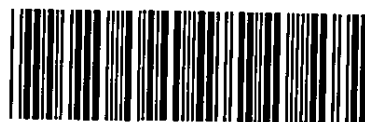

BFINANCE INTERNATIONAL LIMITED

DIRECTOR'S REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2013

FRIDAY



A326PZ3T

A26

21/02/2014

#96

COMPANIES HOUSE

BFINANCE INTERNATIONAL LIMITED

COMPANY INFORMATION

DIRECTOR	D Vafai
COMPANY SECRETARY	Promenade Secretaries Limited
REGISTERED NUMBER	03759626
REGISTERED OFFICE	1st Floor Clareville House 26-27 Oxendon Street London SW1Y 4EL
INDEPENDENT AUDITORS	Pricewaterhouse Coopers LLP Chartered Accountants and Statutory Auditors The Atrium 1 Harefield Road Uxbridge UB8 1EX

BFINANCE INTERNATIONAL LIMITED

CONTENTS

	Page
Director's report	1 - 2
Independent auditors' report	3 - 4
Profit and loss account	5
Statement of total recognised gains and losses	6
Balance sheet	7
Notes to the financial statements	8 - 16

BFINANCE INTERNATIONAL LIMITED

DIRECTOR'S REPORT FOR THE YEAR ENDED 30 JUNE 2013

The director presents his report and the audited financial statements for the year ended 30 June 2013

PRINCIPAL ACTIVITIES AND FUTURE DEVELOPMENTS

The principal activity of the company is to act as an intermediary group holding company and incur central costs on behalf of the group. Charges are made to fellow group companies for delivery fees. This is expected to continue for the foreseeable future.

RESULTS AND DIVIDENDS

The profit for the financial year amounted to €1,856,987 (2012 - €404,639)

The director does not recommend the payment of a dividend (2012 nil)

DIRECTOR

The director who was in the office during the year and up to the date of signing the financial statements was

D Vafai

FINANCIAL RISK MANAGEMENT

The company's operations expose it to a very limited level financial risk, which is mitigated at consolidated level through the group financial risk management policies employed to ensure credit, liquidity and currency is actively managed. At the balance sheet date the directors are satisfied that the group has sufficient available cash to fund its medium term operations and planned expansions.

SMALL COMPANIES PROVISION

The director's report has been prepared taking advantage of the small companies exemption in accordance with s415A of the Companies Act 2006.

THIRD PARTY INDEMNITY PROVISIONS

The company has made qualifying third party indemnity provisions for the benefit of the director (which extend to the performance of any duties as a director of an associated company) and these remain in force at the date of this report.

BFINANCE INTERNATIONAL LIMITED

DIRECTOR'S REPORT FOR THE YEAR ENDED 30 JUNE 2013

DIRECTOR'S RESPONSIBILITIES STATEMENT

The director is responsible for preparing the Director's report and the financial statements in accordance with applicable law and regulations

Company law requires the director to prepare financial statements for each financial year. Under that law the director has prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the director must not approve the financial statements unless he is 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 director is 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 director is 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 him to ensure that the financial statements comply with the Companies Act 2006. He is 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.

DISCLOSURE OF INFORMATION TO AUDITORS

The director at the time when this Director's report is approved has confirmed that

- so far as that director is aware, there is no relevant audit information of which the company's auditors are unaware, and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any information needed by the company's auditors in connection with preparing their report and to establish that the company's auditors are aware of that information.

BRANCHES

Bfinance International also operates through a branch in Paris, France.

INDEPENDENT AUDITORS

The auditors, PricewaterhouseCoopers LLP, are deemed to be reappointed in accordance with section 487 of Companies Act 2006.

The financial statements on pages 5 to 15 were approved by the Board of Directors on *January 24th, 2014* and signed on its behalf by


D Vafai
Director

BFINANCE INTERNATIONAL LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF BFINANCE INTERNATIONAL LIMITED

We have audited the financial statements of Bfinance International Limited for the year ended 30 June 2013, which comprise the Profit and Loss Account, the Statement of Total Recognised Gains and Losses, the Balance Sheet and related notes. 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).

RESPECTIVE RESPONSIBILITIES OF DIRECTOR AND AUDITORS

As explained more fully in the Director's responsibilities statement, the director is 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 Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

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 director, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Director's 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 June 2013 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 MATTER PRESCRIBED BY THE COMPANIES ACT 2006

In our opinion the information given in the Director's report for the financial year for which the financial statements are prepared is consistent with the financial statements.

