

Expeditors International (UK) Limited

**Directors' report and financial
statements**

Registered number 1872622

For the year ended 31 December 2012

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Directors' report

The directors present their directors' report and financial statements for the year ended 31 December 2012

Principal activity

The principal activity of the company is air and sea freight export and import forwarding

Business review

Expeditors International (UK) Ltd ("the company") is engaged in the business of global logistics management, including international freight forwarding and consolidation, for both air and ocean freight, as well as acting as a customs broker. The company also provides additional services for its customers, including value-added distribution, purchase order management, vendor consolidation and other logistics solutions.

International trade is influenced by many factors, including economic and political conditions in the United Kingdom and abroad, currency exchange rates and United Kingdom and foreign laws and policies relating to tariffs, trade restrictions, regional and global conflicts. Periodically, governments consider a variety of changes to current tariffs and trade restrictions. The company cannot predict which, if any, of these proposals may be adopted, nor can the company predict the effects the adoption of any such proposal will have on the company's business.

As a non-asset based carrier, the company does not own transportation assets. Rather, the company generates the major portion of its air and ocean freight revenues by purchasing transportation services from direct (asset-based) carriers and reselling those services to its customers. By consolidating shipments from multiple customers and concentrating its buying power, the company is able to negotiate favourable buy rates from the direct carriers, while at the same time offering lower sell rates than customers would otherwise be able to negotiate themselves.

The company's ability to provide services to its customers is highly dependent on good working relationships with a variety of entities including airlines, ocean lines and governmental agencies. The company considers its current working relationships with these entities to be satisfactory. However, changes in space allotments available from carriers or changes in governmental quota restrictions could affect the company's business in unpredictable ways.

The company monitors the following key performance indicators

KPI	2012	2011
	£m	£m
Turnover	102.0	107.9
Gross Profit	33.7	34.2
Operating Profit	6.6	7.5

The lower turnover figure can be attributed to a decline in airfreight tonnage as a result of a decrease in the global airfreight market as high technology consumer products continue to decrease in size and weight and customers improve supply-chain efficiency by utilizing deferred airfreight or ocean freight whenever possible.

The movement in the GBP/USD exchange rate during the year, resulted in an exchange gain of £1.4 million on the USD loan of \$54.25 million, compared to a loss of £0.1 million in 2011.

Proposed dividend

The directors do not recommend the payment of a final dividend (2011: £nil)

Directors' Report *(continued)*

Directors

The directors who held office during the year were as follows

B L Baron
R C Saber
R J Gates
P J Rose

Employees

The company places considerable value on the involvement of its employees and has continued its previous practice of keeping them informed on matters affecting them as employees and on various factors affecting the performance of the group of which the company is a member. This is achieved through formal and informal meetings.

In order to promote an environment within which the company can call upon the widest possible range of knowledge, skills and experience as well as ensuring compliance with legislation and codes of practice, we are committed to maintaining a workforce which represents the local population.

To this end, we shall regularly review the operation of our recruitment, promotion, training and development policies to ensure no one is disadvantaged, including the disabled, by conditions or requirements which cannot be justified.

The company is morally and legally committed to give all personnel equal opportunities for employment and promotion based solely on their individual qualities and qualifications and the valid requirements of the position.

Whilst the management of the company is charged with the responsibility of preventing discrimination, the success of the company's equal opportunity policy really depends on the unbiased attitudes and actions of all employees.

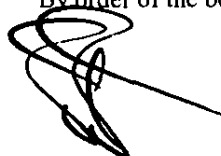
Disclosure of information to auditor

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 auditor is 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.

Auditor

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

By order of the board



B Baron
Director

1 Ascot Road
Bedfont
Middlesex
TW14 8QH

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 LLP

Arlington Business Park
Theale
Reading
RG7 4SD
United Kingdom

Independent auditor's report to the members of Expeditors International (UK) Limited

We have audited the financial statements of Expeditors International (UK) Limited for the year ended 31 December 2012 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 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 2012 and of its profit for the year then ended,
- 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.

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.

Independent auditor's report to the members of Expeditors International (UK) Limited *(continued)*

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

A handwritten signature in black ink, appearing to read 'Kevin Hall', with a long horizontal line extending from the end of the signature.

