Mercedes-Benz HighPerformanceEngines Limited

Directors' report and financial statements Registered number 1760288 31 December 2010

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Contents

Directors report	1
Statement of Directors' Responsibilities in respect of the Directors report and the financial statements	3
Independent auditors' report to the members of Mercedes-Benz HighPerformanceEngines Limited	4
Profit and loss account	6
Balance sheet	7
Reconciliation of movements in shareholders' funds	8
Notes	9

Directors' report

The directors submit their report and the financial statements for the year ended 31 December 2010

Principal activities and business review

On behalf of its parent company Daimler AG the principal activity of the company is the design, the development and the manufacture of Mercedes-Benz Formula One powertrain solutions, which powers the Mercedes GP Petronas Formula One Team, the Vodafone McLaren Mercedes Formula One Team, and the Force India Formula One Team (the Racing Teams')

The directors consider quality, technical excellence, speed and flexibility, combined with cost control, to be the principal success factors towards achieving the company's strategies over the medium term. Performance against these measurables is reviewed regularly

Overall turnover has decreased to £81.7 million (2009–£97.2 million). This was primarily due to a FOTA decision not to race KERS for the 2010 season and gains in efficiency

During the year the Racing Teams decided to race KERS again in 2011 Based on this, the company had to make a reversal of the 2009 KERS impairment of £1 4m and started KERS development activities again

In the year, the company made a profit before taxation of £4 9 million, representing a margin of 6% against turnover

In the coming year the company will continue with its principal activities to develop, manufacture supply and support F1 powertrain solutions on behalf of its parent company Daimler, together with undertaking additional design and development work if requested by the group. The company will also evaluate strategic plans and operational goals following the announcement of the FIA World Motorsport Council concerning the 2013 power train.

Principal risks and uncertainties

The Contract Manufacturer Agreement with Daimler AG minimizes all significant business risks for the company However, as the company operates principally in two currencies (Sterling and Euro) there is inherent exposure to exchange rate risk

Interest rate exposure is limited to the internal borrowing rate set by Daimler AG

Dividends

No dividend was paid during the year (2009 £nil)

Directors

The directors, who held office during the year and since the end of the year, were as follows

Dr Thomas Weber	(German)	Non executive and Chairman
Norbert Haug	(German)	Non executive
Thomas Fuhr	(German)	CEO
Sten Ola Källenius	(Swedish)	Non executive (resigned 31st Aug 2010)
Dr Leopold Mikulic	(German)	Non executive (resigned 31st Aug 2010)
Berhard Heil	(German)	Non executive (appointed 31st Aug 2010)
Cooratory		

Secretary

Lionel Gunther (French) CFO

Directors' report (continued)

Charitable donations

The company made charitable donations of £2,088 during the year (2009 £100)

Policy and practice on payment of creditors

The company follows its standard terms and conditions for the payment of suppliers. It implies payment terms with its suppliers when it enters into purchase contracts. It then seeks to adhere to these arrangements providing it is satisfied that the suppliers have provided the goods or services in accordance with the agreed terms and conditions.

At the year end, there were 43 days' (2008 38 days) purchases in trade creditors

Employees

The company s management has an open policy on the communication of information to employees concerning factors affecting their interests as employees and also the development of the company and consults employees on a regular basis to ensure that their views are taken into account in making decisions on matters likely to affect their interests

It is the company's policy to give full and fair consideration to suitable applications for employment by disabled persons having regard to their particular aptitudes and abilities. Disabled employees are eligible to participate in all training, career development and promotion opportunities available to staff. Opportunities also exist for employees of the company who become disabled to continue their employment or to be trained in other positions in the group

Disclosure of information to auditors

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

Auditors

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

By order of the board

Thomas Fuhr

Mercedes-Benz Technology Centre
Morgan Drive
Brixworth
Northamptonshire
NN6 9GZ

Statement of Directors' Responsibilities' in respect of the Directors' report and the financial statements

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

Company law requires the directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice)

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 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 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.



