

Company Registered No: 09743733

SAFETOSIGN LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

For the financial year ended 31 December 2018



CONTENTS**Page****OFFICERS AND PROFESSIONAL ADVISERS****1****DIRECTORS' REPORT****2****INDEPENDENT AUDITOR'S REPORT****5****STATEMENT OF COMPREHENSIVE INCOME****8****BALANCE SHEET****9****STATEMENT OF CHANGES IN EQUITY****10****NOTES TO THE FINANCIAL STATEMENTS****11**

SAFETOSIGN LIMITED

09743733

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS:

James Holian
Allison-Jane Richardson

COMPANY SECRETARY:

RBS Secretarial Services Limited

REGISTERED OFFICE:

250 Bishopsgate
London
EC2M 4AA

INDEPENDENT AUDITOR:

Ernst & Young LLP
Statutory Auditor
The Paragon
Counterslip
Bristol
BS1 6BX

Registered in England and Wales

DIRECTORS' REPORT

The directors of Safetesign Limited ("the Company") present their Annual report together with the audited financial statements for the period ended 31 December 2018.

CHANGE OF ACCOUNTING PERIOD

Due to the change of accounting reference date the prior period accounts were for the 15 months from 1 October 2016 to 31 December 2017. The current accounting period is for the 12 months to 31 December 2018.

ACTIVITIES AND BUSINESS REVIEW

This Directors' report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption and therefore does not include a Strategic report.

Activity

The principal activity of the Company is to be that of software development.

Review of the year***Business review***

As detailed in the going concern paragraph below, it is the intention of the directors to liquidate the Company. As such the financial statements are prepared on a basis other than going concern.

The Company received a capital contribution of £800,000 from National Westminster Bank Plc in October 2018 to fund the working capital costs.

Financial performance

The Company's financial performance is presented in the Statement of comprehensive income on page 8.

The loss before taxation for the year was £452,723 (2017: loss for the period £800,247). The retained loss for the year was £365,448 (2017: loss for the period £747,755).

A dividend of £nil (2017: £nil) was paid during the year.

At the end of the year total assets were £1,410,270 (2017: £1,089,501).

Principal risks and uncertainties

The Company seeks to minimise its exposure to financial risks other than credit risk.

Management focuses on both the overall balance sheet structure and the control, within prudent limits, of risk arising from mismatches, including liquidity and operational risks. This is undertaken within limits and other policy parameters set by the Group Asset and Liability Management Committee (Group ALCO).

The Company is funded by facilities from National Westminster Bank Plc. These are denominated in Sterling which is the functional currency and carry no significant financial risk.

DIRECTORS' REPORT***Principal risks and uncertainties (continued)***

The principal risks associated with the company are as follows:

Liquidity risk

Liquidity risk arises where assets and liabilities have different contractual maturities. Management focuses on risk arising from the mismatch of maturities across the balance sheet.

Operational risk

Operational risk is the risk of unexpected losses attributable to human error, systems failures, fraud or inadequate internal financial controls and procedures. The Company manages this risk, in line with the RBSG framework, through systems and procedures to monitor transactions and positions, the documentation of transactions and periodic review by internal audit. The Company also maintains contingency facilities to support operations in the event of disasters.

Going concern

The directors, having regard to their intention to place the Company in liquidation within the next 12 months, have prepared the financial statements on the basis other than as a going concern. The directors do not consider that this basis of preparation has affected the recognition and measurement of the assets or liabilities of the Company; any cost of the liquidation will be borne by the RBS group.

DIRECTORS AND SECRETARY

The present directors and secretary, who have served throughout the period except where noted below, are listed on page 1.

From 1 January 2018 to date the following changes have taken place:

	Appointed	Resigned
Directors		
G Ancia	24 July 2017	24 October 2018
JP Thwaite	24 July 2017	24 October 2018
Marcelino Castrillo	02 March 2018	24 October 2018
Andrew Lewis	24 October 2018	11 May 2019
Allison- Jane Richardson	24 October 2018	-
James Holian	03 May 2019	-

DIRECTORS' REPORT**DIRECTORS' RESPONSIBILITIES STATEMENT**

The directors are responsible for preparing the annual report and the financial statements in accordance with applicable laws and regulations.

