AgustaWestland International Limited Annual report and financial statements for the year ended 31 December 2015

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Annual report and financial statements For the year ended 31 December 2015

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Directors and auditor for the year ended 31 December 2015

Directors

G Cole (resigned 28.08.2015)

G Hoon

S Biganzoli

Secretary

N Cranidge

Registered Office

Lysander Road

Yeovil

Somerset

BA20 2YB

Auditor

KPMG LLP

100 Temple Street

Bristol

BS1 6AG

Directors' report for the year ended 31 December 2015

The Directors present their report and the audited financial statements of AgustaWestland International Limited (the "Company"), registered number 01499533, for the year ended 31 December 2015.

The Directors who held office during the year are disclosed on page 1.

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 IFRSs as adopted by the EU 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 judgements and estimates that are reasonable and prudent;
- state whether they have been prepared in accordance with IFRSs as adopted by the EU; 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 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.

The auditor's responsibilities in relation to the accounts are set out in their report on page 4.

Going Concern

Following the sale of its trade and certain assets and liabilities to AgustaWestland Limited in 2012, the company is no longer trading and hence has very limited operational needs in the foreseeable future and the Directors are satisfied that the Company has adequate resources to meet these needs and, accordingly, they continue to adopt the going concern basis in preparing the financial statements.

In the event of any evidence emerging which would allow the Indian Ministry of Defence to cancel the Indian VVIP contract under the terms of the Integrity Pact of the contract, as set out in further detail in note 10, the directors are satisfied that the Company has access to adequate resources either directly or from Finmeccanica S.p.A., its ultimate parent company, to continue to meet its liabilities as they fall due for payment.

Auditor

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

Provision of information to auditor

So far as the Directors are aware, there is no relevant audit information of which the Company's auditor is unaware and the Directors have taken all the necessary steps to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

By order of the Board

N Cranidge

Secretary

26 February 2016

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF AGUSTAWESTLAND INTERNATIONAL LIMITED

We have audited the financial statements of AgustaWestland International Limited for the year ended 31 December 2015 set out on pages 5 to 15. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the EU.

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

Respective responsibilities of directors and auditor

As explained more fully in the Directors' Responsibilities Statement 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 website at 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 loss for the year then
 ended:
- have been properly prepared in accordance with IFRSs as adopted by the EU; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Emphasis of matter relating to the outcome of investigations

In forming our opinion on the financial statements, which is not modified, we have considered the adequacy of the disclosures made in note 10 to the financial statements concerning the uncertain outcome of investigations into the Company, alleging potential irregularities with respect to a contract in India. The ultimate outcome of the matter cannot presently be determined, and no provision for any liability that may result has been made in the financial statements. The effect of the ultimate outcome of this matter may be significant.

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.

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 from the requirement to prepare a strategic report.

Huw Brown (Senior Statutory Auditor)

for and on behalf of KPMG LLP, Statutory Auditor

Chartered Accountants

100 Temple Street

Bristol

BS1 6AG

26 February 2016

STATEMENT OF COMPREHENSIVE INCOME For the year ended 31 December 2015

	Note	2015 €000	2014 €000
Revenue			
Bank charges and other interest charges		(7)	
Audit fee	4		(3)
Operating loss		(7)	(3)
Financial income	5	-	10
Financial charges	5	-	(216)
Loss before taxation		(7)	(209)
Taxation	6	(89)	38
Loss for the year and Total comprehensive expense for the year		(96)	(171)

The notes on pages 9 to 15 form part of these financial statements.

BALANCE SHEET At 31 December 2015

		2015	2014
	Note	€000	€000
Group financial receivables	11	-	2,621
Income taxation receivable	9	7	-
Cash and cash equivalents	7	262	196
Current assets		269	2,817
Total assets			2,817
Share capital	8	536	536
Accumulated losses		(267)	(171
Total equity		269	365
Trade payables		-	59
Income taxation payable	9		2,393
Current liabilities		-	2,452
Total liabilities		-	2,452
Total equity and liabilities		269	2,817

The notes on pages 9 to 15 form part of these financial statements.