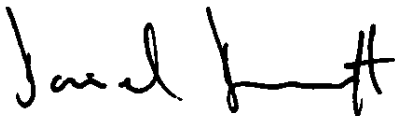
BFINANCE INTERNATIONAL LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF BFINANCE INTERNATIONAL LIMITED

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, or
- the directors were not entitled to take advantage of the small companies exemption in preparing the directors' report



Daniel Dennett (Senior statutory auditor)

for and on behalf of

Pricewaterhouse Coopers LLP

Chartered Accountants and Statutory Auditors

The Atrium
1 Harefield Road
Uxbridge
UB8 1EX

Date 29/01/2014

BFINANCE INTERNATIONAL LIMITED

**PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 30 JUNE 2013**

	Note	2013 €	2012 €
TURNOVER	1	1,436,833	1,311,237
Administrative expenses		493,285	(901,487)
OPERATING PROFIT	2	1,930,118	409,750
Interest payable and similar charges	5	(1,361)	(1,172)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		1,928,757	408,578
Tax credit/(charge) on profit on ordinary activities	6	(71,770)	(3,939)
PROFIT FOR THE FINANCIAL YEAR	15	1,856,987	404,639

All amounts relate to continuing operations

There are no material differences between the profit on ordinary activities before taxation and the retained profit for the financial year stated above and their historical cost equivalents

The notes on pages 8 to 16 form part of these financial statements

BFINANCE INTERNATIONAL LIMITED

**STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES
FOR THE YEAR ENDED 30 JUNE 2013**

	Note	2013 €	2012 €
PROFIT FOR THE FINANCIAL YEAR		1,856,987	404,639
Foreign exchange translation (loss)/gain		(1,947,970)	1,720,900
Reversal of preference share dividend		-	11,888,560
TOTAL RECOGNISED GAINS AND LOSSES RELATING TO THE YEAR		(90,983)	14,014,099

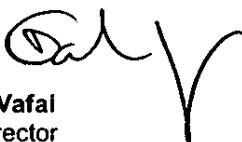
The notes on pages 8 to 16 form part of these financial statements

BFINANCE INTERNATIONAL LIMITED
REGISTERED NUMBER 03759626

BALANCE SHEET
AS AT 30 JUNE 2013

	Note	€	2013 €	€	2012 €
FIXED ASSETS					
Tangible assets	7		70,082		116,747
Investments	8		11,964,955		10,203,392
			<u>12,035,037</u>		<u>10,320,139</u>
CURRENT ASSETS					
Debtors	9	14,123,526		16,710,354	
Cash at bank and in hand		116,148		41,318	
		<u>14,239,674</u>		<u>16,751,672</u>	
CREDITORS amounts falling due within one year	10	(628,983)		(452,472)	
NET CURRENT ASSETS			<u>13,610,691</u>		<u>16,299,200</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			<u>25,645,728</u>		<u>26,619,339</u>
CREDITORS amounts falling due after more than one year	11		(2,512,685)		(3,395,313)
NET ASSETS			<u>23,133,043</u>		<u>23,224,026</u>
CAPITAL AND RESERVES					
Called up share capital	13		371		371
Share premium account	14		27,453,144		27,453,144
Profit and loss account (deficit)	15		(4,320,472)		(4,229,489)
TOTAL SHAREHOLDERS' FUNDS	16		<u>23,133,043</u>		<u>23,224,026</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 24/1/14


D Vafal
 Director

BFINANCE INTERNATIONAL LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2013

1 ACCOUNTING POLICIES

Basis of preparation of financial statements

The financial statements have been prepared on the going concern basis under the historical cost convention and in accordance with Companies Act 2006 and applicable accounting standards in the United Kingdom. The principal accounting policies have been applied consistently throughout the year.

The company is itself a subsidiary company and is exempt from the requirement to prepare group financial statements by virtue of section 400 of the Companies Act 2006 as the ultimate parent company, Bfinance Holdings Limited, prepares consolidated financial statements which are publicly available. These financial statements therefore present information about the company as an individual undertaking and not about its group.

Cash Flow Statement

The company qualifies as a small company and is therefore exempt from preparing a cash flow statement under Financial Reporting Standard 1 (Revised 1996) 'Cash Flow Statements'.

Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Cost is purchase cost together with any incremental cost of acquisition. Depreciation is provided at rates calculated to write off the cost of fixed assets, less their estimated residual value, over their expected useful lives on the following bases:

Computer equipment	- 33 1/3% - 50% Straight Line
--------------------	-------------------------------

The carrying values of tangible fixed assets are reviewed by the directors for impairment where events or changes in circumstances indicate the carrying value may not be recoverable.

Taxation

Current tax is provided at amounts expected to be paid or recovered using tax rates and laws that have been enacted or substantially enacted by the balance sheet date.

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 that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains or losses in tax assessments in years different from those in which they are recognised in the financial statements.

Deferred tax is measured at average tax rates that are expected to apply in years in which timing differences are expected to reverse, based on average tax rates and laws that have been enacted or substantially enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis.

