

European Rail Finance Holdings Limited

Annual Financial Statements for the year ended 31 December 2014

Registered No: IR443562

Annual financial statements

for the year ended 31 December 2014

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Directors' report

for the year ended 31 December 2014

Business review

The Company continues to hold its investment in European Rail Finance (2) Limited.

The business is funded by equity and borrowings from Group undertakings and preference share capital. The Company has no employees.

Risk management

The Company is subject to the risk management objectives and policies of the Group. These objectives, together with an analysis of the exposure to such risks, are set out in note 16 of the financial statements.

The principal business risks for the Company are in respect of the credit risk of fellow group undertakings with which the Company has loan accounts and the risk of diminution in the value of investments in its subsidiaries.

Performance

The Company's results for the year ended 31 December 2014 are as detailed in the Income statement on page 7.

Monthly management accounts are prepared and reviewed at minimum on a quarterly basis by the Directors. The key performance indicator used by management in assessing the performance of the Company is the monitoring of actual cashflows at Group level in comparison with planned cashflows.

Dividends

The Directors declared dividends of £18,000,000 on 31 March 2014, £3,000,000 on 27 June 2014, £15,000,000 on 21 July 2014 and £69,500,000 on 22 December 2014 (2013: £59,500,000). Dividend payments are reflected in the financial statements in the period in which they are declared.

Going concern basis

The financial statements are prepared on the going concern basis as the Directors are satisfied that the Company has the resources, with the support of the Group, to continue in business for the foreseeable future. In making this assessment, the Directors have considered a wide range of information relating to present and future conditions.

Directors

The Directors who served during the period were as follows:

B T Hayden
C Cullen
M Walsh

The Articles of Association of the Company provide that in certain circumstances the Directors are entitled to be indemnified out of the assets of the Company against claims from third parties in respect of certain liabilities arising in connection with the performance of their functions. Indemnity provisions of this nature have been in place during the financial year but have not been utilised by the Directors. The Directors have no interests in the share capital of the Company.

Capital management

The Company is not subject to externally imposed capital requirements and is dependent on the Eversholt Rail Group to provide necessary capital resources which are therefore managed on a group basis.

It is the Group's objective to maintain a strong capital base to support the development of its business.

Directors' report (continued)

for the year ended 31 December 2014

Disclosure of information to the auditor

Each person who is a director at the date of approval of this report confirms that so far as the Director is aware, there is no relevant audit information of which the Company's auditor is unaware and the Director has taken all the steps that he/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Accounting records

The Directors believe that they have complied with the requirements of section 202 of the Companies Act, 1990 with regard to books of account by employing a service provider, which has appropriate expertise and provides adequate resources to the financial function. The books of account of the Company are maintained primarily by Eversholt Rail (UK) Limited, 210 Pentonville Road, London N1 9JY.

Auditor

In accordance with section 160(2) of the Companies Act 1963, the auditors, KPMG Chartered Accountants will continue in office.

Signed on behalf of the Board by:



C Cullen
Director



M Walsh
Director

Registered Office:
Newmount House
22-24 Mount Street Lower
Dublin 2
Ireland

25 February 2015

Statement of Directors' responsibilities in respect of the Directors' report and the financial statements

for the year ended 31 December 2014

The Directors are responsible for preparing the Directors' report and financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial period. Under that law, the Directors have elected to prepare the financial statements in accordance with applicable Company Law and International Financial Reporting Standards ('IFRSs') as adopted by the EU. The Company's financial statements are required by law to give a true and fair view of the state of affairs of the Company and of its profit or loss for the 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; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping proper books of account which disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Companies Acts 1963 to 2013. They are also responsible 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 irregularities.

The Directors are also responsible for preparing a Directors' report that complies with the requirements of the Companies Acts 1963 to 2013.

These financial statements have been approved by the Board of Directors on 25 February 2015 and were signed on its behalf by:



C Cullen
Director



M Walsh
Director

Registered Office:
Newmount House
22-24 Mount Street Lower
Dublin 2
Ireland

Independent Auditor's report to the Members of European Rail Finance Holdings Limited

for the year ended 31 December 2014

We have audited the financial statements ("financial statements") of European Rail Finance Holdings Limited for the year ended 31 December 2014 which comprise Income statement, Statement of comprehensive income, Statement of financial position, Statement of cash flows, Statement of changes in equity and the related notes. The financial reporting framework that has been applied in their preparation is Irish law and International Financial Reporting Standards ('IFRS') adopted by the European Union ('EU') and issued by the International Accounting Standards Board.

