

Registered number: 05724836

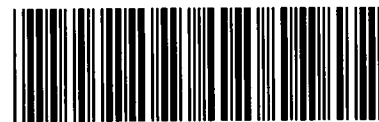
Registered office:
20 Bank Street
Canary Wharf
London E14 4AD
United Kingdom

MORGAN STANLEY LANGTON LIMITED

Report and financial statements

31 December 2017

THURSDAY



A40 *A7FCJ3VK* #69
COMPANIES HOUSE

MORGAN STANLEY LANGTON LIMITED

CONTENTS	PAGE
Strategic report	1
Directors' report	4
Independent auditor's report	6
Income statement	9
Statement of comprehensive income	10
Statement of changes in equity	11
Statement of financial position	12
Notes to the financial statements	13

MORGAN STANLEY LANGTON LIMITED

STRATEGIC REPORT

The Directors present their Strategic report for Morgan Stanley Langton Limited (the “Company”) for the year ended 31 December 2017.

PRINCIPAL ACTIVITY

The principal activity of the Company is to act as an intermediate holding company.

The Company’s ultimate parent undertaking and controlling entity is Morgan Stanley, which, together with the Company and Morgan Stanley’s other subsidiary undertakings, form the “Morgan Stanley Group”.

There have not been any significant changes in the Company’s principal activity in the year under review and no significant change in the Company’s principal activity is expected.

BUSINESS REVIEW

On 23 June 2016, the United Kingdom (the “UK”) electorate voted to leave the European Union (the “EU”). On 29 March 2017, the UK invoked Article 50 of the Lisbon Treaty which triggered a two-year period, subject to extension (which would need the unanimous approval of the EU Member States), during which the UK government is expected to negotiate its withdrawal agreement with the EU. Absent any extension, the UK is expected to leave the EU in March 2019. The terms and conditions of the anticipated withdrawal from the EU, and which of the several alternative models of relationship that the UK might ultimately negotiate with the EU, remain uncertain. However, the UK government has stated that the UK will leave the EU single market and will seek a phased period of implementation for the new relationship that may cover the legal and regulatory framework applicable to financial institutions with significant operations in Europe, such as Morgan Stanley. Since any transition or implementation periods and the eventual successor arrangements require agreement of both the UK and the EU, there is a risk that these arrangements may not be agreed by March 2019.

It is difficult to predict the future of the UK’s relationship with the EU, which may result in increased volatility in the global financial markets in the short- and medium-term. Potential effects of the UK exit from the EU and potential mitigation actions may vary considerably depending on the timing of withdrawal and the nature of any transition, implementation or successor arrangements. Morgan Stanley is taking steps to make changes to its European operations in an effort to ensure that it can continue to provide cross-border banking and investment services in EU Member States without the need for separate regulatory authorisations in each member state. These changes must be approved by the relevant regulatory authorities and therefore it is currently unclear what the final post-Brexit structure of European operations will be. Depending on the extent to which Morgan Stanley may be required to make material changes to European operations beyond those currently planned, results of Morgan Stanley’s operations and business prospects could be negatively affected.

Overview of 2017

The income statement is set out on page 9. The Company generated a loss after taxation for the year of €23,459,000, a decrease of €43,492,000 from the prior year loss after taxation of €66,951,000. The decrease in loss is primarily attributable to income of €22,062,000 received from Morgan Stanley Grund S.à r.l. and a net decrease in interest expense payable to other Morgan Stanley Group undertakings of €21,432,000.

The statement of financial position for the Company is set out on page 12. The Company’s total assets have decreased by €56,866,000 from the prior year. The decrease is mainly driven by the settlement of the Company’s available-for-sale financial asset of €59,195,000. Total liabilities have decreased by €17,901,000 from the prior year. The decrease is primarily due to a decrease in amounts due to other Morgan Stanley Group undertakings €14,204,000.

MORGAN STANLEY LANGTON LIMITED

STRATEGIC REPORT

BUSINESS REVIEW (CONTINUED)

Overview of 2017 (continued)

Consistent with the prior year, the Company is in a net liability position and has net liabilities payable within the next 12 months. This primarily is due to amounts owing to fellow Morgan Stanley Group undertakings within the next 12 months, the demand for repayment of which is wholly within the control of the Morgan Stanley Group. As discussed in the Risk management section below, and in note 2 (Basis of preparation) to the Company's financial statements, the Company operates within the global liquidity management framework of the Morgan Stanley Group and relies on this framework to provide sufficient liquidity to meet its obligations.

The performance of the Company is included in the results of the Morgan Stanley Group which are disclosed in the Morgan Stanley Group's Annual Report on Form 10-K to the United States Securities and Exchange Commission. The Morgan Stanley Group manages its key performance indicators on a global basis but in consideration of individual legal entities. For this reason, the Company's Directors believe that providing further performance indicators for the Company itself would not enhance an understanding of the development, performance or position of the business of the Company.

The risk management section below sets out the Company's and the Morgan Stanley Group's policies for the management of liquidity and cash flow risk and other significant business risks.

Risk management

Risk is an inherent part of the Company's business activity. The Morgan Stanley Group seeks to identify, assess, monitor and manage each of the various types of risk involved in its business activities, in accordance with defined policies and procedures. The Company's own risk management policy framework leverages the risk management policies and procedures of the Morgan Stanley Group.

Credit risk

Credit risk refers to the risk of loss arising when a borrower, counterparty or issuer does not meet its financial obligations to the Company. Credit risk includes the risk that economic, social and political conditions and events in a foreign country will adversely affect an obligor's ability and willingness to fulfil their obligations.