Net Deferred tax assets are recognised to the extent that, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

BFINANCE INTERNATIONAL LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2013

1 ACCOUNTING POLICIES (continued)

Investments

Fixed asset and current asset investments are stated at cost less provision for any diminution in value. Impairment review are performed by the directors when there has been an indication of potential impairment.

Turnover

Turnover comprises a fee received from subsidiaries for the use of Bfinance International Limited's intellectual property, exclusive of Value Added Tax.

Foreign currencies

The financial statements are prepared in Euros as the director is of the opinion that this is the local currency of the company because this is the currency of the primary economic environment in which the company operates in which it generates cash flows. The exchange rate prevailing at 30 June 2013 was €1 1669 = £1 (2012 €1 2361 = £1).

Transactions denominated in foreign currencies are recorded at the rate of exchange prevailing at the date of the transaction. Monetary assets and liabilities in foreign currencies are translated into Sterling at the rate of exchange prevailing at the date of the balance sheet. Foreign exchange gains and losses are taken to the profit and loss account in the period in which they arise.

Differences that arise upon the translation of the foreign currency balances are taken to the foreign exchange reserve.

Pensions

The cost of pension contributions made by the company to employee defined contribution schemes are charged to the profit and loss accounts in the year the contributions are due. The assets of the scheme are held separately from those of the company in an independently administered fund.

BFINANCE INTERNATIONAL LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2013**

2 OPERATING PROFIT

The operating profit is stated after charging/(crediting)

	2013 €	2012 €
Depreciation of tangible fixed assets		
- owned by the company	58,427	68,724
Foreign exchange gain	(1,946,125)	(391,190)
Audit of the parent company and consolidated financial statements	16,000	15,000
Audit of subsidiary financial statements	70,072	64,000
	<u>70,072</u>	<u>64,000</u>

During the year the directors reviewed how the group was accounting for intercompany transactions. As a result of this review a number of intercompany loans that had previously been accounted for at historic foreign exchange rates, as they had been considered to be as permanent as equity, were considered to be more short term in nature. As such these balances have been re-translated at the relevant year-end rates. In addition, the review also identified some historic differences between group companies which have now been corrected. As a result of this review an amount of €1,963,664 has been recognised as part of the foreign exchange gain.

3. EMPLOYEES AND DIRECTORS

Staff costs, including director's remuneration, were as follows

	2013 €	2012 €
Wages and salaries	612,178	371,216
Social security costs	99,035	35,684
Other pension costs	95,730	103,479
	<u>806,943</u>	<u>510,379</u>

The average monthly number of employees, including the director, during the year was as follows

	2013 No.	2012 No.
Administration	3	3
Information Technology	4	4
	<u>7</u>	<u>7</u>

BFINANCE INTERNATIONAL LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2013**

4 DIRECTOR'S REMUNERATION

	2013 €	2012 €
Emoluments	<u>192,935</u>	<u>219,573</u>
Company pension contributions to defined contribution pension schemes	<u>43,759</u>	<u>42,698</u>

During the year retirement benefits were accruing to 1 director (2012 - 1) in respect of defined contribution pension schemes

5 INTEREST PAYABLE AND SIMILAR CHARGES

	2013 €	2012 €
On bank overdrafts	<u>1,361</u>	<u>1,172</u>

6. TAX (CREDIT)/CHARGE ON PROFIT ON ORDINARY ACTIVITIES

	2013 €	2012 €
Analysis of tax charge in the year		
Current tax (see note below)		
UK corporation tax charge on profit for the year	82,148	-
Deferred tax (see note 12)		
Transfer to deferred taxation	<u>(10,378)</u>	<u>3,939</u>
Tax (credit)/charge on profit on ordinary activities	<u>71,770</u>	<u>3,939</u>

BFINANCE INTERNATIONAL LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2013**

6 TAX (CREDIT)/CHARGE ON PROFIT ON ORDINARY ACTIVITIES (continued)

Factors affecting tax charge for the year

The tax assessed for the year is lower than (2012 - lower than) the standard rate of corporation tax in the UK of 23.75% (2012 - 25.5%). The differences are explained below

	2013 €	2012 €
Profit on ordinary activities before tax	<u>1,928,757</u>	<u>408,578</u>
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 23.75% (2012 - 25.5%)	458,080	104,187
Effects of:		
Expenses not deductible for tax purposes, other than goodwill amortisation and impairment	969	(24,656)
Capital allowances for year in excess of depreciation	8,134	(3,120)
Short term timing difference leading to an increase in taxation	2,857	-
Group relief	(387,892)	(76,411)
Current tax charge for the year (see note above)	<u>82,148</u>	<u>-</u>

