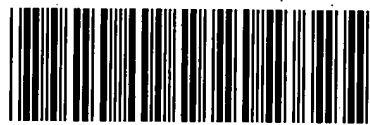


**VMBS OVERSEAS (UK) LIMITED**  
**Directors' Report and Financial Statements**  
**Registered Number 4592813**  
**Year ended 31 December, 2015**

FRIDAY



\*L5JKA5P7\*

LD5

11/11/2016

#76

COMPANIES HOUSE

**VMBS OVERSEAS (UK) LIMITED**

**FINANCIAL STATEMENTS**

**YEAR ENDED 31 DECEMBER, 2015**

Company Registration Number:	4592813
Registered Office:	380 Brixton Road Brixton SW9 7AW London
Directors:	Noel M. Hann Richard K. Powell
Secretary:	TMF Corporate Administration Services Limited
Independent Auditors:	KPMG LLP Chartered Accountants 15 Canada Square Canary Wharf London E14 5GL

**VMBS OVERSEAS (UK) LIMITED**  
**DIRECTORS' REPORT AND FINANCIAL STATEMENTS**  
**YEAR ENDED 31 DECEMBER, 2015**

<b>CONTENTS</b>	<b>PAGE</b>
Report of the Directors	1 - 3
Statement of Directors' responsibilities	2 - 3
Report of the Independent Auditors to the Members of VMBS Overseas (UK) Limited	4 - 5
Profit and Loss Account	6
Reconciliation of Movements in Shareholders' Funds	6
Balance Sheet	7
Notes to the Financial Statements	8 - 14

**VMBS OVERSEAS (UK) LIMITED**  
Directors' report and financial statements  
Year ended 31 December, 2015

**DIRECTORS' REPORT**

The directors present their report and the audited financial statements for the year ended 31 December, 2015.

**Principal activities**

The principal activities of the Company are to provide representative management functions to the Company's immediate and ultimate parent undertaking, including the provision of assistance with marketing and promotional activities.

**Business review**

The Company continues to be profitable and to promote the business of the ultimate parent undertaking, The Victoria Mutual Building Society. Little or no change is expected in the foreseeable future. The results for the year are set out on page 6.

**Proposed dividend**

The directors do not recommend the payment of a dividend (2014: £Nil).

**Directors**

During the year under review, the following directors held office:

Noel M. Hann  
Richard K. Powell

None of the directors who held office at the end of the year had any interest in the Company's or ultimate parent undertaking's shares (2014: £Nil).

**Political and charitable contributions**

The Company made no political contributions during the year (2014: £Nil). Donations to UK charities amounted to £Nil (2014: £Nil).

**Policy and practice on payment of creditors**

It is the Company's policy to settle all debts with suppliers on a timely basis, taking account of the credit period given by each supplier.

**VMBS OVERSEAS (UK) LIMITED**  
Directors' report and financial statements  
Year ended 31 December, 2015

**DIRECTORS' REPORT (CONT'D)**

**Disclosure of information to auditors**

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

**Independent auditors**

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

**Statement of directors' responsibilities in respect of the Directors' Report and the financial statements**

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

Company law requires the directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law the Financial Reporting Standard 101 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*.

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 judgments and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis, unless it is inappropriate to presume that the Company will continue in business.

**VMBS OVERSEAS (UK) LIMITED**  
Directors' report and financial statements  
Year ended 31 December, 2015


**DIRECTORS' REPORT (CONT'D)**

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

**Strategic Report**

The Financial Reporting Council (FRC) Bulletin 2014/4 (April 2014) highlights that a company is entitled to the small companies exemption in relation to the strategic report for the financial year if it would be so entitled but for being a member of an ineligible group. As such, the Company has elected to exercise this exemption in relation to the preparation of a Strategic Report for this financial year.

**By Order of the Board**

  
\_\_\_\_\_  
Richard K. Powell

Director

March 29, 2016

## **INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF VMBS OVERSEAS (UK) LIMITED**

We have audited the financial statements of VMBS Overseas (UK) Limited for the year ended 31 December, 2015 set out on pages 6 to 14. The financial reporting framework that has been applied in their preparation is applicable law and the Financial Reporting Standard 101 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*.

