

annex 1 / 450

Meadowbank Investments Limited

**Report and Financial Statements
For the year ended 31 December 2009**



**REGISTERED NUMBER (CAYMAN ISLANDS): WK-129638
REGISTERED NUMBER (ENGLAND AND WALES): FC024955**

MEADOWBANK INVESTMENTS LIMITED
REGISTERED NUMBER (ENGLAND AND WALES): FC024955

DIRECTORS' REPORT

For the year ended 31 December 2009

The directors present their report together with the audited financial statements for the year ended 31 December 2009

Review of business and future outlook

The principal activity of the Company is to act as an investment company. No significant change in this activity is envisaged in the foreseeable future and the directors expect the Company's performance to be in line with the current year.

The directors have reviewed the Company's business and performance and consider it to be satisfactory for the year. The directors consider that the Company's position at the end of the year is consistent with the size and complexity of the business.

Given the nature of the business, the Company's directors are of the opinion that analysis using Key Performance Indicators (KPIs) is not necessary for an understanding of the development, performance or position of the business.

Results and Dividends

During the year the Company made a profit after tax of NZ\$6,173 (2008: NZ\$17,151). The directors do not propose a dividend for the year (2008: NZ\$nil). The directors consider that the performance of the Company has been satisfactory during the year.

Directors

The directors of the Company, who served during the year, together with their dates of appointment and resignation, where appropriate, are as shown below:

N Dhillon	
S Haworth	(resigned 1 May 2009)
B Shah	
C Argote	(appointed 13 May 2009)
C Schulze	(appointed 13 May 2009)

Since the year end B Shah resigned as a Director on 6 August 2010 and S Eijkenduijn was appointed as a Director on 9 August 2010.

Directors' third-party indemnity provisions

Qualifying third-party indemnity provisions were in force during the course of the financial year ended 31 December 2009 for the benefit of the then Directors and, at the date of this report, are in force for the benefit of the Directors in relation to certain losses and liabilities which they may incur (or have incurred) in connection with their duties, powers or office.

Financial instruments

The Company's directors are required to follow the requirements of the Barclays Group risk management policies, which include specific guidelines on the management of foreign exchange, credit and interest rate risks and advice on the use of financial instruments to manage them. Barclays Group risk management policies can be found in the financial statements of Barclays Bank PLC for the year ended 31 December 2009 (see note 12).

MEADOWBANK INVESTMENTS LIMITED
REGISTERED NUMBER (ENGLAND AND WALES): FC024955

DIRECTORS' REPORT (continued)

For the year ended 31 December 2009

Statement of Directors' Responsibilities

The following statement, which should be read in conjunction with the Auditors' Report, is made with a view to distinguishing for shareholders the respective responsibilities of the directors and of the auditors in relation to the financial statements

The directors are required by the Companies Act 1985 as applicable to overseas companies to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Company as at the end of the financial year and of the profit or loss for the financial year

The directors consider that in preparing the accounts

- the Company has used appropriate accounting policies, consistently applied and supported by reasonable and prudent judgments and estimates,
- that all the accounting standards which they consider to be applicable have been followed, and
- that the financial statements have been prepared on a going concern basis

The directors have responsibility for ensuring that the Company keeps accounting records which disclose with reasonable accuracy the financial position of the Company and which enable them to ensure the financial statements comply with the Companies Act 1985 as applicable to overseas companies

The directors in office as at the date of this report confirm that

- there is no relevant audit information of which the Company's auditors are unaware, and
- they have taken all the steps they 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

The directors 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

Auditors

The directors have appointed PricewaterhouseCoopers LLP as auditors to the Company. PricewaterhouseCoopers LLP have indicated their willingness to continue in office

