

Registered number 04659491

CITIGROUP CAPITAL HOLD CO UK LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

for the year ended 31 March 2013

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CITIGROUP CAPITAL HOLD CO UK LIMITED

DIRECTORS' REPORT

for the year ended 31 March 2013

The Directors present their report and the financial statements for the year ended 31 March 2013, which have been prepared in accordance with the provisions of the Companies Act 2006

Principal activities

The principal activity of Citigroup Capital Hold Co UK Limited is to act as a financial holding company

Business review

The Company continues to hold 10% of shares of Citigroup Capital Investments UK Limited ('CCIL')

Results and dividends

The loss for the year, after taxation, amounted to £6 thousand (2012 loss £12 thousand)

There were no dividends declared or paid during the year (2012 £nil) The Directors do not recommend the payment of a final dividend in respect of the year (2012 £nil)

Going concern

For reasons fully explained in note 1.2 the Directors consider that the going concern basis is appropriate

Key financial performance indicators

Management monitor progress made on the Company's key business strategy by focusing on the profitability and cash flows of its investment, although the profitability trend can be quite unpredictable, depending on the timing of the exit of underlying investments

Given the nature of the business, the Company's Directors are of the opinion that an analysis using KPI's is not necessary for an understanding of the development, performance or position of the business

Principal risks and uncertainties

Credit risk

The Company has implemented policies that require appropriate understanding of the expected returns on capital invested. The amount of exposure to any individual counterparty is subject to a limit which is reassessed should additional funding be requested. The Company is funded solely by its parent company, and does not utilise external debt funding.

Liquidity risk

The Company is exposed to liquidity risk as it generates no cash but incurs costs. This risk is minimised as it does not utilise third party finance but borrows solely from its parent company.

Directors

The Directors who served during the year were

May Livingstone
Simon Cumming

CITIGROUP CAPITAL HOLD CO UK LIMITED

DIRECTORS' REPORT for the year ended 31 March 2013

Directors' responsibilities statement

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 period. In preparing these financial statements, the Directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgments 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.

Directors' indemnity

The Directors benefit from qualifying third party indemnity provisions in place during the financial year and at the date of this report.

Political and charitable contributions

There were no charitable donations or any contributions for political purposes made by the Company during the year (2012: £nil).

Employees

There were no persons employed by the Company during the year and no persons have been employed by the Company since the year end (2012: nil).

Provision of information to auditor

Each of the persons who are Directors at the time when this Directors' Report is approved has confirmed that

- so far as that Director is aware, there is no relevant audit information of which the Company's auditor is 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 auditor in connection with preparing its report and to establish that the Company's auditor is aware of that information.

CITIGROUP CAPITAL HOLD CO UK LIMITED

DIRECTORS' REPORT for the year ended 31 March 2013

Auditor

Under section 487(2) of the Companies Act 2006, KPMG Audit Plc will be deemed to have been reappointed as auditor 28 days after these financial statements were sent to members or 28 days after the latest date prescribed for filing the accounts with the registrar, whichever is earlier

This report was approved by the board and signed on its behalf



Simon Cumming
Director

Date 6 December 2013

Citigroup Centre
Canada Square
Canary Wharf
London
E14 5LB

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF CITIGROUP CAPITAL HOLD CO UK LIMITED

We have audited the financial statements of Citigroup Capital Hold Co UK Limited ("the Company") for the year ended 31 March 2013, set out on pages 5 to 10. 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 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, as set out on page 2, 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 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/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 March 2013 and of its loss 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.

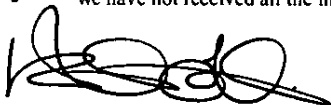
Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

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.