Company law requires the directors to prepare a Directors' report and financial statements for each financial year. Under that law, the directors have elected to prepare the financial statements in accordance with Financial Reporting Standard (FRS) 101 Reduced Disclosure Framework, and must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs at the end of the year and the profit or loss of the Company for that year. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether FRS 101 has been followed; and
- make an assessment of the Company's ability to continue as a going concern. For the reasons stated in Note 1 a), the financial statements have not been prepared on a going concern basis but on a basis other than going concern.

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 to enable them to ensure that the Directors' report and financial statements comply with the requirements of 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.

DISCLOSURE OF INFORMATION TO AUDITOR

Each of the directors at the date of approval of this report confirms that:

- so far as they are aware, there is no relevant audit information of which the Company's auditor is unaware; and
- directors have taken all the steps that they ought to have taken to make themselves aware of any relevant audit information, and to establish that the Company's auditor is aware of that information.

This confirmation is given and shall be interpreted in accordance with the provisions of section 418 of the Companies Act 2006.

INDEPENDENT AUDITOR

Ernst & Young LLP has expressed its willingness to continue in office as auditor.

Approved by the Board of Directors and signed on its behalf:



Allison-Jane Richardson
Director
Date: 24 June 2019

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SAFETOSIGN LIMITED

Opinion

We have audited the financial statements of Safetosign Limited ("the Company") for the period ended 31 December 2018 which comprise the Statement of Comprehensive Income, the Balance Sheet, the Statement of Changes in Equity and the related notes 1 to 14 including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards including FRS 101 "Reduced Disclosure Framework" (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the Company's affairs as at 31 December 2018 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.

Basis for opinion

We conducted our audit in accordance with International Standards (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 below. 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 FRC's Ethical Standard and the provisions available for small entities, 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.

Emphasis of matter – financial statements prepared on a basis other than going concern

We draw attention to note 1 a) to the financial statements which explains that the directors intend to liquidate the company and therefore do not consider it to be appropriate to adopt the going concern basis of accounting in preparing the financial statements. Accordingly the financial statements have been prepared on a basis other than going concern as described in note 1 a). Our opinion is not modified in respect of this matter.

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.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, 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 audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of the other information; we are required to report that fact.

We have nothing to report in this regard.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SAFETOSIGN LIMITED

Opinion 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 period for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

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

We have nothing to report in respect of the following matters in relation to which 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' exemptions in preparing the directors' report and from the requirement to prepare a strategic report.

Other matter

The comparative financial information for the period ended 31 December 2017 was for more than 12 months.

Responsibilities of directors

As explained more fully in the Directors' Responsibilities Statement on page 4, 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.

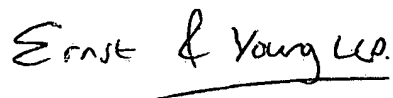
INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SAFETOSIGN LIMITED

Auditor's responsibilities for the audit of the financial statements

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

Use of our report

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.



Robin Enstone (Senior Statutory Auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor
Bristol

24th June 2019

STATEMENT OF COMPREHENSIVE INCOME**for the year ended 31 December 2018 (2017: for the 15 period ended 31 December 2017)**

		2018	2017
		£	£
Income from continuing operations	Notes		
Turnover	2	280,000	74,400
Cost of sales		(575,138)	(555,767)
Depreciation of property, plant and equipment	5	(367)	(630)
Operating expenses	3	(157,218)	(318,250)
Loss before tax		(452,723)	(800,247)
Tax credit	4	87,275	52,492
Loss and total comprehensive loss for the year		(365,448)	(747,755)

Total comprehensive loss for the year £365,448 (2017: £747,755) was wholly attributable to the equity holders of the Company.

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

BALANCE SHEET

as at 31 December 2018

	Notes	2018 £	2017 £
Non-current assets			
Property, plant and equipment	5	-	849
		-	849
Current assets			
Property, plant and equipment	5	482	-
Cash at bank	6	1,245,798	941,637
Amounts due from group companies	7	72,000	74,880
Prepayments, accrued income and other assets	8	91,990	72,135
		1,410,270	1,088,652
Total assets		1,410,270	1,089,501
Current liabilities			
Amounts due to group companies	9	152,536	215,908
Trade and other payables	10	35,238	72,256
Deferred tax liability	4	-	48
Accruals, deferred income and other liabilities	11	46,688	60,033
Total liabilities		234,462	348,245
Equity			
Called up share capital	12	71	71
Capital contribution		1,600,000	800,000
Share premium account		1,534,949	1,534,949
Profit and loss account		(1,959,212)	(1,593,764)
Total equity		1,175,808	741,256
Total liabilities and equity		1,410,270	1,089,501