Kevin Hall (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor

Chartered Accountants
Arlington Business Park
Theale
Reading
RG7 4SD

27 June 2013

Profit and loss account
for the year ended 31 December 2012


	<i>Note</i>	2012 £000	2011 £000
Turnover	2	102,010	107,933
Cost of sales		(68,292)	(73,753)
Gross profit		33,718	34,180
Administrative expenses		(27,071)	(26,651)
Operating profit		6,647	7,529
Other interest receivable and similar income	6	1,442	5
Interest payable and similar charges	7	(568)	(696)
Profit on ordinary activities before taxation	3-5	7,521	6,838
Tax on profit on ordinary activities	8	(2,282)	(2,249)
Profit for the financial year		5,239	4,589

There were no recognised gains or losses in the current or preceding year other than those noted above. All figures relate to continuing activities.

Balance sheet
as at 31 December 2012

	<i>Note</i>	2012	2011
		£000	£000
Fixed assets			
Tangible assets	9	59,381	59,178
Current assets			
Debtors	10	28,184	28,292
Cash at bank and in hand		13,127	8,853
		<u>41,311</u>	<u>37,145</u>
Creditors, amounts falling due within one year	11	<u>(29,260)</u>	<u>(30,518)</u>
Net current assets		12,051	6,627
Total assets less current liabilities		71,432	65,805
Creditors, amounts falling due after more than one year	12	(39,091)	(40,604)
Provisions for liabilities	13	(2,107)	(792)
Net assets		30,234	24,409
Capital and reserves			
Called up share capital	15	7	7
Profit and loss account	16	30,227	24,402
Shareholder's funds	17	30,234	24,409

These financial statements were approved by the board of directors on 24th June 2013 and were signed on its behalf


B Baron
Director

Company registered number 1872622

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 except as noted below

Basis of preparation

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

Under FRS 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

As the company is a wholly owned subsidiary of Expeditors International of Washington Inc, the company has taken advantage of the exemption contained in FRS 8 and has therefore not disclosed transactions or balances with other wholly owned subsidiaries of the parent company which form part of the group

Fixed assets and depreciation

Depreciation is provided by the company 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

Land	not depreciated
Freehold Buildings	40 years
Leasehold improvements	life of lease
Office furniture, fittings and equipment	33 ¹ / ₃ % per annum
Warehouse equipment	20% per annum
Computer equipment	33 ¹ / ₃ % per annum

Foreign currencies

Assets and liabilities denominated in foreign currencies are translated into sterling using the rate of exchange ruling at the balance sheet date. Exchange differences arising from normal trading operations and settled transactions are included in trading profit

Leases

Operating lease rental charges are charged to the profit and loss account on a straight line basis over the life of the lease. Provision is made for the estimated costs of dilapidation repairs required under the lease, when a reliable estimate can be made for these

Notes (continued)

1 Accounting policies (continued)

Pension costs

The company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The amount charged against profits represents the contributions payable to the scheme in respect of the accounting period.

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 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 FRS 19.

Share based payments

The share option programme allows employees to acquire shares in Expeditors International of Washington Inc, the sole shareholder of the company. The fair value of options granted after 7 November 2002 and those not yet vested as at the 1 January 2006 is recognised as an employee expense with a corresponding increase in equity. The fair value is measured at grant date and spread over the period during which the employees become unconditionally entitled to the options. The fair value of the options granted is measured using an option pricing model, taking into account the terms and conditions upon which the options were granted. The amount recognised as an expense is adjusted to reflect the actual number of share options that vest except where forfeiture is only due to share prices not achieving the threshold for vesting.

Turnover

Turnover represents charges made to customers for freight services carried out during the year, after deduction of credit notes and VAT.

2 Analysis of turnover

The whole of the turnover is attributable to the one principal activity of the company.