KPMG Audit Plc

Altrus House
One North Fourth Street
Milton Keynes
MK9 1NE
United Kingdom

Independent auditors' report to the members of Mercedes-Benz HighPerformanceEngines Limited

We have audited the financial statements of Mercedes-Benz HighPerformanceEngines Limited for the year ended 31 December 2010 set out on pages 6 to 18 The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice)

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 3, 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 (APB'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 APB's website at www.frc.org.uk/apb/scope/private.cfm

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 2010 and of its profit for the year then ended 31 December 2010,
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006

Independent auditors' report to the members of Mercedes-Benz HighPerformanceEngines Limited (continued)

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

P D Selvey (Senior Statutory Auditor) for and on behalf of KPMG Audit Plc,

Charter ed Accountants
Altius House
One North Fourth Street
Milton Keynes
MK9 1NE

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17 May, 2011

Profit and loss account

for the year ended 31 December 2010

	Note	2010 £000	2009 £000
Turnover Cost of sales	2	81,741 (68,019)	97 157 (79 658)
Gross profit Administrative expenses		13,722 (7,497)	17 499 (11 715)
Operating profit Interest receivable and similar income Interest payable and similar charges	36&7 4 5	6,225 32 (1,356)	5,784 284 (1 290)
Profit on ordinary activities before taxation lax on profit on ordinary activities	8	4,901	4,778 1 058
Profit for the financial year	16	4,901	5,836

There are no recognised gains or losses for the financial year except for those shown above Accordingly, no separate statement of total recognised gains and losses has been prepared

Balance sheet

at 31 December 2010

Fixed assets	Vote	2010 £000	2010 £000	2009 £000	2009 £000
Tangible assets	9		98,390		101 242
Current assets Stocks Debtors Cash at bank and in hand	10 11	10,084 14,396 32		7,781 12,789 32	
Creditors. amounts falling due within one year	12	24,512 (39,230)		20 602 (28 441)	
Net current habilities			(14,718)	<u>"</u>	(7.839)
Total assets less current liabilities			83,672		93,403
Creditors amounts falling due after more than one year	13		(51)		(22 085)
Provisions for liabilities	14		(7,402)		-
Net assets			76,219		71 318
Capital and reserves Called up share capital Share premium account Redenomination reserve	15 16 16		17 14,998		18 14 998
Profit and loss account	16		61,203		56,302
Shareholders' funds			76,219		71 318

These financial statements were approved by the board of directors on to and were signed on its behalf by

Thomas Fuhr

Registered number 1760288

Reconciliation of movements in shareholders' funds

for the vear ended 31 December 2010

	2010 £000	2009 £000
Profit for the financial year	4,901	5,836
Net addition to shareholders' funds Opening shareholders funds	4,901 71,318	5 836 65 482
Closing shareholders' funds	76,219	71,318

Notes

(forming part of the financial statements)

1 Accounting policies

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

Basis of preparation

The financial statements have been prepared in accordance with applicable accounting standards and under the historical cost accounting rules

The balance sheet shows net current liabilities of £14.7 million as at the balance sheet date Notwithstanding these facts the financial statements have been prepared on a going concern basis, which the directors believe appropriate for the following reasons. The ultimate parent company, Daimler AG, has provided written guarantees in relation to external debt liabilities of the Company should such support be required. Also the manufacturer's agreement between the parent company, Daimler AG, and Mercedes-Benz High Performance Engines Limited ensures that the Company will be provided with sufficient funds to enable it to meet its liabilities as they fall due. On this basis, the Directors consider that they will be able to meet their liabilities, as and when they fall due, for a period not less than 12 months from the date of signing of these financial statements

Cash flow statement

Under Financial Reporting Standard 1 the company is exempt from the requirement to prepare a cash flow statement on the grounds that a parent undertaking includes the company in its own published consolidated financial statements

Tangible fixed assets and depreciation

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

Buildings - 3 - 10% per annum
Plant fixtures and fittings - 6% - 33% per annum

No depreciation is provided on assets under construction until they are brought into use

No depreciation is provided on freehold land

Foreign currencies

Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated using the contracted rate or the rate of exchange ruling at the balance sheet date and the gains or losses on translation are included in the profit and loss account.

Leases

Assets acquired under finance leases are capitalised and the outstanding future lease obligations are shown in creditors. Operating lease rentals are charged to the profit and loss account on a straight line basis over the period of the lease.