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

The financial statements of the Company were approved by the Board of Directors on 24 June 2019 signed on its behalf by:



Allison-Jane Richardson
Director

STATEMENT OF CHANGES IN EQUITY

As at 31 December 2018

	Share capital £	Share premium account £	Capital contribution £	Profit and loss account £	Total £
At 30 September 2016	71	1,534,949	-	(846,009)	689,011
Loss for the period	-	-	-	(747,755)	(747,755)
Capital contribution	-	-	800,000	-	800,000
At 31 December 2017	71	1,534,949	800,000	(1,593,764)	741,256
Loss for the year	-	-	-	(365,448)	(365,448)
Capital contribution	-	-	800,000	-	800,000
At 31 December 2018	71	1,534,949	1,600,000	(1,959,212)	1,175,808

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

The Company received a capital contribution of £800,000 from National Westminster Bank Plc in October 2018 to fund the working capital costs.

NOTES TO THE FINANCIAL STATEMENTS**1. Accounting policies****a) Preparation and presentation of financial statements**

These financial statements are prepared:

- on a basis other than going concern;
- under Financial Reporting Standard (FRS) 101 Reduced Disclosure Framework in accordance with the recognition and measurement principles of International Financial Reporting Standards issued by the IASB and interpretations issued by the International Financial Reporting Interpretations Committee of the IASB as adopted by the EU (together IFRS); and
- on the historical cost basis which approximates, without material differences, the recoverable value for assets and settlement value for liabilities.

The Company has adopted all of the amendments to FRS 101 as a result of the Triennial review 2017 amendments with effect from 1st January 2018.

The Company meets the definition of a qualifying entity under FRS 100 Application of Financial Reporting Requirements issued by the Financial Reporting Council.

The Company is incorporated in the UK and registered in England and Wales and the financial statements are presented:

- in accordance with the Companies Act 2006;
- in Sterling which is the functional currency of the Company; and
- with the benefit of the disclosure exemptions permitted by FRS 101 with regard to:
 - comparative information in respect of certain assets;
 - cash-flow statement;
 - standards not yet effective; and
 - related party transactions; and
 - disclosure requirements of IFRS 7 "Financial Instruments: Disclosure and IFRS 13 "Fair value Measurement".

Where required, equivalent disclosures are given in the group financial statements of The Royal Bank of Scotland Group plc, these financial statements are available to the public and can be obtained as set out in note 13.

The intention of the Board of Directors is to liquidate the Company within the next 12 months. International Accounting Standard (IAS) 1.25 "Presentation of Financial Statements" requires the financial statements in such circumstances to be prepared on other than going concern basis. The directors do not consider that this has affected the recognition and measurement of the assets or liabilities of the Company as described in the accounting policies below, and no material adjustments have arisen as a result of ceasing to apply the going concern basis. Any cost of the liquidation will be borne by the RBS group.

Where transactions and balances have been presented differently in the current period, the prior period comparative has been updated to ensure consistency with the current year classification.

The changes to IFRS that were effective from 1 January 2018 have had no material effect on the Company's financial statements for the period ended 31 December 2018.

b) Foreign currencies

Transactions in foreign currencies are translated into Sterling at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into Sterling at rates of exchange ruling at the balance sheet date. Foreign exchange differences arising on translation are reported in Statement of Comprehensive Income.

c) Revenue recognition

Revenue from software development services is measured at the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales tax.

NOTES TO THE FINANCIAL STATEMENTS**1. Accounting policies (continued)****d) Cost of Sales**

Cost of Sales is the direct costs attributable to the production of the software in the company. This amount includes the cost of the third party supplier in creating the software along with the direct labour costs used to produce the software. It excludes indirect expenses such as admin expenses.

e) Taxation

Income tax expense or income, comprising current tax and deferred tax, is recorded in the Statement of Comprehensive income except income tax on items recognised outside profit or loss which is credited or charged to other comprehensive income or to equity as appropriate.

Current tax is income tax payable or recoverable in respect of the taxable profit or loss for the year arising in income or in equity. Provision is made for current tax at rates enacted or substantively enacted at the balance sheet date.