Credit risk management policies and procedures for the Company are consistent with those of the Morgan Stanley Group and include escalation to appropriate senior management personnel.

Credit risk exposure is managed on a global basis and in consideration of each significant legal entity within the Morgan Stanley Group. The credit risk management policies and procedures establish the framework for identifying, measuring, monitoring and controlling credit risk whilst ensuring transparency of material credit risks and compliance with established limits and escalating risk concentrations to appropriate senior management.

Liquidity risk

Liquidity risk refers to the risk that the Company will be unable to finance its operations due to a loss of access to the capital markets or difficulty in liquidating its assets. Liquidity risk encompasses the Company's ability (or perceived ability) to meet its financial obligations without experiencing significant business disruption or reputational damage that may threaten the Company's viability as a going concern. Liquidity risk also encompasses the associated funding risks triggered by the market or idiosyncratic stress events that may cause unexpected changes in funding needs or an inability to raise new funding.

The Morgan Stanley Group's senior management establishes the liquidity and funding policies of the Morgan Stanley Group and the liquidity risk management policies and procedures conducted within the Company are consistent with those of the Morgan Stanley Group. The primary goal of the Morgan Stanley Group's liquidity risk management framework is to ensure that the Morgan Stanley Group, including the Company, has access to adequate funding across a wide range of market conditions and time horizons. The framework is designed to enable the Morgan Stanley Group to fulfil its financial obligations and support the execution of the Company's business strategies.

MORGAN STANLEY LANGTON LIMITED

STRATEGIC REPORT

BUSINESS REVIEW (CONTINUED)

Risk management (continued)

Liquidity risk (continued)

The Company continues to actively manage its capital and liquidity position to ensure adequate resources are available to support its activities, to enable it to withstand market stresses.

Operational risk

Operational risk refers to the risk of loss, or of damage to the Company's reputation, resulting from inadequate or failed processes, people and systems, or from external events (e.g. fraud, theft, legal and compliance risks, cyber attacks or damage to physical assets). Operational risk relates to the following risk event categories as defined by Basel Capital Standards: internal fraud; external fraud; employment practices and workplace safety; clients, products and business practices; business disruption and system failure; damage to physical assets; and execution, delivery and process management. Legal, regulatory and compliance risk is discussed below under "Legal, regulatory and compliance risk".

Legal, regulatory and compliance risk

Legal, regulatory and compliance risk includes the risk of legal or regulatory sanctions, material financial loss; including fines, penalties, judgements, damages and/ or settlements or loss to reputation which the Company may suffer as a result of a failure to comply with laws, regulations, rules, related self-regulatory organisation standards and codes of conduct applicable to our business activities. It also includes compliance with Anti-Money Laundering, anti-corruption and terrorist financing rules and regulations.

The Company, principally through the Morgan Stanley Group's Legal and Compliance Division, has established procedures based on legal and regulatory requirements on a worldwide basis that are designed to facilitate compliance with applicable statutory and regulatory requirements and to require that the Company's policies relating to business conduct, ethics and practices are followed globally.

Going concern

Retaining sufficient liquidity and capital to withstand market pressures remains central to the Morgan Stanley Group's and the Company's strategy. Additionally, the Company has access to further Morgan Stanley Group capital and liquidity as required.

Although the Company is in a net liability position and has net liabilities payable within the next 12 months, the Company is performing in line with expectations and the net liability position and net liabilities payable within the next 12 months are due to amounts owing to fellow Morgan Stanley Group undertakings, the demand for repayment of which is wholly within the control of the Morgan Stanley Group.

Taking the above factors into consideration, the Directors believe it is reasonable to assume that the Company will have access to adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and financial statements.

Approved by the Board and signed on its behalf by

STEWART BAYFIELD



Director

20 SEPTEMBER 2018

MORGAN STANLEY LANGTON LIMITED

DIRECTORS' REPORT

The Directors present their report and financial statements (which comprise the income statement, the statement of comprehensive income, the statement of changes in equity, the statement of financial position and the related notes, 1 to 16) for the Company for the year ended 31 December 2017.

RESULTS AND DIVIDENDS

The loss for the year, after tax, was €23,459,000 (2016: €66,951,000 loss after tax).

During the financial year, no dividends were paid or proposed (2016: €nil).

RISK MANAGEMENT AND FUTURE DEVELOPMENTS

Information regarding risk management and future developments has been included in the Strategic report.

DIRECTORS

The following Directors held office throughout the year and to the date of approval of this report:

S E Bayfield
S I Merry
B M L Young

DIRECTORS' AND OFFICERS' LIABILITY INSURANCE

Directors' and Officers' Liability Insurance is taken out by Morgan Stanley, the Company's ultimate parent undertaking, for the benefit of the Directors and Officers of the Company and its subsidiary undertakings.

DIRECTORS' INDEMNITY

Qualifying third party indemnity provisions (as defined in Section 234 of the Companies Act 2006) were in force during the year and up to and including the date of the Directors' report for the benefit of the Directors of the Company and its subsidiary undertakings.

EVENTS AFTER THE REPORTING DATE

There have been no significant events since the reporting date.

AUDITOR

Deloitte LLP, have expressed their willingness to continue in office as auditor of the Company and, under Sections 485 to 488 of the Companies Act 2006, will be deemed to be re-appointed.

