

**Registered number: 02068223**

**Registered office:**  
25 Cabot Square  
Canary Wharf  
London, E14 4QA  
United Kingdom

**MORSTAN NOMINEES LIMITED**

**Report and financial statements**

**31 December 2019**



# MORSTAN NOMINEES LIMITED

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## **MORSTAN NOMINEES LIMITED**

### **STRATEGIC REPORT**

The Directors present their Strategic report for Morstan Nominees Limited (the "Company") for the year ended 31 December 2019.

### **PRINCIPAL ACTIVITY**

The Company did not trade during the current or prior year but acted as a nominee company for the holding of securities for clients of Morgan Stanley, with no significant changes expected in 2020.

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**

#### **Emergence of COVID-19**

The coronavirus disease (COVID-19) pandemic has, and will likely continue to, severely impact global economic conditions, resulting in substantial volatility in the global financial markets and operational challenges. The extent of the impact is highly uncertain and cannot be predicted and could adversely affect the future operations and financial condition of Morgan Stanley and the Company.

#### **Overview of 2019**

The Company did not incur any income or expense in the current or prior year, therefore a statement of comprehensive income has not been presented.

The statement of financial position for the Company is set out on page 8. The Company's net assets for the current year were £100 which is consistent with the prior year.

#### **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. 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.

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.

## MORSTAN NOMINEES LIMITED

### STRATEGIC REPORT (CONTINUED)

#### Going concern


Business risks associated with the uncertain market and economic conditions are being actively monitored and managed by the Morgan Stanley Group and Company. Retaining sufficient capital and liquidity to withstand these market pressures remains central to the Morgan Stanley Group and Company's strategy. The existing and potential effects of COVID-19 (coronavirus) on the business of the Morgan Stanley Group and Company have been considered as part of the going concern analysis, including impact on operational capacity, access to liquidity and capital, contractual obligations, asset valuations and other critical accounting judgements and key sources of estimation uncertainty. The Company has access to further Morgan Stanley Group capital and liquidity as required.

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.

#### Section 172(1) statement

The Directors are aware of their responsibilities to promote the success of the Company in accordance with s172 of the Companies Act 2006. When making decisions, Directors have regard to the interests of stakeholders relevant to the Company, as a nominee company for the holding of securities in group undertakings, as well as the need to maintain a reputation for high standards of business conduct and the long term consequences of decisions. They also fulfil their responsibilities through the application of Morgan Stanley Group policies and practices, underpinned by Morgan Stanley's five core values of: do the right thing, put clients first, lead with exceptional ideas, commit to diversity and inclusion and give back.

Approved by the Board and signed on its behalf by

DocuSigned by:  
  
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V G Rudkin  
Director  
8 October 2020

## **MORSTAN NOMINEES LIMITED**

### **DIRECTORS' REPORT**

The Directors present their report and financial statements for the Company for the year ended 31 December 2019.

#### **RESULTS AND DIVIDENDS**

The result for the year, after tax, was £nil (2018: £nil).

During the year, no dividend was paid or proposed (2018: £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:

F C Kelly

P B T Lee

V G Rudkin

#### **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.

#### **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.

#### **EVENTS AFTER THE REPORTING DATE**

Since the balance sheet date, the coronavirus disease (COVID-19) pandemic has, and will likely continue to, severely impact global economic conditions, resulting in substantial volatility in the global financial markets and operational challenges. The extent of the impact is highly uncertain and cannot be predicted and could adversely affect the future operations and financial condition of Morgan Stanley and the Company.

## MORSTAN NOMINEES LIMITED

### DIRECTORS' REPORT (CONTINUED)

#### 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.

#### 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 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

DocuSigned by:  
  
V G Rudkin

Director

8 October 2020

## **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MORSTAN NOMINEES LIMITED**

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

#### **Opinion**

In our opinion the financial statements of Morstan Nominees Limited ("the Company")

- give a true and fair view of the state of the Company's affairs as at 31 December 2019 and of its result 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 financial position; and
- the related notes 1 to 8.

