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**DB JASMINE NO.2 (CAYMAN) LIMITED** 

Company number. CR-139940

REPORTS AND NON-STATUTORY FINANCIAL STATEMENTS

For the year ended 31 December 2005

I certify this to be a true copy of the original

Company Secretary

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# REPORT OF THE DIRECTORS For the year ended 31 December 2005

The Directors present their annual report on the affairs of the Company together with the audited non-statutory financial statements for the year ended 31 December 2005

#### **ACTIVITIES AND REVIEW OF BUSINESS**

The Company was incorporated on 28 September 2004 in the Cayman Islands

On 30 September 2004 the Company subscribed to 510 Class 'A' Redeemable Floating Rate Preference shares for a sum of £510,000,000 in a group undertaking. The purchase was primarily funded by issuing 500 Class 'A' Redeemable Fixed Rate Preference shares to a third party and issuing 10 Class 'B' Redeemable Fixed Rate Preference shares on the same day to a group undertaking for the sum total of £510,000,000.

On 13 October 2004 the Company subscribed to 50 Class 'A' Redeemable Floating Rate Preference shares for a sum of £50,000,000 in a group undertaking. The purchase was primarily funded by issuing 50 Class 'C' Redeemable Fixed Rate Preference shares on the same day to a group undertaking for the sum total of £50,000,000.

On 30 December 2004, a third party redeemed the 500 Class A' Redeemable Fixed Rate Preference Shares for the sum of £500 000 000

On 21 January 2005 the Company issued 300 Class 'D' Redeemable Fixed Rate Preference Shares to a group company for the sum of £300 000 000 and issued 150 Class 'EE' Redeemable Fixed Rate Preference Shares to a group company for the sum of £150,000,000

On 11 February 2005 the Company subscribed to 105 Redeemable Floating Rate Preference Shares in a group company for the sum of £105 000,000 and on the same date issued 305 Class 'E Redeemable Fixed Rate Preference Shares to a group company for the sum of £305 000,000

On 23 February 2005 the Company subscribed to 125 Redeemable Floating Rate Preference Shares in a group company for the sum of £125 000 000 and on the same date issued 125 Class 'F' Redeemable Fixed Rate Preference Shares to a third party for the sum of £125 000 000

On 24 March 2005 a Group Company redeemed the following

510 Class 'A' Redeemable Floating Rate Preference shares for the sum of £510 000 000

50 Class 'A' Redeemable Floating Rate Preference shares for the sum of £50,000,000

105 Redeemable Floating Rate Preference shares for the sum of £105,000,000

125 Redeemable Floating Rate Preference shares for the sum of £125 000 000

On 31 March 2005 the Company redeemed the 10 Class "B" Redeemable Preference Fixed Rate Preference shares on issue to a group company. This was funded by borrowing from a group company.

On 1 April 2005 the Company redeemed the following

50 Class "C" Redeemable Preference Fixed Rate Preference shares on issue to a group company. This was funded by borrowing from a group company.

300 Class \*D\* Redeemable Preference Fixed Rate Preference shares on issue to a group company. This was funded by borrowing from a group company.

305 Class "E" Redeemable Preference Fixed Rate Preference shares on issue to a group company. This was funded by borrowing from a group company.

On 6th April 2005 the Company redeemed the following

150 Class "EE" Redeemable Preference Fixed Rate Preference shares on issue to a group company. This was funded by borrowing from a group company.

125 Class "F" Redeemable Preference Fixed Rate Preference shares on issue to a third party. This was funded by borrowing from a group company.

In these financial statements the presentation requirements of FRS 25 'Financial instruments' presentation and disclosure' have been adopted for the first time. Preference Shares have been classified as a financial liability in these financial statements and the corresponding dividend payable dealt with as part of interest payable and similar charges.