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

### **Respective responsibilities of directors and auditors**

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

### **Scope of the audit of the financial statements**

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's web-site at [www.frc.org.uk/auditscopeukprivate](http://www.frc.org.uk/auditscopeukprivate).

### **Opinion on financial statements**

In our opinion, the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December, 2015 and of its profit for the year then ended;
- have been properly prepared in accordance with the Financial Reporting Standard 101 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

### **Opinion on other matter prescribed by the Companies Act 2006**

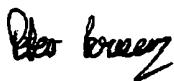
In our opinion, the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

**INDEPENDENT AUDITORS' REPORT TO THE  
MEMBERS OF VMBS OVERSEAS (UK) LIMITED (CONT'D)**

**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.
- The Directors were not entitled to take advantage of the small companies exemption in not preparing a strategic report.



**Peter Lomax (Senior Statutory Auditor)  
for and on behalf of KPMG LLP, Statutory Auditor**

Chartered Accountants  
15 Canada Square  
Canary Wharf  
London E145GL

31 March 2016



**VMBS OVERSEAS (UK) LIMITED**  
 Directors' report and financial statements  
Year ended 31 December, 2015

**INCOME STATEMENT**

	<u>Notes</u>	<u>2015</u> £	<u>2014</u> £
Turnover	1(c)	750,070	749,334
Administration expenses		<u>(743,175)</u>	<u>(741,915)</u>
Profit on ordinary activities before taxation	2	6,895	7,419
Taxation	3	<u>( 1,379)</u>	<u>( 1,338)</u>
Profit for the year		<u>5,516</u>	<u>6,081</u>

**RECONCILIATION OF MOVEMENT IN  
 SHAREHOLDERS' FUNDS**

	<u>2015</u> £	<u>2014</u> £
Shareholders' funds at beginning of year	52,897	46,816
Profit for the year	<u>5,516</u>	<u>6,081</u>
Shareholders' funds at end of year	<u>58,413</u>	<u>52,897</u>

The profit on ordinary activities in the current year arise from continued operations of the Company

There are no other comprehensive income for the year other than the profit for the year of £5,516 (2014: £6,081). Therefore, no separate statement of comprehensive income has been presented.


The notes on pages 8 to 14 form an integral part of the financial statements.

**VMBS OVERSEAS (UK) LIMITED**  
 Directors' report and financial statements  
 December 31, 2015

**BALANCE SHEET**

	<u>Notes</u>	<u>2015</u> £	<u>2014</u> £
<b>Fixed assets</b>			
Tangible fixed assets	4	<u>3,648</u>	<u>6,398</u>
<b>Current assets</b>			
Debtors	5	65,724	57,791
Cash at bank and in hand		<u>-</u>	<u>150</u>
		<u>65,724</u>	<u>57,941</u>
<b>Creditors: amounts falling due within one year</b>			
Accrued expenses	8	8,300	8,100
Taxation payable		<u>1,929</u>	<u>2,062</u>
		<u>10,229</u>	<u>10,162</u>
<b>Net current assets</b>		55,495	47,779
<b>Total assets less current liabilities</b>		<u>59,143</u>	<u>54,177</u>
<b>Creditors: amounts falling due after more than one year</b>			
Deferred taxation	9	<u>730</u>	<u>1,280</u>
<b>Net assets</b>		<u>58,413</u>	<u>52,897</u>
<b>Capital and reserves</b>			
Called up share capital	6	100	100
Retained profits	7	<u>58,313</u>	<u>52,797</u>
<b>Shareholders' funds</b>		<u>58,413</u>	<u>52,897</u>

The financial statements on pages 6 to 14 were approved by the Board of Directors on 29 March 2016 and signed on its behalf by:

  
 \_\_\_\_\_ Director  
 Richard K. Powell  
 Company registered number: 4592813

The notes on pages 8 to 14 form an integral part of the financial statements.