This report is made solely to the company's members, as a body, in accordance with section 193 of the Companies Act 1990. 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 Statement of Directors' responsibility set out on page 4 the Directors are responsible for the preparation of the financial statements giving a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with Irish law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Ethical Standards for Auditors issued by the Auditing Practices Board.

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 circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the Directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. 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, in accordance with IFRS as adopted by the EU, of the state of the company's affairs as at 31 December 2014 and of its profit for the year then ended; and
- the financial statements have been properly prepared in accordance with the Companies Acts 1963 to 2013.

Matters on which we are required to report by the Companies Acts 1963 to 2013

We have obtained all the information and explanations which we consider necessary for the purposes of our audit.

The financial statements are in agreement with the books of account and, in our opinion, proper books of account have been kept by the company.

In our opinion the information given in the Directors' report is consistent with the financial statements.

The net assets of the company, as stated in the Statement of financial position are more than half of the amount of its called-up share capital and, in our opinion, on that basis there did not exist at 31 December 2014 a financial situation which under Section 40(1) of the Companies (Amendment) Act, 1983 would require the convening of an extraordinary general meeting of the company.

Independent Auditor's report to the Members of European Rail Finance Holdings Limited (continued)

for the year ended 31 December 2014

Matters on which we are required to report by exception

We have nothing to report in respect of the provisions in the Companies Acts 1963 to 2013 which require us to report to you if, in our opinion the disclosures of directors' remuneration and transactions specified by law are not made.



Paul Dobey

for and on behalf of

KPMG

Chartered Accountants, Statutory Audit Firm

1 Harbourmaster Place, IFSC, Dublin, Ireland

25 February 2015

European Rail Finance Holdings Limited

Income statement

for the year ended 31 December 2014

| | Note | 2014 £'000 | 2013 £'000 |
|----------------------------|------|----------------|---------------|
| Finance income | 4 | 474 | 9,581 |
| Finance expense | 5 | (1,646) | (1,977) |
| | | (1,172) | 7,604 |
| Dividend income | 6 | 107,000 | 39,500 |
| Administrative expenses | 7 | (26) | (41) |
| Profit before tax | | 105,802 | 47,063 |
| Income tax charge | 8 | (184) | (4,618) |
| Profit for the year | | 105,618 | 42,445 |

There were no discontinued or discontinuing operations during the year.

The notes on pages 11 to 20 form an integral part of these financial statements.

Statement of comprehensive income

for the year ended 31 December 2014

There has been no comprehensive income or expense other than the profit for the year as shown above (2013: nil).

The financial statements were approved by the board of directors and authorised for issue on 25 February 2015. They were signed on its behalf by:


C Cullen
Director


M Walsh
Director

Company registration number IR443562

Statement of financial position

as at 31 December 2014

| Asset | Note | 2014 £'000 | 2013 £'000 |
|-------------------------------------|------|----------------|----------------|
| Non-current assets | | | |
| Investment in subsidiaries | 9 | 517,511 | 86,011 |
| Current assets | | | |
| Loan receivable | 10 | - | 431,541 |
| Trade and other receivables | 11 | 34 | - |
| | | 34 | 431,541 |
| Total assets | | 517,545 | 517,552 |
| Liabilities and equity | | | |
| Current liabilities | | | |
| Trade and other payables | 12 | 558 | 330 |
| Current tax liabilities | | 184 | 2,382 |
| | | 742 | 2,712 |
| Non-current liabilities | | | |
| Borrowings | 13 | 76,345 | 74,500 |
| Total liabilities | | 77,087 | 77,212 |
| Equity | | | |
| Share capital | 14 | 500 | 500 |
| Capital contribution | | 100,000 | 100,000 |
| Retained earnings | | 339,958 | 339,840 |
| Total equity | | 440,458 | 440,340 |
| Total equity and liabilities | | 517,545 | 517,552 |

The notes on pages 11 to 20 form an integral part of these financial statements.

