

**Registered number: 05724825**

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

**MORGAN STANLEY LONGCROSS LIMITED**

**Report and financial statements**

**31 December 2018**



# MORGAN STANLEY LONGCROSS LIMITED

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# MORGAN STANLEY LONGCROSS LIMITED

## STRATEGIC REPORT

The Directors present their Strategic report for Morgan Stanley Longcross Limited (the "Company") for the year ended 31 December 2018.

### 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". The Company's immediate parent undertaking is Morgan Stanley & Co. International plc.

### BUSINESS REVIEW

#### Overview of 2018 performance and key performance indicators

The Company's main key performance indicators are loss after tax, total assets and total liabilities.

The Company's loss after tax for the year amounted to \$3,749,000, compared to \$2,393,000 in the prior year. The loss for the current year was mainly represented by net interest expense of \$3,927,000 with other Morgan Stanley group undertakings. In the prior year, the loss was similarly represented by net interest expense of \$2,889,000 with other Morgan Stanley group undertakings.

The decrease in total assets by \$98,155,000 to \$243,905,000 and total liabilities by \$94,404,000 to \$196,907,000 is primarily driven by decreases in amounts due from and due to other Morgan Stanley group undertakings.

During the year, two of the Company's subsidiaries reduced its capital by \$300,000,000 and paid a dividend to the Company of \$21,902,000. The Company subsequently impaired its investment in both the subsidiaries to \$nil, recognising a loss of \$21,711,000.

#### Risk management

The Directors consider that the Company's key financial risks are credit risk, primarily its concentration of exposure to other Morgan Stanley Group undertakings, and liquidity risk arising through its exposure to other Morgan Stanley Group undertakings presented within other receivables and payables, loans and advances and debt and other borrowings. The Company leverages the Morgan Stanley Group's credit and liquidity risk frameworks to identify, measure, monitor and control credit risk and to ensure that the Company has access to adequate funding.

As an intermediate holding company, the Company is also exposed to the risk of decline in value of its investments in subsidiary undertakings. Due to the current financial strength of its subsidiary undertakings, the Directors consider that the actual risk the Company is exposed to is minimal.

The Company also has some limited exposure to country, operational and legal, regulatory and compliance risks.

The Company leverages the risk management policies and procedures of the Morgan Stanley Group.

## MORGAN STANLEY LONGCROSS LIMITED

### STRATEGIC REPORT (CONTINUED)

#### Going concern

Although the Company has net liabilities payable within the next 12 months, the Company is performing in line with expectations and the 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. In addition, the Company's ultimate parent undertaking and controlling entity, Morgan Stanley, has agreed to provide financial support to the Company to meet its obligations. As a result, 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 BAILEY



Director

23 SEPTEMBER 2019

# **MORGAN STANLEY LONGCROSS LIMITED**

## **DIRECTORS' REPORT**

The Directors present their report and financial statements for the Company for the year ended 31 December 2018.

### **RESULTS AND DIVIDENDS**

The loss for the year, after tax, was \$3,749,000 (2017: \$2,393,000 loss after tax)

During the year, no dividends were paid to the Company's shareholder, Morgan Stanley & Co. International plc ("MSIP") (2017: \$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 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 LONGCROSS LIMITED

## DIRECTORS' REPORT (CONTINUED)

### 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 GAAP") (UK Accounting Standards and applicable law), 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 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 United Kingdom 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 BATHFIELD

Director



23 SEPTEMBER 2019

# **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MORGAN STANLEY LONGCROSS LIMITED**

## **Report on the audit of the financial statements**

### **Opinion**

In our opinion the financial statements of Morgan Stanley Longcross Limited ( the "Company"):

- give a true and fair view of the state of the Company's affairs as at 31 December 2018 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice 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 the Company which comprise:

- the statement of comprehensive income;
- the statement of changes in equity;
- the statement of financial position;
- the related notes 1 to 12; and
- Appendix to the financial statements

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 Financial Reporting Council's (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.

## **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MORGAN STANLEY LONGCROSS LIMITED (CONTINUED)**

### **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.

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 FRC's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditor's report.