The financial statements on pages 5 to 15 were approved by the Board of Directors on 19 February 2016 and were signed on its behalf by:

G Hoon

Director

26 February 2016

STATEMENT OF CHANGES IN EQUITY For the year ended 31 December 2015

	Note	Share capital €000	Accumulated losses €000	Total equity €000
At 1 January 2014		536	-	536
Loss for the year			(171)	(171)
At 31 December 2014		536	(171)	365
Loss for the year		-	(96)	(96)
At 31 December 2015		536	(267)	269

STATEMENT OF CASH FLOWS For the year ended 31 December 2015

	Note	2015 €000	2014 €000
CASH FLOWS (USED BY)/PROVIDED BY OPERATING ACTIVITIES			
Operating loss		(7)	(3)
(Decrease)/ Increase in trade payables		(59)	34
Net cash (used by)/provided by operations		(66)	31
Taxation paid		(2,489)	-
Interest received	5	•	10
Interest paid	5		(31)
Net cash (used by)/provided by operating activities		(2,555)	10
CASH FLOWS PROVIDED/USED BY FINANCING ACTIVITIES			
Decrease in group net financial receivables		2,621	18,785
Dividends paid to shareholders		•	(18,796)
Net cash provided by/(used by) financing activities		2,621	(11)
Net increase/(decrease) in cash and cash equivalents		66	(1)
Cash and cash equivalents at beginning of year		196	197
Cash and cash equivalents at the end of the period	7	262	196

The notes on pages 9 to 15 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2015

1. INTRODUCTION

The Company is domiciled and incorporated in the United Kingdom. The principal activity of the Company was the management of EH101 and AW101 contracts for the design, development, sales and support of the EH101 and AW101 Helicopters. The Company co-ordinated this activity with other group companies and was responsible for customer relationships and the co-ordination of customer requirements. On 1 January 2012 the trade and certain assets and liabilities of AgustaWestland International Limited, excluding financial balances, were sold to AgustaWestland Limited for a book value consideration of €35.8m.

A summary of the significant accounting policies followed by the Company is shown below which have been consistently applied.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of preparation

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) issued and mandatory for accounting periods ending on or after 1 January 2015 and International Financial Reporting Interpretation Committee (IFRIC) interpretations at the time of preparing these statements (31 December 2015) endorsed by the European Union (EU) and those parts of the Companies Act 2006 applicable to companies reporting under IFRS.

Of those accounting standards and interpretations published at the date of this report by the International Accounting Standards Board (IASB) the following treatments have been adopted in these financial statements and are relevant to the Company.

New standards, amendments and interpretations effective in 2015.

There were no new standards issued and endorsed by the European Union (EU) that are relevant to the Company.

Standards, amendments and interpretations to existing standards that are not yet effective and have not been early adopted by the Company.

IFRS 9 'Financial instruments' (effective from 1 January 2018). This new standard has been issued as part of a project to replace IAS 39 'Financial instruments: Recognition and measurement'. IFRS 9 prescribes the classification, measurement and recognition of financial assets and financial liabilities. IFRS 9 has simplified the categories of financial assets, the treatment of embedded derivatives and the impairment method for all financial assets not measured at fair value. It requires financial assets are classified into two measurement categories: those measured at fair value and those at amortised cost. The determination is made at initial recognition. For financial liabilities, the standard retains most of the IAS 39 requirements. The main change is that, in cases where the fair value option is taken for financial liabilities, the part of a fair value change due to an entity's own credit risk is recorded in other comprehensive income rather than the income statement. This new standard is not expected to have any impact on the Company's financial statements.

IFRS15 'Revenue from contracts with Customers' (effective from 1 January 2018). This new standard has been issued but is not expected to have any impact on the Company's financial statements.

IFRS16 'Leases' (effective from 1 January 2019). This new standard has been issued but is not expected to have any impact on the Company's financial statements.

In addition to the above the IASB has made technical amendments to a number of accounting standards as part of their annual improvements projects published in November 2015. These amendments are not expected to have any material impact on the Company's financial statements.

Use of estimates

The preparation of the financial statements in conformity with generally accepted accounting principles requires the use of estimates and assumption that affect the reported amounts of the assets and liabilities at the date of the financial statements and the reported amounts of the revenues and expenses during the reported period. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results ultimately differ from those estimates.

