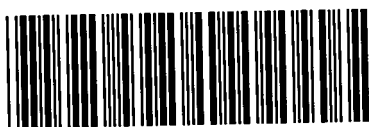


Registered No. 2664011

Telefonica Global Resources Limited

**Annual Report and Financial Statements
Year ended 31 December 2013**

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COMPANIES HOUSE

Telefonica Global Resources Limited
Company information

Registered No. 2664011

Directors

Ronan Dunne
Mark Evans

Secretary

O2 Secretaries Limited

Registered office

260 Bath Road
Slough
Berkshire
SL1 4DX

Telefonica Global Resources Limited

Directors' Report

Registered No. 2664011

Legal Form

Telefonica Global Resources Limited is a private limited company registered in England and Wales under registered number 2664011. The registered address is 260 Bath Road, Slough, Berkshire SL1 4DX. It is a wholly owned subsidiary of Telefónica Europe plc, its ultimate UK parent, incorporated in England and Wales, which is itself a wholly owned subsidiary of Telefónica S. A., a company incorporated in Spain.

Directors and secretary

The Directors who held office during the year were as follows:

Robert Harwood
Jesus Perez de Urquien Muinelo

The Secretary who held office during the year was O2 Secretaries Limited.

Post Year End Event

On 30 April 2014 Robert Harwood and Jesus Perez de Urquien Muinelo resigned as directors and Ronan Dunne and Mark Evans were appointed directors of the Company.

Directors' liability insurance and indemnity

Telefónica Europe plc, the Company's ultimate UK parent company, has granted an indemnity in the form permitted by UK Company Law to Directors appointed to subsidiary companies. This indemnity remains in place and continues until such time as any relevant limitation periods for bringing claims (as defined in the indemnity) against the Director has expired, or for so long as the past Director, where relevant, remains liable for any losses (as defined in the indemnity).

Political donations

The Company made no political or donations during the year ended 31 December 2013 (2012: £nil).

Audit Exempt

For the year ended 31 December 2013 the Company was entitled to exemption from audit under section 480 of the Companies Act 2006 relating to dormant companies.

Directors' responsibilities

The Members have not required the Company to obtain an audit of its accounts for the year in question in accordance with section 476 of the Companies Act 2006.

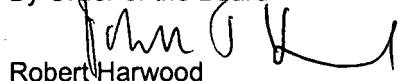
The Directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

Small Companies' Exempt

The Company has taken advantage of the Small Companies' exemption in preparing the Directors' Report for the year ended 31 December 2013.

The Directors' Report was approved by the Board on 1 July 2014

By Order of the Board



Robert Harwood
For and on behalf of O2 Secretaries Limited
Company Secretary
1 July 2014

Telefonica Global Resources Limited
Statement of comprehensive income
Year ended 31 December 2013

Registered No. 2664011

The Company did not trade in the year ended 31 December 2013 or the year ended 31 December 2012 and accordingly no statement of comprehensive income or statement of cash flow is presented.

Telefonica Global Resources Limited
Statement of financial position
Year ended 31 December 2013

Registered No. 2664011

	Note	31 December 2013 £	31 December 2012 £
Net Assets		-	-
Capital and reserves			
Ordinary share capital	3	7,500	7,500
Retained Earnings		(7,500)	(7,500)
Total Equity		-	-

The accompanying notes are an integral part of these financial statements.

For the year ending 31 December 2013 the company was entitled to exemption from audit under section 480 of the Companies Act 2006 relating to dormant companies.

Directors' responsibilities:

- The members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476; and
- The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

These financial statements were approved by the board of directors on 1 July 2014 and were signed on its behalf by:



Mark Evans
Director

Telefonica Global Resources Limited
Statement of changes in equity
Year ended 31 December 2013

Registered No. 2664011

	Share Capital £	Retained Earnings £	Total Equity £
At 1 January 2012	7,500	(7,500)	-
Total comprehensive income for year	-	-	-
At 31 December 2012	7,500	(7,500)	-
Total comprehensive income for year	-	-	-
At 31 December 2013	7,500	(7,500)	-

The accompanying notes are an integral part of these financial statements.

1. Accounting policies

Basis of preparation

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") and International Financial Reporting Interpretations Committee ("IFRIC") interpretations, as adopted for use in the EU. In addition the financial statements have been prepared in accordance with those parts of the Companies Act 2006 applicable to companies reporting under IFRS. The financial statements have been prepared using historical cost principles except that, as disclosed in the accounting policies below, certain items are measured at fair value.

The Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

Consolidated financial statements

In accordance with s400 of the Companies Act 2006, consolidated financial statements have not been prepared as the Company and its subsidiaries are included in the group financial statements of mmO2 Group

Investments

Investments are stated at cost less provision for impairment. An impairment loss is recognised for the amount by which the investments carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an investment's fair value less costs to sell and value in use.

Trade and other receivables

Trade and other receivables are carried at original invoice amount less provision for doubtful debts. A provision for doubtful debts is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of the receivables. Provisions are made based on an analysis of balances by age, previous losses experienced, disputes and ability to pay. The amount of the provision is the difference between the carrying amount and the present value of estimated future cash flows. Changes in the provision against receivables are recognised in the income statement within cost of goods sold.

Borrowings

Borrowings are recognised initially at fair value. Subsequent to initial recognition, borrowings are stated at amortised cost with any difference between the cost and the redemption value being recognised in the income statement over the period of the borrowings on an effective interest basis. Accrued interest on borrowings is included within the carrying value.

Functional currency

The financial statements are presented in sterling, which is also the company's functional currency.

2. Directors emoluments and employees

None of the Directors received any emoluments in respect of their services to the Company for the year ended 31 December 2013 (31 December 2012: £nil). The Company had no employees in the current or prior year.

3. Share capital

	31 December 2013	31 December 2012
	£	£
<i>Issued</i>		
7,500 Ordinary shares of £1 each	<u>7,500</u>	<u>7,500</u>

The Company has one class of issued share capital, comprising ordinary shares of £1 each. Subject to the Company's articles of association, and applicable law, the Company's ordinary shares confer on the holder the right to receive notice of and vote at general meetings of the Company, the right to receive any surplus assets on a winding up of the Company and an entitlement to receive any dividend declared on ordinary shares but no right to redemption of shares.

Capital management

The Company's capital comprises share capital and retained earnings.

The Company's objectives when managing capital are to safeguard the Company's ability to continue to operate as a going concern, to maintain optimal capital structure commensurate with risk and return and to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Company may pay dividends to its shareholder, return capital to its shareholder, issue new shares or sell assets to reduce debt or draw down more debt.

4. Financial risk factors and management

The principal financial risks of the Company and how the Company managed these risks are discussed below.

Liquidity risk

Management of the Company's liquidity risk is achieved mostly through being a part of the larger Telefónica group, which operates group wide policies in this area.

Fair value of financial instruments

The carrying value and fair value of the Company's financial assets and financial liabilities are not deemed to be materially different at 31 December 2013 and 31 December 2012.

5. Parent company and controlling party

At the end of the year, the immediate parent company was Cellphones Direct Limited. The ultimate parent company and controlling party was Telefónica, S.A., a company incorporated in Spain. Copies of the financial statements of Telefónica, S.A. may be obtained from its registered office at Gran Via 28, Madrid, Spain.