Doric Nimrod Air Three Limited

# Consolidated Annual Financial Report

From 1 April 2014 to
31 March 2015

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**Doric Nimrod Air Three Limited (the “Company”)**

**SUMMARY INFORMATION**

**Company Facts**

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|---|---|
| Listing | Specialist Fund Market of London Stock Exchange |
| Ticker | DNA3 |
| Share Price | 113.5p (as at 31 March 2015)<br>104.00p (as at 13 July 2015) |
| Market Capitalisation | GBP 249.7 million (as at 31 March 2015) |
| Aircraft Registration Numbers | A6-EEK, A6-EEL, A6-EEM, A6-EEO |
| Current/Future Anticipated Dividend | Current dividends are 2.0625p per quarter per share (8.25p per annum) and it is anticipated this will continue until the aircraft leases begin to terminate in 2025. |
| Dividend Payment Dates | April, July, October, January |
| Currency | Sterling |
| Launch Date/Price | 2 July 2013 / 100p |
| Incorporation and Domicile | Guernsey |
| Asset Manager | Amedeo Management Limited |
| Corp & Shareholder Advisor | Nimrod Capital LLP |
| Administrator | JTC (Guernsey) Limited |
| Auditor | Deloitte LLP |
| Market Makers | Shore Capital Limited<br>Winterflood Securities Limited<br>Jefferies International Limited<br>Numis Securities Limited |
| SEDOL, ISIN | B92LHN5, GG00B92LHN58 |
| Year End | 31 March |
| Stocks & Shares ISA | Eligible |
| Website | www.dnairthree.com |

**Doric Nimrod Air Three Limited (the “Company”)**

## COMPANY OVERVIEW

### Doric Nimrod Air Three Limited

Doric Nimrod Air Three Limited (LSE Ticker: DNA3) (“**DNA3**” or the “**Company**”) is a Guernsey company incorporated on 29 March 2012.

Pursuant to the Company’s Prospectus dated 20 June 2013, the Company on 1 July 2013, offered its shares for issue by means of a placing and raised approximately £211 million by the issue of Ordinary Preference Shares (the “**Shares**”) at an issue price of £1 each (the “**Placing**”). On 2 July 2013 the Company’s Shares were admitted to trading on the Channel Islands Securities Exchange Authority Limited (“**CISEA**”) and trading on the Specialist Fund Market of the London Stock Exchange (“**SFM**”). At the date of admission the SFM was not a recognised exchange for ISA investors and therefore to enable ISA investors to invest, the Company sought a dual listing on the CISEA, being a recognised exchange for ISA investors at that time. In March 2014 the Individual Savings Account Regulations 1998 were amended and ISA investors can now invest in shares listed on the SFM, therefore a dual listing is no longer required by the Company and the Company delisted from CISEA on 5 September 2014.

As at 13 July 2015, the last practicable date prior to the publication of this report, the Company’s total issued share capital consisted of 220,000,000 Shares and the shares were trading at 104.00 pence per share.

### Investment Objectives and Policy

The Company’s investment objective is to deliver an income return and a capital return for its shareholders (the “**Shareholders**”) by acquiring, leasing and then remarketing aircraft (each an “**Asset**” and together the "**Assets**"). To pursue its investment objective, the Company has used the net proceeds of placings and other equity capital raisings, together with debt facilities (or instruments), to initially acquire four Airbus A380 Aircraft which are leased to Emirate Airlines (“**Emirates**”), the national carrier owned by The Investment Corporation of Dubai based in Dubai, United Arab Emirates.

### DNA Alpha

The Company has one wholly-owned subsidiary, DNA Alpha Limited (“**DNA Alpha**”) which holds the Assets for the Company. Together the Company and DNA Alpha are known as the (“**Group**”).

The first Asset was acquired by DNA Alpha on 29 August 2013 for a purchase price of USD 245 million. Upon delivery, DNA Alpha entered into an operating lease with Emirates, pursuant to which the first Asset has been leased to Emirates for an expected initial term of 12 years, with fixed lease rentals for the duration.

The second Asset was acquired by DNA Alpha on 29 October 2013 for a purchase price of USD 245 million. Upon delivery, DNA Alpha entered into an operating lease with Emirates, pursuant to which the second Asset has been leased to Emirates for an expected initial term of 12 years, with fixed lease rentals for the duration.

The third Asset was acquired by DNA Alpha on 14 November 2013 for a purchase price of USD 245 million. Upon delivery, DNA Alpha entered into an operating lease with Emirates, pursuant to which the third Asset has been leased to Emirates for an expected initial term of 12 years, with fixed lease rentals for the duration.

The fourth Asset was acquired by DNA Alpha on 27 November 2013 for a purchase price of USD 245 million. Upon delivery, DNA Alpha entered into an operating lease with Emirates, pursuant to which the fourth Asset has been leased to Emirates for an expected initial term of 12 years, with fixed lease rentals for the duration.

DNA Alpha acquired the Assets, using a combination of a portion of the proceeds of the issue of the Shares by the Company together with the proceeds of the sale of Equipment Notes issued by DNA Alpha (the "**Equipment Notes**") and the initial rent payment pursuant to the relevant operating lease. The Equipment Notes were acquired by two separate pass through trusts using the proceeds of their issue of enhanced equipment trust certificates (the "**Certificates**") as detailed within the Offering Circular issued by DNA Alpha dated 10 July 2013. The Certificates, with an aggregate face amount of approximately USD 630 million, were admitted to the official list of the Irish Stock Exchange and to trading on the Main Securities market thereof on 12 July 2013.

**Distribution Policy**

The Company aims to provide its Shareholders with an attractive total return comprising income from distributions through the period of the Company's ownership of the Assets and capital upon the sale of the Assets.

The Company receives income from the lease rentals paid by Emirates pursuant to the leases. It is anticipated that income distributions will be made quarterly, subject to compliance with applicable laws and regulations. The Company currently targets a distribution of 2.0625 pence per Share per quarter. Emirates bears all costs (including maintenance, repair and insurance) relating to the aircraft during the lifetime of the leases.

There can be no guarantee that dividends will be paid to Shareholders and, if dividends are paid, as to the timing and amount of any such dividend. There can also be no guarantee that the Company will, at all times, satisfy the solvency test required to be satisfied pursuant to section 304 of the Companies (Guernsey) Law 2008 (the "**Guernsey Law**") enabling the Directors to effect the payment of dividends.

**Performance Overview**

All payments by Emirates have to date been made in accordance with the terms of the respective leases.

During the period under review and in accordance with the Distribution Policy the Company declared four interim dividends of 2.0625 pence per Share. Two interim dividends of 2.0625 pence per Share were declared after the reporting period. Further details of dividend payments can be found on page 16.

**Return of Capital**

If and when the Company is wound up (pursuant to a shareholder resolution, including the liquidation resolution) the Company intends to return to Shareholders the net capital proceeds upon the eventual sale of the Assets subject to compliance with the Company's Articles of Incorporation (the "**Articles**") and the applicable laws (including any applicable requirements of the solvency test contained therein).

**Liquidation Resolution**
Although the Company does not have a fixed life, the Articles require that the Directors convene a General Meeting of the Company in 2026 where an ordinary resolution will be proposed that the Company proceed to an orderly wind-up at the end of the term of the Leases and the directors will consider (and if necessary, propose to Shareholders) alternatives for the future of the Company, including re-leasing the Assets, or selling the Assets and reinvesting the capital received from the sale of the Assets in other aircraft.

**Doric Nimrod Air Three Limited (the "Company")**

**CHAIRMAN'S STATEMENT**

I am pleased to present shareholders with the Company's second consolidated annual financial report covering the period from 1 April 2014 to 31 March 2015 (the "**Period**").

I am glad to report that during the Period the Company has performed well and been declaring quarterly dividends as expected.

The Company's investment objective is to obtain income returns and a capital return for its shareholders (the "**Shareholders**") by acquiring, leasing and then selling aircraft. The Company used the net proceeds of the Placing and debt via two tranches of Enhanced Equipment Trust Certificates with an aggregate face value of US$630 million, to fund the purchase of four Airbus A380-800 aircraft and to lease them to Emirates Airline ("**Emirates**"), the national carrier owned by the Investment Corporation of Dubai, based in Dubai, United Emirates, between August and December 2013. The aircraft were acquired for the sum of US$245 million each. The aircraft have been leased to Emirates for initial terms of twelve years with fixed lease rentals for the duration. The debt portion of the funding will be fully amortised over the twelve years of each lease, with the aim of leaving each aircraft unencumbered at the conclusion of the lease. All payments thus far by Emirates have been made in accordance with the terms of each lease.

The lease payments received by the Company from Emirates cover repayment of the debt as well as income to pay operating expenses and dividends to shareholders. Emirates bears all costs (including maintenance, repair and insurance) relating to the aircraft during the lifetime of the leases.

The Company's Asset Manager, Amedeo Management Limited (formerly Doric Lease Corp Management Ltd), continues to monitor the leases and reports regularly to the Board. Nimrod Capital LLP, the Company's Placing and Corporate Agent as well as its Shareholder Advisory Agent, continues to liaise between the Board and shareholders, and to distribute quarterly fact sheets.

During the calendar year 2014 overall global air traffic passenger demand, measured in revenue passenger kilometres (RPKs), expanded by 5.9% compared to the year before. This is slightly above the 10-year average growth rate of 5.6%. A regional breakdown reveals that the Middle East airlines, including Emirates, continued to outperform the overall market in 2014; RPKs increased by 12.6% compared to the year before. Second best were Asia/Pacific based operators with 7.1%. Latin America grew by 6.4% and 5.8% growth in Europe was slightly below the market average across all regions. North American market participants recorded 2.7% more RPKs. The average passenger load factor on domestic and international flights during the last calendar year was 79.7%. This is an increase of 0.2 percentage points compared to the period before.