Pensions

The company contributes to money purchase pension schemes and contributions are charged to the profit and loss account as incurred

Stocks

Stocks are stated at the lower of cost and net realisable value For work in progress and finished goods, cost is taken as production cost, which includes an appropriate proportion of attributable overheads

1 Accounting policies (continued)

Taxation

The charge for taxation is based on the profit for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes

Deferred tax is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date, except as otherwise required by Financial Reporting Standard 19

Research and development expenditure

Expenditure on research and development is written off to the profit and loss account in the year in which it is incurred

Employee benefit trust

The company has a critical illness trust for which funds are held and administered outside the control of the company. The company obtains no future economic benefit, nor exercises any future rights or control, over amounts it transfers. The existence of the trust neither relieves nor creates any obligations in respect of benefits provided. Contributions made to the trust are recorded as an expense in the period in which they are made.

Impairment of fixed assets

The carrying amounts of the Group's assets are reviewed for impairment when events or changes in circumstances indicate that the carrying amount of the fixed asset may not be recoverable. If any such indication exists, the asset's recoverable amount is estimated

An impairment loss is recognised whenever the carrying amount of an asset or its income-generating unit exceeds its recoverable amount. Impairment losses are recognised in the profit and loss account unless it arises on a previously revalued fixed asset. An impairment loss on a revalued fixed asset is recognised in the profit and loss account if it is caused by a clear consumption of economic benefits. Otherwise impairments are recognised in the statement of total recognised gains and losses until the carrying amount reaches the asset is depreciated historic cost.

Calculation of recoverable amount

The recoverable amount of fixed assets is the greater of their net realisable value and value in use. In assessing value in use, the expected future cash flows are discounted to their present value using a pretax discount rate that reflects current market assessments of the rate of return expected on an equally risky investment. For an asset that does not generate largely independent income streams, the recoverable amount is determined for the income-generating unit to which the asset belongs

Reversals of impairment

For fixed assets where the recoverable amount increases as a result of a change in economic conditions or in the expected use of the asset then the resultant reversal of the impairment loss should be recognised in the current period

An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised

2 Turnover

Turnover represents income received from Daimler AG in relation to Mercedes GP McLaren and Force India F1 for the development and supply of engines

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3	Profit on	ordinary	activities	before	taxation
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	2010 £000	2009 £000
Profit on ordinary activities before taxation is stated after charging/(crediting)		
Auditors remuneration		
Audit	57	63
Depreciation and other amounts written off tangible fixed assets		
Owned	8,695	4,905
Leased	71	64
Exceptional – Impairment of fixed assets	-	1 355
Exceptional – Reversal of impairment of fixed assets	(1,242)	-
Depreciation of reinstated assets	105	-
Hire of land and buildings - operating leases	27	414
Research and development expense	35,100	41 600
Loss on disposal of fixed assets	73	257
	-	

In 2010 the KERS impairment taken in 2009 was partially reversed in light of the FOTA (Formula One Team Association) decision to race KERS again in the 2011 Formula One season

4 Interest receivable and similar income

	2010 £000	2009 £000
Receivable from group undertakings	32	58
Other interest	•	226
	32	284
Interest payable and similar charges		
	2010	2009
	€000	£000
Hire purchase and finance lease interest	12	13
Payable to group undertakings	907	1 277
Other interest	437	-

1 290

1,356

6 Remuneration of directors

	2010 £000	2009 £000
Directors emoluments Company contributions to money purchase pension schemes	457	499 -
		
	457	499
		

The emoluments of the highest paid director were £456,888 (2009 £301,189 part year) and company pension contributions of £nil (2009 £nil) were made to a money purchase scheme on his behalf

No retirements benefits under money purchase schemes are accruing to directors (2009 ml)

7 Staff numbers and costs

The average number of persons employed by the company (including directors) during the year, analysed by category, was as follows

by category, was as follows	Number o	f employees
	2010	2009
Production	388	423
Administration (includes graduates apprentices and interns)	36	31
	424	454
		-
The aggregate payroll costs of these persons were as follows		
The aggregate payton come of these between the sections	2010	2009
	£000	£000
Wages and salaries	18,967	21,143
Social security costs	2,154	2 521
Pension costs	1,991	2 226
Redundancy costs	•	1 664
	22.112	27 554
	23,112	=====

8 Tax on profit on ordinary activities

Analysis of charge/ (credit) in period		
	2010	2009
	€000	£000
UK corporation tax		
Current tax on income for the period	-	-
Adjustments in respect of previous years	(7,402)	(1 058)
Total current tax credit	(7,402)	(1 058)
Deferred tax		
Origination/reversal of timing differences	(923)	-
Adjustments in respect of previous years	8,325	-
Total deferred tax	7,402	•
Tax charge/ (credit) on profit	 -	(1 058)