The position at the end of the year is reflected in the audited balance sheet set out on page 5

# REPORT OF THE DIRECTORS (continued) For the year ended 31 December 2005

### **RESULTS AND DIVIDENDS**

The results of the Company for the year ended 31 December 2005 after providing for taxation, show a profit of £380,237 (2004 profit of £951,391)

The Directors do not recommend the payment of a dividend for the year ended 31 December 2005, leaving the retained profit for the year to be carried forward to the next year (2004 Enil)

#### **DIRECTORS**

The Directors of the Company who held office during the year and subsequent to the year ended 31 December 2005 were as follows

S E Macfarlane

M Press

C Rough

R Sivanithy

N S Vasudeva

J Burton was appointed Secretary on 28 September 2004 and resigned on 13 May 2005 AW Bartlett and AD Rutherford were appointed as Joint Secretanes on 13 May 2005

As at the date of approval, and during the year, the Company has in force a third party qualifying indemnity provision for the benefit of its Directors

### STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE NON-STATUTORY FINANCIAL STATEMENTS

The Directors have accepted responsibility for preparing the Directors' Report and the non-statutory financial statements for the year ended 31 December 2005 which are intended to give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that year

The Directors have elected to prepare the financial statements in accordance with UK Accounting Standards. In preparing these financial statements the Directors have

- selected suitable accounting policies and then applied them consistently,
- made judgements and estimates that are reasonable and prudent,
- stated whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the non-statutory financial statements, and
- prepared the non-statutory financial statements on the going concern basis as they believe that the company will continue in business

The Directors are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the Company. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregulanties.

# DIRECTORS' INTERESTS

None of the Directors had an interest in the share capital of the Company during the year

None of the Directors had any disclosable interest in the shares or debentures of any UK group undertaking at the end of the year, or were granted or exercised any right to subscribe for shares in, or debentures of, any UK group undertaking during the year

By order of the Board of Directors this 18 April 2007

A Rutherford Secretary

# Registered office

Elizabethan Square PO Box 1984 George Town Grand Cayman Cayman Islands

# INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF DB JASMINE NO 2 (CAYMAN) LIMITED

We have audited the non-statutory financial statements of DB Jasmine (Cayman) No 2 Limited for the year ended 31 December 2005 which comprise the Profit and Loss Account, the Balance Sheet, the Reconciliation of Movements in Shareholder's Funds and Reserves and the related notes on pages 4 to 11 which have been prepared for the reasons and on the basis set out in note 1

This report is made solely to the company's members, as a body, in accordance with our engagement letter dated 11 January 2002. 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 auditors

As described in the Statement of Directors' Responsibilities on page 2, the company's directors have accepted responsibility for the preparation of the financial statements in accordance with applicable UK Accounting Standards (UK Generally Accepted Accounting Practice)

Our responsibilities, as independent auditors are established in the United Kingdom by the relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland), by our profession's ethical guidance and by the terms of our engagement letter dated 11 January 2002

Under the terms of the engagement we are required to report to you our opinion as to whether the non-statutory financial statements give a true and fair view and are properly prepared in accordance with the disclosure requirements of the Companies Act 1985, as if those requirements were to apply. We also report to you if in our opinion, we have not received all the information and explanations we require for our audit.

We read the other information accompanying the non-statutory financial statements and consider whether it is consistent with them. We consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the non-statutory financial statements.

#### Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the non-statutory financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the non-statutory financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the non-statutory financial statements are free from material misstatement whether caused by fraud or other irregulanty or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the non-statutory financial statements.