BY ORDER OF THE BOARD

Director

Name N.S. Slid

Date 2nd September 2010

For and on behalf of Meadowbank Investments Limited

MEADOWBANK INVESTMENTS LIMITED

REGISTERED NUMBER (ENGLAND AND WALES) FC024955

INDEPENDENT AUDITORS' REPORT TO THE DIRECTORS OF MEADOWBANK INVESTMENTS LIMITED

We have audited the financial statements of Meadowbank Investments Limited for the year ended 31 December 2009 which comprise the Profit and Loss Account, the Balance Sheet and the related notes. These financial statements have been prepared under the accounting policies set out therein.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland). This report, including the opinion, has been prepared for and only for the directors to meet their obligations under the Companies Act 1985 as applicable to overseas companies and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come including without limitation under any contractual obligations of the Company, save where expressly agreed by our prior consent in writing.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985, as applicable to overseas companies. We also report to you whether in our opinion the information given in the Directors' Report is consistent with the financial statements.

In addition we report to you if, in our opinion, the Company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgments made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the Company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

MEADOWBANK INVESTMENTS LIMITED

REGISTERED NUMBER (ENGLAND AND WALES) FC024955

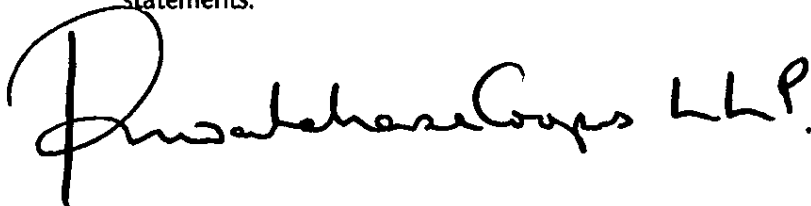
INDEPENDENT AUDITORS' REPORT TO THE DIRECTORS OF MEADOWBANK INVESTMENTS LIMITED

(continued)

Opinion

In our opinion:

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the Company's affairs as at 31 December 2009 and of its profit for the year then ended,
- the financial statements have been properly prepared in accordance with the Companies Act 1985 as applicable to overseas companies; and
- the information given in the Directors' Report is consistent with the financial statements.

A large, stylized handwritten signature in black ink that reads "PricewaterhouseCoopers LLP".

PricewaterhouseCoopers LLP
Chartered Accountants and Registered Auditors
London, United Kingdom
[Date]

3 September 2010

MEADOWBANK INVESTMENTS LIMITED
REGISTERED NUMBER (ENGLAND AND WALES): FC024955

PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 DECEMBER 2009

		2009 NZ\$	2008 NZ\$
Other operating expenses	Note	(271)	(70)
Operating loss		<u>(271)</u>	<u>(70)</u>
Interest receivable and similar income	4	8,714	23,348
Profit on ordinary activities before taxation	5	<u>8,443</u>	<u>23,278</u>
Tax on profit on ordinary activities	6	<u>(2,270)</u>	<u>(6,127)</u>
Profit on ordinary activities after taxation		<u>6,173</u>	<u>17,151</u>

All recognised gains and losses are included in the profit and loss account. Operating (loss)/profit is derived from continuing activities. There is no difference between the results disclosed in the profit and loss account and the results on an unmodified historical cost basis. The notes 1 to 12 form an integral part of these financial statements.

MEADOWBANK INVESTMENTS LIMITED
REGISTERED NUMBER (ENGLAND AND WALES): FC024955

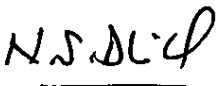
BALANCE SHEET AS AT 31 DECEMBER 2009

	Note	2009 NZ\$	2008 NZ\$
CURRENT ASSETS			
DEBTORS Amounts falling due within one year	7	338,573	336,701
CREDITORS Amounts falling due within one year	8	(2,126)	(6,427)
NET CURRENT ASSETS		<u>336,447</u>	<u>330,274</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		336,447	330,274
NET ASSETS		<u>336,447</u>	<u>330,274</u>
CAPITAL AND RESERVES			
Called up share capital	9	100,000	100,000
Profit and loss account		236,447	230,274
TOTAL SHAREHOLDERS' FUNDS	10	<u>336,447</u>	<u>330,274</u>

