

CNH Industrial UK Limited

Report and Financial Statements

31 December 2017

Company Registration Number: 10551189

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COMPANIES HOUSE

Directors

P J Hunter (appointed 6 January 2017)

S M McCarthy (appointed 6 January 2017)

Secretary

S M McCarthy (appointed 6 January 2017)

Auditors

Ernst and Young LLP

400 Capability Green

Luton LU1 3LU

Registered Office

25 St James's Street

London

SW1A 1HA

Strategic Report

The company was incorporated on 6 January 2017.

The Company's main activity is to participate in and finance CNH Industrial N.V. group companies (the "Group"). However it may carry out any transactions whatsoever, whether commercial or financial, connected with its purpose.

Review of the Business

During the period the Company was party to a restructuring of group debt. As part of that restructuring the Company has issued 100 ordinary shares of US\$ 1 each for a consideration of US\$ 1.2 billion, and holds a Promissory Note of US\$ 1.2 billion nominal value.

The interest earned on the Promissory Note represents the main revenue of the Company.

Principal Risks and uncertainties

The principal risk of the company is the foreign exchange risk on the revaluation of the Promissory Note which is denominated in US\$, whereas the functional currency of the Company is the Euro.

In order to cover the loss due to the foreign exchange losses arisen during the period on the reporting of the Promissory Note at 31 December 2017, the Company has obtained a comfort letter from the parent company, CNH Industrial N.V. to support the company for a period of at least twelve months following the signing of the financial statements.

By order of the Board



P J Hunter
Director

3 April 2018

Directors' report

The company was incorporated on 6 January 2017.

The directors present their report and financial statements for the period 6 January 2017 to 31 December 2017.

Results and dividends

The loss for the period after taxation amounted to €30,502,000.

The directors do not recommend a final dividend.

Future developments

For the foreseeable future, the company will continue to operate in its current capacity.

Going Concern

After making enquiries, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. In order to cover the loss due to the foreign exchange losses arisen during the period on the reporting of the Promissory Note at 31 December 2017, the Company has obtained a comfort letter from the parent company, CNH Industrial N.V. to support the company for a period of at least twelve months following the signing of the financial statements. Accordingly they continue to adopt the going concern basis in preparing the financial statements.

Directors

The directors who served the company during the period were as follows:

P J Hunter (appointed 6 January 2017)

S M McCarthy (appointed 6 January 2017)

The directors held no interests in the share capital of the company.

Political and charitable contributions

The company made no political or charitable contributions during the period.

Disclosure of information to the auditors

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware. Having made enquiries of fellow directors and the company's auditor, each director has taken all the steps that he is obliged to take as a director in order to make himself aware of any relevant audit information and to establish that the auditor is aware of that information.

Auditors

A resolution to reappoint Ernst & Young LLP as auditors will be put to the members at the Annual General Meeting.

By order of the Board



P J Hunter
Director

3 April 2018

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 period. Under that law the directors have elected to prepare the financial statements 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 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.

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 auditors' report

to the members of CNH Industrial UK Limited

Opinion

We have audited the financial statements of CNH Industrial UK Limited for the period ended 31st December 2017 which comprise the Statement of Profit or Loss and Other Comprehensive Income, the Statement of Financial position and the Statement of Changes in Equity and the related notes 1 to 13, including a summary of significant accounting policies. 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 FRS 101 "Reduced Disclosure Framework.

In our opinion, the financial statements:

- give a true and fair view of the company's affairs as at 31st December 2017 and of its loss for the period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; 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 below. 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.

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 other information comprises the information included in the directors report set out on page 3, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this report, we do not express any form of assurance conclusion thereon.

Independent auditors' report (continued)

to the members of CNH Industrial UK Limited

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 the other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters 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 strategic report and the directors' report for the financial period for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the 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 strategic report or directors' report.

We have nothing to report in respect of the following matters in relation to which 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.

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

Independent auditors' report (continued)

to the members of CNH Industrial UK Limited

aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Ernst & Young LLP

Chris Nobbs (statutory auditor)

for and on behalf of Ernst & Young LLP, Statutory Auditor

Luton

5 APRIL 2018

Statement of Profit or loss and Other Comprehensive Income

for the period 6 January 2017 to 31 December 2017

	Notes	Period to 31 12 17 €000
Administrative expenses	3	(10)
Operating loss		<u>(10)</u>
Interest receivable and similar income	4	19,641
Other financial costs	5	(46,354)
Loss on ordinary activities before taxation		<u>(26,723)</u>
Tax on ordinary activities	7	<u>(3,779)</u>
Loss for the financial period		<u><u>(30,502)</u></u>

Other Comprehensive Income

for the period from 6 January to 31 December 2017

	Period to 31 12 17 €000
Loss for the financial period	(30,502)
Total recognised gains and losses relating to the period	<u><u>(30,502)</u></u>

The notes on pages 11 to 16 form part of the financial statements.