Deferred tax is the tax expected to be payable or recoverable in respect of temporary differences between the carrying amount of an asset or liability for accounting purposes and its carrying amount for tax purposes. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered. Deferred tax is not recognised on temporary differences that arise from initial recognition of an asset or liability in a transaction (other than a business combination) that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred tax is calculated using tax rates expected to apply in the periods when the assets will be realised or the liabilities settled, based on tax rates and laws enacted, or substantively enacted, at the balance sheet date.

f) Property, plant and equipment

Items of property, plant and equipment are stated at cost less accumulated depreciation and impairment losses. Where an item of property, plant and equipment comprises major components having different useful lives, they are accounted for separately.

Depreciation is charged to profit or loss on a straight-line basis so as to write-off the depreciable amount of property, plant and equipment (including assets owned and let on operating leases) over their estimated useful lives.

The depreciable amount is the cost of an asset less its residual value.

Estimated useful lives are as follows:

Computer equipment– 4 years

Office equipment– 4 years

The residual value and useful life of property, plant and equipment are reviewed at each balance sheet date and updated for any changes to previous estimates

g) Impairment of property, plant and equipment

At each reporting date, the Company assesses whether there is any indication that its property, plant and equipment are impaired. If any such indication exists, the Company estimates the recoverable amount of the asset and the impairment loss if any.

h) Financial instruments

On initial recognition, financial instruments are measured at fair value. Subsequently they are measured as follows: designated at fair value through profit or loss; amortised cost, the default class for liabilities; fair value through profit or loss, the default class for assets; or financial assets may be designated as at fair value through other comprehensive income. Regular way purchases of financial assets classified as amortised cost are recognised on the settlement date; all other regular way transactions in financial assets are recognised on the trade date.

Amortised cost assets – have to meet both the following criteria:

- the asset is held within a business model whose objective is solely to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset are solely payments of principal and interest on the outstanding balance.

Amortised cost liabilities – all liabilities that are not subsequently measured at fair value are measured at cost.

NOTES TO THE FINANCIAL STATEMENTS**1. Accounting policies (continued)****i) Impairment of financial assets**

At each balance sheet date each financial asset or portfolio of loans measured at amortised cost. Loss allowances are forward looking, based on 12 month expected credit losses where there has not been a significant increase in credit risk rating, otherwise allowances are based on lifetime expected losses. Loss allowances for lease receivables are always made on a lifetime basis.

The costs of loss allowances on assets held at amortised cost are presented as impairments in the Statement of Comprehensive Income. Financial assets are presented gross of allowances except where the asset has been wholly or partially written off.

j) Derecognition

A financial asset is derecognised when the contractual right to receive cash flows from the asset has expired or when it has been transferred and the transfer qualifies for derecognition in accordance with IFRS 9 "Financial Instruments".

A financial liability is removed from the balance sheet when the obligation is discharged, or cancelled, or expires.

k) Employee benefits

Short-term employee benefits, such as salaries, paid absences, and other benefits are accounted for on an accruals basis over the period in which the employees provide the related services. RBS employees may receive variable compensation satisfied by cash, by debt instruments issued by RBS or by shares in RBS. The treatment of share-based compensation is set out in Accounting policy 23 of the RBS financial statements. Variable compensation that is settled in cash or debt instruments is charged to profit or loss over the period from the start of the year to which the variable compensation relates to the expected settlement date taking account of forfeiture and claw back criteria. RBS provides post-retirement benefits in the form of pensions and healthcare plans to eligible employees.

There is no contractual agreement or policy that defines the way the cost of The Royal Bank of Scotland Group defined benefit pension schemes and healthcare plans are allocated to the Company. It therefore accounts for the charges it incurs as payments to a defined contribution scheme.

2. Turnover

	2018 £	2017 £
Sales from services	<u>280,000</u>	<u>74,400</u>

3. Operating expenses

	2018 £	2017 £
Staff costs		
Wages and salaries	76,274	108,833
Social security costs	6,850	7,898
Pension costs	1,945	20,000
	<u>85,069</u>	<u>136,731</u>
Administrative expenses	46,401	104,792
Legal and professional fees	25,748	43,392
Rent paid	-	33,335
	<u>157,218</u>	<u>318,250</u>

NOTES TO THE FINANCIAL STATEMENTS

3. Operating expenses (continued)

Employee numbers

The average number of persons employed by the Company during the year is 1 (2017: 1).

Directors' emoluments

The Company does not remunerate directors nor can remuneration from elsewhere in the group be apportioned meaningfully in respect of their services to the Company.

Auditor's remuneration

Fees payable by the Company to auditors for the audit of the Company's annual financial statements were £16,300 (2017: £24,000).