## Opinion

In our opinion

- The non-statutory financial statements give a true and fair view in accordance with United Kingdom Generally Accepted Accounting Practice of the state of the company's affairs as at 31 December 2005 and of its profit for the year then ended and
- The non-statutory financial statements have been properly prepared in accordance with the disclosure requirements of the Companies Act 1985, as if those requirements were to apply

KPMG Audit Plc Chartered Accountants

8 Salisbury Square London EC4Y 8BB

Dated 18 April 2007

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# PROFIT AND LOSS ACCOUNT For the year ended 31 December 2005

Restated Period from 28 Year Ending 31 September 2004 to 31 December 2004 Note December 2005 Interest receivable and other income from group undertakings 9,693,008 6,494,598 4 5 (9,206,673) (5,608,818) Interest payable to group undertakings 6 29,645 111,666 Other Operating Income PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION 515,980 997,446 7 (135,743)(46,055)Tax charge on ordinary activities PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION 380,237 951,391 380,237 951,391 RETAINED PROFIT FOR THE YEAR RETAINED PROFIT BROUGHT FORWARD 951,391 1,331,628 RETAINED PROFIT CARRIED FORWARD 951,391

The profit for the year has ansen from continuing activities

There were no other recognised gains and losses during the year

The notes on pages 7 to 11 form part of these accounts

# BALANCE SHEET As at 31 December 2005

	Note	24 December 2005	Restated
	Note	31 December 2005	31 December 2004
FIXED ASSETS		£	<u>£</u>
Investments	8	46,206	560,044,364
	_	46,206	560,044,364
CUPPENT ASSETS			
CURRENT ASSETS Debtors amounts falling due within one year	9	1,476,859	1,004,041
Cash at bank	9	1,470,839	134,350
Cash at barn	_	1,477,237	1,138,391
CREDITORS amounts falling due within one year	10	(181,815)	(560,221,364)
NET CURRENT ASSETS (LIABILITIES)	<del></del>	1,295,422	(559,082,973)
TOTAL ASSETS LESS CURRENT LIABILITIES		1,341,628	961,391
NET ASSETS		1,341,628	961,391
CAPITAL AND RESERVES			
Capital AND RESERVES  Called up share capital	10	10,000	10,000
Profit and loss account		1,331,628	951,391
Shareholders' funds		1,341,628	961,391

The notes on pages 7 to 11 form part of these accounts

These financial statements were approved by the Board of Directors on 18 April 2007

Signed by R Sivanithy

for and on behalf of the Board of Directors

# RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS For the year ended 31 December 2005

Balance at 1 January 2005  Retained profit for the period	Profit & Loss	Ordinary Share F Capital £ 10,000	Preference Share Capital £	Preference Share Premium £	<u>Total</u> <u>£</u> 961,391 380,237
Balance at 31 December 2005	1,331,628	10,000	-		1,341,628
	Profit & Loss Account £	Ordinary Share F Capital	Preference Share Capital £	Preference Share Premium £	<u>Total</u> <u>£</u>
Balance at 28 September 2004	-	-	-	-	-
Shares issued during the period	-	10,000	560	559,999,440	560,010,000
Shares redeemed during period			(500)	(499,999,500)	(500,000,000)
Retained profit for the period	951,391	-	-	-	951,391
Net reduction in shareholders' funds					
Opening shareholders' funds (originally £60,961,391 restated for prior year adjustment of £60,000,000)	-	•	(60)	(59,999,940)	(60,000,000)
Balance at 31 December 2004	951,391	10,000	•	-	961,391

The notes on pages 7 to 11 form part of these accounts

### 1 ACCOUNTING POLICIES

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the non-statutory financial statements, except as noted below

In these non-statutory financial statements the following new standards have been adopted for the first time

- FRS 21 'Events after the balance sheet date',
- FRS 28 'Corresponding amounts'

The accounting policies under these new standards have had no material effect in their adoption. FRS 28 'Corresponding amounts' has had no material effect as it imposes the same requirements for comparatives as hitherto required by the Companies Act 1985, as if these requirements were to apply

In these non-statutory financial statements the presentation requirements of FRS 25 'Financial instruments' presentation and disclosure' has been adopted for the first time. The accounting policy under this new standard is set out below together with an indication of the effect of its adoption. The corresponding amounts in these non-statutory financial statements are restated in accordance with the new policy.