Statement of Financial Position

as at 31 December 2017

	Notes	2017 €000
Fixed assets		
Financial assets of a long-term nature	8	1,000,583
		<u>1,000,583</u>
Current assets		
Debtors	9	227
Accrued Interest	8	19,415
		<u>19,642</u>
Creditors:		
Creditors: amounts falling due within one year	10	<u>(3,788)</u>
Net current liabilities		<u>(15,854)</u>
Total assets less current liabilities		1,016,437
Net assets		<u>1,016,437</u>
Capital and reserves		
Called up share capital	11	1
Share premium		1,046,938
Retained earnings		<u>(30,502)</u>
Shareholders' funds		<u>1,016,437</u>

These financial statements of CNH Industrial UK Limited, registered number 10551189 were approved and authorised by the board of Directors on 3 April 2018.

Signed on behalf of the Directors



P Hunter

Director

Statement of changes in equity

For the period 6 January 2017 to 31 December 2017

	Share capital €000	Share Premium €000	Retained Earnings €000	Total Equity €000
Share capital issued during period	1	1,046,938	-	1,046,939
(Loss) for the financial period	-	-	(30,502)	(30,502)
At 31 December 2017	1	1,046,938	(30,502)	1,016,437

Notes to the financial statements

at 31 December 2017

1. Authorisation of financial statements and statement of compliance with FRS 101

The financial statements of CNH Industrial UK Limited (the "Company") for the period from 6 January 2017 to 31 December 2017 were authorised for issue by the board of directors on 3 April 2018 and the balance sheet was signed on the board's behalf by P J Hunter. CNH Industrial UK Limited is incorporated and domiciled in England and Wales.

The Company has adopted Financial Reporting Standard 101 Reduced Disclosure Framework (FRS 101). These financial statements were prepared in accordance with FRS 101 Reduced Disclosure Framework (FRS 101) and in accordance with applicable accounting standards.

The Company's financial statements are presented in Euros and all values are rounded to the nearest thousand euros (€000) except when otherwise indicated.

The company has taken advantage of the exemption under s400 of the Companies Act 2006 not to prepare group accounts as it is a wholly owned subsidiary of CNH Industrial N.V which prepares group account which are available from The Company Secretary, Cranes Farm Road, Basildon, Essex, SS14 3AD, UK.

The principal accounting policies adopted by the Company are set out in note 2.

Going Concern

The directors have received notice from CNH Industrial N.V. that they will support the operational needs of CNH Industrial UK Limited for twelve months following the date of signing these financial statements in order to allow it to meet its liabilities as and when they fall due unless circumstances change in a manner such as it would or might no longer be open for them to provide such financial support.

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 financial statements.

2. Accounting policies

Basis of preparation

The financial statements are prepared under the historical cost convention and in accordance with applicable accounting standards and in compliance with the Companies Act 2006.

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

- (a) The requirements of IAS 7 Statement of Cash Flows
- (b) The requirements of paragraph 17 of IAS 24 Related Party Disclosures
- (c) 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.

Foreign currency transactions

The Company's financial statements are presented in euros, which is also the Company's functional currency.

Transactions in foreign currencies are recorded at the foreign exchange rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are translated at the exchange rate prevailing at that date. Exchange differences arising on the settlement of monetary items or on reporting monetary items at rates different from those at which they were initially recorded during the period or in previous financial statements, are recognized in profit or loss.

Notes to the financial statements (continued)

at 31 December 2017

2. Accounting policies (continued)

Financial Assets

Non-current financial assets comprise held to maturity securities, non-current loans and receivables and other non-current available-for-sale financial assets.

Current financial assets, include trade receivables, receivables from financing activities, current securities, accrued interest income and other current financial assets, as well as cash and cash equivalent.

Non-current financial assets, as well as current financial assets are accounted for at nominal value.

Assessments are made regularly as to whether there is any objective evidence that a financial assets or group of assets may be impaired. If any such evidence exists, an impairment loss is included in profit or loss for the period.

Provisions

The Company records provisions when it has an obligation, legal or constructive, to a third party or to a Group company, as a result from a past event, when it is probable that an outflow of Company resources will be required to satisfy the obligation and when a reliable estimate of the amount can be made.

Changes in estimates are reflected in profit or loss in the period in which the change occurs.