The financial statements were approved by the board of directors and authorised for issue on 25 February 2015. They were signed on its behalf by:


C Cullen
 Director


M Walsh
 Director

Company registration number IR443562

Statement of cash flows

for the year ended 31 December 2014

| | 2014 £'000 | 2013 £'000 |
|---|------------------|-----------------|
| Cash flow from operating activities | | |
| Profit before tax | 105,802 | 47,063 |
| Adjustments for: | | |
| - Finance income | (474) | (9,581) |
| - Finance expense | 1,646 | 1,977 |
| Operating cash flow before changes in working capital | 106,974 | 39,459 |
| - (Increase)/decrease in trade and other receivables | (34) | 1 |
| - Increase in trade and other payables | 5 | - |
| Cash flow generated by operating activities | 106,945 | 39,460 |
| Taxation paid | (2,381) | (2,223) |
| Net cash generated by operating activities | 104,564 | 37,237 |
| Cash flow from investing activities | | |
| Increase in investment in subsidiaries | (431,500) | - |
| Net cash utilised in investing activities | (431,500) | - |
| Cash flow from financing activities | | |
| Loans raised | 1,845 | - |
| Movement on working capital loan account | 431,541 | 14,540 |
| Preference dividends paid | (1,424) | (1,214) |
| Finance charges paid | - | (644) |
| Finance income received | 474 | 9,581 |
| Dividends paid on ordinary shares | (105,500) | (59,500) |
| Net cash generated by/(utilised in) financing activities | 326,936 | (37,237) |
| Net movement in cash and cash equivalents | - | - |
| Cash and cash equivalents at beginning of the year | - | - |
| Cash and cash equivalents at end of the year | - | - |

Statement of changes in equity

for the year ended 31 December 2014

| | Called up share capital £'000 | Capital contribution £'000 | Retained earnings £'000 | Total shareholders' equity £'000 |
|------------------------------------|-------------------------------------|----------------------------------|-------------------------------|---|
| Balance at 1 January 2013 | 500 | 100,000 | 356,895 | 457,395 |
| Profit for the year | - | - | 42,445 | 42,445 |
| Dividends paid | - | - | (59,500) | (59,500) |
| Balance at 31 December 2013 | 500 | 100,000 | 339,840 | 440,340 |
| Profit for the year | - | - | 105,618 | 105,618 |
| Dividends paid | - | - | (105,500) | (105,500) |
| Balance at 31 December 2014 | 500 | 100,000 | 339,958 | 440,458 |

Included in retained earnings is £339,125,444 which is non-distributable (2013: £339,125,444).

Notes to the annual financial statements

for the year ended 31 December 2014

1. General Information

European Rail Finance Holdings Limited (the "Company"), is a company domiciled and incorporated in the Republic of Ireland under the Companies Act. The registered office of the Company is Newmount House, 22-24 Mount Street Lower, Dublin 2, Ireland.

2. Basis of Preparation

These financial statements are presented in £'000. In 2014, the financial statements have been converted from £ to £'000. All amounts have been rounded to the nearest thousand, unless otherwise indicated. In the opinion of the Directors, the conversion was required to become clearer to the reader of these financial statements.

2.1 Compliance with International Financial Reporting Standards

The financial statements of the Company have been prepared on the historical cost basis. These financial statements have been prepared in accordance with International Financial Reporting Standards ('IFRSs') as issued by the International Accounting Standards Board ('IASB') and as endorsed by the European Union ('EU'). EU-endorsed IFRSs may differ from IFRSs as issued by the IASB if, at this point in time, new or amended IFRSs have not been endorsed by the EU. At 31 December 2014, there were no unendorsed standards effective for the year ended 31 December 2014 affecting these financial statements, and there was no difference between IFRSs endorsed by the EU and IFRSs issued by the IASB in terms of their application to the Company. Accordingly, the financial statements of the Company for the year ended 31 December 2014 are prepared in accordance with IFRSs as issued by the IASB and endorsed by the EU.

IFRSs comprise accounting standards issued by the IASB and its predecessor body as well as interpretations issued by the International Financial Reporting Interpretations Committee ('IFRIC') and its predecessor body.