4. Tax

	2018 £	2017 £
Current tax:		
UK corporation tax credit for the period	(85,964)	(52,410)
Over provision in respect of prior periods	(1,263)	-
	<u>(87,227)</u>	<u>(52,410)</u>
Deferred tax:		
Credit for the period	(48)	(89)
Under provision in respect of prior periods	-	7
	<u>(48)</u>	<u>(82)</u>
Tax credit for the period	<u>(87,275)</u>	<u>(52,492)</u>

The actual tax credit differs from the expected tax credit computed by applying the standard UK corporation tax rate of 19% (2017: 19.40%) as follows:

	2018 £	2017 £
Expected tax credit	(86,012)	(155,234)
Non-deductible items	-	6,482
Unutilised losses for period	-	96,253
Adjustments in respect of prior periods	(1,263)	7
Actual tax credit for the period	<u>(87,275)</u>	<u>(52,492)</u>

In recent years the UK Government has steadily reduced the rate of UK corporation tax, with latest rates substantively enacted at the balance sheet date standing at 19% with effect from 1 April 2017 and 17% from 1 April 2020. The closing deferred tax assets and liabilities have been calculated taking into account that existing temporary differences may unwind in periods subject to the reduced rates.

Deferred tax

The following are the major tax liabilities recognised by the Company and the movements thereon.

	Accelerated Capital allowances £
At 30 September 2016	130
Credit to income	(82)
At 31 December 2017	48
Credit to income	(48)
At 31 December 2018	-

NOTES TO THE FINANCIAL STATEMENTS

5. Property, plant and equipment

	Computers and office equipments £
2018	
Cost	
At 1 January 2018	1,469
Additions	-
Disposals	-
At 31 December 2018	<u>1,469</u>
Accumulated depreciation and impairment	
At 1 January 2018	620
Depreciation charge for the year	367
At 31 December 2018	<u>987</u>
Net book value	
At 31 December 2018	<u>482</u>
At 31 December 2017	<u>849</u>

Security

No property, plant and equipment has been pledged as security for liabilities of the Company (2017: none).

6. Cash at bank

	2018 £	2017 £
Bank account with National Westminster Bank Plc	<u>1,245,798</u>	<u>941,637</u>

7. Amounts due from group companies

	2018 £	2017 £
Fellow subsidiary: Lombard North Central PLC	<u>72,000</u>	<u>74,880</u>

8. Prepayments, accrued income and other assets

	2018 £	2017 £
Corporation tax recoverable	87,228	52,410
VAT recoverable	4,762	19,725
	<u>91,990</u>	<u>72,135</u>

9. Amounts due to group companies

	2018 £	2017 £
Parent: National Westminster Bank Plc	<u>152,536</u>	<u>215,908</u>

10. Trade and other payables

	2018 £	2017 £
Other payables	<u>35,238</u>	<u>72,256</u>

NOTES TO THE FINANCIAL STATEMENTS

11. Accruals, deferred income and other liabilities

	2018 £	2017 £
Accruals	46,688	60,033

12. Share capital

	2018 £	2017 £
Allotted, called up and fully paid:		
Equity shares		
71,428,500 ordinary shares of £.000001 each	71	71

The Company has one class of ordinary shares which carry no right to fixed income.

13. Related parties

UK Government

The UK Government through HM Treasury is the ultimate controlling party of The Royal Bank of Scotland Group plc. Its shareholding is managed by UK Government Investments Limited, a company it wholly-owns and as a result, the UK Government and UK Government controlled bodies are related parties of the Company.

The Company enters into transactions with these bodies on an arms' length basis; they include the payment of taxes including UK corporation tax and value added tax; together with transactions undertaken in the normal course of business.

Group Companies

At 31 December 2018

The Company's immediate parent was:	National Westminster Bank Plc
The smallest consolidated accounts including the company were prepared by:	National Westminster Bank Plc
The ultimate parent company was:	The Royal Bank of Scotland Group plc

All parent companies are incorporated in the UK. Copies of their accounts may be obtained from Corporate Governance and Regulatory Affairs, The Royal Bank of Scotland, Gogarburn, PO Box 1000, Edinburgh EH12 1HQ.

14. Post balance sheet events

In March 2019, as part of strategic review, it was decided to dissolve the Company. The Company is expected to liquidate within the next 12 months.

In May 2019, the share capital was reduced from 71,428,500 ordinary shares to 1,000,000 ordinary shares and share premium was reduced from £1,535,020 to £1.