Karyn Nicoll (Senior statutory auditor)

for and on behalf of KPMG Audit Plc

Chartered Accountants
Statutory auditor

15 Canada Square
Canary Wharf
London
E14 5GL

6 December 2013

CITIGROUP CAPITAL HOLD CO UK LIMITED

PROFIT AND LOSS ACCOUNT for the year ended 31 March 2013

	Note	2013 £000	2012 £000
Administrative expenses		(6)	(12)
Loss on ordinary activities before taxation		(6)	(12)
Tax on loss on ordinary activities	4	-	-
Loss for the financial year	8	(6)	(12)

All amounts relate to continuing operations

There were no recognised gains and losses for 2013 or 2012 other than those included in the Profit and Loss Account

The notes on pages 7 to 10 form part of these financial statements

CITIGROUP CAPITAL HOLD CO UK LIMITED

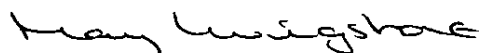
Registered number: 04659491

BALANCE SHEET

as at 31 March 2013

	Note	2013 £000	2012 £000
Fixed assets			
Investments	5	10,146	10,146
Creditors amounts falling due within one year	6	(878)	(872)
Net assets		<u>9,268</u>	<u>9,274</u>
Capital and reserves			
Called up share capital	7	100,010	100,010
Share premium account	8	98,312	98,312
Other reserves	8	10,146	10,146
Profit and loss account	8	(199,200)	(199,194)
Shareholders' funds	9	<u>9,268</u>	<u>9,274</u>

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



May Livingstone
Director

Date 6 December 2013

The notes on pages 7 to 10 form part of these financial statements

CITIGROUP CAPITAL HOLD CO UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 March 2013

1 Accounting Policies

1.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with the Companies Act 2006, and with applicable Accounting Standards issued by the Accounting Standards Board

1.2 Going concern

The Directors have carefully considered the adoption of the going concern basis of preparation of the financial statements of the Company

The Company is fully funded with the expectation that it will continue to enjoy the support of its parent company in the form of funding provided to it. Additionally, in consequence of the investee group realising in cash a significant proportion of its portfolio during the prior year, the Directors consider that the Company has access to sufficient funding to allow it to meet its obligations as and when they fall due for a period of at least 12 months from the date of approval of these financial statements. For these reasons, they continue to adopt the going concern basis in preparing the annual report and accounts

1.3 Cash flow

The Company, being a subsidiary undertaking where 90% or more of the voting rights are controlled within the group whose consolidated financial statements are publicly available, is exempt from the requirement to draw up a cash flow statement in accordance with FRS 1

1.4 Investments

All investments that are acquired with the intention of holding them for the long term or to maturity are treated as fixed asset investments, and are valued at cost less provision for permanent diminution in value

1.5 Diminution

Diminution provisions are recognised where, in the Directors' opinion, the recoverable value of the investment is lower than cost and is expected to remain so for the long term. The recoverable value of the investment is calculated using a discounted cash flow of future recoverable amounts including, often, the sale of the investment. Recoverable amounts are considered by reviewing the carrying value and fair value of the underlying investment and evaluating their respective methods and calculations

1.6 Deferred taxation

Full provision is made for deferred tax assets and liabilities arising from all timing differences between the recognition of gains and losses in the financial statements and recognition in the tax computation

A net deferred tax asset is recognised only if 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

Deferred tax assets and liabilities are calculated at the tax rates expected to be effective at the time the timing differences are expected to reverse

Deferred tax assets and liabilities are not discounted

CITIGROUP CAPITAL HOLD CO UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 March 2013

1 Accounting Policies (continued)

1.7 Future changes to accounting standards

During 2012 the Financial Reporting Council (FRC) revised the financial reporting standards for the United Kingdom and Republic of Ireland. This revision fundamentally reforms financial reporting, replacing almost all extant standards with three Financial Reporting Standards which is effective for periods beginning on or after 1 January 2015.

- FRS 100 'Application of Financial Reporting Requirements sets out a new financial reporting regime explaining which standards apply to which entity and when an entity can apply the reduced disclosure framework
- FRS 101 'Reduced Disclosure Framework' sets out the disclosure exemptions for the individual financial statements of subsidiaries, including intermediate parents, and ultimate parents that otherwise apply the recognition, measurement and disclosure requirements of EU-adopted International Financial Reporting Standards (IFRS)
- FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' is a single financial reporting standard that applies to the financial statements of entities that are not applying EU-adopted IFRS, FRS 101 or the FRSSE

The Group is currently assessing the impact of the FRC revision of the financial reporting standards effective 1 January 2015.

