

CREST Stamp Nominee (No.2) Limited

Directors' Report and Financial
Statements for the year ended
31 December 2023

Registered Company Number: 03251416

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CREST Stamp Nominee (No.2) Limited (Registered Company Number: 03251416)

Directors' Report and Financial Statements – Year ended 31 December 2023

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DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2023

The directors submit their report and the audited accounts of CREST Stamp Nominee (No.2) Limited (the Company) for the period ended 31 December 2023. The Company is a private limited company and is domiciled and incorporated in England and Wales. The address of its registered office is 33 Cannon Street, London, EC4M 5SB.

Principal activities and risks

The principal activity of the Company during the year continued to be the collection of Irish Stamp duty payable on certain transactions through the CREST settlement system and subsequent payment to the Irish Revenue Commissioners. No change in activity is foreseen. The Company's risks are integral to the activities of, and are managed by, its parent company Euroclear UK & International Limited. The principal risks and future developments of the Company have been assessed and monitored as part of its participation in the Euroclear UK & International Limited group (the Group).

The ongoing geopolitical tensions around the world have caused widespread humanitarian suffering as well as impacted Financial Services. There are 3 resulting areas of risk the Company, as part of the Group, faced as an organisation in 2023, namely Process, Security and, indirectly, People. Staff wellbeing is our priority and the HR team has been communicating with staff and providing support and guidance for anyone affected by the events. The numerous executive orders and measures cascaded down from US, UK, EU authorities have had far reaching effects and the Group has processes in place to identify, assess and implement specific Sanctions where relevant. Another significant risk to the Group, as financial market infrastructure (FMI), sits within potential cyber-attacks, be that a direct attack on our own IT infrastructure or via a 3rd party. The Group's Chief Information Security Officer continues to work with our IT teams as well as our service provider to ensure necessary measures to protect our security and mitigate risk, are being taken.

Results and dividends

The Company made neither a profit nor a loss during the current financial year or the preceding financial year. There were also no other gains and losses for the current financial year or the preceding financial year. Accordingly, neither a statement of comprehensive income nor statement of changes in equity has been presented.

The directors do not propose to pay a dividend in respect of the year ended 31 December 2023 (2022: £nil).

Going concern

After making enquiries, the directors have formed a judgement, at the time of approving the financial statements, that there is a reasonable expectation that the Company has adequate resources to continue to operate for the foreseeable future. The assessment includes the future profitability of the Group. Euroclear UK & International Limited have flexed their assessment on future profits and capital base under various market stresses and made additional assessments on operational resilience. Following these assessments, the directors continue to adopt the going concern basis in preparing the financial statements.

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2023 (continued)

Directors

The directors of the Company who were in office during the year and up to the date of signing the financial statements were:

Michael Carty	resigned 4 August 2023
Leanne Middleton	resigned 19 April 2023
Christopher Elms	
Craig Clayton	appointed 21 April 2023
Anna Magee	appointed 3 August 2023

Jennifer Parker was Company Secretary until she resigned on 24 August 2023.

David Wilkinson was appointed Company Secretary on 24 August 2023.

Employees

The Company has had no employees in the year under review (2022: none).

Financial Instruments

The Company has no financial instruments and there is therefore no exposure to price risk, credit risk, liquidity risk and market risk.

Independent auditor

Deloitte LLP acted as the Company's auditor during the year.

Deloitte LLP have expressed their willingness to continue in office as auditor and will be reappointed as the Company's auditor for the financial year beginning 1 January 2024, in accordance with section 485 of the Companies Act 2006.

Statement of disclosure of information to auditor

In accordance with the provisions of Section 418 of the Act, directors' reports shall include a statement, in the case of each director in office at the date the directors' report is approved, that:

- (a) so far as the director is aware, there is no relevant audit information of which the Company's auditor is unaware and
- (b) he/she has taken all the steps that he/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2023 (continued)

Statement of 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 are required to prepare the group financial statements in accordance with the United Kingdom adopted international accounting standards in conformity with the requirements of the Companies Act 2006 and with International Financial Reporting Standards (IFRSs) as issued by the IASB.

