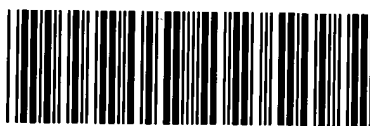


MORGAN GUARANTY TRUST COMPANY LIMITED
(Registered Number: 01162870)

Annual report for the year ended 31 December 2017

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MORGAN GUARANTY TRUST COMPANY LIMITED
Annual report for the year ended 31 December 2017

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MORGAN GUARANTY TRUST COMPANY LIMITED

Strategic report

The directors present the strategic report of Morgan Guaranty Trust Company Limited (the "Company") for the year ended 31 December 2017.

Overview

The Company is incorporated and domiciled in England and Wales. It is an indirect subsidiary of JPMorgan Chase & Co. ("JPMorgan Chase" or the "Firm"). JPMorgan Chase is a financial holding company incorporated under Delaware law in 1968, it is a leading global financial services firm and one of the largest banking institutions in the United States of America ("U.S."), with operations worldwide. The Company had £6,496,392 in assets and £6,300,005 in total shareholder's equity as of 31 December 2017.

Principal activity

The Company's principal activity during the year was to hold investments on behalf of JPMorgan Chase Bank N.A and management of cash.

Review of business

The Joint venture agreement between Morgan Guaranty Trust Company and Zenith Bank was terminated with effect from 3rd February 2017 by providing due notice of termination to the aforesaid party.

Income Statement:

The results for the year are set out on page 6 and show the Company's loss for the financial year to be £323,214 (2016: profit of £630,474).

Balance sheet:

The balance sheet is set out on page 7. The Company had total assets and total liabilities of £6,496,392 (2016: £6,819,606) and £196,387 (2016: £196,387) respectively as at 31 December 2017.

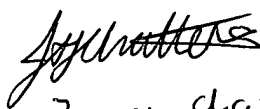
Future outlook

Management is assessing whether the Company can be put into liquidation, however no decision has been made. Taking into account the financial position of the Company, the directors have concluded that it is appropriate to prepare the financial statements on a going concern basis.

Principal risks and uncertainties

From the perspective of the Company, the principal risks and uncertainties are integrated with the principal risks of the Firm and are not managed separately. The directors do not consider that the company is exposed to significant financial risks.

On behalf of the Board



James Clatter

Director

Date: 03/09/2018

MORGAN GUARANTY TRUST COMPANY LIMITED

Directors' report

The directors present their report and the audited financial statements of Morgan Guaranty Trust Company Limited (the "Company") for the year ended 31 December 2017. The Company is part of JPMorgan Chase & Co. (together with its subsidiaries, the "Firm" or "JPMorgan Chase"). The Company's registration number is 01162870.

Refer to the Strategic Report for future outlook.

Results and dividends

The results for the year are set out on page 6 and show the Company's loss for the financial year is £323,214 (2016: profit of £630,474)

No dividends were paid or proposed during the year (2016: £nil).

Directors

The directors of the Company who served during the year and up to the date of signing the financial statements were as follows:

L.J. Navaratne	Resigned on 1 September 2017
S.M. White	Resigned on 1 September 2017
J. Chatters	Appointed on 1 September 2017
J. Hobson	Appointed on 1 September 2017
M. Allen	Appointed on 1 September 2017

Directors' interests

None of the directors has any beneficial interest in the Company. The Company is a subsidiary of a company incorporated outside England and Wales. The ultimate holding company is a body corporate incorporated outside England and Wales. The directors are not required to notify the Company of any interests in shares of that or any other body incorporated outside England and Wales.

Statement of directors' responsibilities

The directors are responsible for preparing the Strategic Report, Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 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 the year.

In preparing those 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 Accounting Standards, comprising FRS 101 have been followed, subject to any material departures disclosed and explained in the financial statements; 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.

MORGAN GUARANTY TRUST COMPANY LIMITED

Directors' report (continued)

Disclosure of information to auditors

Each person who is a director of the Company 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 auditors are unaware; and
- each director has taken all the steps that he or she ought to have taken as a director to make himself or herself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Qualifying third party indemnity provision

An indemnity is provided to the directors of the Company under the by-laws of JPMorgan Chase & Co. against liabilities and associated costs which they could incur in the course of their duties to the Company. The indemnity was in force during the financial year and also at the date of approval of the financial statements. A copy of the by-laws of JPMorgan Chase & Co. is available at the registered office address of the Company.

Company secretary

The secretary of the Company who served during the year was as follows:

J.P. Morgan Secretaries (UK) Limited.