### Basis of preparation

These non-statutory financial statements have been prepared in accordance with the Companies Act 1985, as if these requirements were to apply, UK applicable accounting standards and applicable Statements of Recommended Practice. The directors have decided to prepare these non-statutory financial statements to support the tax return made to the UK authorities. The particular accounting policies are described below.

#### (a) CONVENTION

These non-statutory financial statements are prepared in accordance with applicable UK accounting standards and under the historical cost convention

# (b) INCOME RECOGNITION

Interest income and expense is accounted for on an accrual basis

# (c) FIXED ASSET INVESTMENTS

Fixed asset investments are held at cost less provision for any permanent diminution in value. Where fixed asset investments have been purchased at a premium/discount, the premium/discount is amortised through the profit and loss account over the period from the date of purchase to the date of maturity at a constant rate of return on the carrying amount. These fixed asset investments are held at cost adjusted for the amortization of premium/discount. Any provision for permanent diminution in value is charged to the profit and loss account in the period in which it arises.

## (d) TAXATION

The charge for taxation is based on profit for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes

Deferred tax is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date, except as otherwise required by FRS19

### (e) CLASSIFICATION OF FINANCIAL INSTRUMENTS ISSUED BY THE COMPANY

Following the adoption of FRS 25, financial instruments issued by the Company are treated as equity (i.e. forming part of shareholders' funds) only to the extent that they meet the following two conditions

 they include no contractual obligations upon the Company to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the Company, and

### 1 ACCOUNTING POLICIES (Continued)

(ii) where the instrument will or may be settled in the Company's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the Company's own equity instruments or is a derivative that will be settled by the Company's exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability. Where the instrument so classified takes the legal form of the Company's own shares, the amounts presented in these financial statements for called up share capital and share premium account exclude amounts in relation to those shares.

Finance payments associated with financial liabilities are dealt with as part of interest payable and similar charges. Finance charges associated with financial instruments that are classified as part of shareholders' funds (see dividends policy) are dealt with as appropriations in the reconciliation of movements in shareholders' funds.

## (f) CASH FLOW STATEMENT

The Company is exempt from the requirement to prepare a cash flow statement under Financial Reporting Standard 1 (Revised 1996) as it is a wholly owned subsidiary undertaking of a company which prepares consolidated financial statements which are publicly available

#### 2 DIRECTORS' REMUNERATION

The aggregate emoluments of persons who were Directors of the Company during the year ended 31 December 2005, including pension contributions, were £nil (2004 £nil )

### 3 ADMINISTRATIVE EXPENSES

The Company has no full time employees. The staff involved in the company's operations are all employees of the Deutsche Bank Group. The total staff costs have been borne by a Deutsche Bank Group company without recharge, no staff costs have therefore been included in these financial statements (2004 £nil).

Audit remuneration is borne by a group undertaking (2004 £nil)

			Restated
			Period from 28
		Year Ended 31	September 2004 to 31
4	INTEREST RECEIVABLE AND OTHER INCOME FROM GROUP UNDERTAKINGS	December 2005	December 2004
		<u>£</u>	<u>£</u>
	Interest income from fixed asset investment	2,559	160
	Interest income from group undertakings	2,993,815	108,145
	Dividend receivable from shares in group undertakings	6 696,634	6 386,293
		9,693,008	6,494,598
			Restated
			Period from 28
		Year Ended 31	September 2004 to 31
5	INTEREST PAYABLE	December 2005	December 2004
		£	Ē
	Finance cost on shares classified as liabilities	6 633,130	5 542 363
	Interest payable to group undertakings	2 573,543	66 455
		9,206,673	5 608 818
		-	Restated
			Penod from 28
		Year Ended 31	September 2004 to 31
6	OTHER OPERATING INCOME	December 2005	December 2004
		<u> </u>	Ē
	Foreign exchange adjustments	1 832	493
	Interest rate swaps receivable	27 813	111 173
		29 645	111,666