2.2 Standards and Interpretations issued by the IASB

During the year, the Company adopted a number of interpretations and amendments to standards which had an insignificant effect on the financial statements. At 31 December 2014, a number of standards and amendments to standards have been issued by the IASB, which are not effective for the Company's financial statements as at 31 December 2014. The following Adopted IFRSs have been issued but have not been applied by the Company in these financial statements. Their adoption is not expected to have a material effect on the financial statements unless otherwise indicated.

- IFRS 14 Regulatory Deferral Accounts (mandatory for periods beginning on or after 1 January 2016).
- Amendments to IFRS 11 Joint Arrangements (mandatory for periods beginning on or after 1 January 2016).
- Amendments to IAS 16 Property, Plant and Equipment and IAS 38 Intangible Assets (mandatory for the periods beginning on or after 1 January 2016).
- Amendments to IAS 27 Consolidated and Separate Financial Statements (2008) (mandatory for periods beginning on or after 1 January 2016).
- IFRS 15 Revenue from Contracts with Customers (mandatory for periods beginning on or after 1 January 2017).
- FRS 9 Financial Instruments (mandatory for periods beginning on or after 1 January 2018).

Notes to the annual financial statements (continued)

for the year ended 31 December 2014

2. Basis of Preparation (continued)

2.3 Going concern

The Directors have, at the time of approving the financial statements, a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the financial statements.

3. Summary of significant accounting policies

The principal accounting policies adopted are set out below and have been applied consistently to all periods presented in these financial statements.

3.1 Finance income and expense

Finance income and expense for all interest bearing financial instruments is recognised in 'Finance income' and 'Finance expense' in the Income statement using the effective interest rate method. The effective interest rate method is a way of calculating the amortised cost of a financial asset or a financial liability and of allocating the interest income or expense over the relevant period.

The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments through the expected life of the financial instrument or, where appropriate, a shorter period, to the net carrying amount of the financial asset or financial liability on initial recognition. When calculating the effective interest rate, the Company estimates cash flows considering all contractual terms of the financial instrument but excluding future credit losses.

The calculation includes all amounts paid or received by the Company that are an integral part of the effective interest rate of a financial instrument, including transaction costs and all other premiums or discounts.

All the borrowing costs are recognised in profit and loss in the period in which they are incurred.

3.2 Income tax

Income tax comprises current and deferred tax and is recognised in the Income statement.

Current tax is the tax expected to be payable on the taxable profit for the period, calculated using tax rates enacted or substantively enacted by the end of the reporting period and any adjustment to tax payable in respect of previous years. Current tax assets and liabilities are offset when the Company intends to settle on a net basis and the legal right to offset exists.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the statement of financial position and the amounts attributed to such assets and liabilities 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 future taxable profits will be available against which deductible temporary differences can be utilised.

3.3 Foreign currencies

Transactions in foreign currencies are recorded in the functional currency at the rate of exchange prevailing on the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the rate of exchange ruling at the end of the reporting period. Any resulting exchange differences are included in the income statement.

Non-monetary assets and liabilities that are measured at historical cost in a foreign currency are translated into the functional currency using the rate of exchange at the date of the initial transaction. Non-monetary assets and liabilities measured at fair value in a foreign currency are translated into the functional currency using the rate of exchange at the date the fair value was determined.

Notes to the annual financial statements (continued)

for the year ended 31 December 2014

3. Summary of significant accounting policies (continued)

3.4 Dividend income

Dividend income from investments is recognised when the right to receive payment is established.

3.5 Subsidiaries

The Company classifies investments in entities which it controls as subsidiaries. The Company's investments in subsidiaries are stated at cost less any impairment losses. Any impairment loss recognised in prior periods shall be reversed through the income statement if, and only if, there has been a change in the estimates used to determine the investment in subsidiary's recoverable amount since the last impairment loss was recognised.

3.6 Financial instruments

Financial assets and financial liabilities are recognised in the Company's Statement of financial position when the Company becomes a party to the contractual provisions of the instrument.

3.6.1 Financial assets

Financial assets are classified into the following specified categories: financial assets at 'fair value through profit or loss' (FVTPL); 'held to maturity investments'; 'available for sale (AFS) financial assets' and 'loans and receivables'. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. The Company holds the following classes of financial assets.