The financial statements have been prepared under the historical cost convention, as modified by the revaluation of financial assets (including derivative instruments) at fair value through income statement.

Foreign currency

Functional and presentation currency

Items included in the Company's financial statements are measured using the currency of the primary economic environment in which the entity operates (the 'functional currency'). The financial statements are presented in Euro, which is the Company's functional and presentation currency.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of foreign currency transactions and from the translation at the year-end exchange rate of monetary assets and liabilities denominated in foreign currencies are recognised in the Statement of Comprehensive Income, except where hedge accounting is applied (see below).

Cash and cash equivalents

Cash and cash equivalents includes cash in hand, deposits held at call with banks and other short-term highly liquid investments with original maturities of three months or less. Cash and cash equivalents are recognised at fair value.

Trade payables

Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

Loans and receivables

This consists of non-derivative financial assets with fixed or determinable payments that are not quoted on an active market. They are measured at their amortised cost using the effective interest method. Should objective evidence of impairment emerge, the loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in profit or loss – is recognised in the statement of comprehensive income. If the reasons for the write-down cease to exist, the value of the asset is restored up to the amortised cost value it would have had if no impairment had

been recognised. Loans and receivables are posted under current assets except for the portion falling due beyond 12 months, which is carried under non-current assets.

Share capital

Ordinary share capital is recognised at the nominal value of shares issued. Where the consideration received for shares issued exceeds their nominal value the excess is treated as share premium.

Taxation

The tax expense for the period comprises current and deferred tax. Tax is recognized in the statement of comprehensive income, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity, respectively.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. Deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction, other than a business combination, that at the time of the transaction affects neither accounting nor taxable profit nor loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognized to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

Finance income and costs

Interest is recognized on an accruals basis using the effective interest method i.e. the interest rate that results in the financial equivalence of all inflows and outflows (including any premiums, discounts, commissions etc) that make up a given operation.

3. DIRECTORS'REMUNERATION, KEY MANAGEMENT COMPENSATION AND EMPLOYEE INFORMATION

The Company has no employees (2014: none).

The emoluments of G Cole and G Hoon are paid by AgustaWestland Limited and the emoluments of S Biganzoli are paid by AgustaWestland SpA which makes no recharge to the Company. G Cole and S Biganzoli are or were also Directors of a number of other group companies and it is not possible to make an accurate apportionment of their emoluments in respect of each group company. Accordingly, the above details include no emoluments in respect of the Directors. The total emoluments of G Cole and S Biganzoli are included in the aggregate of Directors' emoluments disclosed in the relevant financial statements.

4. AUDITORS' REMUNERATION

Operating profit is stated after charging auditor remuneration for audit services of €nil (2014: €3,000). No fees were paid to the Company's auditor for non-audit services. The audit fees for this company are borne by AgustaWestland Limited being the parent undertaking and are not recharged. The audit fee relevant to AgustaWestland International Ltd is €3,000.

	2015 £000	2014 £000
Fees payable for the audit of the company's financial statements		3
		3
5. FINANCIAL INCOME AND CHARGES	<u></u> _	
5. FINANCIAL INCOME AND CHARGES		
	2015	2014
<u> </u>	€000	€000
Financial income:	•	
Interest receivable on short term loans and deposits	•	10
,		10
Financial charges		
Revaluation of tax	• -	(185)
Interest payable	-	(31)
	-	(216)
4 TAVATION	,	
6. TAXATION		
	2015	2014
	€000	€000
Current tax		•
- Current year	(1)	(38)
- Adjustment in respect of prior years	90	
Total tax charge/ (credit)	. 89	(38)

The tax on the Company's profit before tax differs to the theoretical amount that would arise using the standard rate of corporation tax in the UK of 20.25% (2014: 21.50%) as follows:

Reconciliation of tax charge to standard UK tax rate	2015 €000	2014 €000
Loss before tax		(209)
Loss before tax multiplied by effective rate of corporation tax in the UK of 20.25% (2014: 21.50%)	(1)	(45)
Disallowable expenses	-	7
Adjustments to tax in respect of prior periods	90	
Total tax charge/(credit)	89 .	(38)
CASH AND CASH EQUIVALENTS		
	2015	2014
	€000	€000
Cash at bank and in hand	262	196

The effective interest rate during 2015 on short-term deposits was nil % (2014: nil%) and these deposits have an average maturity of less than one month.

