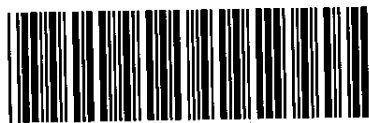


Company Registration No. 02685988 (England and Wales)

GUINNESS MAHON HOLDINGS LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2017

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GUINNESS MAHON HOLDINGS LIMITED

COMPANY INFORMATION

Directors	C Heyworth B Johnson K McKenna
Secretary	D Miller
Company number	02685988
Registered office	2 Gresham Street London EC2V 7QP
Auditor	Ernst & Young LLP 25 Churchill Place London E14 5EY

GUINNESS MAHON HOLDINGS LIMITED

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GUINNESS MAHON HOLDINGS LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 MARCH 2017

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

Principal activities

The principal activity of the company continued to be that of an investment holding company and it will continue to operate in this capacity for the foreseeable future.

Guinness Mahon Holdings Limited ("the company") has a commitment in respect of a non-cancellable operating lease relating to the annual rental payable on the premises at 2 Gresham Street. Investec Bank plc ("IBP"), a fellow subsidiary company, assumed responsibility from the on-set of the lease to meet the annual obligations under the lease and ensure that all liabilities in respect of the lease are satisfied as and when they fall due. IBP have confirmed that it is their intention to continue to meet this financial commitment up to the end of the lease commitment. During the year the company has exercised a break clause in the operating lease and will exit the lease in September 2018. A dilapidation cost of £2.2m has been agreed with the landlord. This cost will be payable by IBP.

Results and dividends

The results for the year are set out on page 5.

Other than arranging for the operating lease relating to the annual rental payable on the premises at 2 Gresham Street to be paid the company did not trade during the year under review.

The directors do not recommend payment of an ordinary dividend (2016: £nil).

Directors

The directors who held office during the year and up to the date of signature of the financial statements were as follows:

C Heyworth
B Johnson
K McKenna
A Tapnack

(Deceased 22 August 2016)

Mr A Tapnack was a director during the year under review until he passed away on 22 August 2016.

No director holding office at 31 March 2017 had any direct beneficial interest in the shares of the company during the year.

Directors' insurance

The company maintains a Directors' and Officers' Liability Insurance Policy. In accordance with the company's Articles of Association, the board may also indemnify a director from the assets of the company against any costs or liability incurred as a result of their office, to the extent permitted by law. Neither the insurance policy nor any indemnities that may be provided by the company provide cover for fraudulent or dishonest actions by the directors. However, costs may be advanced to directors for their defence in investigations or legal actions.

Auditor

The auditor, Ernst & Young LLP, is deemed to be reappointed under section 487(2) of the Companies Act 2006.

Strategic Report Exemption

The directors have taken advantage of the exemptions available in section 414B, Companies Act 2006 from preparing a strategic report.

GUINNESS MAHON HOLDINGS LIMITED

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2017

Statement of directors' responsibilities

The directors are responsible for preparing the Annual 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 United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 101 "Reduced Disclosure Framework". 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 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 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.

Statement of disclosure to auditor

Each director in office at the date of approval of this annual report confirms that:

- so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware, and
- the director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of section 418 of the Companies Act 2006.

On behalf of the board



K McKenna

Director

19 December 2017

GUINNESS MAHON HOLDINGS LIMITED

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF GUINNESS MAHON HOLDINGS LIMITED

We have audited the financial statements of Guinness Mahon Holdings Limited for the year ended 31 March 2017 which comprise the Profit And Loss Account, the Balance Sheet, the Statement of Changes in Equity and the related notes 1 to 13. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 101 'Reduced Disclosure Framework'.

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, 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 and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. 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 31 March 2017 and of its results for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 101 "Reduced Disclosure Framework"; 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, based on the work undertaken in the course of the audit:

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

GUINNESS MAHON HOLDINGS LIMITED

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

TO THE MEMBERS OF GUINNESS MAHON HOLDINGS LIMITED

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 identified no 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, 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

Andrew Gilder (Senior Statutory Auditor)
for and on behalf of Ernst & Young LLP

20 December 2017

Chartered Accountants
Statutory Auditor

25 Churchill Place
London
E14 5EY

GUINNESS MAHON HOLDINGS LIMITED

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31 MARCH 2017

	Notes	2017 £	2016 £
Revenue	2	7,492,825	7,492,825
Gross profit		<u>7,492,825</u>	<u>7,492,825</u>
Administrative expenses		(7,492,825)	(7,492,825)
Operating result	4	<u>-</u>	<u>-</u>
Tax on profit on ordinary activities	7	-	-
Result for the financial year		<u>-</u>	<u>-</u>

The profit and loss account has been prepared on the basis that all operations are continuing operations.