Emirates has also continued to perform well by declaring an operating profit for the 27th consecutive year and flying more passengers than ever before carrying 49.3 million people to 144 destinations on six continents during the last financial year 2014/15. The carrier has launched five new destinations and added services and capacity to 34 cities on its existing route network. To foster its expansion Emirates received 24 new aircraft, including twelve A380s, bringing its total fleet count to 231.

At the end of April 2015 the A380 had 13 operators with 159 planes in service. There were undelivered orders of some 158 A380s at that point in time.

According to Airbus, until December 2014 the worldwide A380 fleet had accumulated 1.7 million flight hours. The number of passengers who flew aboard an Airbus A380 was over 75 million. In early December 2014 Airbus announced there were 94 routes to 44 destinations worldwide served by A380 aircraft. Every four minutes an A380 is taking off or landing somewhere in the world.

The Board recognise that Emirates is the sole lessee of the Assets, and in the event that Emirates defaults on the rental payments it is unlikely the Company will be able to meet its targeted dividends or, in the case of ongoing default, continue as a going concern. We believe the likelihood of such defaults to be remote given the current and historical performance of Emirates and its current financial position.

The Company has performed in accordance with its investment objective and four interim dividends were declared in the Period. Future dividends are targeted to be declared and paid on a quarterly basis.

The financial statements do not, in the Board's view, properly convey the economic reality due to the accounting treatment for foreign exchange, rental income and finance costs.

International Financial Reporting Standards require that certain transactions denominated in US Dollars (including, most importantly, the cost of the aircraft) are translated into sterling at the exchange rate ruling at the date of the transaction whilst monetary items (principally the outstanding borrowings) are translated at the rate prevailing on the reporting date. The resultant figures sometimes show very large mismatches which are reported as unrealised foreign exchange differences.

On an on-going basis and assuming the lease and debt payments are made as anticipated, such exchange differences do not reflect the commercial substance of the situation in the sense that the key transactions denominated in US Dollars are in fact closely matched. Rental income received in US Dollars is used to pay debt repayments due which are likewise denominated in US Dollars. US Dollar lease rentals and debt repayments are furthermore fixed at the outset of the Company's life and are very similar in amount and timing.

In addition to this, rental income receivable is credited evenly to the Statement of Comprehensive Income over the planned life of each lease. Conversely, the methodology for accounting for interest cost means that the proportion of the debt repayments which is treated as interest, and is charged to the Statement of Comprehensive Income, varies over the term of the debt with a higher proportion of interest recognised in earlier periods – so that the differential between rental income and interest cost (as reported in the Statement of Comprehensive Income) reduces over the course of each twelve year lease. In reality

**CHAIRMAN'S STATEMENT (Continued)**

however the amount of rental income is fixed so as to closely match the interest and principal components of each debt repayment instalment and allow for payment of operating costs and dividends.

The Board conducts an annual review of the estimated residual value of the Assets at the end of the 12 year lease to Emirates for the purpose of validating the depreciation charge. The Board also assesses if an indicator of impairment of aircraft value has arisen which might require the value of the aircraft to be written down. In conducting these reviews, the Board engages three internationally recognised expert appraisers to provide current and future valuations and takes the advice of the Asset Manager, Amedeo.

As at 31 March 2015, the average of the three external valuations showed a diminution in US Dollar terms from book values of 7.6% for current values and 8.3% for residual values since the launch of the Company.

The Company's Asset Manager, Amedeo, has advised that as no secondary market has been established for the A380, it seems appropriate to continue our current depreciation practice, which is in keeping with aircraft lessor industry norms.

Accordingly, the Board has decided to continue the current book value determination without impairment until more accurate second hand value information becomes available.

The Board also recognises that the Assets were purchased on the basis of being leased to Emirates for an original twelve year term at attractive rates. The Board is conscious that the independent appraisals of current value do not reflect these leases which are an intrinsic part of the value of the Company's assets.

Since the year end, the Board has noted, from publicly available information, that A380's leased to Emirates have been purchased by third parties at values higher than the original cost of the Company's Assets.

On behalf of the Board, I would like to thank our service providers for all their help and assistance and all shareholders for their continued support of the Company.

**Charles Wilkinson**
**Chairman**

**Doric Nimrod Air Three (the "Company")**

## ASSET MANAGER'S REPORT

*On the invitation of the Directors of the Company, the following commentary has been provided by Amedeo Management Limited as Asset Manager of the Company and is provided without any warranty as to its accuracy and without any liability incurred on the part of the Company, its Directors and officers and service providers. The commentary is not intended to constitute, and should not be construed as, investment advice. Potential investors in the Company should seek their own independent financial advice and may not rely on this communication in evaluating the merits of an investment in the Company. The commentary is provided as a source of information for shareholders of the Company but is not attributable to the Company.*

### 1. The Assets

In November 2013, the Company had completed the purchase of all four Airbus A380 aircraft, bearing manufacturer's serial numbers (MSN) 132, 133, 134 and 136. All four aircraft are leased to Emirates for an initial term of 12 years from the point of delivery with fixed lease rentals for the duration.

The A380s owned by the Company recently visited Auckland, Brisbane, Dallas, Jeddah, Kuala Lumpur, London Heathrow, Los Angeles, Melbourne, Rome, San Francisco, and Sydney. Aircraft utilisation for the period from delivery of each Airbus A380 until the end of February 2015 was:

| MSN | Delivery Date | Flight Hours | Flight Cycles | Average Flight Duration |
|---|---|---|---|---|
| 132 | 29/08/2013 | 8,087 | 906 | 8 h 55 min |
| 133 | 27/11/2013 | 6,867 | 662 | 10 h 20 min |
| 134 | 14/11/2013 | 7,040 | 694 | 10 h 10 min |
| 136 | 29/10/2013 | 7,307 | 727 | 10 h 0 min |

**Maintenance Status**

Emirates maintains its A380 aircraft fleet based on a maintenance programme according to which minor maintenance checks are performed every 1,500 flight hours, and more significant maintenance checks (C checks) at 24 month or 12,000 flight hour intervals, whichever occurs sooner. Emirates bears all costs (including for maintenance, repairs and insurance) relating to the aircraft during the lifetime of the leases.

**Inspections**

All four aircraft have been inspected during the final quarter of 2014. The aircraft were physically in very good order, as would be expected from such young aircraft. In December 2014, the asset manager undertook record audits and the technical documentation was found to be in good order for all four aircraft.

### 2. Market Overview

During the year 2014 passenger demand, measured in revenue passenger kilometres (RPKs), increased by 5.9% compared to the year before. This is slightly above the 10-year average growth rate of 5.6%. The growth trend in air travel is continuing according to the International Air Transport Association (IATA), but may lose some momentum in the near future. A gradual easing in business confidence is already impacting demand for international travel. On the other hand the low oil price over the last few months should support economic activity, one of the main drivers for passenger demand. During 2014 airlines increased their capacities, measured in available seat kilometres (ASKs), by 5.6%. The Middle East (+11.5%) and Asia/Pacific (+7.5%) were by far the most active regions in terms of capacity growth. All other regions expanded their capacities below the overall average.

The average passenger load factor during the last calendar year was 79.7%. This is an increase of 0.2 percentage points compared to the year before, but did not meet IATA's previous expectation of a load factor beyond 80% on average. Additional capacities provided by operators in the Asia/Pacific region were not fully absorbed by the additional demand. For 2015 IATA is forecasting a worldwide passenger load factor of 79.6%, slightly below the estimate for 2014. The growth in capacity will be driven by an increased number of aircraft and a higher utilization of the in-service fleet. RPKs are expected to grow by 7.0% in 2015.

A regional breakdown reveals that the Middle East airlines continue to outperform the overall market in 2014. RPKs increased by 12.6% compared to the year before. Second best were Asia/Pacific based operators with 7.1%. Latin America grew by 6.4% and 5.8% growth in Europe was slightly below the market average across all regions. North American market participants recorded 2.7% more RPKs. Africa showed modest growth of 0.3%.

After a sharp decline in oil prices starting in the autumn of 2014, IATA has revised its fuel price target significantly, expecting in its report released in December 2014 an average of USD 116.6 per barrel in 2014 and USD 99.9 in 2015. Fuel is the largest single operating cost item of airlines and has significant effects on the industry's profitability. Based on IATA's latest forecasts released in December 2014, the average share of fuel costs in operating expenses could decrease substantially from 30.1% in 2013 to 26.1% in 2015 boosting industry-wide net profits by more than 135% to an estimated USD 25 billion. The associated net profit margin of 3.2% would be the highest for more than a decade.

Source: IATA

### 3. Lessee – Emirates Key Financials

Emirates recorded steady performance and significant growth during the financial year 2014/15 ending on 31 March 2015. Revenue, including other operating income, reached a record high of USD 24.2 billion, up by 7.5% compared to the previous financial year.

The airline posted a net profit of USD 1.2 billion, representing an increase of 40% over last year's results. This was Emirates' 27th consecutive year of profit and one of the best performances to date, according to His Highness Sheikh Ahmed bin Saeed Al Maktoum, Chairman and Chief Executive of Emirates Airline and Group. Nonetheless the company experienced many global and operational challenges. Revenues were impacted by flight plan adjustments addressing Ebola outbreak in Africa, armed conflicts in several regions, and the 80-day runway upgrading works at Dubai International Airport. Emirates' net profit was impacted by the strong rise of the USD against many revenue generating currencies of the airline. Bottom line has improved due to a significant drop in jet fuel prices during the second half of the financial year 2014/15. Overall, the airline's fuel bill decreased by 6.5% compared to the period before and represents now 34.6% of operating costs, remaining the biggest cost component for the carrier.

As of 31 March 2015 the balance sheet total amounted to USD 30.3 billion, an increase of 9.6% compared to the beginning of the financial year. Total equity increased by 11.1% to USD 7.7 billion with an equity ratio of 25.4%. The current ratio was 0.80; therefore the airline would be able to meet most of its current liabilities by liquidating all of its current assets. Significant items on the liabilities side of the balance sheet included current and non-current borrowings and lease liabilities in the amount of USD 13 billion. As of 31 March 2015 the carrier's cash balance was USD 4.6 billion, up by USD 88 million compared with the beginning of the financial year 2014/15.