	2012 £000	2011 £000
<i>By geographical market</i>		
United Kingdom	72,371	80,349
Rest of European Union	3,717	2,871
Rest of World	25,922	24,713
	<hr/>	<hr/>
Total	102,010	107,933
	<hr/>	<hr/>

Notes (continued)

3 Notes to the Profit and Loss Account

	2012 £000	2011 £000
<i>Profit on ordinary activities before taxation is stated after charging/(crediting)</i>		
Depreciation of tangible fixed assets	1,530	1,064
Operating lease rentals	1,125	1,475
Foreign exchange (gains)/losses	(1,439)	141

Auditors' remuneration

	2012 £000	2011 £000
Audit of these financial statements	12	12

4 Remuneration of directors

	2012 £000	2011 £000
Emoluments – direct by the company	206	251
Emoluments – indirect by group companies	35	36
Pension contributions – indirect by group companies	19	18
	260	305

The aggregate of direct emoluments and amounts receivable under long term incentive schemes of the highest paid director was £212,000 (2011 £251,000)

During 2008 all directors became remunerated by a fellow group company following which this company is recharged amounts which include the services of one director to the company. The indirect emoluments and pension contributions shown above represent the estimated proportion of recharges which relate to the services based on a percentage of net revenue.

Retirement benefits are accruing to 1 director (2011 1 director) under money purchase schemes.

Share options were exercised by 3 directors (2011 2 directors).

Notes (continued)

5 Staff numbers and costs

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

	Number of employees	
	2012	2011
Operations	328	324
Administration and finance	99	81
Sales	27	25
	<u>454</u>	<u>430</u>

The aggregate payroll costs of these persons were as follows

	2012	2011
	£000	£000
Wages and salaries	14,198	14,139
Share based payments (see note 20)	586	517
Social security costs	1,582	1,428
Other pension costs (see note 19)	544	461
	<u>16,910</u>	<u>16,545</u>

6 Other interest receivable and similar income

	2012	2011
	£000	£000
Other	3	5
Gain on foreign currency translation	1,439	-
	<u>1,442</u>	<u>5</u>

7 Interest payable and similar charges

	2012	2011
	£000	£000
Payable to group undertakings	568	555
Loss on foreign currency translation	-	141
	<u>568</u>	<u>696</u>

Notes (continued)

8 Taxation

	2012 £000	2012 £000	2011 £000	2011 £000
<i>UK corporation tax</i>				
Current tax on income for the period	2,040		1,826	
Adjustments in respect of prior periods	(3)		18	
	<hr/>		<hr/>	
Total current tax		2,037		1,844
<i>Deferred tax</i>				
Origination/reversal of timing differences	245		405	
	<hr/>		<hr/>	
Total deferred tax		245		405
		<hr/>		<hr/>
Tax on profit on ordinary activities		2,282		2,249
		<hr/>		<hr/>

Factors affecting the tax charge for the current period

The current tax charge for the period is higher (2011 higher) than the standard rate of corporation tax in the UK (24.5%, 2011 26.5%). The differences are explained below

	2012 £000	2011 £000
<i>Current tax reconciliation</i>		
Profit on ordinary activities before tax	7,521	6,838
	<hr/>	<hr/>
Current tax at 24.5% (2011 26.5%)	1,842	1,812
<i>Effects of</i>		
Expenses not deductible for tax purposes	218	147
Capital allowances in (excess)/deficit of depreciation	(156)	(218)
Other short term timing differences	(8)	(52)
Share based payment expense	144	137
Adjustment in respect of prior years	(3)	18
	<hr/>	<hr/>
Total current tax charge (see above)	2,037	1,844
	<hr/>	<hr/>

The 2012 Budget on 21 March 2012 announced that the UK Corporation tax rate will reduce to 22 per cent by 2014. A reduction in the rate from 26 per cent to 25 per cent (effective from 1 April 2012) was substantively enacted on 5 July 2011. A further reduction to 24 per cent (effective from 1 April 2012) was substantively enacted on 26 March 2012. A reduction to 23 per cent (effective from 1 April 2013) was substantively enacted on 3 July 2012. It has not yet been possible to quantify the full anticipated effect of the announced rate reduction, although this will further reduce the Company's future current tax charge and reduce the Company's deferred tax assets accordingly.