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 MORSTAN NOMINEES 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 MORSTAN NOMINEES 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

8 October 2020

**MORSTAN NOMINEES LIMITED**

Registered number: 02068223

**STATEMENT OF FINANCIAL POSITION**

As at 31 December 2019

	Note	2019 £	2018 £
<b>ASSETS</b>			
Other receivables	5	100	100
<b>TOTAL ASSETS</b>		<b>100</b>	<b>100</b>
<b>LIABILITIES AND EQUITY</b>			
<b>EQUITY</b>			
Share capital	4	100	100
<b>Equity attributable to owners of the Company</b>		<b>100</b>	<b>100</b>
<b>TOTAL EQUITY</b>		<b>100</b>	<b>100</b>
<b>TOTAL LIABILITIES AND EQUITY</b>		<b>100</b>	<b>100</b>

The Company did not incur any income or expense during the current or prior year, therefore a statement of comprehensive income has not been presented.

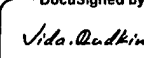
The Company employed no staff during the year (2018: nil).

The audit fee of £5,000 (2018: £5,000) has been borne by another Morgan Stanley Group undertaking in the current and prior year.

There were no movements in equity during the current or prior year. Accordingly, a statement of changes in equity has not been presented.

These financial statements were approved by the Board and authorised for issue on 8 October 2020.

Signed on behalf of the Board

DocuSigned by:  
  
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 V G Rudkin  
 Director

The notes on pages 9 to 11 form an integral part of the financial statements.

## **MORSTAN NOMINEES LIMITED**

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

**Year ended 31 December 2019**

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

The Company is incorporated and domiciled in England and Wales, United Kingdom ("UK"), at the following registered address 25 Cabot Square, Canary Wharf, London, E14 4QA, UK. The Company is a private company and is limited by shares. The registered number of the Company is 02068223.

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

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, 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**

##### **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 UK GAAP (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 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 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.

As part of the 2015-2017 Annual Improvements Cycle published in December 2017, the International Accounting Standards Board ("IASB") made amendments to IAS 12 'Income Taxes' for application in accounting periods beginning on or after 1 January 2019. The amendments were endorsed by the European Union ("EU") in March 2019. International Financial Reporting Interpretations Committee 23 ("IFRIC 23") 'Uncertainty over Income Tax Treatments' was issued by the IASB in June 2017 for application in accounting periods beginning on or after 1 January 2019. The interpretation was endorsed by the EU in March 2019.

##### **Critical judgements**

No critical 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 Company has not made any key assumptions and there are no other key sources of estimation uncertainty in the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities in the next financial year.

**MORSTAN NOMINEES LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS**

**Year ended 31 December 2019**

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

**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 page 1 and page 2.

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

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 Pounds Sterling, the currency of the primary economic environment in which the Company operates.

**b. Financial instruments**

Financial assets comprise other receivables.

Other receivables 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).

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.

**c. Impairment of financial assets**

The Company recognises loss allowances for expected credit losses (“ECL”) for its financial assets classified at amortised cost. ECL are the present value of cash shortfalls over the expected life of the financial instrument, discounted at the asset’s EIR. ECL are recognised in the statement of comprehensive income within ‘Net 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. Where there has been a reduction in ECL, this will be recognised within ‘Net reversal of impairment loss on financial instruments’.

**4. EQUITY**

**Ordinary share capital**

	<b>2019</b>	<b>2018</b>
	<b>£</b>	<b>£</b>
<b>Authorised, Allotted and fully paid:</b>		
100 ordinary shares of £1 each	<u>100</u>	<u>100</u>

## **MORSTAN NOMINEES LIMITED**

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

**Year ended 31 December 2019**

#### **5. EXPECTED MATURITY OF ASSETS**

Other receivables relate wholly to amounts due from group undertakings.

None of the Company's assets are expected to be recovered more than twelve months after the reporting period (2018: £nil).

#### **6. 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.

#### **7. RELATED PARTY DISCLOSURES**

##### **Directors' remuneration**

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 (2018: £nil).

#### **8. EVENTS AFTER THE REPORTING DATE**

Since the balance sheet date, the coronavirus disease (COVID-19) pandemic has, and will likely continue to, severely impact global economic conditions, resulting in substantial volatility in the global financial markets and operational challenges. The extent of the impact is highly uncertain and cannot be predicted and could adversely affect the future operations and financial condition of Morgan Stanley and the Company.