

Companies House

COMPANY REGISTRATION NUMBER 2737924

TRAFIGURA LIMITED
FINANCIAL STATEMENTS
YEAR ENDED
30 SEPTEMBER 2012

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COMPANIES HOUSE

TRAFIGURA LIMITED
FINANCIAL STATEMENTS
YEAR ENDED 30 SEPTEMBER 2012

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TRAFIGURA LIMITED

OFFICERS AND PROFESSIONAL ADVISERS

The Board of Directors

Michael Davies
Craig Smallbone
Nicolas Konialidis

Registered Office

Portman House
2 Portman Street
London
W1H 6DU

Auditor

Bright Grahame Murray
Chartered Accountants
& Statutory Auditor
131 Edgware Road
London
W2 2AP

TRAFIGURA LIMITED

THE DIRECTORS' REPORT

YEAR ENDED 30 SEPTEMBER 2012

The directors have pleasure in presenting their report and the financial statements of the company for the year ended 30 September 2012

Principal Activities and Business Review

The principal activity of the company continued to be the provision of services in consultancy, administration and data collection

The company's turnover represents costs plus 10%, which is consistent with results achieved in previous years

The directors are satisfied with the results for the year and the state of affairs of the company at the balance sheet date

Future Developments

The directors are optimistic for the company's future development

Results and Dividends

The profit for the year, after taxation, amounted to \$5,710,000. The directors have not recommended a dividend

Financial Risk Management Objectives and Policies

The company has no direct exposure to cash flow risk, credit risk, liquidity risk or price risk, due to the nature of its operations

All such risks fall upon the company's immediate parent undertaking, Trafigura Beheer B V

Directors

The directors who served the company during the year were as follows

Michael Davies
Craig Smallbone
Nicolas Konialidis
Jonathan Pegler

Michael Davies was appointed as a director on 14 May 2012

Jonathan Pegler resigned as a director on 14 May 2012

Policy on the Payment of Creditors

The group's policy concerning the payment of trade creditors is to

- agree the terms of payment at the start of business with the supplier,
- ensure that the supplier is aware of the terms of repayment,
- pay in accordance with its contractual and other legal obligation

The number of creditor days at the year end was 33 (2011: 27)

TRAFIGURA LIMITED

THE DIRECTORS' REPORT *(continued)*

YEAR ENDED 30 SEPTEMBER 2012

Directors' Responsibilities

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 the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards 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 year.

In preparing those financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and accounting 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,
- 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 are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

In 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 steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

Auditor

Bright Grahame Murray are deemed to be re-appointed under section 487(2) of the Companies Act 2006.

Signed on behalf of the directors



Director

Full name CRAIG SMALLBONE

Please print in capitals

Approved by the directors on 25 June 2013

TRAFIGURA LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF TRAFIGURA LIMITED

YEAR ENDED 30 SEPTEMBER 2012

We have audited the financial statements of Trafigura Limited for the year ended 30 September 2012 on pages 6 to 14. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's shareholders, 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 shareholders 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 shareholders 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

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the company, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

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 30 September 2012 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on Other Matters 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.

TRAFIGURA LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF TRAFIGURA LIMITED *(continued)*

YEAR ENDED 30 SEPTEMBER 2012

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

Bright Grahame Murray

AHSAN MIRAJ (Senior Statutory Auditor)
For and on behalf of
BRIGHT GRAHAME MURRAY
Chartered Accountants
& Statutory Auditor

131 Edgware Road
London
W2 2AP

28 June 2013

Company Registration Number 2737924

TRAFIGURA LIMITED
PROFIT AND LOSS ACCOUNT
YEAR ENDED 30 SEPTEMBER 2012

| | | 2012 | 2011 |
|--|-------------|---------------------|----------------------|
| | Note | \$000 | \$000 |
| Turnover | 2 | 80,508 | 102,764 |
| Administrative expenses | | (73,188) | (93,427) |
| Other operating income | 3 | 894 | 3,384 |
| Operating Profit | 4 | 8,214 | 12,721 |
| Interest receivable | | – | 5 |
| Interest payable and similar charges | 7 | (6) | – |
| Profit on Ordinary Activities Before Taxation | | 8,208 | 12,726 |
| Tax on profit on ordinary activities | 8 | (2,498) | (2,425) |
| Profit for the Financial Year | | <u>5,710</u> | <u>10,301</u> |

All of the activities of the company are classed as continuing

The company has no recognised gains or losses other than the results for the year as set out above

The notes on pages 8 to 14 form part of these financial statements.