**VMBS OVERSEAS (UK) LIMITED**  
 Directors' report and financial statements  
Year ended 31 December, 2015

**NOTES TO THE FINANCIAL STATEMENTS**  
**(forming part of the financial statements)**

1. Accounting policies

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

(a) **Basis of preparation**

The financial statements have been prepared in accordance with the Financial Reporting Standard 101 The Financial Reporting Standard applicable in the UK and Republic of Ireland ("FRS101") as issued in July 2014, under the historical cost convention.

In the transition to FRS 101, the Company has applied IFRS 1 whilst ensuring that its assets and liabilities are measured in compliance with FRS 101. An explanation of how the transition to FRS 101 has affected the reported financial position, financial performance and cash flows of the Company is provided in note 14.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements and in preparing an opening FRS 101 balance sheet 1 January 2014 for the purposes of the transition to FRS 101.

(b) **Cash flow**

Under FRS101.8(g) and (h), the Company is exempt from the requirement to prepare a cash flow statement.

(c) **Turnover**

Turnover represents management fees charged to the ultimate parent undertaking (note 13) at a mark-up of 1% (2014: 1%) on cost incurred. The Company only has one line of business and one geographic market. It is the representative office of its parent company in the United Kingdom.

(d) **Leases**

Operating lease rentals are charged to the profit and loss account on the straight-line basis over the lease period.

(e) **Taxation**

The charge for taxation is based on the profit for the year, as adjusted for tax purposes.

Deferred taxation is recognised in respect of temporary differences between the treatment of certain items for taxation and accounting purposes, which have arisen, but not reversed by the balance sheet date, except as otherwise required by IAS12.

**VMBS OVERSEAS (UK) LIMITED**  
 Directors' report and financial statements  
Year ended 31 December, 2015

**NOTES TO THE FINANCIAL STATEMENTS (CONT'D)**  
**(forming part of the financial statements)**

1. Accounting policies (cont'd)

(f) **Tangible fixed assets**

Items of tangible fixed assets are measured at cost, less accumulated depreciation and impairment losses, if any.

(g) **Depreciation**

Depreciation is provided on fixed assets to write off the cost, less any estimated residual value of the assets, by equal instalments over their estimated useful economic lives, as follows:

Furniture and fittings	-	20% per annum
Computer and equipment	-	20% per annum

2. Profit on ordinary activities before taxation

The profit on ordinary activities before taxation is stated after charging:

	<u>2015</u>	<u>2014</u>
	£	£
Audit fees - current year	4,100	4,000
Non-audit fees	2,100	2,100
Equipment hire	-	885
Depreciation of tangible fixed assets (note 4)	<u>2,750</u>	<u>2,892</u>

3. Taxation

The Company is a close company within the meaning of section 414 of the Income and Corporation Taxes Act 1988.

	<u>2015</u>	<u>2014</u>
	£	£
<i>Current tax</i>		
Current tax on income for the period	<u>1,929</u>	<u>2,062</u>
Adjustments in respect for the period	<u>-</u>	( <u>53</u> )
Total current tax	<u>1,929</u>	<u>2,009</u>
<i>Deferred tax (note 9)</i>		
Origination and reversal of timing difference	( <u>550</u> )	( <u>671</u> )
Total tax	<u>1,379</u>	<u>1,338</u>

**VMBS OVERSEAS (UK) LIMITED**  
 Directors' report and financial statements  
Year ended 31 December, 2015

**NOTES TO THE FINANCIAL STATEMENTS (CONT'D)**  
**(forming part of the financial statements)**

3. Taxation (cont'd)

	<u>2015</u>	<u>2014</u>
	£	£
Profit on ordinary activities before taxation	6,895	7,419
Current tax charge at 20% (2014: 20%)	1,379	1,484
Effects of:		
Prior year over-provision	-	( 53)
Deferred tax adjustment	( 550)	( 671)
Depreciation in excess of capital allowances	<u>550</u>	<u>578</u>
Current taxation charge	<u>1,379</u>	<u>1,338</u>

At the year-end, there were no unutilised losses (2014: £NIL).