Factors affecting the tax credit for the current period

The current tax credit for the period is different from the standard rate of corporation tax in the UK of 28% (2009 28%) The differences are explained below

	2010	2009
	000£	£000
Current tax reconciliation		
Profit on ordinary activities before tax	4,901	4,778
Current tax at 28% (2009 28%)	1,372	1 338
Effects of		
Expenses not deductible for tax purposes	313	289
Capital items expensed	(8)	(26)
Liming differences between depreciation and capital allowances	636	(1,442)
Other timing differences	15	(87)
R&D tax credit	(2,948)	(2,912)
Group relief surrendered	620	2,840
Adjustments in respect of previous years	(7,402)	(1.058)
Total current tax ciedit	(7,402)	(1 058)
		

On 22 June 2010 the Chancellor announced that the main rate of UK corporation tax will reduce from 28% to 27% with effect from 1 April 2011. This tax change became substantively enacted in July 2010 and therefore the effect of the rate reduction on the deferred tax balances as at 31 December 2010 has been included in the figures above. On 23 March 2011 the Chancellor announced a further reduction in the main rate of UK corporation tax to 26% with effect from 1 April 2011. This change became substantively enacted on 29 March 2011 and therefore the effect of the rate would create an additional reduction in the deferred tax liability of approximately £270k. This has not been reflected in the figures above as it was not substantively enacted at the balance sheet date.

The Chancellor also proposed changes to further reduce the main rate of corporation tax by one per cent per annum to 23% by 1 April 2014, but these changes have not yet been substantively enacted and therefore are not included in the figures above. The overall effect of the further reductions from 27% to 23%, if these applied to the deferred tax balance at 31 December 2010, would be to further reduce the deferred tax liability by approximately £1,100k

8 Tax on profit on ordinary activities (continued)

Deferred taxation

The company has identified a deferred tax liability of £7,402,000 (2009 £485,000 asset unrecognised) as noted below, relating to accelerated capital allowances, other short term timing differences against deprecation and tax losses. A debtor receivable from the immediate parent company in relation to tax losses surrendered has been recognised to offset the current year liability. The remaining balance of the deferred tax asset in the prior year was not recognised as it was considered that the availability of sufficient taxable profits in the future against which these timing differences could be deducted could not be seen with reasonable certainty.

	£000	£000
Timing differences between accumulated depreciation and capital allowances Other timing differences Tax losses	(13,306) 146 5,758	(5 573) 86 5,972
Recognised deferred tax (liability)/asset	(7,402)	485

9 Tangible fixed assets

	Land and buildings	Plant, fixtures & vehicles	Assets under construction	Total
	000£	£000	£000	£000
Cost				
At beginning of year	46,134	95,735	2,412	144,281
Additions	489	2 691	1 800	4 980
Disposals	(105)	(1 394)	(1.700)	(1 394)
Transfers between items	(125)	1 523	(1 398)	<u> </u>
At end of year	46,498	98,555	2,814	147,867
Depreciation				
At beginning of year	4 195	38 844	-	43 039
Charge for the period	1 147	7 619	-	8 766
Impairment reversal	-	(1,137)	-	(1,137)
Disposals	-	(1 191)	-	(1 191)
At end of year	5,342	44,135		49,477
Net book value				
At 31 December 2010	41,156	54,420	2,814	98,390
At 31 December 2009	41,939	56 891	2,412	101 242
		· · · · · · · · · · · · · · · · · · ·		

In August 2010, FOTA announced a decision to reintroduce KERS for the 2011 Formula One season. As a result, a £1 1m reversal of impairment to KERS assets was recorded on the basis that these assets will now continue to be used by the company in developing the technology. The reversal is for the net book value of assets as at the balance sheet date in accordance to its original useful economic life.

