CNH Industrial UK Limited

Report and Financial Statements

31 December 2018

Company Registration Number: 10551189

WEDNESDAY



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#182

Directors

P J Hunter S M McCarthy

Secretary

S M McCarthy

Auditor

Ernst and Young LLP 1 More London Place London SE1 2AF

Registered Office

25 St James's Street London SW1A 1HA

Strategic Report

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

In 2017 the Company was party to a restructuring of the group debt. As part of that restructuring the Company 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.

During the current year, the Company earned interest on the Promissory Note for a total amount of €50.5 million (2017: €19.6 million) which represented the main revenue.

In addition, due to the strengthening of the US dollar to Euro the revaluation of the Promissory Note generated a significant income of €48.1 million (2017: expense of €46.4 million).

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 potential losses that could arise in the foreseeable future, due to the volatility of the exchange rate between the US dollar and the Euro, the Company has obtained a comfort letter from the parent company, CNH Industrial N.V. to support the company for the period of at least twelve months following the signing of the financial statements.

By order of the Board

P J Hunter

Director

17 April 2019

Directors' report

The directors present their report and financial statements for the year ended 31 December 2018.

Results and dividends

The profit for the year after taxation amounted to €89.3 million (2017: loss of €30.5 million) and was made up of interest income matured on the Promissory Note of €50.5 million and of the foreign exchange gain arisen from the revaluation of the Promissory Note of €48.1 million.

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 potential future losses from foreign exchange variances, the Company has obtained a comfort letter from the parent company, CNH Industrial N.V. to support the company for the 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 year and up to the date of this report were as follows:

P J Hunter

S M McCarthy

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

Disclosure of information to the auditor

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.

Auditor

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

By order of the Board

Director

17 April 2019

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 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 auditor's report

to the members of CNH Industrial UK Limited

We have audited the financial statements of CNH Industrial UK Limited (the 'company') for the year ended 31 December 2018 which comprise the Statement of Profit or Loss, the Statement of Comprehensive Income, the Statement of Financial position, 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 31 December 2018 and of its profit for the year 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.

Independent auditor's report (continued)

to the members of CNH Industrial UK Limited

Other information

The other information comprises the information included in the annual report, 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.

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 year 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.

Independent auditor's report (continued)

to the members of CNH Industrial UK Limited

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

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.

Use of our report

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.

Jacqueline Ann Geary (Senior statutory auditor) for and on behalf of Ernst & Young LLP, Statutory Auditor

Ernst & Young LLP

London 17 April 2019

Statement of Profit or loss

for the year ended 31 December 2018

	Notes	2018 €000	2017 €000
Administrative expenses	3	(9)	(10)
Operating loss		(9)	(10)
Interest receivable and similar income Other financial income/(costs)	4 5	50'896 48'051	19'641 (46'354)
Profit / (loss) before taxation		98'938	(26'723)
Tax on profit / (loss)	7	(9'685)	(3'779)
Profit / (loss) for the year		89'253	(30'502)
Statement of Comprehensive Income for the year ended 31 December 2018			•
		2018	2017
Profit / (loss) for the year	•	€000 89'253	€000 (30'502)
Total comprehensive income / (loss) for the year		89'253	(30'502)

The notes on pages 11 to 17 form part of the financial statements.

Statement of Financial Position

as at 31 December 2018

	••	2018	2017
Fixed assets	Notes	€000	€000
Financial assets of a long-term nature	8	1'048'035 1'048'035	1'000'583
Current assets		1048035	1'000'583
Debtors	9	41'630	227
Accrued Interest	8 .	25'743 67'373	19'415 19'642
	•	7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7	
Creditors: amounts falling due within one year	10	(9'695)	(3'788)
Current Financial Liabilities	11 .	(23)	-
Net current assets		57'655	15'854
Total assets less current liabilities	-	1'105'690	1'016'437
Net assets	5	1'105'690	1'016'437
Capital and reserves			
Called up share capital	12	. 1046000	1/046/028
Share premium Retained earnings / (accumulated losses)		1'046'938 58'751	1'046'938 (30'502)
Shareholders' funds		1'105'690	1'016'437

These financial statements of CNH Industrial UK Limited, registered number 10551189 were approved and authorised by the board of Directors on 17 April 2019.

gigned on behalf of the Directors

Director

С

Statement of changes in equity

For the year ended 31 December 2018

	Share capital	Share Preium	Retained Earnings /Accumulated losses	Total Equity
_	€ 000	€ 000	€ 000	€ 000
Share capital issued during period	1	1,046,938	-	1,046,939
Total comprehensive loss for the financial period	-	-	(30,502)	(30,502)
At 31 December 2017	1	1,046,938	(30,502)	1,016,437
Total comprehensive income for the financial year	-	-	89,253	89,253
At 31 December 2018	1	1,046,938	58,751	1,105,690

at 31 December 2018

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

The financial statements of CNH Industrial UK Limited (the "Company") for the year ended 31 December 2018 were authorised for issue by the board of directors on 17 April 2019 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 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 and 18A 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.
- (d) The requirements of IFRS 7 Financial Instruments: Disclosures;
- (e) The requirements of paragraphs 91 99 of IFRS 13 Fair Value Measurement; and
- (f) The requirement of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors in relation to standards not yet effective.

at 31 December 2018

2. Accounting policies (continued)

New standards and amendments effective from January 1, 2018

IFRS 9 - Financial Instruments

On 24 July 2014, the IASB issued IFRS 9 - Financial Instruments. IFRS 9 replaces IAS 39 - Financial Instruments: Recognition and Measurement, and includes requirements for classification and measurement of financial instruments, impairment of financial assets, and hedge accounting. IFRS 9 amends IFRS 7 - Financial Instruments: Disclosures. As permitted by the transitional provisions of the standard, the Company has adopted IFRS 9 effective 1 January 2018 retrospectively, except for hedge accounting which was applied prospectively, without recasting prior periods.