Taxation

UK corporation tax is provided at amounts expected to be paid or recovered using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred taxation

Deferred taxation is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or right to pay less or to receive more, tax, with the following exceptions:

- Provision is made for tax on gains arising from the revaluation (and similar fair value adjustments) of fixed assets, or gains on disposal of fixed assets that have been rolled over into replacement assets, only to the extent that, at the balance sheet date, there is a binding agreement to dispose of the assets concerned. However, no provision is made where, on the basis of all available evidence at the balance sheet date, it is more likely than not that the taxable gain will be rolled over into replacement assets and charged to tax only where the replacement assets are sold.
- Provision is made for deferred taxation that would arise on remittance of the retained earnings of subsidiaries, associates and joint ventures only to the extent that, at the balance sheet date, dividends have been accrued as receivable.
- Deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

Notes to the financial statements (continued)

at 31 December 2017

3. Administrative expenses

	<i>Period to 31 12 17 €000</i>
Audit fees	10
Total administrative expenses	<u>10</u>

4. Interest receivable and similar income

	<i>Period to 31 12 2017 €000</i>
Interest income from Promissory Note	19,641
Total interest receivable and similar income	<u>19,641</u>

5. Other financial costs

	<i>Period to 31 12 2017 €000</i>
Net foreign exchange currency differences	46,354
Total other financial costs	<u>46,354</u>

6. Staff costs and directors' remuneration

No director received any remuneration in respect of services to the company during the period.

The company had no other employees during the period.

Notes to the financial statements (continued)

at 31 December 2017

7. Tax on Ordinary Activities

The Tax payable is made up as follows:

	<i>Period to 31 12 2017 €000</i>
Current tax:	
Current period – 19.25%	3,779
Total current tax	<u>3,779</u>
Total tax on ordinary activities	<u><u>3,779</u></u>

The differences between the total current tax shown and the amount calculated by applying the standard rate of UK corporation tax to the loss before tax is as follows:

	<i>Period to 31 12 2017 €000</i>
Loss on ordinary activities before tax	<u>(26,723)</u>
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 19.25%	(5,144)
Effects of:	
Expenses not deductible for tax purposes	8,923
Overall tax charge	<u><u>3,779</u></u>

Deferred tax

There is no deferred tax liability arising at 31 December 2017.

Change in corporation tax rate

The Finance Act 2016 provided for the main rate of Corporation Tax to be reduced from 18% to 17% from 1 April 2020.

Notes to the financial statements (continued)

at 31 December 2017

8. Financial assets of a long-term nature

	2017 €000
Promissory Note due from group undertaking	1,000,583
Accrued interest income	19,415
	<u>1,019,998</u>

The Promissory Note was signed on 19th July 2017 and has a maturity date of 19th July 2024. Interest is earned at a rate of 1 year LIBOR (on USD deposits) plus a margin of 2.5%. The Promissory Note is neither past due nor impaired at 31st December 2017.

Interest is payable annually for each year prior to the Promissory Note reaching the maturity date. The interest period runs from 20 July to 19 July, and interest is payable on 19 July each year, commencing on 19 July 2018.

9. Debtors

	2017 €000
Amounts due from group undertakings	227
	<u>227</u>

Amounts due from group undertakings of €227,000 represents cash balances held in the Group treasury company. The amount is readily convertible to cash and it is not pledged. This forms part of a cash pooling arrangement whereas floating interest at market rates are paid by the Group treasury company.

10. Creditors: amounts falling due within one year

	2017 €000
Corporation tax payable	3,779
Accruals	9
	<u>3,788</u>

Notes to the financial statements (continued)

at 31 December 2017

11. Issued share capital

		2017
<i>Allotted, called up and fully paid</i>	<i>No.</i>	<i>€</i>
Ordinary shares of US\$1 each		
Issued on incorporation	100	95
Issued in the period	100	87
		<u>182</u>

On 6th January 2017, 100 ordinary shares with an aggregate nominal value of US\$100 were issued at US\$1 each for a cash consideration.

On 17th July 2017, 100 ordinary shares with an aggregate nominal value of US\$100 were issued at US\$1 each for a consideration of US\$1,200,000,000.

12. Related party transactions

The company has taken advantage of the exemption not to disclose transactions with other group companies as they are 100% owned within the group and the consolidated financial statements are publically available.

13. Ultimate parent undertaking and controlling party

For the period ended 31 December 2017, the directors regard CNH Industrial N.V., a company incorporated in the Netherlands, as the ultimate parent undertaking and controlling party.

CNH Industrial N.V. is the parent undertaking of the largest and smallest group of which the company is a member and for which group accounts are drawn up.

Once signed and approved, copies of the 2017 financial statements of CNH Industrial Group will be available at the Corporate Offices of CNH Industrial N.V., 25 St James Street, London SW1A 1HA and also on the CNH Industrial Company website cnhindustrial.com.