Statement as to disclosure of information to the auditor

Each of the persons who are Directors of the Company at the date when this report is approved confirms that:

- so far as each of the Directors is aware, there is no relevant audit information (being information needed by the Company's auditor in connection with preparing their report) of which the Company's auditor is unaware; and
- each of the Directors has taken all the steps that he/she ought to have taken as a Director to make himself/herself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

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

MORGAN STANLEY LANGTON LIMITED

DIRECTORS' REPORT

DIRECTORS' RESPONSIBILITIES STATEMENT

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

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the financial statements in accordance with UK Generally Accepted Accounting Practice (UK Accounting Standards and applicable law), including Financial Reporting Standard ("FRS") 101 *Reduced Disclosure Framework* ("FRS 101"). Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards, including FRS 101, have been followed; 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 adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Approved by the Board and signed on its behalf by

STEWART BAYFELD

Director

20 SEPTEMBER 2018

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MORGAN STANLEY LANGTON LIMITED

Opinion

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2017 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; including Financial Reporting Standard 101 "Reduced Disclosure Framework"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements of Morgan Stanley Langton Limited ("the Company") which comprise:

- the income statement;
- the statement of comprehensive income;
- the statement of changes in equity;
- the statement of financial position; and
- the related notes 1 to 16.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 "Reduced Disclosure Framework" (United Kingdom Generally Accepted Accounting Practice).

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (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.

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 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.

Conclusions relating to going concern

We are required by ISAs (UK) to report in respect of the following matters where:

- the Directors' use of the going concern basis of accounting in preparation of the financial statements is not appropriate; or
- the Directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the Company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

We have nothing to report in respect of these matters.

Other information

The Directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MORGAN STANLEY LANGTON LIMITED (CONTINUED)

Other information (continued)

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 this other information, we are required to report that fact.

We have nothing to report in respect of these matters.

Responsibilities of Directors

As explained more fully in the Directors' responsibilities statement, 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.

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

Report on other legal and regulatory requirements

Opinions 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 Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the Directors' Report have been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified any material misstatements in the Strategic Report or the Directors' Report.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MORGAN STANLEY LANGTON LIMITED (CONTINUED)

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report in respect of the following matters 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.

We have nothing to report in respect of these matters.

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.



Paul Cowley, C.A. (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Statutory Auditor
Glasgow, United Kingdom

21 September 2018

MORGAN STANLEY LANGTON LIMITED

INCOME STATEMENT

Year ended 31 December 2017

	Note	2017 €'000	2016 €'000
Net gains on available-for-sale financial assets	4	22,062	-
Interest income	5	664	1,002
Interest expense	5	(46,171)	(67,941)
Other expense	6	(14)	(12)
LOSS BEFORE TAXATION		<u>(23,459)</u>	<u>(66,951)</u>
Income tax benefit	7	-	-
LOSS FOR THE YEAR		<u><u>(23,459)</u></u>	<u><u>(66,951)</u></u>

All operations were continuing in the current and prior year.

The notes on pages 13 to 25 form an integral part of the financial statements.

MORGAN STANLEY LANGTON LIMITED

STATEMENT OF COMPREHENSIVE INCOME

Year ended 31 December 2017

	Note	2017 €'000	2016 €'000
LOSS FOR THE YEAR		(23,459)	(66,951)
OTHER COMPREHENSIVE INCOME, NET OF TAX			
Items that may be reclassified subsequently to profit or loss:			
Available-for-sale reserve:			
Net change in fair value of available-for-sale financial asset	9	(19,203)	6,650
Deferred tax on available-for-sale financial asset	7	3,697	(1,299)
OTHER COMPREHENSIVE INCOME AFTER INCOME TAX FOR THE YEAR		(15,506)	5,351
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		(38,965)	(61,600)

The notes on pages 13 to 25 form an integral part of the financial statements.

MORGAN STANLEY LANGTON LIMITED

STATEMENT OF CHANGES IN EQUITY Year ended 31 December 2017

	Note	Share capital €'000	Share premium account €'000	Available- for-sale reserve €'000	Retained losses €'000	Total equity €'000
Balance at 1 January 2016		-	5	10,155	(1,146,736)	(1,136,576)
Loss for the year		-	-	-	(66,951)	(66,951)
Other comprehensive income	7	-	-	5,351	-	5,351
Balance at 31 December 2016		-	5	15,506	(1,213,687)	(1,198,176)
Loss for the year		-	-	-	(23,459)	(23,459)
Other comprehensive income	7	-	-	(15,506)	-	(15,506)
Balance at 31 December 2017		-	5	-	(1,237,146)	(1,237,141)

The notes on pages 13 to 25 form an integral part of the financial statements.

MORGAN STANLEY LANGTON LIMITED

Registered number: 05724836

STATEMENT OF FINANCIAL POSITION

As at 31 December 2017

	Note	2017 €'000	2016 €'000
ASSETS			
Loans and receivables:			
Other receivables	8	87,044	84,715
		<u>87,044</u>	<u>84,715</u>
Available-for-sale financial assets	9	-	59,195
Investments in subsidiaries	10	4,684,857	4,684,857
TOTAL ASSETS		<u>4,771,901</u>	<u>4,828,767</u>
LIABILITIES AND EQUITY			
Financial liabilities at amortised cost:			
Other payables	11	6,009,042	6,023,246
		<u>6,009,042</u>	<u>6,023,246</u>
Deferred tax liabilities	12	-	3,697
TOTAL LIABILITIES		<u>6,009,042</u>	<u>6,026,943</u>
EQUITY			
Share capital	13	-	-
Share premium account	13	5	5
Available-for-sale reserve	13	-	15,506
Retained losses		(1,237,146)	(1,213,687)
Equity attributable to owners of the Company		<u>(1,237,141)</u>	<u>(1,198,176)</u>
TOTAL EQUITY		<u>(1,237,141)</u>	<u>(1,198,176)</u>
TOTAL LIABILITIES AND EQUITY		<u>4,771,901</u>	<u>4,828,767</u>

These financial statements were approved by the Board and authorised for issue on **20 SEPTEMBER 2018**

Signed on behalf of the Board



Director

STEWART BARFIELD

The notes on pages 13 to 25 form an integral part of the financial statements.