During the financial year 2014/15 the airline's ASKs increased by 9.1%. Measured in RPKs, passenger traffic grew by 9.4%, resulting in an average passenger load factor of 79.6%. This is slightly above the 79.4% reached in the period before. A record 49.3 million passengers flew with Emirates between 1 April 2014 and 31 March 2015 – an increase of 10.7% compared the previous financial year.

During the financial year 2014/15 Emirates received 24 wide-body aircraft including 12 Airbus A380s, 10 Boeing 777-300ERs and two Boeing 777 freighters. Ten older aircraft were phased out. As of 31 March 2015 the carrier's average fleet age was 75 months, compared to the industry's average of 140 months.

As of 31 March 2015 Emirates had 231 wide-body aircraft in operation. According to company sources, Emirates is the world's largest operator of wide-body passenger aircraft. The number of Emirates' orders yet to be delivered at the end of March 2015 was 280 aircraft. The airline operates the world's largest fleets of Airbus A380 and Boeing 777-300ER aircraft.

With its increased fleet and resources, Emirates launched five additional destinations during the last financial year including Abuja, Brussels, Budapest, Chicago, and Oslo. In addition, the operator added frequencies to 34 existing destinations.

In December 2014 Emirates published its fourth annual Environmental Report presenting environmental performance data of Emirates Group including its airline operations. During the financial year 2013-14 total fuel efficiency for all passenger and freighter flights improved by 0.5% on a tonne kilometre basis. Compared to the IATA average the airline's fuel efficiency is 14.5% better. These achievements are a result of ongoing efforts to drive operational efficiencies and the removal of older and hence less fuel-efficient aircraft. On a fleet level Emirates was also able to improve its noise performance, especially with landing aircraft.

Source: Emirates

## 4. Aircraft — A380

As of March 2015 Emirates had a fleet of 59 A380s which currently serve 32 destinations from its Dubai hub: Amsterdam, Auckland, Bangkok, Barcelona, Beijing, Brisbane, Dallas, Frankfurt, Hong Kong, Houston, Jeddah, Kuala Lumpur, Kuwait, London Gatwick, London Heathrow, Los Angeles, Manchester, Mauritius, Melbourne, Milan, Mumbai, Munich, New York JFK, Paris,

**ASSET MANAGER'S REPORT (Continued)**

Rome, San Francisco, Seoul, Shanghai, Singapore, Sydney, Toronto and Zurich. During 2014 Emirates launched ten new A380 destinations in total. Furthermore, the airline has announced an increase in capacity on existing A380 routes and further A380 destinations during this calendar year: Perth, the capital of Western Australia, will join Emirates' A380 network at the beginning of May. This will bring the number of daily A380 services operated by the lessee and its partner Qantas from Dubai to Australia to seven. On 1 July Emirates will add Dusseldorf (Germany) to its A380 network, followed by Madrid (Spain) starting a month later, which brings the number of European cities served by the A380 to 13.

The global A380 fleet consisted of 154 commercially used planes in service at the end of February 2015. The thirteen operators are Emirates (58 A380 aircraft), Singapore Airlines (19), Qantas (12), Deutsche Lufthansa (12), Air France (10), Korean Airways (10), China Southern Airlines (5), Malaysia Airlines (6), Thai Airways (6), British Airways (9), Asiana (2), Qatar Airways (4) and Etihad Airways (1).

In early December 2014, Airbus Group's Chief Financial Officer Harald Wilhelm triggered speculation over the future of the A380 programme when he said during an Airbus investor conference that it would break even in 2015 and stay in balance through 2018, whether Airbus decided to upgrade or "discontinue" it. Airbus' CEO Fabrice Bregier was quick to address any misunderstanding by stating that Airbus has commercial momentum on the A380 and that the company will eventually launch a version of the A380 with new engines or even build an ultra high capacity stretched version with a view to winning more customers.

At the end of February 2015 the number of undelivered A380 orders stood at 163 aircraft. Air France announced in December 2014 its intention to cancel its two outstanding orders for A380s, which would bring down the total of undelivered orders to 161.

According to Airbus, in the period from the aircraft's first introduction to December 2014 the combined worldwide A380 fleet has accumulated over 1.7 million flight hours, taking off or landing every four minutes on average around the globe. Over 75 million passengers have flown aboard an Airbus A380 to date. In early December 2014 Airbus announced there were 94 routes to 44 destinations served by A380 aircraft.

Source: Airbus, Ascend, Emirates

**Doric Nimrod Air Three Limited (the "Company")**

**DIRECTORS**

**Charles Edmund Wilkinson - Chairman (Age 72)**
Charles Wilkinson is a solicitor who retired from Lawrence Graham LLP in March 2005. While at Lawrence Graham he specialised in corporate finance and commercial law, latterly concentrating on investment trust and fund work.

Charles is currently chairman of Doric Nimrod Air One Limited, Chairman of the Audit Committee of Doric Nimrod Air Two Limited, and a director of Premier Energy and Water Trust PLC (a listed investment trust), and of Landore Resources Ltd, a Guernsey based mining exploration company. He is resident in Guernsey.

**Norbert Bannon (Age 65)**
Norbert Bannon is chairman of a large UK DB pension fund, a major Irish DC pension scheme and is a Director of and advisor to a number of other financial companies. He is on the board of the UK subsidiary of a major Canadian bank and is Chairman of Doric Nimrod Air Two Limited and Chairman of the audit committee of Doric Nimrod Air One Limited.

He has extensive experience in international finance having been CEO of banks in Singapore and New York. He was CEO of Ireland's largest venture capital company and was Finance Director and Chief Risk Officer at AIB Capital Markets, which he left in 2002. He has worked as a consultant on risk issues internationally.

He earned a degree in economics from Queen's University, studied at Stanford Graduate School of Business and is a Chartered Accountant.

**Geoffrey Alan Hall (Age 66)**
Geoffrey Hall has extensive experience in asset management, having previously been Chief Investment Officer of Allianz Insurance plc, a major UK general insurance company and an investment manager at HSBC Asset Management, County Investment Management, and British Railways Pension Funds. Geoffrey is also currently a director of Doric Nimrod Air One Limited and Doric Nimrod Air Two Limited.

Geoffrey earned his masters degree in Geography at the University of London. He is an associate of the UK Society of Investment Professionals (CFA Institute of the UK).

**John Le Prevost (Age 63)**
John Le Prevost is the Chief Executive Officer of Anson Group Limited and Chairman of Anson Registrars Limited (the Company's Registrar). He has spent 30 years working in offshore trusts and investment business during which time he was Managing Director of County NatWest Investment Management (Channel Islands) Limited, Royal Bank of Canada's mutual fund company in Guernsey and Republic National Bank of New York's international trust company. John is a director of BlueCrest AllBlue Fund Limited, a FTSE 250 listed fund of hedge funds and of Guaranteed Investment Products I PCC Limited, Guernsey's largest protected cell company. He is a director of a number of other companies associated with Anson Group's business as well as being a trustee of the Guernsey Sailing Trust. John is also currently a director of Doric Nimrod Air One Limited, Doric Nimrod Air Two Limited and Amedeo Air Four Plus Limited. He is resident in Guernsey.

**Doric Nimrod Air Three Limited (the "Company")**

## SERVICE PROVIDERS

### Management and the Delegation of Functions

The Directors, whose details are set out on page 12 are responsible for reviewing the business affairs of the Company in accordance with the Articles and the Prospectus and have overall responsibility for the Company's activities including all business decisions, review of performance and authorisation of distributions. All of the Directors are independent and non-executive. The Company has delegated management of the Assets to Amedeo Management Limited (the "**Asset Manager**" or "**Amedeo**"), which is a company incorporated in Ireland. The Directors delegate secretarial and administrative functions to JTC (Guernsey) Limited ("**JTC**" or the "**Secretary & Administrator**") which is a company incorporated in Guernsey and licenced by the Guernsey Financial Services Commission for the provision of administration services.

### Asset Manager and Lease and Debt Arranger

Amedeo has been appointed by the Company to provide asset management services to the Company. Pursuant to the Asset Management Agreement, Amedeo will: (i) monitor Emirates' and any subsequent lessees' performance of its obligations under the respective operating leases and any subsequent lease respectively (which shall include the obligations relating to the maintenance of insurance cover); (ii) provide the Company with information regarding alternatives with respect to any potential sale or re-lease of the Assets; (iii) carry out mid-lease inspections of the Assets; (iv) provide the Company with asset monitoring reports describing the state and any material changes to the state of the Assets; and (v) liaise, as and when necessary, with lenders, on all matters relating to the loans, as required. Amedeo has further undertaken that it will dedicate sufficient time and resources as the company reasonably believes is required from time to time to fulfil any contractual arrangements it enters into with the Company.

Amedeo has also been appointed by the Company, pursuant to the Agency Agreement, to assist the Company, and act as the Company's agent, in relation to the arrangement, negotiation, review, approval, execution and management on behalf of the Company of the acquisition of the Assets, the borrowings of the Company relating to the acquisition of the Assets, and the operating leases. Amedeo is a subsidiary of Amedeo Capital Limited, a Cayman company engaged in the business of aircraft operating leasing and management.

Amedeo Services (UK) Limited has been appointed by the Company, pursuant to the Liaison Services Agreement, to: (i) coordinate the provision of services by Amedeo Management Limited to the Company under the Asset Management Agreement and the Agency Agreement, as relevant; and (ii) facilitate communication between the Company and Amedeo. Amedeo Services (UK) Limited is part of the Amedeo group of companies.

The Amedeo group is primarily involved in the operating lease and management of widebody aircraft. In February 2014 at the Singapore Air Show, Amedeo confirmed an order for twenty A380 aircraft. Amedeo is a member of ISTAT, the International Society of Transport Aircraft Trading.