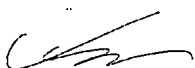
Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently; present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information
- make judgements and accounting estimates that are reasonable and prudent
- state whether applicable United Kingdom adopted international accounting standards in conformity with the requirements of the Companies Act 2006 and the International Financial Reporting Standards as issued by the IASB have been followed, subject to any material departures disclosed and explained in the financial statements and
- provide additional disclosures when compliance with the specific requirements of the financial reporting framework are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance; 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 (the Act). 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.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Approved and authorised by the Board and signed on their behalf



CHRISTOPHER ELMS

Director

21 March 2024

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CREST STAMP NOMINEE (NO.2) LIMITED

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

Opinion

In our opinion the financial statements of CREST Stamp Nominee (No.2) Limited (the 'Company'):

- give a true and fair view of the state of the Company's affairs as at 31st December 2023 and of its profit for the year then ended;
- have been prepared in accordance with United Kingdom adopted international accounting standards and International Financial Reporting Standards (IFRSs) as issued by the International Accounting Standards Board (IASB); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the statement of comprehensive income;
- the statement of financial position;
- the statement of changes in equity;
- the cash flows statement;
- the related notes 1 to 10.

The financial reporting framework that has been applied in their preparation is applicable law, United Kingdom adopted international accounting standards [and IFRSs as issued by the IASB].

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report.

We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the Financial Reporting Council's (the 'FRC's') Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern.

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CREST STAMP NOMINEE (NO.2) LIMITED (continued)

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Extent to which the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CREST STAMP NOMINEE (NO.2) LIMITED (continued)

Extent to which the audit was considered capable of detecting irregularities, including fraud (continued)

We considered the nature of the Company's industry and its control environment and reviewed the Company's documentation of their policies and procedures relating to fraud and compliance with laws and regulations. We also enquired of management, internal audit, in-house legal counsel and those charged with governance about their own identification and assessment of the risks of irregularities, including those that are specific to the Company's business sector.

We obtained an understanding of the legal and regulatory frameworks that the Company operates in, and identified the key laws and regulations that:

- had a direct effect on the determination of material amounts and disclosures in the financial statements, including the UK Companies Act; and
- do not have a direct effect on the financial statements but compliance with which may be fundamental to the Company's ability to operate or to avoid a material penalty.

We discussed among the audit engagement team, including relevant internal specialists such as tax and IT specialists, regarding the opportunities and incentives that may exist within the organisation for fraud and how and where fraud might occur in the financial statements.

In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override. In addressing the risk of fraud through management override of controls, testing the appropriateness of journal entries and other adjustments; assessing whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluating the business rationale of any significant transactions that are unusual or outside the normal course of business.

In addition to the above, our procedures to respond to the risks identified included the following:

- reviewing financial statement disclosures by testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- enquiring of management, internal audit and in-house legal counsel concerning actual and potential litigation and claims, and instances of non-compliance with laws and regulations; and
- reading minutes of meetings of those charged with governance, reviewing internal audit reports, and reviewing correspondence with HMRC and the Bank of England.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CREST STAMP NOMINEE (NO.2) LIMITED (continued)

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report has been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified any material misstatements in the directors' report.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report in respect of the following matters 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.

We have nothing to report in respect of these matters.

Use of our report

This report is made solely to the Company's shareholder, 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.



Fiona Walker, FCA (Senior statutory auditor)

For and on behalf of Deloitte LLP

Statutory Auditor

London

21 March 2024

STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2023

There were no income or expense transactions during the year, therefore, a statement of comprehensive income is not presented.