4. Tangible fixed assets

	<u>Furniture and fittings</u>	<u>Computer and equipment</u>	<u>Total</u>
	£	£	£
Cost			
31 December 2013, 2014 and 2015	<u>13,562</u>	<u>5,013</u>	<u>18,575</u>
Depreciation			
31 December 2013	4,810	4,475	9,285
Charge for the year	<u>2,561</u>	<u>331</u>	<u>2,892</u>
31 December 2014	7,371	4,806	12,177
Charge for the year	<u>2,561</u>	<u>189</u>	<u>2,750</u>
31 December, 2015	<u>9,932</u>	<u>4,995</u>	<u>14,927</u>
Net book values			
As at 31 December 2015	<u>3,630</u>	<u>18</u>	<u>3,648</u>
As at 31 December 2014	<u>6,191</u>	<u>207</u>	<u>6,398</u>
As at 31 December 2013	<u>8,752</u>	<u>538</u>	<u>9,290</u>

5. Debtors

	<u>2015</u>	<u>2014</u>
	£	£
Amount owed by ultimate parent undertaking	<u>65,724</u>	<u>57,791</u>

**VMBS OVERSEAS (UK) LIMITED**  
**Directors' report and financial statements**  
**Year ended 31 December, 2015**

**NOTES TO THE FINANCIAL STATEMENTS (CONT'D)**  
**(forming part of the financial statements)**

6.	<u>Called up share capital</u>	<u>2015</u>	<u>2014</u>
		£	£
	Allotted, called up and fully paid:		
	100 ordinary shares of £1 each	<u>100</u>	<u>100</u>
7.	<u>Retained profits</u>	<u>2015</u>	<u>2014</u>
		£	£
	At beginning of the year	52,797	46,716
	Profit for the year	<u>5,516</u>	<u>6,081</u>
	At end of year	<u>58,313</u>	<u>52,797</u>
8.	<u>Accrued expenses</u>	<u>2015</u>	<u>2014</u>
		£	£
	Audit fees	4,100	4,000
	Accounting fees	<u>4,200</u>	<u>4,100</u>
		<u>8,300</u>	<u>8,100</u>
9.	<u>Deferred taxation</u>	<u>2015</u>	<u>2014</u>
		£	£
	Provision at 1 January	1,280	1,951
	Charge to Profit and Loss account in year (note 3)	( 550)	( 671)
	Balance at 31 December	<u>730</u>	<u>1,280</u>
10.	<u>Staff numbers and cost</u>		
	The average number of persons employed by the Company during the period was 15 (2014: 15). The aggregate payroll cost of these persons was as follows:		
		<u>2015</u>	<u>2014</u>
		£	£
	Wages and salaries	386,362	292,355
	Social security cost	<u>30,853</u>	<u>25,310</u>

**VMBS OVERSEAS (UK) LIMITED**  
 Directors' report and financial statements  
Year ended 31 December, 2015

**NOTES TO THE FINANCIAL STATEMENTS (CONT'D)**  
**(forming part of the financial statements)**

11. Directors' emoluments

Fees paid in the year to directors who are not executive Directors of the ultimate parent undertaking, amounted to £NIL (2014: £NIL). Directors' emoluments are borne by the ultimate parent undertaking. It is not practicable to allocate cost to the Company for the services performed by the directors in relation to the Company.

12. Related party transactions

As the Company is a wholly-owned subsidiary of The Victoria Mutual Building Society, the Company has taken advantage of the exemption contained in FRS101.8(k) and has, therefore, not disclosed transactions or balances with wholly-owned subsidiaries which form part of the Group.

13. Immediate and ultimate parent undertaking

The Company's immediate and ultimate parent undertaking is The Victoria Mutual Building Society, registered in Jamaica. The financial statements of The Victoria Mutual Building Society are the only financial statements in which VMBS Overseas (UK) Limited's results are consolidated. Copies of the financial statements of the ultimate parent undertaking can be obtained from a fellow subsidiary company, Victoria Mutual Finance Limited, 380 Brixton Road, Brixton, SW9 7AW, London.