A reconciliation of movement in shareholders' funds is given in note 10

The notes 1 to 12 form an integral part of these financial statements

The financial statements and notes 1 to 12 were approved by the Board of Directors on 2nd September 2010


 Director
 Name N. J. Dillon
 Date 2nd September 2010

MEADOWBANK INVESTMENTS LIMITED
REGISTERED NUMBER (ENGLAND AND WALES): FC024955

NOTES TO THE FINANCIAL STATEMENTS

1 ACCOUNTING POLICIES

Basis of accounting

The financial statements have been prepared on a going concern basis under the historical cost convention, the accounting policies set out below and in accordance with the Companies Act 1985 as applicable to overseas companies and applicable accounting standards of the Accounting Standards Board and pronouncements of the Urgent Issues Task Force. They are stated in New Zealand dollars, which is the Company's functional and presentation currency.

Overseas Companies

The financial statements have been prepared in accordance with the Companies Act 1985 applicable to overseas companies. The Company has taken advantage of the modifications and exemptions from disclosure that are set out in the Overseas Companies (Accounts) (Modifications and Exemptions) Order 1990.

Interest

Interest income and expense is recognised on an accruals basis.

Foreign exchange

Monetary assets and liabilities in foreign currencies are translated into New Zealand dollars at the exchange rate ruling at the balance sheet date except where rates of exchange are fixed under contractual arrangements. Trading results denominated in foreign currencies are translated into New Zealand dollars at average rates of exchange during the year unless a contracted rate applied. All exchange differences are included in the profit and loss account.

Taxation

The charge for taxation is based on the results for the period and takes into account taxation deferred. Deferred taxation is recognized on timing differences arising between the treatment of certain items for taxation and accounting purposes.

Derivative Financial instruments

The Company is party to financial instruments, including put and call options. The put and call options have been recorded at the lower of cost and net realisable value.

MEADOWBANK INVESTMENTS LIMITED
REGISTERED NUMBER (ENGLAND AND WALES): FC024955

NOTES TO THE FINANCIAL STATEMENTS (continued)

2. CASH FLOW STATEMENT

The Company has adopted the provisions of Financial Reporting Standard 1 ("FRS 1") revised 1996, Cash Flow Statements. Accordingly the Company, which is a wholly owned subsidiary of Barclays PLC, has elected to utilise the exemption provided in FRS 1 not to produce a cash flow statement, as a cash flow statement is prepared by its ultimate parent.

3. DIRECTORS' EMOLUMENTS

The directors did not receive any emoluments in respect of their services to the Company during 2009 or 2008.

4. INTEREST RECEIVABLE AND SIMILAR INCOME

	2009 NZ\$	2008 NZ\$
Interest receivable from group undertakings	8,714	23,348
	<u>8,714</u>	<u>23,348</u>

5. PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

There were no employees employed by the Company during 2009 and 2008. The audit fee for the current year is borne by another group company. Although the audit fee is borne by another group company, the fee that would have been charged to the Company amounts to NZ\$5,122 (2008: NZ\$7,821) for the year. This fee is not recognised as an expense in the financial statements.

MEADOWBANK INVESTMENTS LIMITED
REGISTERED NUMBER (ENGLAND AND WALES): FC024955

NOTES TO THE FINANCIAL STATEMENTS (continued)

6. TAX ON PROFIT ON ORDINARY ACTIVITIES

	2009 NZ\$	2008 NZ\$
UK corporation tax	2,364	6,634
Foreign exchange	(94)	(507)
Tax charge on profit on ordinary activities	<u>2,270</u>	<u>6,127</u>

The UK corporation tax credit is based on a UK corporation tax rate of 28% (2008 28.5% blended). The reduction in corporation tax rate is due to the use of a blended corporation tax rate for the year 2008, as a result of the reduction of the corporation tax rate from 30% to 28% with effect from 1 April 2008. The effective tax rate is higher (2008 lower) than the standard tax rate as a result of foreign exchange.