2 Auditors' remuneration

	2013 £000	2012 £000
Fees payable to the Company's auditor and its associates for the audit of the Company's annual accounts	6	12
Fees payable to the Company's auditor and its associates in respect of		
The auditing of the accounts of the Company	9	-
Prior year audit	(3)	-
	<u> </u>	<u> </u>

3 Staff costs

The Company has no employees. The Company has 2 Directors (2012: 2) who did not receive any remuneration (2012: £nil).

The Directors are employed by another group company and their services to this company are considered to be incidental to those services and any allocation of emoluments is not considered to be meaningful.

4 Taxation

Factors affecting tax charge for the year

The tax assessed for the year is higher than (2012: higher than) the standard rate of corporation tax in the UK of 24% (2012: 26%). The differences are explained below.

	2013 £000	2012 £000
Loss on ordinary activities before tax	(6)	(12)
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 24% (2012: 26%)	(1)	(3)
Effects of		
Unrelieved tax losses carried forward	1	3
Current tax charge for the year (see note above)	<u> </u>	<u> </u>

CITIGROUP CAPITAL HOLD CO UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 March 2013

4 Taxation (continued)

Factors that may affect future tax charges

The main rate of corporation tax for the year beginning 1 April 2012 reduced from 26% to 24%

The UK Government announced that the corporation tax rate will reduce to 23% from 1 April 2013, 21% from 1 April 2014 and 20% from 1 April 2015. The reduction in corporation tax rate to 23% was enacted in July 2012 and the reduction in corporation tax rate to 21% and 20% was enacted in July 2013.

Deferred tax has been calculated at 23% which was the rate substantively enacted at 31 March 2013.

The company has an unrecognised deferred tax asset of £119 thousand (£122 thousand) in respect of carried forward non-trading deficits and excess management expenses. The company has not recognised a deferred tax asset on these losses as it is not regarded more likely than not that there will be suitable future taxable profits available against which these losses can be utilised. It is estimated that the subsequent rate reductions to 20% will reduce the company's unrecognised deferred tax asset at 31 March 2013 by £19 thousand.

5 Fixed asset investments

	Unlisted investments £000
Cost or valuation	
At 1 April 2012 and 31 March 2013	10,146
Net book value	
At 31 March 2013	10,146
At 31 March 2012	10,146

The investments comprise a 10% holding in Citigroup Capital Investments UK Limited (2012: 10%) a company which is incorporated in the UK.

At the end of the year, an assessment is made whether the recoverable value of the investment was lower than cost and whether it was expected to remain so for the long term. As at 31 March 2013 no impairment provision charge was deemed to be necessary (2012: £nil).

6 Creditors

Amounts falling due within one year

	2013 £000	2012 £000
Amounts owed to group undertakings	869	860
Accruals and deferred income	9	12
	<u>878</u>	<u>872</u>

The amounts due to group undertakings are unsecured, non interest bearing and repayable on demand.

7. Share capital

	2013 £000	2012 £000
Authorised, allotted, called up and fully paid		
10,001,000,000 ordinary shares of £0.01 each	100,010	100,010

CITIGROUP CAPITAL HOLD CO UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 March 2013

8 Reserves

	Share premium account £000	Capital contribution reserve £000	Profit and loss account £000
At 1 April 2012	98,312	10,146	(199,194)
Loss for the year			(6)
At 31 March 2013	98,312	10,146	(199,200)

9 Reconciliation of movement in shareholders' funds

	2013 £000	2012 £000
Opening shareholders' funds	9,274	9,286
Loss for the year	(6)	(12)
Closing shareholders' funds	9,268	9,274

10 Related party transactions

Under the wholly owned group exemption of FRS 8, 'Related Party Disclosures', the Company is not required to disclose all transactions with other group companies and investees of the group qualifying as related parties

11 Ultimate parent undertaking and controlling party

The Company is a wholly owned subsidiary of COHM Overseas Mexico Holding, S de R L de C V, which is incorporated in Mexico. The largest group in which the results of the Company are consolidated is that headed by Citigroup Inc, which is incorporated in the United States.

The audited consolidated financial statements of Citigroup Inc are made available to the public annually in accordance with Securities and Exchange Commission regulations and may be obtained from www.citigroup.com/citi/corporategovernance/ar.htm