9 Tangible fixed assets (continued)

Included in the net book value of plant, fixtures and vehicles is £212,021 (2009 £190 979) in respect of assets held under finance leases and similar hire purchase contracts. Depreciation for the year on these assets was £70,673 (2009 £63,559)

	The net book value of land and buildings comprises	2010	2009
		€000	£000
	Freehold land Freehold buildings	2,676 38,480	2 667 39,272
		41,156	41 939
10	Stocks		
••		2010	2009
		£000	£000
	Raw materials and consumables	6,165	4 842
	Work in progress	2,107	1,660
	Finished goods and goods for resale	1,812	1 279
		10,084	7 781
11	Debtors		
11	Debtors		
		2010 £000	2009 £000
		£000	2000
	Trade debtors	230	95
	Amounts owed by group undertaking	12,438	11 394
	Tax and social security	731	401
	Other debtors Prepayments and accrued income	76 921	233 666
		14,396	12,789

All debtors are due within one year

12 Creditors a	mounts falling due	within one year
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	2010	2009
	£000	£000
Bank overdraft	138	844
Obligations under hire purchase contracts finance leases and similar contracts	47	38
Amounts owed to group undertakings	2,527	8 113
Loan from group undertaking	22,214	5 249
Payments on account	-	1,750
Trade creditors	7,978	8 188
Other taxation and social security	1,009	-
Other creditors	25	23
Accruals and deferred income	5,292	4 236
	39,230	28 441

The 'Loan from group undertaking' is repayable on the 26 September 2011 and bears interest at the rate of 3.73%

13 Creditors: amounts falling due after more than one year

	2010 £000	2009 £000
Loan from group undertaking Obligations under hire purchase contracts finance leases and similar contracts	51	22,000 85
	51	22 085

The maturity of obligations under finance leases and hire purchase contracts is as follows

	2010 £000	2009 £000
Within one year In the second to fifth years	47 51	38 85
	98	123

14 Provisions for habilities

	taxation £000
At beginning of year Charge to the profit and loss for the year	(7,402)
At end of year	(7,402)
	

For further details of the deferred taxation liability see note 8

15 Called up share capital

	2010	2009
	£	£
Authorised, allotted, called up and fully paid		
1 000 ordinary shares of £17 359 each	17,359	
10 000 ordinary shares of £1 each	-	10 000
2 500 A ordinary shares of \$1 each	-	1 601
2,500 B ordinary shares of \$1 each	-	1,601
2,500 'C' ordinary shares of \$1 each	•	1,601
2,500 'D ordinary shares of \$1 each	-	1,601
2,263 E ordinary shares of \$1 each	-	1,455
	17,359	17 859

Two new shares were issued by Daimler UK PLC and classes A,B,C D & E dollar shares were converted into sterling denominations

This resulted in 1,000 ordinary shares of £17 359 each in issued share capital each having attached to them the rights, privileges, restrictions and obligations specified in the new articles of association

16 Reserves

	Redenomination reserve £000	Share premium	Profit and loss account
		£000	£000
At beginning of year		14 998	56 302
Profit for the financial year	-	-	4 901
Redenomination in the year	1	-	-
At end of year	1	14,998	61,203
	 		

17 Related party transactions

As the company is a wholly owned subsidiary of Daimler UK Plc and the company's voting rights are controlled within the group headed by Daimler Aktiengesellschaft, the company has taken advantage of the exemption contained in Financial Reporting Standard 8 and has therefore not disclosed transactions or balances with other group companies. The consolidated financial statements of Daimler Aktiengesellschaft, within which this company is included, can be obtained from the address given in note 21.

18 Capital commitments

At 31 December 2010 the company had commitments, for which no provision has been made, under contracts placed in respect of capital expenditure amounting to £601,949 (2009 £173,027)

19 Financial commitments

There are obligations under operating leases to pay rentals during the next year which expire

	2010 Land and buildings	2010 Other	2009 Land and buildings	2009 Other
	£000	£000	£000	£000
Within one year	-	-	46	-
In the second to fifth years inclusive	28	-	28	7
Over five years	-	-	-	-
	28	-	74	7
				

20 Pension scheme

The company contributes to various money purchase pension schemes. The assets of the schemes are held separately from those of the company in independently administered funds. The charge for the period represents contributions payable to the schemes and amounted to £1,991,000 (2009 £2,226,000). The outstanding contributions as at 31 December 2010 were £nil (2009 £nil)

21 Ultimate holding company and parent of larger group in which the company is a member

Daimler UK Pic held 100% of the voting rights of the company as at the year end

The company's ultimate holding company and controlling party is Daimler Aktiengesellschaft which is incorporated in Germany and heads the only group in which the results are consolidated for statutory purposes. The consolidated accounts of Daimler Aktiengesellschaft are available to the public and may be obtained from the offices of

Daimler UK Plc Tongwell Milton Keynes MK15 8BA