7	TAXATION	<del></del>		Period from 28
			Year Ended 31 December 2005	September 2004 to 31 December 2004
			3	<u>3</u>
	Analysis of tax on profit on ordinary activities			_
	Current tax			
	Group Relief charge for the year		(135,743)	(46,055)
	Total tax charge on profit on ordinary activities	- -	(135,743)	(46,055)
	The standard rate of tax for the year, based on the UK standard differs from the standard rate for the reasons set out in the following		is 30% The actual ta	x charge for the year
				Period from 28
			Year Ended 31 December 2005	September 2004 to 31 December 2004
			£	3
	Profit on ordinary activities		515,980	997,446
	Tax on profit on ordinary activities at standard rate (30%)		(154 794)	(299,234)
	Factors affecting charge for the period			
	Non taxable dividend income		2,008,990	1,915,888
	Finance charge on shares classified as liabilities		(1,989,939)	(1,662,709)
	Total current tax charge	-	(135,743)	(46,055)
		01		
8	FIXED ASSETS INVESTMENTS	Shares in group undertakings	Other Investments other than loans	<u>Total</u>
		3	£	£
	Opening balance as at 1 January 2005	560,000,000	44,364	560,044,364
	Additions during the year	230,000,000	•	230,000,000
	Amortisation of discount	•	40	40
	FX Translation Adjustment	/700 000 000	1,802	1,802
	Redemptions during the year	(790,000,000)	•	(790,000,000)
	Closing balance as at 31 December 2005		46,206	46,206

Shares in group undertaking

On 30 September 2004 the Company purchased 510 Redeemable Preference Shares for a sum of £510,000,000 in a group undertaking

On 13 October 2004 the Company purchased 50 Redeemable Preference Shares for a sum of £50,000,000 in a group undertaking

On 11 February 2005 the Company purchased 105 Redeemable Preference Shares for a sum of £105,000,000 in a group undertaking

On 23 February 2005 the Company purchased 125 Redeemable Preference Shares for a sum of £125,000,000 in a group undertaking

On 24 March 2005 a Group Company redeemed 560 Class 'A' Redeemable Floating Rate Preference shares and 230 Redeemable Floating Rate Preference shares, held as investments for the sum of £790,000,000

Other investments other than loans

These represent investments in UK Gilts and Australian Government Bonds. The market value of the UK gilts as at 31 December 2005 was £10,042. The market value of the Australian Government Bonds as at 31 December 2005 was £36,158.

9	DEBTORS Amounts falling due within one year		
٠		31 December 2005	31 December 2004
		<u>\$</u>	Ē
	Accrued interest receivable on fixed asset investments	2 239	1,141
	Preference shares dividend receivable from shares in group undertaking	-	139 962
	Amounts receivable from group undertakings	1,474,620	862 717
	Accrued interest receivable from group undertakings	_	221
	• • •	1 476 859	1,004,041

10	CREDITORS Amounts falling due within one year	31 December 2005 £	Restated 31 December 2004
	Accrued dividends payable on non-equity preference shares		109,281
	Group relief payable	135,743	46 055
	Amounts payable to group undertakings	46 072	500 000 000
	Accrued interest payable to group undertakings	•	66,028
	Cumulative redeemable preference shares classified as liabilities	-	60
	Preference share premium classified as liabilities	-	59 999 940
	·	181 815	560,221,364

On 24 March 2005 a Group Company redeemed 510 Class 'A' Redeemable Floating Rate Preference Shares for the sum of £510,000,000

On 31 March 2005 the Company redeemed the 10 Class "B" Redeemable Preference Fixed Rate Preference shares on issue to a group company. This was funded by borrowing from a group company.