TRAFIGURA LIMITED**BALANCE SHEET****30 SEPTEMBER 2012**

| | Note | \$000 | 2012 \$000 | \$000 | 2011 \$000 |
|--|------|---------|---------------|---------|---------------|
| Fixed Assets | | | | | |
| Tangible assets | 9 | | 29,111 | | 19,264 |
| Current Assets | | | | | |
| Debtors | 10 | 360,297 | | 306,203 | |
| Cash in hand | | 4,009 | | 2,259 | |
| | | 364,306 | | 308,462 | |
| Creditors Amounts falling due within one year | 12 | 347,429 | | 287,448 | |
| Net Current Assets | | | 16,877 | | 21,014 |
| Total Assets Less Current Liabilities | | | 45,988 | | 40,278 |
| Capital and Reserves | | | | | |
| Share capital | 16 | | — | | — |
| Profit and loss account | 17 | | 45,988 | | 40,278 |
| Shareholders' Funds | 18 | | 45,988 | | 40,278 |

These financial statements were approved by the directors and authorised for issue on 25 June 2013, and are signed on their behalf by



Director

Full name CRAIG SMALLBONE

Please print in capitals

The notes on pages 8 to 14 form part of these financial statements.

TRAFIGURA LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 30 SEPTEMBER 2012

1. Accounting Policies

Basis of Accounting

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

The financial statements are presented in US dollars (\$) as this is the functional accounting currency of the group

Cash Flow Statement

The directors have taken advantage of the exemption in Financial Reporting Standard No 1 (Revised 1996) from including a cash flow statement in the financial statements on the grounds that the company is wholly owned and its parent publishes a consolidated cash flow statement

Turnover

Turnover is fees receivable, exclusive of value added tax and represents costs plus 10% mark up

Depreciation

Depreciation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows

Leasehold property - 20% p a on a straight line basis

Fixtures, fittings and computers - 20-40% p a on a straight line basis

Operating Lease Agreements

Rentals applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged against profits on a straight line basis over the period of the lease

Pension Costs

The company makes defined contributions to personal pension plans for certain employees Contributions are charged to the Profit and Loss Account as they become payable

Deferred Taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more tax, with the following exceptions

Provision is made for tax on gains arising from the revaluation (and similar fair value adjustments) of fixed assets, and gains on disposal of fixed assets that have been rolled over into replacement assets, only to the extent that, at the balance sheet date, there is a binding agreement to dispose of the assets concerned However, no provision is made where, on the basis of all available evidence at the balance sheet date, it is more likely than not that the taxable gain will be rolled over into replacement assets and charged to tax only where the replacement assets are sold

Deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted

TRAFIGURA LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 30 SEPTEMBER 2012

1. Accounting Policies *(continued)*

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date

Foreign Currencies

Assets and liabilities in foreign currencies are translated into US dollars at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into US dollars at the rate of exchange ruling at the date of the transaction. Exchange differences are taken into account in arriving at the operating profit.

Financial Instruments

Financial instruments are classified and accounted for, according to the substance of the contractual arrangement, as either financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

2. Turnover

The company's activities consist solely of the provision of services in consultancy, administration and data collection in the United Kingdom.

3. Other Operating Income

| | 2012 | 2011 |
|------------------------|------------|--------------|
| | \$000 | \$000 |
| Other operating income | <u>894</u> | <u>3,384</u> |

Other operating income includes compensation of \$645,537 (2011: \$3,303,686) received in respect of staff who were transferred to other group companies.