## SERVICE PROVIDERS (Continued)

### Corporate and Shareholder Adviser

Nimrod Capital LLP ("**Nimrod**"), which is authorised by the Financial Conduct Authority, has been appointed as the Corporate and Shareholder adviser by the Company.

Nimrod was founded in 2008 as an entirely independent organisation which specialises in generating and sourcing interesting investment funds, themes and solutions managed by experts in their fields for the professional investor marketplace. It has launched nine listed investment companies since its formation and it also provides investment, marketing, distribution and advisory services to investment companies and their Board and managers.

### Secretary & Administrator

Formed in 1987, JTC Group is a multi-jurisdictional, independent provider of corporate, fund and private client services, with significant global experience and £25 billion (USD40bn) assets under administration.

With a highly qualified and multilingual workforce of over 300 employees, JTC Group operates from 17 jurisdictions around the world with offices in Argentina, Brazil, BVI, Cayman Islands, Guernsey, Jersey, Luxembourg, Malta, Mauritius, New Zealand, Switzerland, UK and the USA as well as USA representative offices in Miami and New York and alliance offices in Hong Kong, Indonesia, Labuan, Malaysia, Netherlands and Singapore.

JTC (Guernsey) Limited (formally JTC Fund Managers (Guernsey) Limited) is a Guernsey incorporated company and provides administration and secretarial services to the Company pursuant to an Administration and Secretarial Agreement. In such capacity, JTC is responsible for the general secretarial functions required by the law and ensures that the Company complies with its continuing obligations as well as advising on the corporate governance requirements and recommendations as applicable to a company admitted to trading on the SFM.

The Administrator is also responsible for the Company's general administrative functions such as the calculation of the net asset value of Shares and the maintenance of accounting and statutory records and any reporting required under the Foreign Account Tax Compliance Act of the United States of America.

### Review

The Board keeps under review the performance of the Asset Manager, Corporate and Shareholder Adviser and the Secretary & Administrator and the powers delegated to each service provider. In the opinion of the Board the continuing appointments of the service providers on the terms agreed is in the interest of shareholders as a whole.

**Doric Nimrod Air Three Limited (the "Company")**

**MANGEMENT REPORT**
from 1 April 2014 to 31 March 2015 (the "**Period**")

A description of important events which have occurred during the Period, their impact on the performance of the Group as shown in the financial statements and a description of the principal risks and uncertainties facing the Group is given in the Chairman's Statement, Asset Manager's Report and the notes to the financial statements contained on pages 38 to 58 and are incorporated here by reference.

**Going Concern**
The Group's principal activities are set out within the Company Overview on pages 2 to 4. The financial position of the Group is set out on pages 34 to 37. In addition, Note 18 to the financial statements includes the Group's objectives, policies and processes for managing its capital, its financial risk management objectives and its exposures to credit risk and liquidity risk.

The Equipment Note payments have been fixed and the fixed rental income under the relevant operating lease means that the rent should be sufficient to repay the debt and provide surplus income to pay for the Company's expenses and permit payment of dividends.

After making reasonable enquiries, and as described above the Directors have a reasonable expectation that the Company and the Group has adequate resources to continue in its operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

**Responsibility Statement**
The Directors jointly and severally confirm that to the best of their knowledge:

(a) The financial statements, prepared in accordance with International Financial Reporting Standards, as adopted by the European Union, give a true and fair view of the assets, liabilities, financial position and profits of the Group and performance of the Group;

(b) This Management Report includes or incorporates by reference a fair review of the development and performance of the business and the position of the Group, together with a description of the principal risks and uncertainties that it faces;

(c) The Annual Report taken as a whole is fair, balanced and understandable and provides the information necessary for Shareholders to assess the Company and the Group's performance, business model and strategy; and

(d) The Annual Report includes information required by the LSE and for ensuring the Company complies with the relevant provisions of the Disclosure and Transparency Rules of the UK Listing Authority.

**Charles Wilkinson**
**Chairman**

**Norbert Bannon**
**Chairman of Audit Committee**

**Doric Nimrod Air Three Limited (the "Company")**

## DIRECTORS REPORT

The Directors present their report and financial statements of the Group for the period from 1 April 2014 to 31 March 2015 (the "**Period**").

### Principal Activities and Business Review

The principal activity of the Group is to acquire, lease and then sell aircraft. The Directors do not envisage any change in these activities for the foreseeable future. A description of the activities of the Group in the period under review is given in the Asset Managers Report on pages 8 to 11.

### Status

The Company is a Guernsey domiciled company the Shares of which are admitted to trading on the SFM. Its registered number is 54908. The Company operates in accordance with the Companies (Guernsey) Law, 2008, as amended (the **"Law"**).

### Results and Dividends

The results of the Group for the Period are set out on pages 34 to 37.

The Company declared the following dividends during the period from 1 April 2014 to date as follows:

| Quarter End | Announcement Date | Payment Date | Dividend per Share (pence) |
|---|---|---|---|
| 31 March 2014 | 1 April 2014 | 24 April 2014 | 2.0625 |
| 30 June 2014 | 1 July 2014 | 22 July 2014 | 2.0625 |
| 30 September 2014 | 1 October 2014 | 21 October 2014 | 2.0625 |
| 31 December 2014 | 6 January 2015 | 27 January 2015 | 2.0625 |
| 31 March 2015 | 2 April 2015 | 28 April 2015 | 2.0625 |
| 30 June 2015 | 2 July 2015 | 24 July 2015 | 2.0625 |

The Company aims to continue to pay quarterly dividends of 2.0625 pence per Share, in line with the distribution policy. There is no guarantee that any future dividends will be paid.

### Directors

The Directors in office are shown on page 12 and all directors remain in office as at the date of signature of these financial statements. Further details of the Directors' responsibilities are given on pages 18 to 19.

**DIRECTORS REPORT (Continued)**

Anson Registrars Limited is the Company's Registrar, Transfer Agent and Paying Agent. John Le Prevost is a director and controlling shareholder of Anson Group Limited, the holding company of Anson Registrars Limited.

Other than the above no Director has a contract of service with the Company, nor are any such contracts proposed.

The following interests in shares of the Company are held by Directors and their connected persons:

| | Number of Ordinary Preference Shares |
|---|---|
| Charles Wilkinson | 150,000 |
| Geoffrey Hall | 90,000 |

Other than the above share holdings and Mr Le Prevost's interest in Anson Registrars Limited, none of the Directors nor any persons connected with them had a material interest in any of the Company's transactions, arrangements or agreements during the period and none of the Directors has or had any interest in any transaction which is or was unusual in its nature or conditions or significant to the business of the Company, and which was effected by the Company during the reporting period.

At the date of this report, there are no outstanding loans or guarantees between the Company and any Director.

There were no material related party transactions which took place in the financial period, other than those disclosed in the Directors' Report and at Note 21 to the financial statements.

**Substantial Shareholdings**

The Company has been notified of the following substantial interests, in accordance with Chapter 5 of the Disclosure and Transparency Rules, in the Company's share capital.

There have been no material changes in the below list of substantial holdings since 13 July 2015, being the latest practicable date prior to publication of this report.

| Registered Holder | % of Total Voting Rights | Number of Ordinary Shares |
|---|---|---|
| State Street Nominees Limited | 9.36% | 20,570,668 |
| Nortrust Nominees Limited | 13.94% | 30,666,683 |
| Nortrust Nominees Limited | 10.34% | 22,750,000 |
| HSBC Global Custody Nominee (UK) Limited | 5.00% | 11,000,000 |

## Corporate Governance

### Statement of Compliance with the UK Corporate Governance Code

As a Guernsey company with shares admitted to the SFM, the Company is not obliged to adopt the UK Corporate Governance Code (the "**Code**"). The Company has however voluntarily committed to comply with the Code or explain any departures. A copy of the Code is available for download from the Financial Reporting Council's web-site (www.frc.org.uk). Companies which report against the Code are also deemed to meet the requirements of the GFSC Code.

Save for departing from the requirements to: (i) have a chief executive (since the Company does not have any executive directors); (ii) have a senior independent director (since the Company considers that each director who is not Chairman can effectively fulfil this function); (iii) have a remuneration committee (given the small size of the exclusively non-executive and independent Board); (iv) have a nomination committee (given the small size of the exclusively non-executive and independent Board); (v) appoint the Directors for a term of six years (given the term of the Leases is twelve years) and (vi) have an internal audit function (as the Company has no executives or employees of its own), the Company is not presently aware of any departures from the Code.

### Board Responsibilities

The Board comprises four directors, who meet quarterly to consider the affairs of the Company and of the Group in a prescribed and structured manner. Biographies of the Directors appear on page 12 demonstrating the wide range of skills and experience they bring to the Board. All the Directors are non-executive and independent. The Board regularly reviews the balance, knowledge and effectiveness of the Board, to identify if any additional experience or skills are needed and to ensure that the current directors have sufficient available time to undertake the tasks required and remain independent. When considering the composition of the Board the Directors will be mindful of diversity and meritocracy.

To date no director of the Company has resigned. Directors are able and encouraged to provide statements to the Board of their concerns and ensure that any items of concern are recorded in the Board minutes.

All Directors receive an annual fee and there are no share options or other performance related benefits available to them. All Directors are currently paid a fee of £23,000 per annum and the Chairman is paid an additional fee of £6,000 per annum. The Chairman of the Audit Committee is paid an additional £2,000 per annum.

Board meetings are held at least four times per year to consider the business and affairs of the Company and of the Group for the previous quarter, at which meetings the Directors also consider and if thought suitable, approve the payment of a dividend in accordance with the Company's Distribution Policy. A further two regular meetings are held each year to consider and approve the Group's financial statements as well as to consider the business and affairs of the Group during the preceding financial period and going forward thereafter.

Between these regular meetings the Board keeps in contact by email and telephone as well as meeting to consider specific matters of a transactional nature. Additionally the Directors hold strategy meetings with its relevant advisors as appropriate.