3.6.2 Loans and receivables

Loans and receivables include receivables originated by the Company which are not classified either as held for trading or designated at fair value. Loans and receivables are recognised when cash is advanced to borrowers. They are derecognised when either borrowers repay their obligations, or the loans are sold or written off, or substantially all the risks and rewards of ownership are transferred. They are initially recorded at fair value plus any directly attributable transaction costs and are subsequently measured at amortised cost using the effective interest rate method, less impairment losses.

3.6.3 Cash and cash equivalents

For the purpose of the statement of cash flows, cash and cash equivalents include highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value. Such investments are normally those with less than three months' maturity from the date of acquisition, and include cash.

3.6.4 Impairment of financial assets

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at each reporting date. Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been affected.

Losses for impaired loans are recognised promptly when there is objective evidence that impairment of a loan or portfolio of loans has occurred. Impairment losses are calculated on individual loans and on groups of loans assessed collectively. Impairment losses are recorded as charges to the Income statement. The carrying amount of impaired loans on the Statement of financial position is reduced through the use of impairment allowance accounts. Losses expected from future events are not recognised.

Individually assessed impairment losses are calculated by discounting the expected future cash flows of a loan at its original effective interest rate, and comparing the resultant present value with the loan's current carrying amount.

Notes to the annual financial statements (continued)

for the year ended 31 December 2014

3. Summary of significant accounting policies (continued)

3.6 Financial instruments (continued)

3.6.4 Impairment of financial assets (continued)

Collectively assessed impairment losses are calculated on the basis of past experience, current economic conditions and other relevant factors to provide for losses not yet specifically identified.

Financial assets are written off to the extent that there is no realistic prospect of recovery.

3.6.5 Financial liabilities

Financial liabilities are classified as either financial liabilities at 'FVTPL' or 'other financial liabilities'.

Financial liabilities are initially measured at fair value less any transaction costs that are directly attributable to the purchase or issue. Financial liabilities are recognised when the Company becomes party to the contractual provisions of the instrument. The Company derecognises the financial liability when the obligations specified in the contract expire, are discharged or cancelled. Subsequent to initial recognition, financial liabilities are measured at amortised cost using the effective interest rate method.

3.6.6 Offsetting financial assets and financial liabilities

Financial assets and liabilities are offset and the net amount reported in the Statement of financial position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

3.7 Statement of cash flows

The Statement of cash flows has been prepared on the basis that, with the exception of tax related transactions which are classified under 'Operating activities', movements in intercompany transactions are shown under the heading of 'Financing activities'. Such movements arise ultimately from the Company's financing activities, through which the Company will acquire resources intended to generate future income and cash flows.

3.8 Share capital

Shares are classified as equity when there is no contractual obligation to transfer cash or other financial assets.

Dividends payable in relation to equity shares are recognised as a liability in the period in which they are declared.

3.9 Determination of fair value

All financial instruments are recognised initially at fair value. In the normal course of business, the fair value of a financial instrument on initial recognition is the transaction price (that is, the fair value of the consideration paid or received).

Subsequent to initial recognition, the fair values of financial instruments measured at fair value that are quoted in active markets are based on bid prices for assets held and offer prices for liabilities issued. When independent prices are not available, fair values are determined by using valuation techniques which refer to observable market data. These include comparison to similar instruments where market observable prices exist, discounted cash flow analysis and other valuation techniques commonly used by market participants.

Fair values are calculated by discounting future cash flows on financial instruments, using equivalent current interest rates.

Notes to the annual financial statements (continued)

for the year ended 31 December 2014

3. Summary of significant accounting policies (continued)

3.10 Use of assumptions and estimates

In the application of the Company's accounting policies, management is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from those estimates.

There are no accounting policies that are deemed critical to the Company's results and financial position, in terms of materiality of the items to which the policy is applied, which involve a high degree of judgement and estimation.

3.11 Preference shares

Preference shares are classified as a non-current liability as the holders of these shares have a fixed entitlement to a dividend. The dividend payable is recorded within finance expense.

3.12 Leases

Leases are classified as finance leases whenever the terms of the lease transfer substantially all of the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Amounts due from lessees under finance leases are recognised as receivables at the amount of the Company's net investment in the lease. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Company's net investment outstanding in respect of the leases.