Classification and measurement of financial instruments

As results of the adoption of IFRS 9, the Company has classified and measured its financial assets as at amortized cost ("AC"), fair value through other comprehensive income ("FVTOCI") or fair value through profit and loss ("FVTPL"), depending on its business model for managing such financial assets and the asset's contractual cash flow characteristics. IFRS 9 eliminates the previous IAS 39 categories of held to maturity ("HTM"), loans and receivables ("L&R") and available for sale ("AFS").

The classification used previously under IAS 39 has been discontinued from 1 January 2018. In accordance with the transitional provisions of IFRS 9, the Company has not restated prior periods but has classified the financial assets held at 1 January 2018 retrospectively, according to the business model and based on facts and circumstances under which the assets were held at that date.

The classification and measurement of financial liabilities remained unchanged for the Company.

There were no changes in the carrying amounts on the basis of allocation from original measurement categories under IAS 39 to new measurement categories under IFRS 9.

Expected credit loss (ECL)

The accounting for impairment of financial assets is based on an "expected credit loss" (ECL) impairment model, replacing the incurred loss method under IAS 39. Expected losses will be recorded on an annual basis or taking into account the contractual duration of the financial activity. The application of these new rules did not have any significant effect on the Company's financial statements and on the date of the first application of the standard.

For financial guarantee contracts, IFRS 9 retains the same definition and initial recognition requirements as IAS 39 but introduces different subsequent measurements. On subsequent measurement financial contracts are measured at the 'higher of':

- The ECL allowance as defined above and
- The amount initially recognized (e.g. fair value) less any cumulative amount of income amortization recognized.

The ECL on intercompany receivables are recognized in profit or loss.

The new measurement criteria did not lead to any significant effect in the Company's financial statements.

at 31 December 2018

2. Accounting policies (continued)

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.

Financial Assets

Non-current financial assets comprise securities, non-current loans and receivables and other non-current financial assets.

Current financial assets, include trade receivables, receivables from financing activities, current securities 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 which is deemed to approximate their fair value.

Assessments are made regularly as to whether there are any expected credit losses. If such losses are determined they are included in profit or loss for the year.

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 temporary 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.

at 31 December 2018

2. Accounting policies (continued)

- 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
 temporary 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 temporary differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

Current Financial Liabilities

Current financial liabilities are recognized at fair value through profit or loss.

3. Administrative expenses

		<i>2018</i> € 000	<i>2017</i> € 000
	Audit fees	9	10
	Total administrative expenses	9	10
4.	Interest receivable and similar income		
		<i>2018</i> € 000	<i>2017</i> € 000
	Interest Income from CNH Industrial Finance Europe SA Interest income from Promissory Note	423 50'473	- 19'641
	Total interest receivable and similar income	50'896	19'641
5.	Other financial Income/(costs)		
		2018	2017
		€ 000	€ 000
	Net foreign exchange currency differences	48'051	(46'354)
	Total other financial income / (costs)	48'051	(46'354)

at 31 December 2018

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.

7. Tax on Profit / (Loss)

The Tax charge is made up as follows:

	<i>2018</i> € 000	<i>2017</i> € 000
Current tax: Current period – 19% (19.25% in 2017)	9,685	3,779
Total current tax	9,685	3,779

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

	<i>2018</i> € 000	<i>2017</i> € 000
Profit / (Loss) before tax	98'938	(26'723)
Profit / (Loss) multiplied by standard rate of corporation tax in the UK of 19%(19.25% in 2017) Effects of:	18'798	(5'144)
(Income) / Expenses not deductible for tax purposes	(9'113)	8'923
	9'685	3'779

Deferred tax

There is no deferred tax liability arising at 31 December 2018 (none in 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.

at 31 December 2018

8. Financial assets of a long-term nature

• · · · · · · · · · · · · · · · · · · ·	<i>2018</i> € 000	<i>2017</i> € 000
Promissory note due from group undertaking	1'048'035	1'000'583
Accrued interest income	25'743	19'415
	1'073'778	1'019'998

The promissory note was signed on 19 July 2017 and has a maturity date of 19 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 31 December 2018.

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

	2018	2017
	€ 000	€ 000
Amounts due from group undertakings	41'630	227
	41'630	227

Amounts due from group undertakings of € 41'630'000 (€227,000 in 2017) 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

,	2018	2017
	€ 000	€ 000
Corporation tax payable	9'685	3'779
Accruals	10	9
	9'695	3'788
11. Current Financial liabilities		
	2018	2017
	€ 000	€ 000
Liability from derivative financial instruments	23	-
	23	

at 31 December 2018

12. Issued share capital

Allotted, called up and fully paid	No.	2018 €	2017 €
Ordinary shares of US\$ 1 each			•
Issued on incorporation	100	95	95
Issued in the period	100	87	87
		182	182

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

On 17 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. The parent Company, CNH Industrial N.V. transferred a Promissory Note of a nominal value of US\$ 1,200,000,000 which was contributed to the Company in exchange of the shares.

13. Ultimate parent undertaking and controlling party

For the period ended 31 December 2018, 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 2018 financial statements of CNH Industrial Group will be available at the Corporate Offices of CNH Industrial N.V., 25 St. James's Street, London SW1A 1HA and also on the CNH Industrial Company website cnhindustrial.com.