to the Financial Statements (continued)

10. Management of risk

Effective management of risk is fundamental to the Company's strategy as well as that of its intermediate parent, CB as well as that of its ultimate parent entity NAB.

The Company manages risk within an established 'three lines of defence' framework consistent throughout the NAB Group. Control is exercised through clearly defined delegation of authority, with clear and rapid communication and escalation channels throughout the organisation. The first line of defence comprises the business units managing the risks associated with their activities. The second line encompasses dedicated risk functions who are accountable for independent monitoring and oversight. The third line of defence relates to Internal Audit independently reviewing, monitoring, and testing business unit compliance with risk policies and procedures, and regularly assessing the overall effectiveness of the risk management framework.

These company level defences are overlaid by a broader UK group risk management framework and procedure. This framework includes a European Boards' Risk Committee ("EBRC") and a UK Risk Committee ("UKRC").

The EBRC focuses on key elements of risk, including compliance risk, operational risk, material risk, credit risk and balance sheet management.

The UK Risk Management team independently monitors and systematically assesses the risk profile within the region against established risk appetite parameters. They also assist the front-line businesses in the design and implementation of appropriate risk management policies/strategies, and work with the businesses to promote awareness of the need to manage risk. Together with the NAB Group Risk Management function, efforts continue to evolve the organisational culture and staff behaviours.

Operational risk

Operational risk is the risk of loss resulting from inadequate or failed processes, people or systems, or from external events. This includes risk relating to the management of on-going activities, as well as to organisational changes such as project and change initiatives.

The Operational Risk Framework ("ORF") is based on a set of core principles and defines the NAB Group's standards for operational risk management and compliance. Its design recognises the importance of embedding operational risk and compliance into 'business-as-usual' activities. It has particular focus on defining and implementing the right behaviours and incorporating risk considerations into the Company's systems and processes.

The ORF is an essential element of the business strategy, which underpins all operational risk management activities. It includes:

- an established governance structure that is used to ensure consistent application, management and reporting of the operational risk management process. This element also includes the establishment and communication of the Company's operational risk appetite; and
- a structured risk management process to facilitate the identification, quantification and management of risks.

Interest rate risk

The Directors do not believe the Company has any significant exposure to interest rate risk.

Liquidity risk

Liquidity risk is the risk that the Company is unable to meet its current and future financial obligations as they fall due at acceptable cost.

The Directors do not believe there is a significant exposure to liquidity risk due to the related party nature of funding and liability exposures with fellow CB PLC Group companies.

ST VINCENT INVESTMENTS (LONDON AND SOUTH) LIMITED
Notes to the Financial Statements (continued)

10. Management of risk (continued)

Cash flows maturity profile for liabilities as they fall due 2011

<i>Liabilities</i>	3 months or less £'000	3 to 12 months £'000	No specific maturity £'000	Total £'000
Due to related entities	-	-	16	16
Accruals and prepaid income	19	-	-	19
	<u>19</u>	<u>-</u>	<u>16</u>	<u>35</u>

2010

<i>Liabilities</i>	3 months or less £'000	3 to 12 months £'000	No specific maturity £'000	Total £'000
Due to related entities	-	-	14,498	14,498
Accruals and prepaid income	164	-	-	164
	<u>164</u>	<u>-</u>	<u>14,498</u>	<u>14,662</u>

11. Capital management overview

The Company is governed by NAB Group's capital management policy. The objectives of the NAB Group's capital management policy are to efficiently manage the capital base to optimise shareholder returns whilst maintaining capital adequacy and satisfying key stakeholders such as regulators and ratings agencies.

The Company is not subject to externally imposed capital requirements, however its capital is managed as part of the National Australia Group Europe Limited ("NAGE") Group.

The NAGE Group's prime objectives in relation to the management of capital are to comply with the requirements set out by the Financial Services Authority ("FSA"), the NAGE Group's primary prudential supervisor, to provide a sufficient capital base to cover business risks, maintain a targeted credit rating and to support future business development.

The NAGE Group implemented Basel II requirements from 1 January 2008 in measuring operational and credit risks under the standardised approach and is progressively moving towards advanced approaches. Under Pillar I of Basel II, the NAGE Group calculates its minimum capital requirements based on 8% of RWAs. The FSA then applies a multiplier to this amount to cover risks under Pillar II of Basel II and generate a Final Individual Capital Guidance ("ICG").

The ultimate responsibility for capital adequacy rests with the Board of Directors. The NAGE Group's Asset and Liability Committee ("UK ALCO"), which consists of an Executive Director, Chief Financial Officer and other senior executives, is responsible for the management of the capital process including approving policy, overseeing internal controls and setting internal limits over capital ratios.

The NAGE Group actively manages its capital position and reports this on a regular basis to senior management via ALCO and other governance committees. Capital requirements are included within an annual capital management plan with initiatives being executed against this plan.

12. Events since the balance sheet date

There have been no subsequent events which have occurred since 30 September 2011 that would require disclosure in the Financial Statements of the Company.