Registered address

25 Bank Street
Canary Wharf
London E14 5JP
England and Wales

Independent auditors

The independent auditors, PricewaterhouseCoopers LLP, have expressed their willingness to continue in office.

On behalf of the Board



Director

James Chatters

Date: 03/09/2018

Independent auditors' report to the members of Morgan Guaranty Trust Company Limited

Report on the audit of the financial statements

Opinion

In our opinion, Morgan Guaranty Trust Company Limited's 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 (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual report (the "Annual Report"), which comprise: the Balance sheet; the Income statement; the Statement of comprehensive income; the Statement of changes in equity; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which ISAs (UK) require us to report to you when:

- the directors' use of the going concern basis of accounting in the 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.

However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the Company's ability to continue as a going concern.

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of 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 based on these responsibilities.

With respect to the Strategic Report and Directors' report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require us also to report certain opinions and matters as described below.

Independent auditors' report to the members of Morgan Guaranty Trust Company Limited (continued)

Reporting on other information (continued)

Strategic Report and Directors' report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic Report and Directors' report for the year ended 31 December 2017 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

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

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Statement of directors' responsibilities set out on page 2, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they 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.

Auditors' 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 auditors' 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 FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.

Use of this report

This report, including the opinions, has been prepared for and only for the Company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

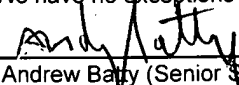
Other required reporting

Companies Act 2006 exception reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the Company, or returns adequate for our audit have not been received from branches not visited by us; or
- certain disclosures of directors' remuneration specified by law are not made; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.



Andrew Batty (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London 3 September 2018

MORGAN GUARANTY TRUST COMPANY LIMITED

Income statement

Year ended 31 December		2017	2016
	Notes	£	£
Dividend Income		70,207	—
Other operating (expense)/income	5	(397,595)	759,783
Impairment of investment in joint venture	11	(48,134)	—
Administrative expenses	6	(156)	(146)
Operating (loss)/profit		(375,678)	759,637
Interest and similar income	8	52,464	28,455
(Loss)/Profit on ordinary activities before taxation	9	(323,214)	788,092
Tax on (loss)/profit on ordinary activities	10	—	(157,618)
(Loss)/Profit for the financial year		(323,214)	630,474

Statement of comprehensive income

There were no other items of comprehensive income or expense other than the loss for the financial year shown above (2016: \$nil). As a result, loss (2016: profit) for the financial year represents total comprehensive expense (2016: income) for the year.

The notes on pages 9 - 13 form an integral part of these financial statements.

MORGAN GUARANTY TRUST COMPANY LIMITED
Balance sheet

31 December		2017	2016
	Notes	£	£
Non Current assets			
Debtors	12	5,981,968	—
Current assets			
Investments in Joint Venture	11	5,222	53,356
Debtors	12	—	6,341,945
Cash and cash equivalents	13	509,202	424,305
Total current assets		514,424	6,819,606
Creditors: amounts falling due within one year	14	(196,387)	(196,387)
Net assets		6,300,005	6,623,219
Equity			
Called-up share capital	15	3,462,954	3,462,954
Retained earnings		2,837,051	3,160,265
Total equity		6,300,005	6,623,219

The notes on pages 9 - 13 form an integral part of these financial statements.

The financial statements on pages 6 - 13 were approved by the Board of Directors on 03/09/ 2018 and signed on its behalf by:



Director

James Chatters

Date: 03/09/2018

MORGAN GUARANTY TRUST COMPANY LIMITED
Statement of changes in equity

	Called-up share capital	Retained earnings	Total equity
	£	£	£
Balance as at 1 January 2016	3,462,954	2,529,791	5,992,745
Profit for the financial year	—	630,474	630,474
Balance as at 31 December 2016	3,462,954	3,160,265	6,623,219
Loss for the financial year	—	(323,214)	(323,214)
Balance as at 31 December 2017	3,462,954	2,837,051	6,300,005

The notes on pages 9 - 13 form an integral part of these financial statements.