STATEMENT OF FINANCIAL POSITION AS AT 31 DECEMBER 2023

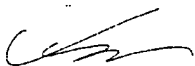
(£)	Note	2023	2022
Non-Current assets			
Trade and other receivables	7	2	2
Total assets		2	2
Equity			
Capital and reserves attributable to equity holders of the Company			
Called up share capital	8	2	2
Total equity and liabilities		2	2

There have been no cash movements for the year ended 31 December 2023, consequently no statement of cash flows has been presented.

The notes on pages 12 to 15 form part of the financial statements.

The financial statements on pages 8 to 15 were approved by the board of directors on 18 March 2024 and authorised for issue on that date.

Approved by the Board:



Christopher Elms

Director

21 March 2024

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2023

There were no changes in equity during the year, therefore, a statement of changes in equity is not presented.

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 DECEMBER 2023

There were no cash transactions or movements in cash during the year, therefore, a statement of cash flows is not presented.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2023

1. General Information

The principal activity of CREST Stamp Nominee (No.2) Limited during the year continued to be the collection of Irish Stamp duty payable on certain transactions through the CREST settlement system and subsequent payment to the Irish Revenue Commissioners.

CREST Stamp Nominee (No.2) Limited is a private company, limited by shares, and is domiciled and incorporated in England and Wales. The address of its registered office is 33 Cannon Street, London, EC4A 3SB.

2. Accounting policies

(a) Basis of preparation

The financial statements of CREST Stamp Nominee (No.2) Limited have been prepared in accordance with the United Kingdom adopted international accounting standards in conformity with the requirements of the Companies Act 2006 and the International Financial Reporting Standards (IFRSs) as issued by the IASB and adopted by the United Kingdom.

The financial statements have been prepared under the historical cost convention.

The preparation of financial statements in conformity with the United Kingdom adopted international accounting standards, requirements of the Companies Act 2006 and IFRSs as issued by the IASB requires the use of judgements, estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the year. The estimates and associated assumptions are based on historical experience.

In preparing the financial statements for the current year, consideration was given to new IFRS, both those that are effective at the year end and those that have been issued but are not effective at the year end, as well as amendments to IFRS and IFRIC IC interpretations. The following standards, IFRIC and amendments to standards became effective on 1 January 2023:

- Amendments to IAS 1 Presentation of Financial Statements and IFRS Practice Statement 2: Disclosure of accounting policies
- IFRS 17 Insurance Contracts
- Amendments to IAS 8 Accounting Policies, Change in Accounting Estimates and Errors: Definition of Accounting Estimates
- Amendments to IAS 12 Income Taxes: Deferred Tax related to Assets and Liabilities arising from a Single Transaction

The adoption of these new standards and amendments had no impact on the entity's financial statements.

The following new amendments will be applied for financial years commencing on 1 January 2024.

- Amendments to IAS 1 Presentation of Financial Statements: Classification of Liabilities as Current or Non-current amendments to IAS 1
- Amendments to IAS 1 Presentation of Financial Statements: Non-current Liabilities with Covenants
- Amendments to IFRS 16: Lease Liability in a Sale and Leaseback

The directors do not expect that the adoption of the Standards listed above and all other IFRSs not yet adopted will have a material impact on the entity's financial statements.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2023 (continued)

2. Accounting policies (continued)

(a) Basis of preparation (continued)

After making enquiries, the directors have formed a judgement that there is a reasonable expectation that CREST Stamp Nominee (No.2) Limited has adequate resources to continue to operate for the foreseeable future. For this reason, the directors continue to adopt the 'going concern' basis in preparing the financial statements.

The principal accounting policies applied in the preparation of these financial statements are set out below. Unless otherwise stated, these policies have been consistently applied to all the years presented.

(b) Trade and other receivables

Trade and other receivables are non-derivative financial assets with fixed determinable payments that are not quoted in an active market. A financial asset is classified and measured at amortised cost if it is not designated as FVPL, and if it meets both of the following conditions: it is held for collection of contractual cash flows (held to collect) and its contractual terms give rise to cash flows that represent SPPI. They are initially recognised in the balance sheet on the settlement date at fair value. They are subsequently measured at amortised cost using the effective interest method.