GUINNESS MAHON HOLDINGS LIMITED

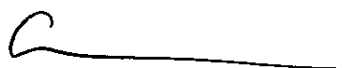
BALANCE SHEET

AS AT 31 MARCH 2017

	Notes	2017 £	2016 £
Current assets			
Debtors	8	75,333,000	75,333,000
		<u> </u>	<u> </u>
Total assets less current liabilities		75,333,000	75,333,000
		<u> </u>	<u> </u>
Net assets		75,333,000	75,333,000
		<u> </u>	<u> </u>
Capital and reserves			
Called up share capital	9	22,120,090	22,120,090
Share premium account		53,212,910	53,212,910
		<u> </u>	<u> </u>
Total equity		75,333,000	75,333,000
		<u> </u>	<u> </u>

The financial statements were approved by the Board of directors and authorised for issue on 19 December 2017

Signed on its behalf by:



C Heyworth

Director

Company Registration No. 02685988

GUINNESS MAHON HOLDINGS LIMITED

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

	Share capital £	Share premium account £	Retained earnings £	Total £
Balance at 1 April 2015	22,120,090	53,212,910	-	75,333,000
	<hr/>	<hr/>	<hr/>	<hr/>
Total comprehensive income for the year	-	-	-	-
	<hr/>	<hr/>	<hr/>	<hr/>
Balance at 31 March 2016	22,120,090	53,212,910	-	75,333,000
	<hr/>	<hr/>	<hr/>	<hr/>
Total comprehensive income for the year	-	-	-	-
	<hr/>	<hr/>	<hr/>	<hr/>
Balance at 31 March 2017	22,120,090	53,212,910	-	75,333,000
	<hr/>	<hr/>	<hr/>	<hr/>

GUINNESS MAHON HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2017

1 Accounting policies

1.1 Accounting convention

The financial statements have been prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework (FRS 101) and in accordance with applicable accounting standards.

Guinness Mahon Holdings Limited is incorporated and domiciled in England and Wales.

The Company's financial statements are presented in Sterling and all values are rounded to the nearest pound except otherwise when indicated.

The financial statements have been prepared on the historical cost basis. The principal accounting policies adopted are set out below.

The company has taken advantage of the following disclosure exemptions under FRS 101 where applicable to the company:

- the requirements of paragraphs 45(b) and 46-52 of IFRS 2 Share based Payment;
- the requirements of paragraphs 62, B64(d), B64(e), B64(g), B64(h), B64(j) to B64(m), B64(n)(ii), B64(o)(ii), B64(p), B64(q)(ii), B66 and B67 of IFRS 3 Business Combinations. Equivalent disclosures are included in the consolidated financial statements of Investec plc in which the entity is consolidated;
- the requirements of paragraph 33 (c) of IFRS 5 Non current Assets Held for Sale and Discontinued Operations;
- the requirements of IFRS 7 Financial Instruments: Disclosures;
- the requirements of paragraphs 91-99 of IFRS 13 Fair Value Measurement;
- the requirement in paragraph 38 of IAS 1 'Presentation of Financial Statements' to present comparative information in respect of: (i) paragraph 79(a) (iv) of IAS 1, (ii) paragraph 73(e) of IAS 16 Property Plant and Equipment (iii) paragraph 118 (e) of IAS 38 Intangibles Assets, (iv) paragraphs 76 and 79(d) of IAS 40 Investment Property and (v) paragraph 50 of IAS 41 Agriculture;
- the requirements of paragraphs 10(d), 10(f), 16, 38A to 38D, 40A to 40D, 111 and 134-136 of IAS 1 Presentation of Financial Statements;
- the requirements of IAS 7 Statement of Cash Flows;
- the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors;
- the requirements of paragraph 17 and 18A of IAS 24 Related Party Disclosures;
- the requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member; and
- the requirements of paragraphs 130(f)(ii) and 130(f)(iii), 134(d)-134(f) and 135(c)-135(e) of IAS 36 Impairment of Assets.

Where required, equivalent disclosures are given in the group accounts of Investec plc. The group accounts of Investec plc are available to the public and can be obtained as set out below.

The company has taken advantage of the exemption under section 400 of the Companies Act 2006 not to prepare consolidated accounts. The financial statements present information about the company as an individual entity and not about its group.

Guinness Mahon Holdings Limited is a wholly owned subsidiary of Investec Group (UK) Limited. The company's ultimate parent undertaking and controlling party is Investec plc and the results of Guinness Mahon Holdings Limited are included in the consolidated financial statements of Investec plc which are available from 2 Gresham Street, London, EC2V 7QP.

1.2 Going concern

On the basis of current financial projections the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future and accordingly the going concern basis is adopted in the preparation of the financial statements.

GUINNESS MAHON HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2017

1 Accounting policies

(Continued)

1.3 Revenue

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods and services provided in the normal course of business, net of discounts, VAT and other sales related taxes.

1.4 Fair value measurement

IFRS 13 establishes a single source of guidance for all fair value measurements. IFRS 13 does not change when an entity is required to use fair value, but rather provides guidance on how to measure fair value under IFRS when fair value is required or permitted. The company is exempt under FRS 101 from the disclosure requirements of IFRS 13. There was no impact on the company from the adoption of IFRS 13.