Notes (continued)

9 Tangible fixed assets

	Freehold buildings £000	Land £000	Leasehold improvements £000	Office furniture fittings & equipment £000	Warehouse equipment £000	Computer equipment £000	Total £000
Cost							
At beginning of year	19,503	37,755	2,129	1,249	2,212	2,367	65,215
Additions	-	-	1,327	16	188	209	1,740
Disposals	-	-	(53)	(11)	(123)	(513)	(700)
At end of year	19,503	37,755	3,403	1,254	2,277	2,063	66,255
Depreciation							
At beginning of year	329	-	1,885	855	1,151	1,817	6,037
Charge for year	494	-	191	119	418	308	1,530
On disposals	-	-	(53)	(8)	(122)	(510)	(693)
At end of year	823	-	2,023	966	1,447	1,615	6,874
Net book value							
At 31 December 2012	18,680	37,755	1,380	288	830	448	59,381
At 31 December 2011	19,174	37,755	244	394	1,061	550	59,178

10 Debtors

	2012 £000	2011 £000
Trade debtors	22,594	23,581
Amounts owed by parent and fellow subsidiary undertakings	4,021	2,825
Deferred tax (see note 14)	105	350
Other debtors	795	815
Prepayments and accrued income	669	676
Prepaid tax	-	45
	28,184	28,292

Notes (continued)

11 Creditors: amounts falling due within one year

	2012 £000	2011 £000
Trade creditors	22,108	23,719
Amounts owed to parent and fellow subsidiary undertakings	4,745	4,564
Taxation and social security	1,598	798
Other creditors	125	196
Accruals	684	1,241
	<u>29,260</u>	<u>30,518</u>

12 Creditors: amounts falling due after more than one year

	2012 £000	2011 £000
Amount owed to group undertaking	<u>39,091</u>	<u>40,604</u>

Interest is payable at LIBOR +1%

The loan is denominated in USD and is repayable on demand. The directors, however, have agreed with their parent undertaking that it will not seek repayment of the loan in the next twelve months, so long as the company maintains an interest in the property for which the loan was made, therefore it is included above.

13 Provisions for liabilities

	Repair obligation £000
At beginning of year	792
Recognition of repair obligation	1,315
	<u>2,107</u>
At end of year	<u>2,107</u>

The company has various property leases which require the company to return the property to the landlord at the end of the tenancy in a specified condition. Following a review of the condition of the buildings during 2012, the provision was increased, with the above provision being the estimated cost of returning these premises to the condition specified in the leases.

Notes (continued)

14 Deferred tax assets

The elements of deferred taxation are as follows

	2012 £000	2011 £000
Difference between accumulated depreciation and capital allowances	(79)	78
Estimated future deduction for share based payments	107	191
Other timing differences	73	81
	<u>105</u>	<u>350</u>

	2012 £000	2011 £000
At the start of the year	350	755
Deferred tax charge in the profit and loss account	(245)	(405)
At the end of the year	<u>105</u>	<u>350</u>

15 Called up share capital

	2012 £000	2011 £000
<i>Allotted, called up and fully paid</i>		
6,600 Ordinary shares of £1 each	<u>7</u>	<u>7</u>

16 Reserves

	Profit and loss account £000
At beginning of year	24,402
Profit for the year	5,239
Credit in relation to share based payments	586
At end of year	<u>30,227</u>

Notes (continued)

17 Reconciliation of movements in shareholder's funds

	2012 £000	2011 £000
Profit for the financial year	5,239	4,589
Credit in relation to share based payments (note 21)	586	517
Net addition in shareholder's funds	5,825	5,106
Opening shareholder's funds	24,409	19,303
Closing shareholder's funds	30,234	24,409

18 Commitments

Annual commitments under non-cancellable operating leases are as follows

	2012 Land and Buildings £000	2011 Land and Buildings £000
Operating leases which expire		
Within one year	6	75
2-5 years	581	848
Over 5 years	370	-
	957	923

19 Pension scheme

The company operates a defined contribution pension scheme. The pension cost charge for the year represents contributions payable by the company to the scheme and amounted to £543,657 (2011 £461,330). There were no outstanding or prepaid contributions at either the beginning or end of the financial year.