MORGAN GUARANTY TRUST COMPANY LIMITED

Notes to the financial statements

1. General information

The Company is a private limited entity incorporated and domiciled in England and Wales. The Company is a wholly-owned indirect subsidiary of JPMorgan Chase Bank N.A., which is one of the principal subsidiaries of JPMorgan Chase & Co. (the "Firm" or "JPMorgan Chase"). The Company's immediate parent undertaking is J.P. Morgan Overseas Capital Corporation, incorporated in the State of Delaware in the United States of America. The parent undertaking of the smallest group in which the Company's results are consolidated is J.P. Morgan International Finance Limited, which is incorporated in the State of Delaware in the United States of America. The Company's ultimate parent undertaking and controlling party is JPMorgan Chase & Co., which is incorporated in the state of Delaware in the United States of America. JPMorgan Chase & Co. is also the parent undertaking of the largest group in which the results of the Company are consolidated. The largest and smallest parent groups' consolidated financial statements can be obtained from the Company's registered office at 25 Bank Street, Canary Wharf, London, E14 5JP, England and Wales.

2. Basis of preparation

These financial statements have been prepared in accordance with Financial Reporting Standard 101, "Reduced Disclosure Framework" ("FRS 101"). FRS 101 applies the recognition and measurement requirements of International Financial Reporting Standards ("IFRS") as adopted by the European Union with reduced disclosures.

The financial statements have been prepared on a going concern basis under the historical cost convention in accordance with the Companies Act 2006.

The following exemptions from the requirements of IFRS as adopted by the EU have been applied in the preparation of these financial statements, in accordance with FRS 101:

- Comparative information disclosures (paragraph 38 of IAS 1 'Presentation of financial statements' ("IAS 1")) for reconciliation of share capital (paragraph 79(a)(iv) of IAS 1);
- Statement of compliance to IFRSs (paragraph 16, IAS 1);
- Cash flow statement and related notes IAS 7 'Cash flow statements';
- Disclosures in relation to new or revised standards issued but not yet effective (paragraph 30 and 31, IAS 8, 'Accounting policies, changes in accounting estimates and errors');
- Key management compensation disclosures (paragraph 17, IAS 24 'Related Party Disclosures' ("IAS 24"));
- Related party transactions with wholly owned Firm undertakings (paragraph 18 and 19, IAS 24);
- Disclosure requirements of IFRS 7 'Financial Instruments: Disclosures'; and
- Disclosure requirements of IFRS 13 'Fair Value Measurement' (paragraph 91 - 99 of IFRS 13).

3. Critical accounting estimates and judgements

The preparation of financial statements generally requires management to make judgements, estimates and assumptions that affect the amounts recognised in the financial statements. Due to the nature of business undertaken by the Company, no significant accounting estimates or judgements were required in preparation of these financial statements.

4. Significant accounting policies

The following are principal accounting policies applied in the preparation of these financial statements. These policies have been applied consistently to all the years presented, unless otherwise stated.

4.1 Foreign currency translation

Monetary assets and liabilities in foreign currencies are translated into British Pound Sterling ("GBP") at rates of exchange ruling on the balance sheet date. Income and expense items denominated in foreign currencies are translated into GBP at exchange rates prevailing at the date of the transactions. Any gains or losses arising on translation are taken directly to the income statement.

Non-monetary items denominated in foreign currencies that are stated at historical cost are translated into GBP at the exchange rate ruling at the date of the transaction.

4.2 Functional and presentation currency

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). GBP is considered as functional and presentation currency of the Company.

MORGAN GUARANTY TRUST COMPANY LIMITED

Notes to the financial statements (continued)

4. Significant accounting policies (continued)

4.3 Income and expense recognition

Interest income and expense are recognised on an effective interest rate basis.

Expenses are recognised when the underlying contract becomes legally binding or at the agreed due date if later.

4.4 Financial assets

The Company classifies its financial assets as loans and receivables.

i. Loans and receivables

Loans and receivables are non- derivative financial assets with fixed or determinable payments that are not quoted in an active market except those that are classified as held for trading or designated at fair value through profit or loss. Loans and receivables include loans and advances to banks, loans and advances to customers and debtors.

Loans and receivables are initially recognised at fair value including directly related incremental transaction costs. They are subsequently measured at amortised cost, including any provision for impairment losses. Interest is recognised in the income statement as 'Interest and similar income' using the effective interest rate method (see below).

The effective interest method is used to calculate the amortised cost of a financial asset or financial liability (or a group of financial assets or financial liabilities). It is a method of allocating the interest income or interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial asset or financial liability or, when appropriate, a shorter period to the net carrying amount of the financial asset or financial liability. The effective interest rate is established on initial recognition of the financial asset or financial liability. 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 asset or financial liability.

4.5 Investment in joint venture

The Company's interests in a joint venture are stated at cost less any amounts written off.

4.6 Impairment of Investment in joint venture

The Company assesses at each balance sheet date whether there is any objective evidence that Investment in joint venture are impaired. The impairment review includes a comparison of the carrying amount with its recoverable amount, which is based on the net asset value of the investee company at the balance sheet date.