## **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MORGAN STANLEY LONGCROSS LIMITED (CONTINUED)**

### **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.

#### **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

25 September 2019

## MORGAN STANLEY LONGCROSS LIMITED

### STATEMENT OF COMPREHENSIVE INCOME

Year ended 31 December 2018

	Note	2018 \$'000	2017 \$'000
Net gains on investments in subsidiaries			
Gains on investments in subsidiaries	4	21,902	-
(Net impairment)/ reversal of impairment on investment in subsidiaries	4	(21,711)	510
		191	510
Interest income	5	4,369	1,051
Interest expense	5	(8,296)	(3,940)
Other expense	6	(15)	(14)
Net reversal of impairment loss on financial assets	7	2	-
<b>LOSS BEFORE TAXATION</b>		<u>(3,749)</u>	<u>(2,393)</u>
Income tax benefit	8	-	-
<b>LOSS AND TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>		<u><u>(3,749)</u></u>	<u><u>(2,393)</u></u>

All operations were continuing in the current and prior year.

### STATEMENT OF CHANGES IN EQUITY

Year ended 31 December 2018

	Note	Share capital \$'000	Share premium account \$'000	Retained earnings \$'000	Total equity \$'000
Balance at 1 January 2017		-	25	53,117	53,142
Loss and total comprehensive income for the year		-	-	(2,393)	(2,393)
<b>Balance at 31 December 2017</b>		<u>-</u>	<u>25</u>	<u>50,724</u>	<u>50,749</u>
Impact of adoption of new accounting standards	2	-	-	(2)	(2)
Loss and total comprehensive income for the year		-	-	(3,749)	(3,749)
<b>Balance at 31 December 2018</b>		<u><u>-</u></u>	<u><u>25</u></u>	<u><u>46,973</u></u>	<u><u>46,998</u></u>

The notes on pages 10 to 15 form an integral part of the financial statements.

# MORGAN STANLEY LONGCROSS LIMITED

Registered number: 05724825

## STATEMENT OF FINANCIAL POSITION

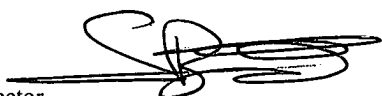
As at 31 December 2018

	Note	2018 \$'000	2017 \$'000
<b>ASSETS</b>			
Cash and short term deposits		134	41
Loans and advances	11	93,689	170,225
Other receivables	11	-	1
Investments in subsidiaries	9	150,082	171,793
<b>TOTAL ASSETS</b>		<u>243,905</u>	<u>342,060</u>
<b>LIABILITIES</b>			
Other payables	11	16	14
Debt and other borrowings	11	196,891	291,297
<b>TOTAL LIABILITIES</b>		<u>196,907</u>	<u>291,311</u>
<b>EQUITY</b>			
Share capital	10	-	-
Share premium	10	25	25
Retained earnings		46,973	50,724
<b>Equity attributable to owners of the Company</b>		<u>46,998</u>	<u>50,749</u>
<b>TOTAL EQUITY</b>		<u>46,998</u>	<u>50,749</u>
<b>TOTAL LIABILITIES AND EQUITY</b>		<u>243,905</u>	<u>342,060</u>

These financial statements were approved by the Board and authorised for issue on 23 SEPTEMBER 2019

Signed on behalf of the Board

Director



STEWART BAYFIELD

The notes on pages 10 to 15 form an integral part of the financial statements.

## **MORGAN STANLEY LONGCROSS LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS**

**As at 31 December 2018**

#### **1. CORPORATE INFORMATION**

The Company is incorporated and domiciled in England and Wales, 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 05724825.

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](http://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.

##### **Statement of compliance**

These financial statements are prepared on a going concern basis as explained in the Strategic Report and under the historical cost convention in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including FRS 101.

The Company has taken advantage of the disclosure exemptions available under FRS 101 in relation to financial instruments, capital management, 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 standards and amendments to standards relevant to the Company's operations were adopted during the year and did not have a material impact on the Company's financial statements, except where otherwise stated.

IFRS 9 'Financial instruments' ("IFRS 9") was issued by the IASB in November 2009, reissued in October 2010, amended in November 2013, and revised and reissued by the IASB in July 2014. It is effective for annual periods beginning on or after 1 January 2018 and was endorsed by the EU in November 2016. The Company has adopted IFRS 9 from 1 January 2018 with no restatement of comparative periods under the transitional provisions of the Standard. There is no impact on the classification and measurement of the Company's financial assets and liabilities. Impairment of financial assets is based on expected credit losses ("ECL") and the effect on opening reserves was \$2k.

## MORGAN STANLEY LONGCROSS LIMITED

### NOTES TO THE FINANCIAL STATEMENTS

As at 31 December 2018

#### 2. BASIS OF PREPARATION (CONTINUED)

##### **New standards and interpretations adopted during the year (continued)**

Amendments to FRS 100 and FRS 101 '*Triennial review 2017 amendments*' were issued by the Financial Reporting Council in December 2017 for application in accounting periods beginning on or after 1 January 2019. The Company has early adopted all these amendments from 1 January 2018.