7 TANGIBLE FIXED ASSETS

	Computer equipment €
Cost	
At 1 July 2012	401,080
Additions	11,762
Foreign exchange movement	5,588
At 30 June 2013	<u>418,430</u>
Accumulated depreciation	
At 1 July 2012	284,333
Charge for the year	58,427
Foreign exchange movement	5,588
At 30 June 2013	<u>348,348</u>
Net book value	
At 30 June 2013	<u>70,082</u>
At 30 June 2012	<u>116,747</u>

BFINANCE INTERNATIONAL LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2013

8 FIXED ASSET INVESTMENTS

	Investments in subsidiary companies €
Cost	
At 1 July 2012	10,203,392
Additional Investment	2,333,600
Net effect of exchange rate changes - non monetary	(572,037)
At 30 June 2013	11,964,955
Net book value	
At 30 June 2013	11,964,955
At 30 June 2012	10,203,392

Subsidiary undertakings

The subsidiary undertakings, all of which are engaged in the provision of fund manager selection for institutional investors are

Name	Class of shares	Holding
Bfinance UK Limited	Ordinary	100 %
Bfinance France SARL	Ordinary	100 %
Bfinance Deutschland GMBH	Ordinary	100 %
Bfinance Canada Inc	Ordinary	100 %

All undertakings are included within the financial statements of the ultimate parent company, Bfinance Holdings Limited

The director believes that the value in use of the investments is greater than their carrying value

9 DEBTORS

	2013 €	2012 €
Due after more than one year		
Amounts owed by group undertakings	14,008,054	16,507,112
Due within one year		
Other debtors	44,927	159,355
Prepayments and accrued income	56,845	40,565
Deferred tax asset (see note 12)	13,700	3,322
	14,123,526	16,710,354

BFINANCE INTERNATIONAL LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2013**

10. CREDITORS

Amounts falling due within one year

	2013 €	2012 €
Trade creditors	37,230	67,541
Corporation tax	223,209	152,704
Other creditors	47,574	30,132
Other taxation and social security	34,524	19,160
Accruals and deferred income	286,446	182,935
	<u>628,983</u>	<u>452,472</u>

11 CREDITORS

Amounts falling due after more than one year

	2013 €	2012 €
Amounts owed to group undertakings	<u>2,512,685</u>	<u>3,395,313</u>

12. DEFERRED TAX ASSET

	2013 €	2012 €
At beginning of year	3,322	7,261
Released during/(charged for) year	10,378	(3,939)
At end of year	<u>13,700</u>	<u>3,322</u>

The deferred tax asset is made up as follows

	2013 €	2012 €
Accelerated capital allowances	9,804	3,322
Short term timing differences	3,896	-
	<u>13,700</u>	<u>3,322</u>

13 CALLED UP SHARE CAPITAL

	2013 €	2012 €
Allotted, called up and fully paid		
236 (2012 236) Ordinary Shares shares of £1 107 each	<u>371</u>	<u>371</u>

BFINANCE INTERNATIONAL LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2013**

14. SHARE PREMIUM ACCOUNT

**2013
€**

Share premium

At 1 July 2012 and 30 June 2013 **27,453,144**

15 PROFIT AND LOSS ACCOUNT (DEFECIT)

**Profit and
loss account
€**

At 1 July 2012	(4,229,489)
Profit for the financial year	1,856,987
Foreign exchange translation loss	(1,947,970)
	<hr/>
At 30 June 2013	(4,320,472)
	<hr/>

16. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2013 €	2012 €
Profit for the financial year	1,856,987	404,639
Reversal of preference share dividend	-	11,888,560
Net effect of exchange rate changes	(1,947,970)	1,720,900
	<hr/>	<hr/>
Net (reduction)/addition to shareholder's funds	(90,983)	14,014,099
Opening shareholders' funds	23,224,026	9,209,927
	<hr/>	<hr/>
Closing shareholders funds	23,133,043	23,224,026
	<hr/>	<hr/>

17 PENSIONS

The company contributes to a defined contribution pension scheme. The value of contributions for the year was €95,730 (2012: €103,479). The value of unpaid contributions at 30 June 2013 was €nil (2012: €nil).

18. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The company's immediate parent company is Bfinance Acquisition Limited, a company incorporated in the United Kingdom. Bfinance Holdings Limited, a company incorporated in the United Kingdom, is the ultimate parent company and the only group to consolidate these financial statements. The annual report and financial statements of this company are available at 1st Floor Clareville House, 26-27 Oxendon Street, London, SW1Y 4EL. The company's ultimate controlling party is Lutea Trustees Limited.

BFINANCE INTERNATIONAL LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2013**

19. RELATED PARTY TRANSACTIONS

The company, being a wholly owned subsidiary undertaking of a parent company that prepares consolidated financial statements that are publicly available, has taken advantage of the exemption provided by Financial Reporting Standard 8 "Related Party disclosures", from disclosing transactions with group undertakings