Notes (continued)

20 Share based payments

Share based compensation plans

Employees of the company receive stock options under stock option plans of Expeditors International of Washington, Inc the sole shareholder of the company. At 31 December 2012, Expeditors International of Washington, Inc has two stock option plans (the "1985 Plan" and the "2009 Plan") for employees under which its Board of Directors may grant officers and key employees options to purchase common stock at prices equal to or greater than market value on the date of grant. Under the stock option plans, outstanding options generally vest and become exercisable over periods up to five years from the date of grant and expire no more than 10 years from the date of grant. The company does not incur any obligation as a result of the grant of stock options by Expeditors International of Washington, Inc to its employees and does not issue any share nor any cash settlement upon exercise of the options by its employees.

Also, employees of the company may participate to Expeditors International of Washington, Inc's Employee Stock Purchase Plan ("2002 Plan"), which became effective 1 August 2002. The 2002 Plan provides for shares of Expeditors International of Washington, Inc's common stock to be reserved for issuance upon exercise of purchase rights granted to employees who elect to participate through regular payroll deductions beginning 1 August of each year. The purchase rights are exercisable on 31 July of the following year at a price equal to the lesser of (1) 85% of the fair market value of the company's stock on 31 July or (2) 85% of the fair market value of the company's stock on the preceding 1 August. The company does not issue any share nor any cash settlement upon exercise of the purchase rights by its employees.

The fair value of services received in return for share based payments is measured by reference to an estimate of the fair value of options awarded under Expeditors International of Washington Inc's fixed stock option or employee stock purchase rights plans.

As of 31 December 2012, employees of the company held 274,113 outstanding options with an average remaining contractual life of 5.8 years. Details of the movement in the outstanding options between 1st January 2012 and 31st December 2012 are detailed below.

	Shares		Weighted-Average Exercise Price	
	2012	2011	2012	2011
Shares outstanding as at 1 st Jan 2012	262,538	229,675	\$41.01	\$37.66
Options granted	36,450	51,800	\$40.74	\$52.80
Options exercised	(12,650)	(15,562)	\$17.13	\$30.47
Options forfeited	(3,350)	(3,375)	\$45.56	\$42.45
Movement due to employees transferring to/from the UK	(8,875)	-	-	-
Shares outstanding as at 31 st Dec 2012	274,113	262,538	\$42.00	\$41.01
Shares exercisable as at 31 st Dec 2012	126,249	115,876	\$38.71	\$36.13

Notes (continued)

21 Share based payments (continued)

The fair value of each option grant is estimated on the date of grant using the Black-Scholes option pricing model with the following assumptions used for grants issued during the years ended 31 December 2012 and 2011

	2012	2011
Weighted average share and exercise price - stock option plans	\$40.74	\$52.80
Weighted average share and exercise price - stock purchase rights plans	\$29.954	\$47.09
Dividend yield	1.30%	0.97%
Volatility	39.34%	40.31%
Risk-free interest rates	0.89%	2.17%
Expected life (years) - stock option plans	5.79	5.495
Expected life (years) - stock purchase rights plans	1	1
Weighted average fair value of stock options granted during the period	\$13.47	\$19.25
Weighted average fair value of stock purchase rights granted during the period	\$9.70	\$11.70

The expected volatility assumptions are based on the historical volatility of the Expeditors International of Washington's stock. The expected life assumption is primarily based on historical employee exercise patterns and employee post-vesting termination behavior. The risk-free interest rate for the expected term of the option is based on the corresponding yield curve in effect at the time of grant for U.S. Treasury bonds having the same term as the expected life of the option, i.e. a ten year bond rate is used for valuing an option with a ten year expected life. The expected dividend yield is based on Expeditors International of Washington Inc.'s historical experience. The forfeiture rate used to calculate compensation expense is primarily based on historical pre-vesting employee forfeiture patterns.

The total expenses recognised for the period arising from share based payments are as follows

	2012 £000	2011 £000
Share based payments	586	517

22 Ultimate holding company

The company is a subsidiary undertaking of Expeditors International of Washington Incorporated, incorporated in the state of Washington, United States of America.

The largest and smallest group in which the results of the company are consolidated is that headed by Expeditors International of Washington Incorporated. The consolidated financial statements are available to the public and may be obtained from

Expeditors International of Washington Incorporated
1015 Third Avenue
12th Floor
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