On 1 April 2005 the Company redeemed 50 Class "C" Redeemable Preference Fixed Rate Preference shares on issue to a group company, 300 Class "D" Redeemable Preference Fixed Rate Preference shares on issue to a group company, and 305 Class "E" Redeemable Preference Fixed Rate Preference shares on issue to a group company This was all funded by borrowing from a group company

On 6th April 2005 the Company redeemed 150 Class "EE" Redeemable Preference Fixed Rate Preference shares on issue to a group company, and 125 Class "F" Redeemable Preference Fixed Rate Preference shares on issue to a third party. This was all funded by borrowing from a group company.

		Restated
	31 December 2005	31 December 2004
	No / £	No / £
Authorised	11012	1401 5
Ordinary or preference shares of £1 each	11 500	11 500
Allotted, called up and fully paid during the year		
Ordinary shares of £1 each	10 000	10 000
A-class Preference shares of £1 each	-	500
B-class Preference shares of £1 each	10	•
C-class Preference shares of £1 each	50	-
D-class Preference shares of £1 each	300	
E-class Preference shares of £1 each	305	
EE-class Preference shares of £1 each	150	•
F-class Preference shares of £1 each	125	•
Redeemed during the year		
A-class Preference shares of £1 each	-	(500)
B-class Preference shares of £1 each	(10)	-
C-class Preference shares of £1 each	(50)	-
D-class Preference shares of £1 each	(300)	•
E-class Preference shares of £1 each	(305)	
EE-class Preference shares of £1 each	(150)	-
F-class Preference shares of £1 each	(125)	-
Total allotted called up and fully paid balance at the end of the year	10,000	10 000
	31 December 2005	Restated
	31 December 2005 £	31 December 2004
	<u>r</u>	<u>3</u>
Shares classified in shareholders' fund	10 000	10 000

## 10 CREDITORS (continued)

The redeemable preference shares were issued and have dividend and original redemption details as follows -

Preference Share Series	<u>Date of</u> Issue/(Redemption)	<u>Nominal</u> <u>Value</u>	Premium on Issue	Average Dividend rate based on Nominal value per annum
A-Class	30 September 2004/ (30 December 2004)	500	499,999,500	4 0013
B-Class	30 September 2004/ (31 March 2005)	10	9,999,990	4 0700
C-Class	13 October 2004/ (1 April 2005)	50	49,999,950	4 1130
D-Class	21 January 2005/ (1 April 2005)	300	299,999,700	4 3480
E-Class	11 February 2005/ (1 April 2005)	305	304,999,695	3 9693
EE-Class	21 January 2005/ (6 April 2005)	150	149,999,850	4 1493
F-Class	23 February 2005/ (6 April 2005)	125	124,999,875	4 1836

The holders of the Preference Shares do not have any voting rights

The Company issued preference shares to a 3rd party investor and a group undertaking to fund the investment in preference shares issued by another group undertaking

11 RESERVES		
	31 December 2005	31 December 2004
	<u>£</u>	<u>£</u>
At beginning of year	951,391	-
Retained profits for the year	380,237	951,391
At end of year	1,331,628	951,391

The movement in reserves relates to the profit within the period which has not been redistributed as dividends or transferred to other reserves

## 12 ULTIMATE PARENT COMPANY AND OTHER PARENT UNDERTAKINGS

DBUKH Finance Limited, a company incorporated in the UK, is the Company's immediate controlling entity

Deutsche Bank AG, a company registered in Germany, is the Company's ultimate controlling entity, also being the ultimate parent company and the parent undertaking of the largest and smallest group for which group financial statements are drawn up

Copies of the group financial statements prepared in respect of Deutsche Bank AG may be obtained from the Company Secretary, Deutsche Bank AG, London branch, Winchester House, 1 Great Winchester Street, London EC2N 2D8

## 13 RELATED PARTY TRANSACTIONS

As permitted by paragraph 3(c) of FRS 8, no disclosure is made of transactions with members or associates of the Deutsche Bank AG group