4. Operating Profit

Operating profit is stated after charging

| | 2012 | 2011 |
|--|-----------|-----------|
| | \$000 | \$000 |
| Depreciation of owned fixed assets | 9,653 | 9,225 |
| Operating lease costs | | |
| - Plant and equipment | - | 170 |
| - Other | 4,105 | 4,166 |
| Auditor's remuneration - audit of the financial statements | 51 | 44 |
| Auditor's remuneration - other fees | <u>22</u> | <u>18</u> |
| | 2012 | 2011 |
| | \$000 | \$000 |
| Auditor's remuneration - audit of the financial statements | <u>51</u> | <u>44</u> |
| Auditor's remuneration - other fees | | |
| - Taxation services | <u>22</u> | <u>18</u> |

TRAFIGURA LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 30 SEPTEMBER 2012

5. Particulars of Employees

The average number of staff employed by the company during the financial year amounted to

| | 2012 | 2011 |
|--------------------------------|------------|------------|
| | No | No |
| Number of administrative staff | <u>130</u> | <u>219</u> |

The aggregate payroll costs of the above were

| | 2012 | 2011 |
|-----------------------|---------------|---------------|
| | \$000 | \$000 |
| Wages and salaries | 25,415 | 47,370 |
| Social security costs | 3,115 | 5,347 |
| Other pension costs | <u>1,372</u> | <u>1,910</u> |
| | <u>29,902</u> | <u>54,627</u> |

In addition to the above payroll costs which were charged to the profit and loss account, a further \$9,809,138 (2011 \$2,887,708) of costs have been capitalised as part of internally generated tangible fixed assets

6. Directors' Remuneration

The directors' aggregate remuneration in respect of qualifying services were

| | 2012 | 2011 |
|--|------------|------------|
| | \$000 | \$000 |
| Remuneration receivable | 802 | 534 |
| Value of company pension contributions to money purchase schemes | <u>16</u> | <u>36</u> |
| | <u>818</u> | <u>570</u> |

Remuneration of highest paid director:

| | 2012 | 2011 |
|--|------------|------------|
| | \$000 | \$000 |
| Total remuneration (excluding pension contributions) | 624 | 307 |
| Value of company pension contributions to money purchase schemes | <u>8</u> | <u>16</u> |
| | <u>632</u> | <u>323</u> |

The number of directors who accrued benefits under company pension schemes was as follows

| | 2012 | 2011 |
|------------------------|----------|----------|
| | No | No |
| Money purchase schemes | <u>2</u> | <u>4</u> |

7. Interest Payable and Similar Charges

| | 2012 | 2011 |
|------------------------------------|----------|----------|
| | \$000 | \$000 |
| Interest payable on bank borrowing | <u>6</u> | <u>-</u> |

TRAFIGURA LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 30 SEPTEMBER 2012

8. Taxation on Ordinary Activities

(a) Analysis of charge in the year

| | 2012 | 2011 |
|--|--------------|--------------|
| | \$000 | \$000 |
| Current tax | | |
| In respect of the year | | |
| UK Corporation tax based on the results for the year at 25% (2011 - 27%) | 2,498 | 4,334 |
| Under/(over) provision in prior periods | 51 | (1,472) |
| Total current tax | 2,549 | 2,862 |
| Deferred tax | | |
| Origination and reversal of timing differences | (51) | (437) |
| Tax on profit on ordinary activities | 2,498 | 2,425 |

(b) Factors affecting current tax charge

The tax assessed on the profit on ordinary activities for the year is higher than the standard rate of corporation tax in the UK of 25% (2011 - 27%)

| | 2012 | 2011 |
|--|--------------|--------------|
| | \$000 | \$000 |
| Profit on ordinary activities before taxation | 8,208 | 12,726 |
| Profit on ordinary activities by rate of tax | 2,052 | 3,436 |
| Differences between eligible depreciation and capital allowances | 51 | 438 |
| Under/(over) provision in respect of prior periods | 51 | (1,472) |
| Permanent differences | 277 | 396 |
| Other timing differences | 118 | 32 |
| Effect of change in tax rates | - | 32 |
| Total current tax (note 8(a)) | 2,549 | 2,862 |

TRAFIGURA LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 30 SEPTEMBER 2012

9. Tangible Fixed Assets

| | Leasehold Property \$000 | Fixtures, Fittings And Computers \$000 | Total \$000 |
|-----------------------------|--------------------------------|---|----------------|
| Cost | | | |
| At 1 October 2011 | 15,474 | 42,998 | 58,472 |
| Additions | 31 | 19,469 | 19,500 |
| At 30 September 2012 | 15,505 | 62,467 | 77,972 |
| Depreciation | | | |
| At 1 October 2011 | 10,941 | 28,267 | 39,208 |
| Charge for the year | 1,973 | 7,680 | 9,653 |
| At 30 September 2012 | 12,914 | 35,947 | 48,861 |
| Net Book Value | | | |
| At 30 September 2012 | 2,591 | 26,520 | 29,111 |
| At 30 September 2011 | 4,533 | 14,731 | 19,264 |