##### **Critical judgements or estimates**

No judgements or estimates 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.

#### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

##### **a. Functional currency**

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

##### **b. Foreign currencies**

Monetary assets and liabilities denominated in currencies other than US dollars are translated into US dollars at the rates ruling at the reporting date. Transactions and non-monetary assets and liabilities denominated in currencies other than US dollars are recorded at the rates prevailing at the dates of the transactions. All translation differences are recognised through the statement of comprehensive income.

##### **c. Cash and cash equivalents**

Cash and cash equivalents comprise cash and demand deposits with banks, along with highly liquid investments, with original maturities of three months or less, that are readily convertible to known amounts of cash and subject to insignificant risk of change in value.

##### **d. Financial instruments**

Financial assets and liabilities primarily comprise investments in subsidiaries, loans and advances, debt and other borrowings, other receivables and other payables.

Investments in subsidiaries are stated at cost, less provision for any impairment. Dividends, impairment losses and reversals of impairment losses are recognised in the statement of comprehensive income in 'Net gains on investments in subsidiaries'.

Loans and advances, other receivables and payables and debt and other borrowings are recognised when the Company becomes a party to the contractual provisions of the instrument and are initially measured at fair value and subsequently measured at amortised cost (less allowance for impairment on financial assets). Interest is recognised in the statement of comprehensive income using the effective interest rate ("EIR") method.

## **MORGAN STANLEY LONGCROSS LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS**

**As at 31 December 2018**

#### **3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

##### **d. Financial instruments (continued)**

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

##### **e. Impairment of financial assets**

From 1 January 2018, the Company recognises loss allowances for ECL for its financial assets classified at amortised cost. ECLs are the present value of cash shortfalls over the expected life of the financial instrument, discounted at the asset's EIR. ECL is recognised in the statement of comprehensive income within 'Net reversal of impairment loss on financial instruments' and is reflected against the carrying amount of the impaired asset on the statement of financial position as an ECL allowance. Until 31 December 2017, impairment losses on financial assets were measured as the difference between the carrying amount and the present value of estimated cash flows discounted at the asset's original EIR.

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 statement of comprehensive income in 'Net losses on investment in subsidiaries,' and is reflected against the carrying amount of the impaired asset on the statement of financial position.

##### **f. Income tax**

The tax expense represents the sum of the tax currently payable and is calculated based on taxable profit for the year. Taxable profit may differ from profit before taxation as reported in the statement of comprehensive income 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.

## MORGAN STANLEY LONGCROSS LIMITED

### NOTES TO THE FINANCIAL STATEMENTS

As at 31 December 2018

#### 4. NET GAINS ON INVESTMENTS IN SUBSIDIARIES

	2018	2017
	\$'000	\$'000
Income from investments in subsidiaries	21,902	-
Impairment losses	(21,711)	-
Reversal of impairment loss	-	510
	<u>191</u>	<u>510</u>

On 1 August 2018 Morgan Stanley Cooper Investments Limited reduced its capital by \$285,000,000 and paid a dividend to the Company of \$20,836,000. The Company subsequently impaired its investment in Morgan Stanley Cooper Investments Limited to \$nil, recognising a loss of \$20,654,000.

On 1 August 2018, Morgan Stanley Montrose Investments Limited reduced its capital by \$15,000,000 and paid a dividend to the Company of \$1,066,000. The Company subsequently impaired its investment in Morgan Stanley Montrose Investments Limited to \$nil, recognising a loss of \$1,057,000.

The prior year balance of \$510,000 was represented by reversal of previously recognised impairment on Company's investments in Morgan Stanley Cooper Investments Limited (5103) and Morgan Stanley Montrose Investments Limited (5104).

The impairment provision was calculated by comparing cost and the current estimated recoverable amount of each investment.

#### 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.

#### 6. OTHER EXPENSE

	2018	2017
	\$'000	\$'000
Net foreign exchange losses	2	-
Auditor's remuneration:		
Fees payable to the Company's auditor for the audit of the Company's annual financial statements	13	14
	<u>15</u>	<u>14</u>

The Company employed no staff during the year (2017: nil).

The Company's Directors 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 year (2017: \$nil).

#### 7. NET REVERSAL OF IMPAIRMENT LOSS ON FINANCIAL ASSETS

	2018
	\$'000
ECL relating to:	
Loans and advances	<u>2</u>

There was no impairment charge in 2017 under IAS 39 in relation to loans and advances and other receivables.