MORGAN STANLEY LANGTON LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2017

1. CORPORATE INFORMATION

The Company is incorporated and domiciled in England, UK, at the following registered address, 20 Bank Street, Canary Wharf, London, E14 4AD. The Company is a private company and is limited by shares. The registered number of the Company is 05724836.

The Company's immediate parent undertaking, and parent undertaking of the smallest group of companies for which group financial statements are drawn up and of which the Company is a member, is Morgan Stanley & Co. International plc, which has its registered office at 25 Cabot Square, Canary Wharf, London, E14 4QA, and is registered in England and Wales. Copies of its financial statements can be obtained from the Registrar of Companies for England and Wales, Companies House, Crown Way, Cardiff CF14 3UZ.

The Company's ultimate parent undertaking and controlling entity and the largest group of which the Company is a member and for which group financial statements are prepared is Morgan Stanley which, together with the Company and Morgan Stanley's other subsidiary undertakings, form the Morgan Stanley Group. Morgan Stanley has its registered office c/o The Corporation Trust Company, The Corporation Trust Center, 1209 Orange Street, Wilmington, DE 19801, United States of America and is incorporated in the state of Delaware, in the United States of America. Copies of its financial statements can be obtained from www.morganstanley.com/investorrelations.

2. BASIS OF PREPARATION

The Company is not required to prepare consolidated financial statements by virtue of the exemption under section 400 of the Companies Act 2006. The results of the Company are included within the financial statements of Morgan Stanley & Co. International plc, which has prepared consolidated financial statements for the year ended 31 December 2017, has its registered office at 25 Cabot Square, Canary Wharf, London, E14 4QA and is incorporated in England and Wales. The financial statements therefore present information about the Company as an individual entity and not about its group.

Statement of compliance

These financial statements are prepared in accordance with UK Generally Accepted Accounting Practice (UK Accounting Standards and applicable law), including FRS 101.

The Company meets the definition of a qualifying entity as defined in FRS 100 *Application of Financial Reporting Requirements*. The Company has taken advantage of the disclosure exemptions available under FRS 101 in relation to financial instruments, capital management, presentation of comparative information in respect of shares outstanding, presentation of a cash-flow statement, accounting standards not yet effective and related party transactions.

Where relevant, equivalent disclosures have been provided in the group accounts of Morgan Stanley & Co. International plc, in which the Company is consolidated. Copies of Morgan Stanley & Co. International plc's accounts can be obtained as detailed at note 1.

New standards and interpretations adopted during the year

The following amendment to standards relevant to the Company's operations was adopted during the year. This amendment did not have a material impact on the Company's financial statements.

An amendment to International Accounting Standard ("IAS") 12 *Income Taxes* was issued by the International Accounting Standards Board ("IASB") in January 2016, for application in annual periods beginning on or after 1 January 2017. The amendment was endorsed by the EU in November 2017.

There were no other standards or interpretations relevant to the Company's operations which were adopted during the year.

MORGAN STANLEY LANGTON LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2017

2. BASIS OF PREPARATION (CONTINUED)

Basis of measurement

The financial statements of the Company are prepared under the historical cost basis; except for certain financial instruments that have been measured at fair value as explained in the accounting policies below, and in accordance with applicable UK Accounting Standards, including FRS 101, and UK company law.

Critical judgements in applying the Company's accounting policies

No judgements have been made in the process of applying the Company's accounting policies that have had a significant effect on the amounts recognised in the financial statements.

The going concern assumption

The Company's business activities, together with the factors likely to affect its future development, performance and position, are reflected in the Business Review section of the Strategic report on pages 1 to 3.

As set out in the Strategic report, retaining sufficient liquidity and capital to withstand market pressures remains central to the Morgan Stanley Group's and the Company's strategy.

Although the Company is in a net liability position and has net liabilities payable within the next 12 months, the Company is performing in line with expectations and the net liability position and net liabilities payable within the next 12 months are due to amounts owing to fellow Morgan Stanley Group undertakings, the demand for repayment of which is wholly within the control of the Morgan Stanley Group.

Taking the above factors into consideration, the Directors believe it is reasonable to assume that the Company will have access to adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and financial statements.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a. Functional currency

Items included in the financial statements are measured and presented in Euro, the currency of the primary economic environment in which the Company operates.

All currency amounts in the financial statements and Strategic and Directors' reports are rounded to the nearest thousand Euro.

b. Foreign currencies

All monetary assets and liabilities denominated in currencies other than Euro are translated into Euro at the rates ruling at the reporting date. Transactions denominated in currencies other than Euro are recorded at the rates prevailing at the dates of the transactions. Foreign exchange differences on available-for-sale financial assets are recorded in the 'Available-for-sale reserve' in equity. All other translation differences are taken through the income statement. Exchange differences recognised in the income statement are presented in 'Other income' or 'Other expense'.

MORGAN STANLEY LANGTON LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2017

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

c. Financial instruments

The Company classifies its financial assets into the following categories on initial recognition: available-for-sale financial assets, investments in subsidiaries and loans and receivables.

