DIRECTORS' REPORT

AND ACCOUNTS

FOR THE YEAR ENDED 31 DECEMBER 2014

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STRATEGIC REPORT

The Directors present their strategic report on International Inland Waterways Limited 'the Company' for the year ended 31 December 2014.

BUSINESS REVIEW

The Company has carried on no business activity during the year and accordingly there is no Profit and Loss Account for the year.

During the financial year the Company has not traded and is therefore dormant within the meaning of Section 480 of the Companies Act 2006.

DIRECTORS' REPORT

The Directors present their report and accounts for the year ended 31 December 2014.

The Directors' report and accounts of the Company have been prepared in accordance with the Companies Act 2006.

DIVIDENDS

The Directors recommend that no dividend be paid for the year ended 31 December 2014 (2013: £nil).

FUTURE OUTLOOK

No significant change in the business of the Company has taken place during the year or is expected in the immediately foreseeable future.

DIRECTORS

The Directors of the Company who served throughout the year and to the date of this report (except as noted) were:

M.J. Ashworth
Shell Corporate Director Limited

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The Directors are responsible for preparing the Directors' Report and the Company's accounts in accordance with applicable law and regulations.

Company law requires the Directors to prepare accounts for each financial year. Under that law the Directors have elected to prepare the Company's accounts in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law, the Directors must not approve the accounts 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 accounts, 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 accounts; and
- Prepare the accounts on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

DIRECTORS' REPORT (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 accounts 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.

By order of the Board

G. Thomson

Authorised signatory for

Shell Corporate Secretary Limited

Company Secretary

24 July 2015

INTERNATIONAL INLAND WATERWAYS LIMITED REGISTERED IN ENGLAND AND WALES: 00217861

BALANCE SHEET As at 31 December 2014

	Note	2014 £	2013 £
CURRENT ASSETS Debtors	2	55,000	55,000
NET ASSETS		. 55,000	55,000
CAPITAL AND RESERVES			
	2		55.000
Called up share capital	3	55,000	55,000
TOTAL SHAREHOLDER'S FUNDS		55,000	55,000

The Notes on pages 5 to 6 form part of these accounts.

- (a) For the year ended 31 December 2014 the Company is exempt from the requirements relating to preparing audited accounts in accordance with section 480 of the Companies Act 2006.
- (b) The members have not required the Company to obtain an audit of its accounts for the year ended 31 December 2014 in accordance with Section 476 of the Companies Act 2006.
- (c) The Directors acknowledge their responsibility for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of accounts.

The accounts were approved by the Board of Directors on 24 July 2015 and were signed on its behalf by:

M.J. Ashwort
Director

NOTES TO THE ACCOUNTS (continued) For the year ended 31 December 2014

1. Accounting policies

a) Accounting convention and compliance with Accounting Standards

The accounts have been prepared on a going concern basis under the historical cost convention and in accordance with the Companies Act 2006 and applicable Accounting Standards in the UK and the accounting policies as described below.

b) Group accounts

The immediate parent company is The Shell Petroleum Company Limited.

The ultimate parent company and controlling party is Royal Dutch Shell plc ("Royal Dutch Shell"), which is incorporated in England and Wales.

Royal Dutch Shell plc is the parent undertaking of the largest and smallest group of undertakings to consolidate these financial statements at 31 December 2014. The consolidated financial statements of Royal Dutch Shell plc are available from:

Royal Dutch Shell plc Tel: +31 888 800 844 email: order@shell.com

c) Cash flow statement

In accordance with the exemption allowed by paragraph 5(a) of FRS 1, a cash flow statement for the Company has not been provided.

d) Related party disclosures

In accordance with the exemption allowed by paragraph 3 (c) of FRS 8, no disclosure is made of transactions with other member companies of the Shell Group or investees of the Group qualifying as related parties.

NOTES TO THE ACCOUNTS For the year ended 31 December 2014

2. **Debtors**

2.	Debtors	2014 Within 1 Year	2013 Within 1 Year
	Amount owed by Parent undertaking	55,000	55,000
3.	Called up share capital	2014 £	2013 £
	Authorised	166,000	165,000
	165,000 (2013: 165,000) ordinary shares of £1 each Allotted and fully paid	165,000	165,000
	55,000 (2013: 55,000) ordinary shares of £1 each	55,000	55,000

4. Profit and loss account

During the year the Company has not traded, received no income and incurred no expenditure and made neither a profit nor a loss. Consequently no Profit and Loss Account has been presented. The Company had no other recognised gains or losses during the year.

None of the Director received any emoluments in 2014 (2013: none) in respect of their services to the Company.

The Company had no employees during 2014 (2013: none).