For trade receivables with no significant financing component, a simplified approach requiring the recognition of lifetime expected credit losses (ECLs) at all times applies. The expected credit losses on these assets are collectively assessed and estimated using a provision matrix based on the Euroclear group's historical credit loss experience. Macro-economic factors are not considered as historical observations show that they are irrelevant. ECLs are based on the age of the receivables. If all or part of a client's receivable is confirmed as being irrecoverable, the value of that receivable will be reduced accordingly.

(c) Related party transactions

There were no transactions with related parties during the year ended 31 December 2023 (2022: £nil).

An amount of £2 relating to unpaid share capital was owed to the Company by Euroclear UK & International Limited at 31 December 2023 (2022: £2).

(d) Critical accounting estimates and judgements

There were no critical accounting estimates and judgements applied in the preparation of these financial statements.

3. Statement of comprehensive income and statement of changes in equity

The Company has made neither profit nor loss for the year or the previous year, and so no statement of comprehensive income or statement of changes in equity has been prepared.

Audit fees are borne by the controlling entity, Euroclear UK & International Limited and are not recharged to the Company.

4. Statement of cash flows

There have been no cash movements for the year ended 31 December 2023 (2022: £nil), consequently no statement of cash flows has been presented.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2023 (continued)

5. Directors' emoluments and key management compensation

The Board considers key management personnel to include the directors of both the Company and the immediate parent company. The Company paid no emoluments to the directors or key management personnel in the period ended 31 December 2023 (2022: £nil).

The emoluments of the directors are paid by the parent company which makes no recharge to the Company. The directors are considered key management personnel of the parent company and are directors of a number of fellow subsidiaries. It is not possible to make an accurate apportionment of their emoluments in respect of each of the subsidiaries. Accordingly, no details of emoluments in respect of the directors have been provided. The total emoluments are included in the aggregate of key management personnel's emoluments disclosed in the financial statements of the parent company.

6. Employees

There were no employees employed by the Company during the year ended 31 December 2023 (2022: None).

7. Trade and other receivables

(£)	2023	2022
Amount due from parent company	2	2

The carrying value of trade receivables is considered a reasonable approximation of fair value and ECL at nil value. All amounts owed are unsecured and non-interest bearing and repayable on demand.

8. Called up share capital

(£)	2023	2022
Allotted and unpaid share capital:		
2 (2022: 2) Ordinary shares of £1 each	2	2

9. Ultimate parent and controlling entity

The Company is a wholly owned subsidiary of Euroclear UK & International Limited, which is incorporated in England and Wales and is both the immediate parent company and the controlling entity.

Euroclear Holding SA/NV is the ultimate parent entity and controlling party, which is incorporated in Belgium.

The largest group in which the results of Euroclear UK & International Limited and its subsidiaries are consolidated is that of Euroclear Holding SA/NV. The smallest group in which the results of Euroclear UK & International Limited and its subsidiaries are consolidated is that of Euroclear SA/NV.

The registered office of Euroclear Holding SA/NV and Euroclear SA/NV is 1 Boulevard du Roi Albert II, 1210 Brussels, Belgium. Copies of the Euroclear Holding SA/NV group financial statements and the Euroclear SA/NV financial statements can be obtained from this address.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2023 (continued)

10. Monies held on trust

The Company holds Stamp Duty monies on trust for the Irish Revenue Commissioners. At 31 December 2023 £7,000,498 (2022: £2,007,853) was held at bank in trust for the Irish Revenue Commissioners. These monies are not recognised in the statement of financial position of CREST Stamp Nominee (No.2) Limited. All amounts designated in foreign currencies are translated at the rate applicable at the balance sheet date. Any interest earned on monies held in trust is paid directly to Euroclear UK & International Limited.