The Company classifies its financial liabilities as financial liabilities at amortised cost on initial recognition.

More information regarding these classifications is included below:

i) Available-for-sale financial assets

Financial assets classified as available-for-sale are non-derivative financial assets that are either designated in this category or not classified in any of the other categories of financial instruments. Financial assets classified as available-for-sale are recorded on trade date and are initially recognised and subsequently measured at fair value (see note 3(d) below).

Transaction costs that are directly attributable to the acquisition of an available-for-sale financial asset are added to the fair value on initial recognition.

For equity instruments, dividend income and impairment losses are recognised in the income statement in 'Net gains/ (losses) on available-for-sale financial assets'. All other gains and losses on equity instruments classified as available-for-sale are recognised in the 'Available-for-sale reserve' within equity.

On disposal or impairment of an available-for-sale financial asset, the cumulative gain or loss in the 'Available-for-sale reserve' is reclassified to the income statement and reported in 'Net gains/ (losses) on available-for-sale financial assets'.

ii) Investments in subsidiaries

Subsidiaries are entities over which the Company has control. The Company controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

Investments in subsidiaries are stated at cost, less provision for any impairment (see note 3(f) below). Dividends, impairment losses and reversals of impairment losses are recognised in the income statement in 'Net gains/ (losses) on investments in subsidiaries'.

iii) Loans and receivables and financial liabilities at amortised cost

Financial assets classified as loans and receivables are recognised when the Company becomes a party to the contractual provisions of the instrument. They are initially measured at fair value (see note 3(d) below) and subsequently measured at amortised cost less allowance for impairment. Interest is recognised in the income statement in 'Interest income', using the effective interest rate method as described below. Transaction costs that are directly attributable to the acquisition of the financial asset are added to or deducted from the fair value on initial recognition. Impairment losses and reversals of impairment losses on financial assets classified as loans and receivables are recognised in the income statement in 'Other expense'.

Financial assets classified as loans and receivables include other receivables.

Financial liabilities at amortised cost are recognised when the Company becomes a party to the contractual provisions of the instrument. They are initially measured at fair value (see note 3(d) below) and subsequently measured at amortised cost. Interest is recognised in the income statement in 'Interest expense' using the effective interest rate method as described below. Transaction costs that are directly attributable to the issue of the financial liability are added to or deducted from the fair value on initial recognition.

MORGAN STANLEY LANGTON LIMITED

NOTES TO THE FINANCIAL STATEMENTS Year ended 31 December 2017

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

c. Financial instruments (continued)

iii) Loans and receivables and financial liabilities at amortised cost (continued)

The effective interest rate method is a method of calculating the amortised cost of a financial instrument (or a group of financial instruments) and of allocating the interest income or interest expense over the expected life of the financial instrument. The effective interest rate is the rate that exactly discounts the estimated future cash payments and receipts through the expected life of the financial instrument (or, where appropriate a shorter period) to the carrying amount of the financial instrument. The effective interest rate is established on initial recognition of the financial instrument. The calculation of the effective interest rate includes all fees and commissions paid or received, transaction costs, and discounts or premiums that are an integral part of the effective interest rate. Transaction costs are incremental costs that are directly attributable to the acquisition, issue or disposal of a financial instrument.

d. Fair value

Fair value measurement

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (i.e. the "exit price") in an orderly transaction between market participants at the measurement date.

Fair value is a market-based measure considered from the perspective of a market participant rather than an entity-specific measure. Therefore, even when market assumptions are not readily available, assumptions are set to reflect those that the Company believes market participants would use in pricing the asset or liability at the measurement date.

Where the Company manages a group of financial assets and financial liabilities on the basis of its net exposure to either market risks or credit risk, the Company measures the fair value of that group of financial instruments consistently with how market participants would price the net risk exposure at the measurement date.

In determining fair value, the Company uses various valuation approaches and establishes a hierarchy for inputs used in measuring fair value that maximises the use of relevant observable inputs and minimises the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are inputs that market participants would use in pricing the asset or liability that were developed based on market data obtained from sources independent of the Company. Unobservable inputs are inputs that reflect assumptions the Company believes other market participants would use in pricing the asset or liability, that are developed based on the best information available in the circumstances.

The hierarchy is broken down into three levels based on the observability of inputs as follows, with Level 1 being the highest and level 3 being the lowest level:

- Level 1 – Quoted prices (unadjusted) in an active market for identical assets or liabilities
Valuations based on quoted prices in active markets that the Morgan Stanley Group has the ability to access for identical assets or liabilities. Valuation adjustments and block discounts are not applied to Level 1 instruments. Since valuations are based on quoted prices that are readily and regularly available in an active market, valuation of these products does not entail a significant degree of judgement.
- Level 2 – Valuation techniques using observable inputs
Valuations based on one or more quoted prices in markets that are not active or for which all significant inputs are observable, either directly or indirectly.
- Level 3 – Valuation techniques with significant unobservable inputs
Valuations based on inputs that are unobservable and significant to the overall fair value measurement.

MORGAN STANLEY LANGTON LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2017

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

e. Derecognition of financial assets and liabilities

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risk and rewards of ownership of the asset.

If the asset has been transferred, and the entity neither transfers nor retains substantially all of the risks and rewards of the asset, then the entity determines whether it has retained control of the asset.

If the entity has retained control of the asset, it shall continue to recognise the financial asset to the extent of its continuing involvement in the financial asset. If the entity has not retained control of the asset, it derecognises the asset and separately recognises any rights or obligation created or retained in the transfer.