4. Finance income

| | 2014 £'000 | 2013 £'000 |
|---|---------------|---------------|
| Interest on loan account with Eversholt Rail (UK) Limited | 474 | 9,581 |

5. Finance expense

| | 2014 £'000 | 2013 £'000 |
|--|---------------|---------------|
| Dividend on profit participating preference shares | (1,151) | (838) |
| Dividend on fixed rate preference shares | (495) | (495) |
| Finance charges payable to Eversholt Funding plc | - | (644) |
| | (1,646) | (1,977) |

6. Dividend income

The Company received dividends of £70,500,000 from European Rail Finance (GB) Limited (2013: £18,000,000) and £36,500,000 from European Rail Finance (2) Limited during the year (2013: 21,500,000).

7. Administrative expense

| | 2014 £'000 | 2013 £'000 |
|---|---------------|---------------|
| Administrative expenses include the following: | | |
| Fees payable to the company's auditor and its associates for the audit of the company's annual accounts | (4) | (4) |
| Foreign exchange gain | 1 | - |

The Company has no employees and hence no staff costs (2013: nil).

Certain directors have been paid by another group undertaking. No specific charge has been made to the Company in this regard.

Notes to the annual financial statements (continued)

for the year ended 31 December 2014

8. Income tax charge

| | 2014 £'000 | 2013 £'000 |
|--------------------------------|---------------|----------------|
| Current tax | | |
| - On current year profit | (184) | (2,395) |
| - On prior year profit | - | (2,223) |
| | <u>(184)</u> | <u>(4,618)</u> |
| Total income tax charge | <u>(184)</u> | <u>(4,618)</u> |

The Irish corporation tax rate applying to the Company was 12.5% (2013: 12.5%).

The following table reconciles the tax charge which would apply if all profits had been taxed at the corporation tax rate:

| | 2014 £'000 | 2013 £'000 |
|---|---------------|----------------|
| Taxation at corporation tax rate of 12.5% | (13,225) | (5,883) |
| Permanent tax effects | 13,041 | 3,488 |
| Prior year under provision | - | (2,223) |
| Income tax charge | <u>(184)</u> | <u>(4,618)</u> |

9. Investments in subsidiaries

| | 2014 £'000 | 2013 £'000 |
|-----------------------|----------------|---------------|
| Cost | | |
| Balance at 1 January | 86,011 | 86,011 |
| Additions | 431,500 | - |
| At 31 December | <u>517,511</u> | <u>86,011</u> |

On 30 January 2014 the Company made a cash capital contribution of £431,500,000 to its subsidiary European Rail Finance (2) Limited.

The subsidiary undertakings of the Company at the end of the reporting period were:

| Name of Undertaking | Class of Capital | Country of Incorporation | Type of business | Ownership Percentage | |
|---------------------------------------|------------------|--------------------------|----------------------|----------------------|------|
| | | | | 2014 | 2013 |
| European Rail Finance Limited* | Ordinary Shares | Ireland | Leasing | 100% | 100% |
| European Rail Finance (GB) Limited | Ordinary Shares | England | Leasing | 100% | 100% |
| Eversholt Rail Holdings (UK) Limited* | Ordinary Shares | England | Investment | 100% | 100% |
| Eversholt Rail (UK) Limited* | Ordinary Shares | England | Management services | 100% | 100% |
| Eversholt Depot Finance (UK) Limited* | Ordinary Shares | England | Leasing | 100% | 100% |
| Eversholt Rail (365) Limited* | Ordinary Shares | England | Leasing | 100% | 100% |
| Eversholt Rail (380) Limited* | Ordinary Shares | England | Leasing | 100% | 100% |
| Eversholt Finance Holdings Limited | Ordinary Shares | England | Investment | 100% | 100% |
| Eversholt Funding plc* | Ordinary Shares | England | Provision of finance | 100% | 100% |
| European Rail Finance (2) Limited | Ordinary Shares | Ireland | Investment | 100% | 100% |

*Indirect subsidiaries

Notes to the annual financial statements (continued)

for the year ended 31 December 2014

10. Loan receivable

| | 2014 £'000 | 2013 £'000 |
|-------------------------|---------------|---------------|
| Eversholt Rail (UK) Ltd | - | 431,541 |

The loan to Eversholt Rail (UK) Limited was unsecured and technically repayable on demand. Interest was charged at a margin over GBP LIBOR. Eversholt Rail (UK) Limited repaid the loan in January 2014.