8. SHARE CAPITAL

	At 31 December 2014 and 2015 €	
Authorised, issued and fully paid		
255,500 'A' ordinary shares of £1 each (€1.0498:£1)	268,241	
255,500 'B' ordinary shares of £1 each (€1.0498:£1)	268,241	
Total called up share capital	536,482	

The Company's shareholders are AgustaWestland Limited and AgustaWestland S.p.A., incorporated in England and Italy respectively. Their shareholdings are respectively A and B shares which are equal ordinary shares. The Company's ultimate holding company is Finmeccanica S.p.A., incorporated in Italy.

Share capital denominated in sterling is converted at the rates of exchange on 1 January 2009 when the Company changed its functional currency from UK Sterling to Euros.

9. INCOME TAXATION RECEIVABLE / (PAYABLE)

	2015	2014
	€000	€000
UK corporation taxation - current year	1	38
- prior year	6	(2,431)
	7	(2,393)

10. CONTINGENT LIABILITIES

The Company has entered into a Composite Accounting Agreement with fellow group companies. Each participating company has provided a guarantee to the Bank. The Bank is then authorised to allow set-off for interest purposes and in certain circumstances seize credit balances and apply them in reduction of liabilities including debit balances within the Composite Accounting System.

In respect of the above, any liabilities which are considered probable as at the balance sheet date have been identified and recognised in the financial statements.

Indian Ministry of Defence AW101 contract

On 19 June 2013 the trial of the AgustaWestland Group's former CEOs Mr G Orsi and Mr B Spagnolini commenced in Italy in connection with the alleged bribery of foreign officials in relation to the Indian Ministry of Defence ("the customer") AW101 VVIP contract ("the contract") which had an original sales value of €556 million and was for the delivery of 12 aircraft. No Group company was a party to the trial. The trial concluded on 9 October 2014 at which time the former CEOs were both acquitted of the bribery charges but convicted of certain tax offences The trial verdicts have since been appealed by Messrs. Orsi and Spagnolini, the prosecution and the tax authorities. The appeal proceedings are pending and are expected to be completed by the end of April 2016.

In connection with the allegations which were being made, the Group's subsidiaries AgustaWestland S.p.A. and AgustaWestland Ltd received formal notice (*Informazione di garanzia*) from the Italian Public Prosecutor's Office of investigation under the Italian Law 231/2001. In line with Italian Law a defendant company may enter a plea agreement (*Patteggiamento*) with the Public Prosecutor, which once approved by

a judge, becomes final. This kind of plea agreement is neither an affirmation of liability, nor an acceptance of guilt. In order to allow the Group to concentrate on other matters, the impacted companies applied to the Public Prosecutor for such a plea agreement which was approved by the Italian court on 28 August 2014 resulting in financial penalties and discontinuance of the investigation.

In addition, connected information and documentation requests have been received from authorities in the UK and in the USA by the Company and AgustaWestland Ltd., on the one hand, and AgustaWestland North America Incorporated (a fellow subsidiary of Finmeccanica SpA) on the other. The Company and other Group companies have fully cooperated with these enquiries and provided documents as requested. On 24 March 2015 the US authority determined not to take any action against the Company or any other Group company and closed its inquiry. The final conclusions of the UK authority remain pending.

An investigation by the Indian authorities is also taking place, including that of the Indian Central Bureau of Investigation. The Company has no access to the findings of the investigation in India except for news in the press. To date and as far as is known, the enquiries and the considerations by the various Indian authorities are ongoing and have yet to reach and announce their conclusion, although the Indian press has reported that the Central Bureau of Investigation is likely to close its investigation.

The Company takes its obligations under law extremely seriously and is committed to observing the highest standards of probity in all its dealings. Therefore following the allegations the Company instigated a number of additional independent reviews by external experts as well as initiating further internal investigations and reviews of its procedures. The Company has not found or been made aware of any evidence having been found that it has been a party to any breach under the contract or of the Pre-contract Integrity Pact signed with the customer. As a result, no provision has been made the Financial Statements in relation to the outcome of these investigations.