The Company derecognises financial liabilities when the Company's obligations are discharged, cancelled or they expire.

f. Impairment of financial assets

At each reporting date, an assessment is made as to whether there is any objective evidence of impairment in the value of a financial asset classified as either available-for-sale, loans and receivables or investments in subsidiaries. Impairment losses are recognised if an event has occurred which will have an adverse impact on the expected future cash flows of an asset and the expected impact can be reliably estimated.

Impairment losses on available-for-sale financial assets are measured as the difference between cost (net of any principal repayment and amortisation) and the current fair value (see note 3(d) above). Where there is evidence that the available-for-sale financial asset is impaired, the cumulative loss that had been previously recognised in other comprehensive income is reclassified from the 'Available-for-sale reserve' and recognised in the income statement within 'Net gains/ (losses) on available-for-sale financial assets'.

Impairment losses on investment in subsidiaries are measured as the difference between cost and the current estimated recoverable amount. When the recoverable amount is less than the cost, an impairment is recognised within the income statement in 'Net gains/ (losses) on investment in subsidiaries' and is reflected against the carrying amount of the impaired asset on the statement of financial position.

Impairment losses on loans and receivables are measured as the difference between the carrying amount of the loans and receivables and the present value of estimated cash flows discounted at the asset's original effective interest rate. Such impairment losses are recognised in the income statement within 'Other expense' and are recognised against the carrying amount of the impaired asset on the statement of financial position. Interest on the impaired asset continues to be accrued on the reduced carrying amount based on the original effective interest rate of the asset.

Subsequent increases in the fair value of previously impaired equity available-for-sale financial assets are reported as fair value gains in the 'Available-for-sale reserve' through other comprehensive income and not separately identified as an impairment reversal. For all other financial assets, if in a subsequent year, the amount of the estimated impairment loss decreases because of an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed as described for the relevant categories of the financial asset in note 3(c)(i), (ii) and (iii). Any reversal is limited to the extent that the value of the asset may not exceed the original amortised cost of the asset had no impairment occurred.

MORGAN STANLEY LANGTON LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2017

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

g. Income tax

The tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is calculated based on taxable profit for the year. Taxable profit may differ from profit/ (loss) before taxation as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting date. Current tax is charged or credited in the income statement, except when it relates to items charged or credited directly to other comprehensive income or equity, in which case the current tax is also recorded within other comprehensive income or equity respectively.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. 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 taxable profits will be available against which deductible temporary differences can be utilised.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, except where the Company is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at each reporting date and limited to the extent that it is probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the income statement, except when it relates to items charged or credited directly to other comprehensive income or equity, in which case the deferred tax is reflected within other comprehensive income or equity, respectively.

Current tax assets are offset against current tax liabilities when there is a legally enforceable right to set off current tax assets against current tax liabilities and the Company intends to settle its current tax assets and current tax liabilities on a net basis or to realise the asset and settle the liability simultaneously. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and current tax liabilities on a net basis.

h. Offsetting of financial assets and financial liabilities

Where there is a currently legally enforceable right to set off the recognised amounts and an intention to either settle on a net basis or to realise the asset and the liability simultaneously, financial assets and financial liabilities are offset and the net amount is presented on the statement of financial position. In the absence of such conditions, financial assets and financial liabilities are presented on a gross basis.

4. NET GAINS ON AVAILABLE-FOR-SALE FINANCIAL ASSETS

	2017	2016
	€'000	€'000
Income from another Morgan Stanley Group undertaking (note 9)	<u>22,062</u>	<u>-</u>

MORGAN STANLEY LANGTON LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2017

5. INTEREST INCOME AND INTEREST EXPENSE

'Interest income' and 'Interest expense' represent total interest income and total interest expense for financial assets and financial liabilities that are not carried at fair value.

No other gains or losses have been recognised in respect of loans and receivables other than as disclosed as 'Interest income', within the income statement.

No other gains or losses have been recognised in respect of financial liabilities at amortised cost other than as disclosed as 'Interest expense', within the income statement.

6. OTHER EXPENSE

	2017	2016
	€'000	€'000
Auditor's remuneration:		
Fees payable to the Company's auditor for the audit of the Company's annual financial statements	11	12
Net foreign exchange losses	3	-
	<u>14</u>	<u>12</u>

The Company employed no staff during the year (2016: nil).

Disclosures relating to remuneration received by Directors' in respect of their qualifying services to the Company are included in the Related party disclosures (note 16).

7. INCOME TAX BENEFIT

Analysis of benefit in the year

	2017	2016
	€'000	€'000
Current tax benefit		
UK corporation tax at 19.25% (2016: 20.00%)		
- Current year	<u>-</u>	<u>-</u>
Income tax benefit	<u>-</u>	<u>-</u>

Finance (No.2) Act 2015 enacted a reduction in the UK corporation tax rate to 19% with effect from 1 April 2017. Finance Act 2016 enacted a further reduction in the UK corporation tax rate to 17% with effect from 1 April 2020. These reductions in the tax rate may impact the current tax charge in future periods.