10. Debtors

| | 2012 \$000 | 2011 \$000 |
|------------------------------------|----------------|----------------|
| Trade debtors | 99 | 27 |
| Amounts owed by group undertakings | 345,984 | 296,011 |
| Corporation tax repayable | – | 850 |
| Other debtors | 2,114 | 1,972 |
| Prepayments and accrued income | 11,156 | 6,450 |
| Deferred taxation (note 11) | 944 | 893 |
| | 360,297 | 306,203 |

11. Deferred Taxation

The deferred tax included in the Balance sheet is as follows

| | 2012 \$000 | 2011 \$000 |
|-------------------------------|---------------|---------------|
| Included in debtors (note 10) | 944 | 893 |

The movement in the deferred taxation account during the year was

| | 2012 \$000 | 2011 \$000 |
|--|---------------|---------------|
| Balance brought forward | 893 | 456 |
| Profit and loss account movement arising during the year | 51 | 437 |
| Balance carried forward | 944 | 893 |

TRAFIGURA LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 30 SEPTEMBER 2012

11. Deferred Taxation (continued)

The balance of the deferred taxation account consists of the tax effect of timing differences in respect of

| | 2012 | 2011 |
|---|------------|------------|
| | \$000 | \$000 |
| Excess of depreciation over taxation allowances | 944 | 893 |
| | <u>944</u> | <u>893</u> |

12. Creditors: Amounts falling due within one year

| | 2012 | 2011 |
|------------------------------------|----------------|----------------|
| | \$000 | \$000 |
| Trade creditors | 2,977 | 3,627 |
| Amounts owed to group undertakings | 326,718 | 258,101 |
| Corporation tax | 1,462 | — |
| Other taxation and social security | 937 | 828 |
| Other creditors | 32 | 22 |
| Accruals and deferred income | 15,303 | 24,870 |
| | <u>347,429</u> | <u>287,448</u> |

13. Pensions

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 pension charge for the year was \$1,371,996 (2011: \$1,909,882).

14. Commitments under Operating Leases

At 30 September 2012 the company had annual commitments under non-cancellable operating leases as set out below:

| | Land and buildings | |
|-------------------------------|--------------------|--------------|
| | 2012 | 2011 |
| | \$000 | \$000 |
| Operating leases which expire | | |
| Within 2 to 5 years | <u>2,231</u> | <u>4,134</u> |

15. Related Party Transactions

The company has taken advantage of the exemption permitted under Financial Reporting Standard No. 8, not to disclose transactions and balances with its immediate and ultimate holding company and fellow subsidiaries, where such balances are eliminated on consolidation within the immediate and ultimate parent undertakings' financial statements.

16. Share Capital

Allotted, called up and fully paid:

| | 2012 | | 2011 | |
|----------------------------------|----------|----------|----------|----------|
| | No | \$000 | No | \$000 |
| 2 Ordinary shares of \$1.50 each | <u>2</u> | <u>—</u> | <u>2</u> | <u>—</u> |

TRAFIGURA LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 30 SEPTEMBER 2012

17. Profit and Loss Account

| | 2012 | 2011 |
|-------------------------------|---------------|---------------|
| | \$000 | \$000 |
| Balance brought forward | 40,278 | 29,977 |
| Profit for the financial year | 5,710 | 10,301 |
| Balance carried forward | <u>45,988</u> | <u>40,278</u> |

18. Reconciliation of Movements in Shareholders' Funds

| | 2012 | 2011 |
|-------------------------------|---------------|---------------|
| | \$000 | \$000 |
| Profit for the financial year | 5,710 | 10,301 |
| Opening shareholders' funds | 40,278 | 29,977 |
| Closing shareholders' funds | <u>45,988</u> | <u>40,278</u> |

19. Ultimate Parent Company

The immediate parent undertaking is Trafigura Beheer B V , a company incorporated in the Netherlands Consolidated accounts may be obtained from their registered offices

Trafigura Beheer B V
20th Floor, Ito Tower
Gustav Mahlerplein 102
1082 MA
Amsterdam
The Netherlands

The ultimate parent undertaking is Farringford N V , a company incorporated in Curacao