The Directors are kept fully informed by the Asset Manager and Secretary of all matters that are relevant to the business of the Group and should be brought to the attention of the Directors and/or Shareholders. All Directors have direct access to the Secretary who is responsible for ensuring that Board procedures are followed and that there are effective information flows both within the Board and between the Committees and the Board.

The Directors also have access to the advice and services of the Asset Manager, Corporate and Shareholder Advisory Agent as required. The Directors may also, in the furtherance of their duties, take independent professional advice at the Company's expense.

During the Period the Board met six times per the regular schedule of meetings outlined above. The Director's attendance is summarised below:-

| Director | Board Meetings during the Period |
|---|---|
| Charles Wilkinson | 6 of 6 |
| Norbert Bannon | 6 of 6 |
| Geoffrey Hall | 6 of 6 |
| John Le Prevost | 6 of 6 |

**Audit Committee**

The Directors are all members of the Audit Committee, with Norbert Bannon acting as Chairman. The Audit Committee has regard to the Guidance on Audit Committees published by the Financial Reporting Council in September 2012. The Audit Committee examines the effectiveness of the Company's and service providers' internal control systems as appropriate, the annual and half-yearly reports and financial statements, the auditor's remuneration and engagement, as well as the auditor's independence and any non-audit services provided by them.

The Audit Committee considers the nature, scope and results of the auditor's work and reviews annually prior to providing a recommendation to the Board on the re-appointment or removal of the auditor. When evaluating the external auditor the Audit Committee has regard to a variety of criteria including industry experience, independence, reasonableness of audit plan, ability to deliver constructive criticism, effectiveness of communication with Board and the Company's service providers, quality control procedures, effectiveness of audit process and added value beyond assurance in audit opinion.

Auditor independence is maintained through limiting non-audit services to specific audit-related work that falls within defined categories; for example, the provision of advice on the application of IFRS or formal reports for any Stock Exchange purposes. All engagements with the auditor are subject to pre-approval from the Audit Committee and fully disclosed within the Annual Financial Report for the relevant period. A new lead audit partner is appointed every five years and the Audit Committee ensures the auditor has appropriate internal mechanisms in place to ensure its independence. The Audit Committee has recommended to the Board that the re-appointment of Deloitte LLP as the Company's external auditor be proposed to Shareholders at the 2015 Annual General Meeting. The Audit Committee will consider arranging for the external audit contract to be tendered in 2023 (being 10 years from the initial appointment) with the aim of ensuring a high quality and effective audit.

The Audit Committee meets at least twice annually, shortly before the Board meets to consider the Company's half-yearly and annual financial reports, and reports to the Board with its deliberations and recommendations and also holds an annual planning meeting with the Auditor. The Audit Committee operates within clearly defined terms of reference based on the Institute of Chartered Secretaries and Administrators recommended terms and provides a forum through which the Company's external auditor report to the Board. The Audit Committee can request information from the Company's service providers with the majority of information being directly sourced from the Asset Manager, Secretary & Administrator and the external auditor. The terms of reference of the Audit Committee are available upon request.

Each year the Board examines the Audit Committee's performance and effectiveness, and ensures that its tasks and processes remain appropriate. Key areas covered included the clarity of the committee's role and responsibilities, the balance of skills among its members and the effectiveness of reporting its work to the Board. The Board is satisfied that all members of the Committee have relevant financial experience and knowledge and ensure that such knowledge remains up to date.

Overall the Board considers that the Audit Committee has the right composition in terms of expertise and has effectively undertaken its activities and reported them to the Board during the Period.

**Internal Control and Financial Reporting**

The Board is responsible for the Company's system of internal control and for reviewing its effectiveness. The Board confirms that there is an on-going process for identifying, evaluating and monitoring the significant risks faced by the Group.

The internal control systems are designed to meet the Company's particular needs and the risks to which it is exposed. Accordingly, the internal control systems are designed to manage rather than eliminate the risk of failure to achieve business objectives and by their nature can only provide reasonable and not absolute assurance against misstatement and loss.

The Board on an annual basis conducts a full review of the Company's risk management systems including consideration of a risk matrix which covers various areas of risk including corporate strategy, accuracy of published information, compliance with laws and regulations, relationships with service providers and business activities.

Asset Management services are provided by Amedeo. Administration and Secretarial duties for the Company and the Group are performed by JTC.

The Directors of the Company clearly define the duties and responsibilities of their agents and advisors. The appointment of agents and advisers is conducted by the Board after consideration of the quality of the parties involved and the Board monitors their on-going performance and contractual arrangements. The Board also specifies which matters are reserved for a decision by the Board and which matters may be delegated to its agents and advisers.

**Bribery**

The Directors have undertaken to operate the business in an honest and ethical manner and accordingly take a zero-tolerance approach to bribery and corruption. The key components of this approach are implemented as follows:

- The Board is committed to acting professionally, fairly and with integrity in all its business dealings and relationships.
- The Group will implement and enforce effective procedures to counter bribery.
- The Group requires all its service providers and advisors to adopt equivalent or similar principles.

**Dialogue with Shareholders**

All holders of Shares in the Company have the right to receive notice of, and attend, the general meetings of the Company, during which members of the Board will be available to discuss issues affecting the Company.

The primary responsibility for Shareholder relations lies with the Company's Corporate and Shareholder Advisory Agent. In addition the Directors are always available to enter into dialogue with Shareholders and the Chairman is always willing to meet Shareholders as the Company believes such communication to be important. The Company's Directors can be contacted at the Company's registered office or via the Secretary.

**Statement of Directors' Responsibilities**

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

The Law requires the directors to prepare financial statements for each financial year. Under the Law they have elected to prepare the financial statements in accordance with International Financial Reporting Standards as adopted by the European Union ("**IFRS**") and applicable law.

The financial statements are required by law to give a true and fair view of the state of affairs of the Group and of the profit or loss of the Group for that period.

**DIRECTORS REPORT (Continued)**

In preparing these financial statements, the Directors are required to:

- ensure the Annual report taken as a whole is fair, transparent and understandable and provides information necessary for shareholders to assess the Company's performance;
- properly select and apply accounting policies;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures when compliance with the specific requirements in IFRSs are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance; and
- make an assessment of the Company's ability to continue as a going concern.

The Directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and Group and to enable them to ensure that the financial statements comply with the Law. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and Group and to prevent and detect fraud and other irregularities.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in Guernsey governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

**Disclosure of information to the auditor**

The Directors who held office at the date of approval of this Directors' Report confirm in accordance with the provisions of Section 249 of the Law that, so far as they are each aware, there is no relevant audit information of which the Company's Auditor is unaware; and each Director has taken all the steps that he ought to have taken as a Director to make himself aware of any relevant audit information and to establish that the Company's Auditor is aware of that information.

**Auditor**

Deloitte LLP have expressed their willingness to continue in office as Auditor and the Audit Committee has recommended their reappointment. A resolution proposing their reappointment will be submitted at the forthcoming General Meeting to be held pursuant to section 199 of the Law.

**Charles Wilkinson**
**Chairman of the Board**

**Norbert Bannon**
**Chairman of Audit Committee**

Signed on behalf of the Board on 15 July 2015.

**Doric Nimrod Air Three Limited (the "Company")**

## AUDIT COMMITTEE REPORT

### Membership

Norbert Bannon – Chairman of the Audit Committee
Charles Wilkinson – Chairman of the Board
Geoffrey Hall – Director
John Le Prevost – Director

### Key Objective

The provision of effective governance over (i) the appropriateness of the Company's financial reporting including the adequacy of related disclosures, (ii) the performance of the Company's external auditor, (iii) monitoring of the systems of internal controls operated by the Company and (iv) the Company's principal service providers and the management of the Company's regulatory compliance activities.

### Responsibilities

- reviewing the Company's financial results announcements and financial statements and monitoring compliance with relevant statutory and listing requirements;
- reporting to the Board on the appropriateness of the Company's accounting policies and practices including critical accounting policies and practices;
- advising the Board on whether the annual report and accounts, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's performance, business model and strategy;
- overseeing the relationship with the external auditor and reviewing the effectiveness of the external audit process; and
- monitoring the systems of internal controls operated by the Company and by the Company's principal service providers.

### Committee Meetings

The Committee meet at least twice a year. The Committee reports to the Board as part of a separate agenda item, on its activities and on matters of particular relevance to the Board in the conduct of its work. During the Period the Committee formally reported to the Board on two occasions.

### Main Activities of the Committee During the Period

The Committee assisted the Board in carrying out its responsibilities in relation to financial reporting requirements, compliance and the assessment of internal controls. The Committee also managed the Company's relationship with the external auditor.

### Fair, Balanced and Understandable

Following the publication of the revised version of the UK Corporate Governance Code, which applies to Financial Years commencing on or after 1 October 2012, the Board requested that the Committee advises them on whether it believes the annual report and accounts, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's performance, business model and strategy.