MORGAN STANLEY LANGTON LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2017

7. INCOME TAX BENEFIT (CONTINUED)

Reconciliation of effective tax rate

The current year income tax benefit is lower (2016: lower) than that resulting from applying the average standard rate of corporation tax in the UK for the year of 19.25% (2016: 20.00%). The main differences are explained below:

	2017	2016
	€'000	€'000
Loss before taxation	<u>(23,459)</u>	<u>(66,951)</u>
Income tax using the average standard rate of corporation tax in the UK of 19.25% (2016: 20.00%)	(4,516)	(13,390)
Impact on tax of:		
Group relief surrendered for no cash consideration	4,516	13,390
Total income tax benefit in the income statement	<u><u>-</u></u>	<u><u>-</u></u>

In addition to the amount charged to the income statement, the aggregate amount of deferred tax relating to each component of other comprehensive income was as follows:

	2017			2016		
	Before tax	Tax (expense) / benefit	Net of tax	Before tax	Tax (expense) / benefit	Net of tax
	€'000	€'000	€'000	€'000	€'000	€'000
Available-for-sale reserve:						
Net change in fair value of available-for-sale financial assets	<u>(19,203)</u>	3,697	<u>(15,506)</u>	6,650	(1,299)	<u>5,351</u>
Other comprehensive (loss)/income	<u>(19,203)</u>	<u>3,697</u>	<u>(15,506)</u>	<u>6,650</u>	<u>(1,299)</u>	<u>5,351</u>

8. OTHER RECEIVABLES

	2017	2016
	€'000	€'000
Amounts due from other Morgan Stanley Group undertakings	<u>87,044</u>	<u>84,715</u>

MORGAN STANLEY LANGTON LIMITED

NOTES TO THE FINANCIAL STATEMENTS Year ended 31 December 2017

9. AVAILABLE-FOR-SALE FINANCIAL ASSETS

Financial assets classified as available-for-sale are summarised as follows:

	2017 €'000	2016 €'000
Asset linked loan	-	59,195

Movement in available-for-sale financial assets

	2017 €'000	2016 €'000
Fair value		
At 1 January	59,195	52,545
Changes in fair value recognised in the available-for-sale reserve	(19,203)	6,650
Settlement	(39,992)	-
At 31 December	-	59,195

Of which:

Available-for-sale financial assets representing investments in other Morgan Stanley Group undertakings	-	59,195
---	---	--------

On 28 April 2017, Morgan Stanley Grund S.à r.l. fully repaid the asset linked loan held by the Company as an available-for-sale investment for consideration of €39,992,000 and paid €22,062,000 as a performance amount under the terms of the loan (note 4).

10. INVESTMENTS IN SUBSIDIARIES

	Subsidiary undertakings €'000
Cost and carrying amounts	
At 1 January 2017 and 31 December 2017	4,684,857

Details of all investments in subsidiaries (including indirect subsidiaries) of the Company at 31 December 2017 and 31 December 2016 are as follows:

Name of company	Address of undertaking's registered office	Type of shares held	Proportion of shares held		Proportion of voting rights held		Nature of business
			2017	2016	2017	2016	
Morgan Stanley Equity Investments (Luxembourg) Unlimited Company	Custom House, Plaza Block 6, International Financial Services Centre, Dublin 1, Ireland	Ordinary Class B	100%	100%	99%	99%	Holding Company
Morgan Stanley Heythorp Investments Unlimited Company	Custom House, Plaza Block 6, International Financial Services Centre, Dublin 1, Ireland	Ordinary Class A	99.99%	99.99%	89.89%	89.89%	Holding Company

MORGAN STANLEY LANGTON LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2017

10. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

Name of company	Address of undertaking's registered office	Type of shares held	Proportion of shares held		Proportion of voting rights held		Nature of business
			2017	2016	2017	2016	
Morgan Stanley Heythorp Investments Unlimited Company	Custom House, Plaza Block 6, International Financial Services Centre, Dublin 1, Ireland	Ordinary Class B	100%	100%	10.10%	10.10%	Holding Company
Morgan Stanley Grund S.à r.l.	46A, Avenue J.F. Kennedy, Luxembourg, L-1855	Ordinary	100%	100%	99%^	99%^	Holding Company
Morgan Stanley Equity Trading (DIFC) Limited ⁽¹⁾	6B, Route de Treves, L-2633 Senningerberg, Luxembourg	Ordinary	-	100%	-	99%^	Financial services
Morgan Stanley Derivative Products (Portugal) Unipessoal LDA.	Rua Duque de Palmela, No. 23, 1250-097, Lisbon, Portugal	Ordinary	100%	100%	99%^	99%^	Financial services
Morgan Stanley Equity Investments (UK) Limited	Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands	Ordinary	100%	100%	99%^	99%^	Financial services
Morgan Stanley Corporate Holdings (Luxembourg) Unlimited Company	Custom House, Plaza Block 6, International Financial Services Centre, Dublin 1, Ireland	Ordinary	100%	100%	99%^	99%^	Holding Company
Morgan Stanley Euro Financing (Luxembourg) Unlimited Company	Custom House, Plaza Block 6, International Financial Services Centre, Dublin 1, Ireland	Ordinary	50%	50%	50%^	50%^	Financial services
Morgan Stanley Derivative Products (Spain) S.L.U.	Serrano 55, 28006, Madrid, Spain	Ordinary	100%	100%	99%^	99%^	Financial services
Morgan Stanley Equity Holding (Netherlands) B.V.	Luna Arena, Herikerbergweg 238, 1101 CM, Amsterdam, The Netherlands	Ordinary	100%	100%	99%^	99%^	Financial services
Global Equity High Yield Fund B.V.	Weena 210-212, 3012 NJ Rotterdam, The Netherlands	Ordinary	99.99%	99.99%	99.99%^	99.99%^	Financial services
Morgan Stanley Equity Finance (Malta) Limited (in liquidation)	SmartCityMalta, SCM 01, TMF Group (Malta), 401 Ricasoli, Kalkara SCM 1001, Malta	Ordinary	99.99%	99.99%	99%^	99%^	Financial services

^Denotes shareholdings attributed to the Company which are not held directly by the Company.