1.5 Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the profit and loss account because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

Deferred tax

Deferred taxation is provided using the balance sheet method on temporary differences between the carrying amount of an asset or liability in the balance sheet and its tax base, except where such temporary differences arise from:

- The initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction has no effect on the income statement or taxable profit.
- In respect of temporary timing differences associated with the investments in subsidiaries or interests in associated undertakings, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets or liabilities are measured using the tax rates that have been enacted or substantively enacted at the balance sheet date.

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

Items recognised directly in other comprehensive income are net of related current and deferred taxation.

1.6 Operating leases

The annual rental payable on non cancellable operating leases are charged to the income statement on a straight line basis over the lease term.

GUINNESS MAHON HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2017

2 Revenue

An analysis of the company's revenue is as follows:

	2017 £	2016 £
Income from group undertaking	7,492,825	7,492,825
	<u>7,492,825</u>	<u>7,492,825</u>

Geographical market

	2017 £	2016 £
UK	<u>7,492,825</u>	<u>7,492,825</u>

3 Directors' emoluments

The directors were employed and remunerated as directors of Investec plc and its subsidiaries (the "Group") in respect of their services to the Group as a whole and their remuneration has been paid by other Group companies. It is estimated that the remuneration for their services to the Company in the year totalled £6,500 (2016: £8,000).

4 Result for the year

	2017 £	2016 £
Result for the year is stated after charging/(crediting):		
Operating lease expenses	<u>7,492,825</u>	<u>7,492,825</u>

5 Auditors' remuneration

The analysis of auditor's remuneration is as follows:

	2017 £	2016 £
Fees payable to the company's auditors for the audit of the company's annual accounts	<u>4,418</u>	<u>4,332</u>

The audit of the company's financial statements has been borne by another group entity.

6 Employees

The company has no employees (2016: nil).

GUINNESS MAHON HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2017

7 Income tax expense

	2017 £	2016 £
Total tax charge	-	-

The charge for the year can be reconciled to the loss per the profit and loss account as follows:

	2017 £	2016 £
Loss before taxation on continued operations	-	-
Taxation impact of factors affecting tax charge:		
UK-UK transfer pricing adjustment	193,682	-
Free group relief	(193,682)	-
Total adjustments	-	-
Tax charge for the year	-	-

The Finance Act 2015 reduced the main rate of corporate taxation to 19% with effect from 1 April 2017. On 16 March 2016, the Chancellor of the Exchequer announced a further reduction of the corporation tax rate to 17% effective from 1 April 2020.

8 Debtors

	2017 £	2016 £
Amount due from parent undertaking	75,333,000	75,333,000

The amounts receivable from the immediate parent undertaking currently bear no interest and are repayable on demand at request of the company.

9 Share capital

	2017 £	2016 £
Ordinary share capital		
Authorised		
100,000,000 Ordinary Shares of £1 each	100,000,000	100,000,000
Issued and fully paid		
22,120,090 Ordinary Shares of £1 each	22,120,090	22,120,090

GUINNESS MAHON HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2017

10 Operating leases commitments

Lessee

The company has a commitment in respect of a non-cancellable operating lease relating to the annual rental payable on the premises at 2 Gresham Street. Investec Bank plc ("IBP"), a fellow subsidiary company, assumed responsibility from the on-set of the lease to meet the annual obligations under the lease and ensure that all liabilities in respect of the lease are satisfied as and when they fall due. During the year the company has exercised a break clause in the operating lease and will exit the lease in September 2018.

Amounts recognised in profit or loss as an expense during the period in respect of operating lease arrangements are as follows:

	2017	2016
	£	£
Minimum lease payments under operating leases	7,492,825	7,492,825

At the reporting end date the company had outstanding commitments for future minimum lease payments under non-cancellable operating leases, which fall due as follows:

	Land and buildings	
	2017	2016
	£	£
Within one year	7,492,825	7,492,825
Between one and two years	3,746,412	11,239,237
	11,239,237	18,732,062

IBP have confirmed their intention to continue to meet this financial commitment up to the exit of the lease. A dilapidation cost of £2.2m has been agreed with the landlord. This cost will be payable by IBP.

11 Events after the reporting date

The directors confirm that there were no significant events occurring after the balance sheet date to the date of this report that would meet the criteria to be disclosed in the financial statements for the year end 31 March 2017.

12 Risk management

As a wholly-owned subsidiary of Investec plc, the company falls under Investec plc Group's Risk Management Framework which is set out in the combined Investec plc and Investec Limited 2017 financial statements, Risk Management and Corporate Governance report. The company's principal activity is that of an investment holding company. The company's investment in its subsidiaries has been funded by equity and borrowings from its parent.

GUINNESS MAHON HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2017

13 Ultimate parent undertaking

The company's ultimate parent and controlling party is Investec plc, a company incorporated in the United Kingdom and registered in England and Wales. The consolidated financial statements of Investec plc are available to the public and may be obtained from Investec plc at 2 Gresham Street, London, EC2V 7QP.