# MORGAN STANLEY LONGCROSS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

As at 31 December 2018

### 8. INCOME TAX BENEFIT

	2018 \$'000	2017 \$'000
<b>Current tax benefit</b>		
UK corporation tax at 19% (2017: 19.25%)		
- Current year	-	-
<b>Income tax benefit</b>	<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 which will impact the current tax charge in future periods.

#### Reconciliation of effective tax rate

The current year income tax benefit is lower (2017: lower) than that resulting from applying the average standard rate of corporation tax in the UK for the year of 19% (2017: 19.25%). The main differences are explained below:

	2018 \$'000	2017 \$'000
Loss before taxation	<u>(3,749)</u>	<u>(2,393)</u>
Income tax using the average standard rate of corporation tax in the UK of 19% (2017: 19.25%)	(712)	(460)
Impact on tax of		
Group relief surrendered for no cash consideration	749	558
Impairment reversal against investments in subsidiaries	-	(98)
Tax exempt dividends	(4,161)	-
Non-deductible impairment	4,124	-
<b>Total income tax benefit in the statement of comprehensive income</b>	<u>-</u>	<u>-</u>

### 9. INVESTMENT IN SUBSIDIARIES

	Subsidiary undertakings \$'000
<b>Cost</b>	
At 1 January 2018 and 31 December 2018	<u>450,092</u>
<b>Impairment provision</b>	
At 1 January 2018	(278,299)
Impairment loss	<u>(21,711)</u>
At 31 December 2018	(300,010)
<b>Carrying amounts</b>	
At 31 December 2017	<u>171,793</u>
At 31 December 2018	<u>150,082</u>



## MORGAN STANLEY LONGCROSS LIMITED

### NOTES TO THE FINANCIAL STATEMENTS

As at 31 December 2018

#### 9. INVESTMENT IN SUBSIDIARIES (CONTINUED)

On 1 August 2018 Morgan Stanley Cooper Investments Limited reduced its capital by \$285,000,000 and paid a dividend to the Company of \$20,836,000. The Company subsequently impaired its investment in Morgan Stanley Cooper Investments Limited to \$nil, recognising a loss of \$20,654,000.

On 1 August 2018 Morgan Stanley Montrose Investments Limited reduced its capital by \$15,000,000 and paid a dividend to the Company of \$1,066,000. The Company subsequently impaired its investment in Morgan Stanley Montrose Investments Limited to \$nil, recognising a loss of \$1,057,000.

Details of all investments in subsidiaries (including indirect subsidiaries) of the Company as at 31 December 2018 and 31 December 2017 have been included in the Appendix to the financial statements.

#### 10. EQUITY

	2018	2017
	\$'000	\$'000
<b>Allotted and fully paid:</b>		
250 ordinary shares of \$1 each	<u>          -</u>	<u>          -</u>

##### Reserves

###### *Share premium*

The 'Share premium account' of \$25,000 (2017: \$25,000) represents the capital raised in an issue of shares that exceeds the nominal value of the shares.

#### 11. EXPECTED MATURITY OF ASSETS AND LIABILITIES

Loans and advances, debt and other borrowings, other receivables and other payables relate wholly to amounts due from and to group undertakings and are expected to be settled no more than twelve months after the reporting period, with all other amounts expected to be settled more than twelve months after the reporting period end.

#### 12. SEGMENT REPORTING

The Company has only one class of business, as described in the Strategic report and operates in a single geographic market, Europe, Middle East and Africa ("EMEA") and accordingly no segmental analysis has been provided.

## MORGAN STANLEY LONGCROSS LIMITED

### APPENDIX TO THE FINANCIAL STATEMENTS

Year ended 31 December 2018

Details of all investments in subsidiaries (including indirect subsidiaries) of the Company as at 31 December 2018 and 31 December 2017 are shown in the table below.

Name of Company	Address of undertaking's registered office	Type of shares held	Proportion of shares held	Proportion of votings rights held	Nature of business
Morgan Stanley Derivative Products (Netherlands) B.V.	Luna Arena, Herikerbergweg 238, 1101 CM, Amsterdam, Netherlands	Ordinary	100%	100%	Financial services
Morgan Stanley Cooper Investments Limited	20 Bank Street, Canary Wharf, London, E14 4AD, United Kingdom	Ordinary	100%	100%	Financial services
Morgan Stanley Montrose Investments Limited	20 Bank Street, Canary Wharf, London, E14 4AD, United Kingdom	Ordinary	100%	100%	Financial services
Morgan Stanley Equity Financing Limited	20 Bank Street, Canary Wharf, London, E14 4AD, United Kingdom	Ordinary	100%	100%	Financial services
Drake II Investments Limited	Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands	Ordinary	100%^	100%^	Financial services

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