⁽¹⁾ On 28 April 2017, Morgan Stanley Grund S.à r.l. disposed of its holding in Morgan Stanley Equity Trading (DIFC) Limited.

The Company has a 100% interest in the Ordinary Class B shares of Morgan Stanley Equity Investments (Luxembourg) Unlimited Company which entitles the holder to 99% of voting rights and 99% of assets. In this situation, the Company is entitled to 99% of the benefits and is exposed to 99% of the risks inherent in the net assets of Morgan Stanley Equity Investments (Luxembourg) Unlimited Company. This also applies to quasi-subidiaries held indirectly as subsidiaries of Morgan Stanley Equity Investments (Luxembourg) Unlimited Company.

The Ordinary Class A shares of Morgan Stanley Equity Investments (Luxembourg) Unlimited Company, which carry overall voting rights of 1% and a capital weighting of 1%, are held by another Morgan Stanley Group undertaking.

MORGAN STANLEY LANGTON LIMITED

NOTES TO THE FINANCIAL STATEMENTS Year ended 31 December 2017

11. OTHER PAYABLES

	2017 €'000	2016 €'000
Amounts due to other Morgan Stanley Group undertakings	<u>6,009,042</u>	<u>6,023,246</u>

12. DEFERRED TAX LIABILITIES

Deferred taxes are calculated on all temporary differences under the liability method. The movement in the deferred tax account is as follows:

	2017 €'000	2016 €'000
At 1 January	3,697	2,398
Amount recognised in other comprehensive income:		
Available-for-sale financial asset	<u>(3,697)</u>	<u>1,299</u>
At 31 December	<u><u>-</u></u>	<u><u>3,697</u></u>

The deferred tax included in the statement of financial position and changes recorded in 'Income tax expense' are as follows:

	Deferred tax liability	Income statement	Deferred tax liability	Income statement
	2017 €'000	2017 €'000	2016 €'000	2016 €'000
Available-for-sale financial assets	<u>-</u>	<u>-</u>	<u>3,697</u>	<u>-</u>

Finance (No 2) Act 2015 enacted a reduction in the UK corporation tax rate to 19% with effect from 1 April 2017. Finance Act 2016 enacted a further reduction in the UK corporation tax rate to 17% with effect from 1 April 2020.

13. EQUITY

	Ordinary shares of €1 each Number	Ordinary shares of €1 each €'000
Allotted and fully paid		
At 1 January 2017 and 31 December 2017	<u>5</u>	<u>-</u>

Reserves

Share premium

The 'Share premium account' of €5,000 (2016: €5,000) comprises the capital raised in an issue of shares that exceeds the nominal value of the shares.

MORGAN STANLEY LANGTON LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2017

13. EQUITY (CONTINUED)

Available-for-sale reserve

On 28 April 2017, Morgan Stanley Grund S.à r.l. fully repaid the asset linked loan held by the Company as an available-for-sale investment in exchange for consideration of €39,992,000 resulting in a loss of €19,203,000 less deferred tax of €3,697,000 being recognised in the available-for-sale reserve, thus reducing the available-for-sale reserve to €nil. On the same day, Morgan Stanley Grund S.à r.l. paid €22,062,000 to the Company as a performance amount under the terms of the loan, which has been reflected in the income statement in "Net gains on available-for sale financial assets" (note 4).

14. EXPECTED MATURITY OF ASSETS AND LIABILITIES

The table below shows an analysis of assets and liabilities analysed according to when they are expected to be recovered, realised or settled.

At 31 December 2017

	Less than or equal to twelve months €'000	More than twelve months €'000	Total €'000
ASSETS			
Loans and receivables:			
Other receivables	87,044	-	87,044
Investments in subsidiaries	-	4,684,857	4,684,857
	<u>87,044</u>	<u>4,684,857</u>	<u>4,771,901</u>
LIABILITIES			
Financial liabilities at amortised cost:			
Other payables	6,009,042	-	6,009,042
	<u>6,009,042</u>	<u>-</u>	<u>6,009,042</u>

At 31 December 2016

	Less than or equal to twelve months €'000	More than twelve months €'000	Total €'000
ASSETS			
Loans and receivables:			
Other receivables	84,715	-	84,715
Available-for-sale financial assets	59,195	-	59,195
Investments in subsidiaries	-	4,684,857	4,684,857
	<u>143,910</u>	<u>4,684,857</u>	<u>4,828,767</u>
LIABILITIES			
Financial liabilities at amortised cost:			
Other payables	6,023,246	-	6,023,246
Deferred tax liabilities	-	3,697	3,697
	<u>6,023,246</u>	<u>3,697</u>	<u>6,026,943</u>

MORGAN STANLEY LANGTON LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2017

15. SEGMENT REPORTING

The Company has only one class of business as described in the Strategic report and operates in one geographic market, Europe, Middle East and Africa (“EMEA”).

16. RELATED PARTY DISCLOSURES

Parent and subsidiary relationships

Parent and ultimate controlling entities

The parent and ultimate controlling entities are disclosed in note 1 to the financial statements.

Subsidiary relationships

The Company’s subsidiary undertakings (including indirect subsidiaries) at 31 December 2017 and 31 December 2016 are disclosed in note 10 to the financial statements.

Directors’ remuneration

The Company had three Directors in the current and prior year who are employed by other Morgan Stanley Group entities. The Directors’ services to the Company are considered to be incidental to their other responsibilities within the Morgan Stanley Group and as such, Directors remuneration is €nil for the current financial year (2016: €21,000).