14. Explanation of transition to FRS 101 from old UK GAAP

As stated in note 1, these are the Company's first financial statements prepared in accordance with FRS 101.

The accounting policies set out in note 1 have been applied in preparing the financial statements for the year ended 31 December 2015, the comparative information presented in these financial statements for the year ended 31 December 2014 and in the preparation of an opening FRS 101 balance sheet at 31 December 2015.

In preparing its FRS 101 balance sheet, the Company has adjusted amounts reported previously in financial statements prepared in accordance with its old basis of accounting UK GAAP. An explanation of how the transition from UK GAAP to FRS 101 has affected the Company's financial position, financial performance and cash flows is set out in the following tables and the notes that accompany the tables.

**VMBS OVERSEAS (UK) LIMITED**  
 Directors' report and financial statements  
 Year ended 31 December, 2015

**NOTES TO THE FINANCIAL STATEMENTS (CONT'D)**  
**(forming part of the financial statements)**

**14. Explanation of transition to FRS 101 from old UK GAAP (continued)**

Reconciliation of equity

		<u>1 January 2014</u>			<u>31 December 2014</u>		
		Comparative Effect of transition to			Comparative Effect of transition to		
	Notes	UK GAAP £	FRS 101 £	FRS 101 £	UK GAAP £	FRS 101 £	FRS 101 £
<b>Fixed assets</b>							
Tangible fixed assets	4	<u>9,290</u>	-	<u>9,290</u>	<u>6,398</u>	-	<u>6,398</u>
<b>Current assets</b>							
Debtors	5	48,502	-	48,502	57,791	-	57,791
Cash at bank and in hand		150	-	150	150	-	150
<b>Creditors: amounts due within one year</b>							
Accrued expenses	8	8,075	-	8,075	8,100	-	8,100
Taxation payable		<u>1,100</u>	-	<u>1,100</u>	<u>2,062</u>	-	<u>2,062</u>
<b>Net current assets</b>		<u>39,477</u>	-	<u>39,477</u>	<u>47,779</u>	-	<u>47,779</u>
<b>Total assets less current liabilities</b>		48,767	-	48,767	54,177	-	54,177
<b>Creditors: amounts due after more than one year</b>							
Deferred taxation	9	<u>1,951</u>	-	<u>1,951</u>	<u>1,280</u>	-	<u>1,280</u>
<b>Net assets</b>		<u>46,816</u>	-	<u>46,816</u>	<u>52,897</u>	-	<u>52,897</u>
<b>Capital and reserves</b>							
Called up share capital	6	100	-	100	100	-	100
Retained profits	7	<u>46,716</u>	-	<u>46,716</u>	<u>52,797</u>	-	<u>52,797</u>
<b>Shareholders' funds</b>		<u>46,816</u>	-	<u>46,816</u>	<u>52,897</u>	-	<u>52,897</u>

Notes to the reconciliation of equity

There are no material differences between the statement presented under FRS 101 and the statement presented under UK GAAP.



**VMBS OVERSEAS (UK) LIMITED**  
 Directors' report and financial statements  
Year ended 31 December, 2015

**NOTES TO THE FINANCIAL STATEMENTS (CONT'D)**  
**(forming part of the financial statements)**

**14 Explanation of transition to FRS 101 from old UK GAAP (continued)**

Reconciliation of profit/loss for comparative

		<u>31 December 2014</u>	<u>31 December 2014</u>	
		Comparative	Comparative	
			Effect of	
			transition to	
	Notes	<u>UK GAAP</u>	<u>FRS 101</u>	<u>FRS 101</u>
		£	£	£
Turnover	1(c)	749,334	-	749,334
Administrative expenses		(741,915)	-	(741,915)
Profit on ordinary activities before taxation	2	7,419	-	7,419
Taxation	3	( 1,338)	<u>-</u>	<u>( 1,338)</u>
Profit for the year		<u>6,081</u>	<u>-</u>	<u>6,081</u>

Notes to the reconciliation of profit

Explanation of material adjustments to the cash flow statement for comparative year

There are no differences between the profit and loss statement presented under UK GAAP and that presented under FRS101.