11. Trade and other receivables

| | 2014 £'000 | 2013 £'000 |
|-------------------|---------------|---------------|
| Trade receivables | 34 | - |

12. Trade and other payables

| | 2014 £'000 | 2013 £'000 |
|---------------------------------------|---------------|---------------|
| Accrued interest on preference shares | 549 | 326 |
| Accruals | 9 | 4 |
| | 558 | 330 |

13. Borrowings

| | Current £'000 | Non - current £'000 | Total £'000 |
|--|------------------|------------------------|----------------|
| 31 December 2014 | | | |
| Fixed rate preference shares | - | 49,500 | 49,500 |
| Profit participating preference shares | - | 25,000 | 25,000 |
| Eversholt Rail (UK) Limited | - | 1,845 | 1,845 |
| | - | 76,345 | 76,345 |
| 31 December 2013 | | | |
| Fixed rate preference shares | - | 49,500 | 49,500 |
| Profit participating preference shares | - | 25,000 | 25,000 |
| | - | 74,500 | 74,500 |

The fixed rate preference shares, being £49,500,000 fixed rate preference shares of £1 each, are held by Eversholt Investment Limited. Dividends are paid annually at a rate of 1% per annum.

25,000,000 profit participating shares (PPS) of £1 each carry a right to quarterly dividends. The PPS dividend element has two parts. The first part confers a right to a GBP LIBOR based return. The second part confers a right to 0.5% of post-tax profits arising in the issuing company during the reference period. The PPS are classified as a non-current liability as the holders of these shares are only able to recall the shares from 2020.

In 2014 the terms of intragroup funding arrangements were revised to more closely align with the terms of the Group's external financing. The intragroup loan with Eversholt Rail UK Limited is classified as non-current as it is repayable on 4 November 2018 (2013: the loans were unsecured and repayable in line with Eversholt Funding plc's own external debt). Borrowing entities may prepay and redraw loans until the repayment date. Interest on the loan is payable monthly at a floating rate, which substantially matches the rate of the group's senior debt plus margin (2013: GBP LIBOR plus margin).

Notes to the annual financial statements (continued)

for the year ended 31 December 2014

14. Share capital

| | 2014 £'000 | 2013 £'000 |
|--|---------------|---------------|
| Authorised | | |
| 50,500,000 Ordinary shares of £1 each (2013: 50,500,000) | <u>50,500</u> | <u>50,500</u> |
| Allotted, called up and fully paid | | |
| 500,001 Ordinary shares of £1 each (2013: 500,001) | <u>500</u> | <u>500</u> |

The holders of ordinary shares are entitled to attend and vote at annual general meetings and receive dividends as and when declared.

15. Fair value of financial assets and liabilities

There are no material differences between the carrying value and the fair value of financial assets and liabilities as at 31 December 2014 and 31 December 2013.

16. Risk management

Capital risk management

Exposure to credit risk, liquidity risk, and market risk arises in the normal course of the Company's business. The policies for managing all risks which are significant, together with the quantitative disclosures not already included elsewhere in the financial statements are described in this note.

The Board actively monitors the capital structure of the Company to ensure that the Company is able to continue as a going concern. Consideration is given to the availability, cost and risks associated with each class of capital and to maximising the return to stakeholders through the optimisation of the debt to equity ratio.

The Company is not subject to any externally imposed capital requirements.

The Board formally reviews the capital structure on a semi-annual basis and reviews capital distribution. As part of this review the Board considers the cost of capital and the risks associated with each class of capital. The Board actively monitors the cost and availability of funding.

Credit risk management

Credit risk is the risk of financial loss if a customer or counterparty fails to meet its obligations under a contract. It arises principally from loan receivables.

The Company manages credit risk by way of established risk management processes encompassing credit approvals and the monitoring and reporting of exposures. Regular reviews are undertaken to assess and evaluate the financial stability of counterparties.

Liquidity risk management

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company monitors its cash flow requirements on a daily basis and compares expected cash flow obligations with expected cash flow receipts to ensure they are appropriately aligned. The Company borrows funds from another Group entity to meet any shortfall. Conversely, the Company lends any surplus funds to other Group entities.

The Company's assets, net of deferred tax, are funded principally by borrowings from another Group entity.