	2009 NZ\$	2008 NZ\$
Profit on ordinary activities before taxation	8,443	23,278
Profit on ordinary activities multiplied by the rate of corporation tax in the UK of 28% (2008 28.5%)	2,364	6,634
Effects of Foreign exchange	(94)	(507)
Current tax charge	<u>2,270</u>	<u>6,127</u>

7. DEBTORS: Amounts falling due within one year

	2009 NZ\$	2008 NZ\$
Amounts owed by group undertakings	338,573	336,701
	<u>338,573</u>	<u>336,701</u>

MEADOWBANK INVESTMENTS LIMITED
REGISTERED NUMBER (ENGLAND AND WALES): FC024955

NOTES TO THE FINANCIAL STATEMENTS (continued)

8. CREDITORS: Amounts falling due within one year

	2009 NZ\$	2008 NZ\$
Corporation tax	2,126	6,427
	<u>2,126</u>	<u>6,427</u>

9. CALLED UP SHARE CAPITAL

	2009 £	2008 £
Authorised		
Attributable to equity interests		
36,000 Common Stock of £1 each	36,000	36,000
	<u>36,000</u>	<u>36,000</u>

	2009 NZ\$	2008 NZ\$
Allotted and fully paid:		
Attributable to equity interests		
36,000 Common Stock of £1 each	100,000	100,000
	<u>100,000</u>	<u>100,000</u>

10. RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS

	2009 NZ\$	2008 NZ\$
Profit for the year	6,173	17,151
Opening shareholders' funds	330,274	313,123
Closing shareholders' funds	<u>336,447</u>	<u>330,274</u>

MEADOWBANK INVESTMENTS LIMITED
REGISTERED NUMBER (ENGLAND AND WALES): FC024955

NOTES TO THE FINANCIAL STATEMENTS (continued)

11. RELATED PARTY TRANSACTIONS

The Company has taken advantage of the exemption under the provisions of Financial Reporting Standard 8 ("FRS 8"), Related Party Disclosures not to disclose transactions with other group companies since the Company is a wholly owned subsidiary of Barclays Bank PLC, the consolidated financial statements of which are publicly available. There have been no other transactions with related parties requiring disclosure during the year (2008: none)

12. PARENT UNDERTAKING AND ULTIMATE PARENT COMPANY

The parent undertaking of the smallest group that presents group accounts is Barclays Bank PLC. The ultimate parent company and controlling party is Barclays PLC, which is the parent company of the largest group that presents group accounts. Barclays Bank PLC's and Barclays PLC's statutory accounts are available from Barclays Corporate Secretariat, 1 Churchill Place, London E14 5HP.

13. CONTINGENT ASSETS AND LIABILITIES

On 26 November 2004, the Company entered into a cash settled put option agreement and a cash settled call option agreement with a third party investor over 14,940 B Shares issued by a related party, Boug B V, to a fellow group undertaking Boudeuse Limited. The terms of the put option allow the Company to sell the B Shares to third party investor at any time prior to 26 November 2014. The terms of the call option allow the third party investor to purchase the B shares from the Company at any time prior to 26 November 2014. The strike price of the put option is £829,449,000 and the strike price of the call option is £829,449,000.

On 26 November 2004, the Company issued a cash settled put option to Boudeuse Limited over the 14,940 B Shares issued by Boug B V. The terms of the put option allow Boudeuse Limited to sell the 14,940 B Shares to the Company at any time prior to 26 November 2014. The strike price of the put option is £829,449,000.

The put and call options described above have been valued and recorded in the financial statements of the Company at the lower of cost and net realisable value. The market value of the put and call options is negligible as at 31 December 2009.

On 26 November 2004 the Company entered into a guarantee to pay the net repurchase price for the 14,940 B shares under the sale and repurchase agreement in place between Boudeuse Limited and a third party investor. The guarantee terminates on 26 November 2014 or earlier if the underlying obligations are paid in full. The value of the guarantee is considered negligible.