4.7 Current tax

Income tax payable on taxable profits (current tax) is recognised as an expense in the period in which the profits arise. Income tax recoverable on tax allowable losses is recognised as a current tax asset only to the extent that it is regarded as recoverable by offset against taxable profits arising in the current or prior period. Current tax is measured using tax rates and tax laws that have been enacted or substantively enacted at the balance sheet date.

4.8 Provisions for liabilities and charges

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made.

4.9 Cash and cash equivalents

Cash and cash equivalents include cash and balances at banks and loans and advances to banks with maturities of three months or less.

5. Other operating (expense)/income

	2017	2016
	£	£
Foreign exchange translation (loss)/gain	(397,595)	759,783

MORGAN GUARANTY TRUST COMPANY LIMITED
Notes to the financial statements (continued)

6. Administrative Expenses

	2017	2016
	£	£
Bank charges	(156)	(146)

7. Directors emoluments

The directors are employees of other JPMorgan Chase undertakings and all expenses, including remuneration, are paid by those companies and not recharged.

The directors do not consider that a significant element of their remuneration relates to the Company for the current financial year(2016: £nil).

The Company had no employees during the year (2016: none)

8. Interest and similar income

	2017	2016
	£	£
Interest and similar income from other JPMorgan Chase undertakings	52,464	28,455

9. (Loss)/Profit on ordinary activities before taxation

The auditors' remuneration for the audit of the Company's annual financial statements of £5,500 (2016: £5,400) is met by another JPMorgan Chase undertaking and not recharged.

10. Tax on (loss)/profit on ordinary activities

	2017	2016
	£	£
(a) Analysis of tax charge for the year		
Current taxation		
UK Corporation tax on (loss)/profit for the year	—	157,618
Total tax expense for the year	—	157,618

(b) Factors affecting the current tax charge for the year

The tax charge for the year differs from the standard rate of corporation tax in the UK 19.25% (2016: 20%). The differences are explained below:

(Loss)/Profit on ordinary activities before taxation	(323,214)	788,092
(Loss)/Profit on ordinary activities before taxation multiplied by standard rate of corporation tax in UK 19.25% (2016: 20%)	(62,219)	157,618
Effects of:		
Expenses not deductible	9,255	—
Income not taxable	(13,512)	—
Effects of group relief/ other reliefs without payment	66,476	—
Total tax expense for the year	—	157,618

MORGAN GUARANTY TRUST COMPANY LIMITED

Notes to the financial statements (continued)

11. Investments in Joint Venture

	2017	2016
	£	£
At 1 January	53,356	53,356
Impairment during the year	(48,134)	—
At 31 December	5,222	53,356

The Company's share of the Joint Ventures gross assets and liabilities are as follows:

Share of total assets	8,702	86,161
Share of total liabilities	(3,480)	(737)
Share of net assets	5,222	85,424

The share of Joint Venture's loss is £3,506 during the year (2016: profit of £247).

An impairment of £48,134 was recognised on the investment in joint venture, due to realisation of assets by the joint venture entity and subsequent distribution as dividend to the Company of \$95,000 (£70,207).

The Joint venture agreement between Morgan Guaranty Trust Company and Zenith Bank was terminated with effect from 3rd February 2017 by providing due notice of termination to the aforesaid party.

The investment represents share capital in the following entity:

Name	Registered address	Principal activity	Shares held %
JZ Financial Management Limited	25 Bank Street, Canary Wharf, London, E14 5JP, England and Wales	Marketing of custody and asset management services to the Central Bank of Nigeria	50.00%

12. Debtors

	2017	2016
	£	£
Amounts owed by other JPMorgan Chase undertakings	5,981,968	6,341,945

For the current year, the amounts owed by other JPMorgan Chase undertakings are falling due more than one year, and in prior year they were falling due within one year.

13. Cash at bank and in hand

All bank balances are held with other JPMorgan Chase undertakings.

14. Creditors: amounts falling due within one year

	2017	2016
	£	£
Other taxation	196,387	196,387

MORGAN GUARANTY TRUST COMPANY LIMITED
Notes to the financial statements (continued)

15. Called-up share capital

	2017	2016
	£	£
Issued and fully paid share capital		
10,000 (2016: 10,000) ordinary B shares of £1 each	10,000	10,000
5,600,000 (2016: 5,600,000) ordinary A shares of \$1 each	3,452,954	3,452,954
	3,462,954	3,462,954