In the early part of 2013 the customer suspended payments under the contract and accordingly the AgustaWestland Group paused its full completion of the aircraft yet to be delivered on the contract. Despite various correspondence with the customer on 1 January 2014 it issued a contractual notice letter terminating the contract and claiming damages of €648.5 million claiming that the AgustaWestland Group had breached the terms of an Integrity Pact. Should the Indian Ministry of Defence be found to be within their rights to cancel the contract under the terms of the Integrity Pact then under the contract they are entitled to compensation for damages and reclaim all amounts paid by them which at the beginning of the period before the bank guarantees were called (see below) amounted to €250.5 million plus interest at LIBOR plus 2%. The AgustaWestland Group would be in a position to seek recovery of helicopters and parts supplied under the contract which would then be available for sale to third parties. The legitimacy of a cancellation can be disputed before an arbitration tribunal as provided by the contract.

In accordance with the terms of the contract, the AgustaWestland Group and the customer have commenced an arbitration process and arbitrators have been appointed. Although the AgustaWestland Group believes it has acted appropriately at all times having regard to the Integrity Pact and has performed its obligations under the contract, the likely results of the arbitration process are unknown. The arbitration process may take a lengthy period before its conclusion is reached. It should be noted that the AgustaWestland Group could recover losses and damages suffered so far by way of appropriate counter claims should the grounds alleged by the customer not be accepted by the arbitration panel.

Following its termination notice the customer called on the bank guarantees and bonds outstanding relating to the contract which totalled €306.3 million. In response to the customer invoking the guarantees and bonds, an injunction was applied for by the AgustaWestland Group to the Ordinary Tribunal of Milan. The judge subsequently agreed that under the terms of the documents they could be called but that a reduction should apply under an abatement mechanism having regard to the three aircraft delivered and accepted by the

customer such that a call totalling €255.6 million was allowed and became a cash outflow to the AgustaWestland Group in 2014. Recovery of the amounts paid with respect to guarantees and bonds relating to warranty and performance bonds and earnest money deposits will be sought under the arbitration process.

The AgustaWestland Group's net assets at 31 December 2015 relating to the contract amount to €272.7 million, which includes trade receivables for items delivered, other receivables stemming from the call of the guarantees and bonds and the cost of aircraft in progress at the time work on the contract was suspended for which alternative use has yet to be confirmed. The Company believes the net assets related to the contract within these financial statements to be appropriately stated.

As there is no evidence that the Company or any other company among the Group was in breach of the Integrity Pact with the Indian MoD, and as there is no reason to believe that the outcome of the arbitration process will be negative, no provision has been made in the Financial Statements in relation to the resolution of the contract.

11. RELATED PARTY TRANSACTIONS

There were no sales of goods and services for the year ended 31 December 2015 to Finmeccanica S.p.A. and its subsidiary companies (2014: €nil) and no purchases of goods and services for the year ended 31 December 2015 from Finmeccanica S.p.A. and its subsidiary companies (2014: €nil).

At 31 December 2015 the aggregate amounts due from/to Finmeccanica S.p.A. and its subsidiary companies, included in trade receivables/payables were €nil (2014: €nil) and €nil (2014: €nil) respectively and group financial receivables within the cash pooling mechanism were €nil (2014: €2,621,000) and group financial payables were €nil (2014: €nil).

12. DIVIDENDS

During 2015 no dividend was paid (2014: €18,796,000). No final dividend is recommended for the year.

13. ULTIMATE AND IMMEDIATE PARENT UNDERTAKING

Finmeccanica S.p.A., incorporated in Italy, is the ultimate parent undertaking and controlling party and the largest group to consolidate these financial statements. Copies of their financial statements may be obtained from Piazza Montegrappa 4, 00195 Rome, Italy. The immediate parent companies are AgustaWestland S.p.A. and AgustaWestland Limited, copies of their financial statements may be obtained from Via Giovanni Agusta, 520, 21017 Cascina Costa de Samorate, Italy and Lysander Road, Yeovil, Somerset, BA20 2YB respectively.