### Financial Reporting and Significant Issues

The Committee's primary role in relation to financial reporting is to review, with its service providers and the external auditor, the appropriateness of the half-year and annual financial statements, the significant financial reporting issues and accounting policies and disclosures in the financial statements. The Committee has considered the key risks identified as being significant to the 2015 accounts and the most appropriate treatment and disclosure of any new significant issues identified during the audit and half-year reviews as well as any recommendations or observations made by the external auditor. To aid its review the Committee considered reports prepared by external service providers, including Amedeo and Nimrod, and reports from the external auditor on the outcome of their annual audit. The significant issues considered by the Committee in relation to the 2015 accounts and how these were addressed are detailed below:

| Significant issues for the Period | How the Committee addressed these significant issues |
|---|---|
| **Residual value of aircraft assets**<br><br>The non-current assets of the Company comprise of four Airbus A380 aircraft ("the Assets"). An annual review is required of the residual value of the Assets as per IAS 16 *Property, Plant and Equipment,* which defines residual value as *"the estimated amount that an entity would currently obtain from disposal of the asset, after deducting the estimated costs of disposal, if the asset were already of an age and in the condition expected at the end of its useful life."* The Company's estimation technique is to make reference to the current forecast market value, not an estimate of the amount that would currently be achieved, and so this is not a direct application of the IAS 16 definition. This approach has been taken because a current market value in today's prices for a twelve year old A380 does not exist at the reporting date. | The Company has engaged three internationally recognised expert appraisers to provide the Company with third party consultancy valuation services. All appraisers have used similar methodologies to derive their opinions on the current market values and future values. In the absence of used sales data for similar assets, appraisers are heavily reliant on databases containing historical data points of aircraft sales relating to large commercial aircraft. Interpretation of historical data is the basis for the current market value and provides, together with the expected developments in the future, the foundation for their opinions on future values. Furthermore, the appraisers' valuations take into account specific technical and economic developments as well as general future trends in the aviation industry and the macro-economic outlook. The Company uses the average of the three future values with inflation provided by the three appraisers as a guide to determine the residual value.<br><br>As at 31 March 2015, the average of the three external valuations showed a diminution in US Dollar terms from book values of 7.6% for current values and 8.3% for residual values since the launch of the Company. However, when translated into Sterling and compared to the previous financial period, the view expressed by the appraisers on the market for Airbus A380 aircraft and their value retention during the future years has not materially changed.<br><br>The Committee has also received reports from |

| | |
|---|---|
| | Amedeo. Amedeo has confirmed it has no reason to question the methodology used to determine the residual value and that they do not believe the appraisals show there has been a fundamental movement in the anticipated residual values of the planes since they were acquired. Thus Amedeo has advised that the estimate of residual value does not need to be changed for the Period.<br><br>Upon review of the advice they have received from Amedeo and the appraisers, the Committee is of the opinion that, the current estimate of the residual valuation of the Asset is a reasonable approximation of the residual value within the IAS 16 definition given a comparable asset is not available. |
| **Recording foreign exchange gains/losses**<br><br>International Financial Reporting Standards require that certain transactions denominated in US Dollars (including, most importantly, the cost of the Assets) are translated into Sterling at the exchange rate ruling at the date of the transaction whilst monetary items (principally the outstanding borrowings) are translated at the rate prevailing on the reporting date. The resultant figures sometimes show very large mismatches which are reported as unrealised foreign exchange differences.<br><br>During the Period the Company has recorded significant foreign exchange rate losses due to the depreciation of Sterling against US Dollars and the consequent increase in the Sterling value of the US Dollar denominated debt. | In assessing foreign exchange, the Committee has considered the issue at length and are of the opinion that, on an on-going basis and assuming the lease and loan payments are made as anticipated, such exchange differences do not reflect the commercial substance of the situation in the sense that the key transactions denominated in US Dollars are in fact closely matched. Rental income received in US Dollars is used to pay loan repayments due which are likewise denominated in US Dollars. US Dollar lease rentals and loan repayments are furthermore fixed at the outset of the Company's life and are very similar in amount and timing.<br><br>The Committee concluded that the matching of the lease rentals to settle loan repayments therefore mitigates risks by foreign exchange fluctuations.<br><br>The Committee has carefully considered the disclosure in Note 18 (b) to the financial statements to ensure that the reality of the Company's foreign exchange risk exposure is properly explained. |

| | |
|---|---|
| **Risk of default by Emirates on lease rentals receivable**<br><br>Emirates are the sole lessee of the Assets. Should Emirates default on the rental payments, it is unlikely the Company will be able to meet its targeted dividends or, in the case of ongoing default, continue as a going concern. | The Committee received quarterly reports from Amedeo which comment on the performance of Emirates. Amedeo have advised that Emirates has continued to perform well, flying more passengers than ever before. Passenger load factors remain high and the airline has ordered more wide bodied planes (including a further 50 A380’s) to cope with its forecast increasing demand.<br><br>The Committee concluded that it would continue to receive quarterly reports from Amedeo on the performance of Emirates and would continue to monitor Emirate’s overall performance.<br><br>The Committee has carefully considered the disclosure in Note 18 (c) to the financial statements to ensure that this concentration of credit risk is properly reflected. |

**Going Concern**

After making enquiries, the Committee has a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. The Committee believe the Company is well placed to manage its business risks successfully as the interest on the Company's loan has been fixed and the fixed rental income under the operating lease means that the rents should be sufficient to repay the loan and provide surplus income to pay for the Company's expenses and permit payment of dividends. Accordingly, the Committee has adopted the going concern basis in preparing the financial information.

**Internal Control**

The Committee has made due enquiry of the internal controls of the Administrator. The Committee is satisfied with the controls currently implemented by the Administrator, however it has requested the Secretary keep the Company informed of any developments and improved internal control procedures.

**Internal audit**

The Company has no employees and operates no systems of its own, relying instead on the employees and systems of its external service providers. The Board has therefore taken the decision that it would be of insufficient benefit for the Company to engage an internal auditor.

**External Audit**

The effectiveness of the external audit process is dependent on appropriate audit risk identification at the start of the audit cycle. The Committee receives from Deloitte a detailed audit plan, identifying their assessment of the key risks. For the Period the primary risks identified were in respect of valuation of the aircraft; the recording of lease rental income; and accounting for fixed rate debt using the effective interest rate method.

Using its collective skills the Committee evaluates the effectiveness of the audit process in addressing the matters raised through the reporting it received from Deloitte at the year-end. In particular the Committee formally appraise Deloitte against the following criteria:

- Independence
- Ethics and Conflicts
- Knowledge and Experience
- Challenge
- Promptness
- Cost
- Overall quality of service

In addition the Committee also seek feedback from the Administrator on the effectiveness of the audit process.

For the Period, the Committee were satisfied that there had been appropriate focus on the primary areas of audit risk and assessed the quality of the audit process to be good. The Committee discussed their findings with Deloitte and agreed how future external audits could be improved.

The Committee hold meetings with the external auditor to provide additional opportunity for open dialogue and feedback from the Auditor. If felt necessary Committee members meet with the external auditor without the Administrator and Asset Manager being present. Matters typically discussed include the Auditor's assessment of business risks and management activity thereon, the transparency and openness of interactions with the Administrator, confirmation that there has been no restriction in scope placed on them by the Administrator on the independence of their audit and how they have exercised professional scepticism.

**Appointment and Independence**

The Committee considers the reappointment of the external auditor, including the rotation of the audit partner, each year and also evaluates their independence on an ongoing basis.

The EU and Competition Commission have issued draft proposals in respect of audit tendering and mandatory rotation of auditors that are yet to be finalised. The Committee will continue to monitor developments around these proposals and will formulate a policy in respect to audit tendering and rotation at the appropriate time.

The external auditor is required to rotate the audit partner responsible for the audit every five years. The current lead audit partner has been in place since June 2013.

Deloitte has been the Company's external auditor since June 2013. The Committee have provided the Board with its recommendation to the Shareholders on the reappointment of Deloitte as external auditor for the year ending 31 March 2016. Accordingly a resolution proposing the reappointment of Deloitte as the Company's auditor will be put to the

## AUDIT COMMITTEE REPORT (Continued)

Shareholders at the 2015 Annual General Meeting; however, the Committee keeps this matter under review.

There are no contractual obligations restricting the Committee's choice of external auditor. The Committee continues to consider the audit tendering provisions outlined in the revised UK Corporate Governance Code, of which it is very supportive.

### Non-Audit Services

To further safeguard the objectivity and independence of the external auditor from becoming compromised, the Committee has a formal policy governing the engagement of the external auditor to provide non-audit services. No changes have been made to this policy during the year. This policy specifies that Deloitte should only be engaged for non-audit services where there is considered to be a very low threat to auditor independence.

Deloitte is prohibited from providing all other services without the Committee's prior approval. In reaching such a determination the Committee will take into consideration whether it is in the best interests of the Company that such services should be supplied by the Company's external auditor (rather than another service provider) and, if so whether any safeguards regarding auditor objectivity and independence in the conduct of the audit should be put in place, whether these would be effective and how such safeguards should be disclosed.

### Committee Evaluation

Our activities formed part of the review of Board effectiveness performed in 2014.

An internal evaluation of our effectiveness was carried out in November 2014.

Yours faithfully

**Norbert Bannon**
**Chairman of Audit Committee**

**Doric Nimrod Air Three Limited (the "Company")**

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF DORIC NIMROD AIR THREE LIMITED**

**Opinion on financial statements of Doric Nimrod Air Three Limited**

**In our opinion the financial statements:**

- **give a true and fair view of the state of the Group's affairs as at 31 March 2015 and of its loss for the year then ended;**

- **have been properly prepared in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union; and**

- **have been prepared in accordance with the requirements of the Companies (Guernsey) Law, 2008.**

The financial statements comprise the Consolidated Statement of Comprehensive Income, the Consolidated Statement of Financial Position, the Consolidated Statement of Cash Flows, the Consolidated Statement of Changes in Equity and the related Notes 1 to 21. The financial reporting framework that has been applied in their preparation is applicable law and IFRSs as adopted by the European Union.

**Going Concern**

We have reviewed the directors' statement on page 15 that the Group is a going concern. We confirm that:

- we have concluded that the Directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate; and

- we have not identified any material uncertainties that may cast significant doubt on the Group's ability to continue as a going concern.