Notes to the annual financial statements (continued)

for the year ended 31 December 2014

16. Risk management (continued)**Liquidity risk management (continued)**

Undiscounted cash flows payable to meet financial liabilities are analysed below by their contractual due date, including estimated interest cash flows where appropriate:

| | Carrying value £'000 | Contractual cash flows £'000 | On demand £'000 | Due within 1 year £'000 | Due between 1-5 years £'000 | Due after 5 years £'000 |
|--|-------------------------|------------------------------------|--------------------|-------------------------------|-----------------------------------|-------------------------------|
| 31 December 2014 | | | | | | |
| Financial assets | | | | | | |
| - Trade and other receivables | 34 | 34 | - | 34 | - | - |
| Financial liabilities | | | | | | |
| Other financial instruments – amortised cost | | | | | | |
| - Trade and other payables | (558) | (558) | - | (558) | - | - |
| - Borrowings | (1,845) | (1,845) | - | - | (1,845) | - |
| - Preference shares | (74,500) | (74,500) | - | - | - | (74,500) |
| | (76,903) | (76,903) | - | (558) | (1,845) | (74,500) |
| Total financial instruments | (76,869) | (76,869) | - | (524) | (1,845) | (74,500) |
| 31 December 2013 | | | | | | |
| Financial assets | | | | | | |
| - Loans receivable | 431,541 | 431,541 | 431,541 | - | - | - |
| Financial liabilities | | | | | | |
| Other financial instruments – amortised cost | | | | | | |
| - Trade and other payables | (330) | (330) | - | (330) | - | - |
| - Preference shares | (74,500) | (74,500) | - | - | - | (74,500) |
| | (74,830) | (74,830) | - | (330) | - | (74,500) |
| Total financial instruments | 356,711 | 356,711 | 431,541 | (330) | - | (74,500) |

Preference dividends have not been included in the above table.

Market risk management

The Company is not exposed to foreign exchange risk on its financial assets or financial liabilities.

The Company has exposure to fluctuation in interest rates. This exposure is managed at a Group level.

| | 2014 £'000 | 2013 £'000 |
|---|---------------|---------------|
| Fixed rate instruments | | |
| Financial liabilities | (49,500) | (49,500) |
| Variable rate instruments | | |
| Financial assets | - | 431,541 |
| Financial liabilities | (25,000) | (25,000) |
| | (25,000) | 406,541 |
| Interest rate sensitivity analysis | | |

The impact of a 50 basis points increase in LIBOR would have resulted in an increase in intercompany working capital interest income of £179,329.

Notes to the annual financial statements (continued)

for the year ended 31 December 2014

17. Related-party transactions

17.1 Identity of related parties

The Company has a related party relationship with its Directors (refer page 2) and with other entities in the Eversholt Rail Group namely:

- Eversholt Investment Limited
- European Rail Finance Limited
- European Rail Finance (GB) Limited
- Eversholt Rail Holdings (UK) Limited
- Eversholt Finance Holdings Limited
- Eversholt Funding plc
- Eversholt Rail (UK) Limited
- Eversholt Depot Finance (UK) Limited
- Eversholt Rail (380) Limited
- Eversholt Rail (365) Limited
- European Rail Finance (2) Limited

The ultimate parent undertaking (which is the ultimate controlling party) is Eversholt Investment Group (Luxembourg) sarl. The parent undertaking of the largest group of undertakings for which group financial statements are drawn up and of which the company is a member is Eversholt Investment Limited. Eversholt Investment Limited is also the immediate holding Company. The results of the Company are included in the group financial statements of Eversholt Investment Limited.

Copies of the group financial statements may be obtained from the following address:

Newmount House
22-24 Mount Street Lower
Dublin 2
Ireland

17.2 Transactions with related parties

The Company has loan accounts with fellow group undertakings more fully described in notes 10 and 13. Interest on these accounts is more fully described in note 4 and 5.

The fixed rate preference dividend payable to Eversholt Investment Limited is disclosed in note 5.

Management fees of £10,000 payable to Eversholt Investment Limited (2013: £30,000).

18. Contingent liabilities

There were no contingent liabilities for the Company at 31 December 2014 (2013: nil).

19. Subsequent events

There are no subsequent events requiring disclosure in these financial statements.