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

**Our Assessment of Risks of Material Misstatement**

The assessed risks of material misstatement described below are those that had the greatest effect on our audit strategy, the allocation of resources in the audit and directing the efforts of the engagement team:

| **Risk** | **How the scope of our audit responded to the risk** |
|---|---|
| **Measurement of aircraft assets**<br><br>Included on the Group's statement of financial position as at 31 March 2015 are aircraft assets of £586 million as disclosed in Note 9 to the consolidated | We have challenged management's estimates of aircraft residual values by inspecting relevant supporting evidence including forecast valuations obtained by the group from expert aircraft valuers and the terms of the aircraft lease agreements. We have considered the qualifications and |

| | |
|---|---|
| financial statements. As explained in Note 2 (l),the Group's accounting policy is to measure its aircraft assets at depreciated historic cost less impairment. The assets are being depreciated on a straight-line basis over the terms of the leases to an estimated residual value at the end of that period. The estimation of residual value is a key source of judgment in preparing the financial statements. The risk is that the selected residual value is not appropriate or is not properly applied in calculating depreciation. In addition, the risk also exists that an indicator of impairment of an Asset might arise in which case an impairment review should be performed and the value of the Asset written down to recoverable amount if less than carrying value. | experience of the valuers engaged by management. We have also considered the adequacy of the disclosure related to this estimation uncertainty set out on page 43.<br><br>We have agreed the brought forward cost and net book value of each aircraft to the prior year closing balances and recalculated depreciation for this year based on the costs and selected residual value.<br><br>We have reviewed and challenged management's conclusion on the assets impairment assessments by review of current market values as provided by the expert valuers. |
| **Revenue recognition**<br><br>The Group's leases of its aircraft have been classified as operating leases and as such rental income should be recognised on a straight-line basis over the lease term, which differs from the profile of actual rental payments. As set out in Note 2(k) of the consolidated financial statements, the majority of lease rentals are receivable in US Dollars and must be appropriately translated into the Sterling functional and presentation currency. The risk is that revenue is not properly recorded in accordance with these requirements. | We have considered whether the classification of the leases as operating leases is appropriate with reference to the lease terms and the nature of the assets.<br><br>We have developed independent expectations of lease income balances for the year based on total lease rentals receivable, the lease terms and foreign exchange rates during the year.<br><br>We have also recalculated deferred rental recognised as a liability in the Statement of Financial Position. |
| **Accounting for fixed rate debt**<br><br>As at 31 March 2015 the value of the fixed rate debt held by the Group was £380 million as disclosed in Note 14 to the consolidated financial statements. The Group has obtained fixed interest rate debt to part-finance the acquisition | We reviewed the debt amortisation schedules prepared by management to calculate the effective interest rates on the loans and checked their consistency with the repayment schedules and if any arrangement costs had been appropriately incorporated.<br><br>We obtained direct confirmation from the lead |

| | |
|---|---|
| of its aircraft assets.<br><br>As set out in Note 14 to the consolidated financial statements, the debt instruments are amortised by regular repayments over their term and are carried at amortised cost with interest expense recognised at the effective interest rate. The risk exists that the effective interest rates have not been accurately calculated or applied. | arranger of each loan facility of the principal balance outstanding and recalculated accrued interest using the effective interest rate.<br><br>We developed expectations of the interest charges for the period using the average outstanding principal balances during the period, the effective interest rates and foreign exchange rates during the year. |

The description of risks above should be read in conjunction with the significant issues considered by the Audit Committee discussed on page 19.

Our audit procedures relating to these matters were designed in the context of our audit of the financial statements as a whole, and not to express an opinion on individual accounts or disclosures. Our opinion on the financial statements is not modified with respect to any of the risks described above, and we do not express an opinion on these individual matters.

**Our Application of Materiality**

We define materiality as the magnitude of misstatement in the financial statements that makes it probable that the economic decisions of a reasonably knowledgeable person would be changed or influenced. We use materiality both in planning the scope of our audit work and in evaluating the results of our work.

We determined materiality for the group to be £3.4 million (2014: £5.2 million), which is approximately 2% of total shareholder’s equity. Our materiality for both 2015 and 2014 was based on the equity of the Group given the significant volatility of the Group’s profits and losses in recent years due to exchange rate movements.

We agreed with the Audit Committee that we would report to the Committee all audit differences in excess of £69,000 (2014: £103,000), as well as differences below that threshold that, in our view, warranted reporting on qualitative grounds. We also report to the Audit Committee on disclosure matters that we identified when assessing the overall presentation of the financial statements.

**An Overview of the Scope of Our Audit**

Our audit was scoped by obtaining an understanding of the Group and its environment, including group-wide controls, and assessing the risks of material misstatement. Audit work to respond to the risks of material misstatement was performed directly by the audit engagement team.

The consolidated financial statements of the Group incorporate its special purpose subsidiary through which aircraft are held and through which debt finance has been obtained. Whilst a statutory audit of the financial statements of this subsidiary is not required, it is included within the scope of our audit of the consolidated financial statements conducted using the Group materiality set out above. Audit work on each entity within the group was performed by the same audit team.

**Matters on which we are Required to Report by Exception**

***Adequacy of explanations received and accounting records***
Under the Companies (Guernsey) Law, 2008 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
- proper accounting records have not been kept by the parent company; or
- the financial statements are not in agreement with the accounting records.

We have nothing to report in respect of these matters.

***Our duty to read other information in the Annual Report***
Under International Standards on Auditing (UK and Ireland), we are required to report to you if, in our opinion, information in the annual report is:

- materially inconsistent with the information in the audited financial statements; or
- apparently materially incorrect based on, or materially inconsistent with, our knowledge of the Group acquired in the course of performing our audit; or
- otherwise misleading.

In particular, we are required to consider whether we have identified any inconsistencies between our knowledge acquired during the audit and the directors' statement that they consider the annual report is fair, balanced and understandable and whether the annual report appropriately discloses those matters that we communicated to the audit committee which we consider should have been disclosed. We confirm that we have not identified any such inconsistencies or misleading statements.

**Respective Responsibilities of Directors and Auditor**
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. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors. We also comply with International Standard on Quality Control 1 (UK and Ireland). Our audit methodology and tools aim to ensure that our quality control procedures are effective, understood and applied. Our quality controls and

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF DORIC NIMROD AIR THREE LIMITED (Continued)**

systems include our dedicated professional standards review team and independent partner reviews.

This report is made solely to the company's members, as a body, in accordance with Section 262 of the Companies (Guernsey) Law, 2008. 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/or those further matters we have expressly agreed to report to them on in our engagement letter 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.

**Scope of the Audit of the Financial Statements**

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the group's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

John Clacy FCA (Senior statutory auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Recognised Auditor
St Peter Port, Guernsey
24 July 2015

*Neither an audit nor a review provides assurance on the maintenance and integrity of the website, including controls listed to achieve this and in particular whether any changes have occurred to the financial information since first published. These matters are the responsibility of the directors but no control procedures can provide absolute assurance in this area.*

*Legislation in Guernsey governing the preparation and dissemination of financial information differs from legislation in other jurisdictions.*

## CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
**For the year ended 31 March 2015**

| | Notes | Year ended 31 Mar 2015 GBP | Year ended 31 Mar 2014 GBP |
|---|---|---|---|
| **INCOME** | | | |
| A rent income | 4 | 45,740,498 | 19,074,287 |
| B rent income | 4 | 20,430,240 | 8,782,885 |
| Bank interest received | | 78,368 | 125,790 |
| | | 66,249,106 | 27,982,962 |
| **EXPENSES** | | | |
| Operating expenses | 5 | (1,514,354) | (936,552) |
| Depreciation of Aircraft | 9 | (22,492,817) | (9,828,040) |
| | | (24,007,171) | (10,764,592) |
| Net profit for the period before finance costs and foreign exchange (losses) / gains | | 42,241,935 | 17,218,370 |
| **Finance costs** | | | |
| Finance costs | 10 | (22,695,051) | (10,021,822) |
| Unrealised foreign exchange (loss) / gain | 18b | (42,899,803) | 1,438,141 |
| (Loss) / profit for the period | | (23,352,919) | 8,634,689 |
| Other Comprehensive Income | | - | - |
| Total Comprehensive (Loss) / Income for the period | | (23,352,919) | 8,634,689 |
| | | **Pence** | **Pence** |
| (Loss) / Earnings per Ordinary Preference Share for the period - Basic and Diluted | 8 | (10.61) | 5.01 |

In arriving at the results for the financial period, all amounts above relate to continuing operations.

The notes on pages 38 to 58 form an integral part of these financial statements.

**Doric Nimrod Air Three Limited ("the Company")**

**CONSOLIDATED STATEMENT OF FINANCIAL POSITION**
**As at 31 March 2015**

| | Notes | 31 Mar 2015 GBP | 31 Mar 2014 GBP |
|---|---|---|---|
| **NON-CURRENT ASSETS** | | | |
| Aircraft | 9 | 585,730,059 | 608,222,876 |
| | | 585,730,059 | 608,222,876 |
| **CURRENT ASSETS** | | | |
| Receivables | 12 | 54,327 | 60,211 |
| Cash and cash equivalents | | 10,607,450 | 9,515,422 |
| | | 10,661,777 | 9,575,633 |
| **TOTAL ASSETS** | | 596,391,836 | 617,798,508 |
| **CURRENT LIABILITIES** | | | |
| Borrowings | 14 | 45,324,729 | 38,334,232 |
| Deferred income | | 3,430,512 | 3,050,854 |
| Rebates | 15 | 316,070 | - |
| Payables - due within one year | 13 | 159,734 | 147,074 |
| | | 49,231,045 | 41,532,160 |
| **NON-CURRENT LIABILITIES** | | | |
| Borrowings | 14 | 334,967,685 | 336,967,927 |
| Deferred income | | 37,894,976 | 25,867,899 |
| Rebates | 15 | 2,370,527 | - |
| | | 375,233,188 | 362,835,826 |
| **TOTAL LIABILITIES** | | 424,464,233 | 404,367,986 |
| **TOTAL NET ASSETS** | | 171,927,603 | 213,430,522 |
| **EQUITY** | | | |
| Share premium | 16 | 208,953,833 | 208,953,833 |
| Retained Earnings | | (37,026,230) | 4,476,689 |
| | | 171,927,603 | 213,430,522 |
| | | **Pence** | **Pence** |
| Net Asset Value Share per Ordinary Preference Share based on 220,000,000 (2014: 220,000,000) shares in issue | | 78.15 | 97.01 |

The Financial Statements were approved by the Board of Directors and authorised for issue on 15 July 2015 and are signed on its behalf by:

Charles Wilkinson
Director

Norbert Bannon
Director

The notes on pages 38 to 58 form an integral part of these financial statements

## CONSOLIDATED STATEMENT OF CASH FLOWS
### For the year ended 31 March 2015

| | Year ended 31 Mar 2015 GBP | Year ended 31 Mar 2014 GBP |
|---|---|---|
| **OPERATING ACTIVITIES** | | |
| (Loss) / profit for the period | (23,352,919) | 8,634,689 |
| Movement in deferred income | 12,406,735 | (12,297,463) |
| Interest received | (78,368) | (125,790) |
| Depreciation of Aircraft | 22,492,817 | 9,828,040 |
| Loan interest payable | 21,834,847 | 9,639,987 |
| Increase in payables | 12,660 | 147,074 |
| Decrease / (increase) in receivables | 5,884 | (60,171) |
| Foreign exchange movement | 42,899,803 | (1,438,141) |
| Amortisation of debt arrangement costs | 860,204 | 381,835 |
| **NET CASH FROM OPERATING ACTIVITIES** | 77,081,663 | 14,710,060 |
| **INVESTING ACTIVITIES** | | |
| Purchase of Aircraft | - | (618,050,915) |
| Interest received | 78,368 | 125,790 |
| **NET CASH FROM / (USED IN) INVESTING ACTIVITIES** | 78,368 | (617,925,125) |
| **FINANCING ACTIVITIES** | | |
| Advance rental received | - | 41,216,216 |
| Dividends paid | (18,150,000) | (4,158,000) |
| Repayments of capital on borrowings | (39,350,453) | (405,432) |
| Repayments of interest on borrowings | (21,358,849) | (7,827,441) |
| Proceeds on issue of Shares | - | 211,000,000 |
| Share issue costs | - | (2,046,207) |
| New debt raised | - | 425,675,676 |
| Costs associated with debt issued | - | (4,648,053) |
| **NET CASH (USED IN) / FROM FINANCING ACTIVITIES** | (78,859,302) | 658,806,759 |
| **CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR** | 9,515,422 | - |
| Increase in cash and cash equivalents | (1,699,272) | 55,591,693 |
| Effects of foreign exchange rates | 2,791,300 | (46,076,271) |
| **CASH AND CASH EQUIVALENTS AT END OF YEAR** | 10,607,450 | 9,515,422 |
| | - | |

The notes on pages 38 to 58 form an integral part of these financial statements.

**Doric Nimrod Air Three Limited ("the Company")**

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
**For the year ended 31 March 2015**

| | Share Capital GBP | Retained Earnings GBP | Total GBP |
|---|---|---|---|
| Balance as at 1 April 2014 | 208,953,833 | 4,476,689 | 213,430,522 |
| Total Comprehensive Loss for the period | - | (23,352,919) | (23,352,919) |
| Dividends paid | - | (18,150,000) | (18,150,000) |
| Balance as at 31 March 2015 | 208,953,833 | (37,026,230) | 171,927,603 |

| | Share Capital GBP | Retained Earnings GBP | Total GBP |
|---|---|---|---|
| Balance as at 1 April 2013 | 40 | - | 40 |
| Total Comprehensive Income for the period | - | 8,634,689 | 8,634,689 |
| Share issue proceeds | 211,000,000 | - | 211,000,000 |
| Share issue costs | (2,046,207) | - | (2,046,207) |
| Dividends paid | - | (4,158,000) | (4,158,000) |
| Balance as at 31 March 2014 | 208,953,833 | 4,476,689 | 213,430,522 |

The notes on pages 38 to 58 form an integral part of these financial statements

## 1 GENERAL INFORMATION

The consolidated financial statements incorporate the results of Doric Nimrod Air Three Limited (the "Company") and DNA Alpha Limited (the "Subsidiary") together known as (the "Group").

The Company was incorporated in Guernsey on 29 March 2012 with registered number 54908. Its share capital consists of one class of Ordinary Preference Shares ("Ordinary Shares") and one class of Subordinated Administrative Shares ("Admin Shares"). The Company's Ordinary Shares have been admitted to trading on the Specialist Fund Market ("SFM") of the London Stock Exchange ("LSE"). The Company delisted from the Channel Islands Stock Exchange ("CISE") on 5 September 2014.

The Company's investment objective is to obtain income returns and a capital return for its Shareholders by acquiring, leasing and then selling aircraft.

## 2 ACCOUNTING POLICIES

The significant accounting policies adopted by the Group are as follows:

### (a) Basis of Preparation

The consolidated financial statements have been prepared in conformity with IFRS as adopted by the European Union ("EU"), which comprise standards and interpretations approved by the International Accounting Standards Board ("IASB") and International Financial Reporting Interpretations Committee ("IFRIC") and applicable Guernsey law. The consolidated financial statements have been prepared on a historical cost basis.

**Changes in accounting policy and disclosure**

The following Standards or Interpretations have been adopted in the current year. Their adoption has not been any impact on the amounts reported in these financial statements and is not expected to have any impact on future financial periods:

IAS 32 Financial Instruments: Presentation - amendments relating to the offsetting of assets and liabilities effective for annual periods beginning on or after 1 January 2014.

The following Standards or Interpretations that are expected to affect the Group have been issued but not yet adopted by the Group as shown below. Other Standards or Interpretations issued by the IASB and IFRIC are not expected to affect the Group.

IFRS 7 Financial Instruments: Disclosures - amendments resulting from September 2014 Annual Improvements effective for annual periods beginning on or after 1 January 2016.

IFRS 9 Financial Instruments - finalised version, incorporating requirements for classification and measurement, impairment, general hedge accounting and derocognition. There is no mandatory effective date, however the IASB has tentatively proposed that this will be effective for accounting periods commencing on or after 1 January 2018 (EU endorsement is outstanding).

IFRS 13 Fair Value Measurement - amendments resulting from Annual Improvements effective for annual periods beginning on 1 July 2014.

## 2 ACCOUNTING POLICIES (continued)

### (a) Basis of Preparation (continued)

IAS 1 Presentation of Financial Statements - amendments resulting from the disclosure initiative effective for annual periods beginning on or after 1 January 2016.

IAS 16 Property, Plant and Equipment - amendments resulting from Annual Improvements effective for annual periods beginning on or after 1 July 2014.

IAS 16 Property, Plant and Equipment - amendments regarding the clarification of acceptable methods of depreciation and amortisation and amendments bringing bearer plants into the scope of IAS 16 effective for annual periods beginning on or after 1 January 2016.

IAS 24 Related Party Disclosures - amendments resulting from Annual Improvements effective for annual periods beginning on or after 1 July 2014.

The Directors have considered the above and are of the opinion that the above Standards and Interpretations are not expected to have an impact on the Group's financial statements except for the presentation of additional disclosures and changes to the presentation of components of the financial statements. These items will be applied in the first financial period for which they are required.

### (b) Basis of consolidation

The consolidated financial statements incorporate the results of the Company and its Subsidiary. The Company owns 100% of all the shares in the Subsidiary, and has the power to govern the financial and operating policies of the Subsidiary so as to obtain benefits from its activities.

Intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions, are eliminated in preparing the consolidated financial statements.

### (c) Taxation

The Company and its Subsidiary have been assessed for tax at the Guernsey standard rate of 0%.

### (d) Share capital

Ordinary Preference Shares (the "Shares") are classified as equity. Incremental costs directly attributable to the issue of Shares are recognised as a deduction from equity.

## 2 ACCOUNTING POLICIES (continued)

### (e) Expenses

All expenses are accounted for on an accruals basis.

### (f) Interest Income

Interest income is accounted for on an accruals basis.

### (g) Foreign currency translation

The currency of the primary economic environment in which the Group operates (the functional currency) is Great British Pounds ("GBP") which is also the presentation currency.

Transactions denominated in foreign currencies are translated into GBP at the rate of exchange ruling at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated into the functional currency at the foreign exchange rate ruling at that date. Foreign exchange differences arising on translation are recognised in the Consolidated Statement of Comprehensive Income.

### (h) Cash and cash equivalents

Cash at bank and short term deposits which are held to maturity are carried at cost. Cash and cash equivalents are defined as call deposits, short term deposits with a term of no more than 3 months from the start of the deposit and highly liquid investments readily convertible to known amounts of cash and subject to insignificant risk of changes in value.

### (i) Segmental reporting

The Directors are of the opinion that the Group is engaged in a single segment of business, being acquiring, leasing and selling various Airbus A380-861 aircrafts (together the "Assets" and each an "Asset").

### (j) Going concern

After making enquiries, the Directors have a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. The Directors believe the Group is well placed to manage its business risks successfully despite the current economic climate as the loan and Equipment Notes interest has been fixed and the fixed rental income under the operating leases means that the rents should be sufficient to repay the debt and provide surplus income to pay for the Group's expenses and permit payment of dividends. Accordingly, the Directors have adopted the going concern basis in preparing the consolidated financial statements. Management is not aware of any material uncertainty that may cast significant doubt upon the Group's ability to continue as a going concern.

## 2 ACCOUNTING POLICIES (continued)

### (k) Leasing and rental income

The leases relating to the Assets have been classified as operating leases as the terms of the leases do not transfer substantially all the risks and rewards of ownership to the lessee. The Assets are shown as non-current assets in the Statement of Financial Position. Further details of the leases are given in Note 11.

Rental income and advance lease payments from operating leases are recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and amortised on a straight-line basis over the lease term.

### (l) Property, plant and equipment - Aircraft

In line with IAS 16 Property Plant and Equipment, the Assets are initially recorded at the fair value of the consideration paid. The cost of the asset is made up of the purchase price of the Assets plus any costs directly attributable to bringing it into working condition for its intended use. Accumulated depreciation and any recognised impairment losses are deducted from cost to calculate the carrying amount of the Assets.

Depreciation is recognised so as to write off the cost of each Asset less the estimated residual value over the estimated useful life of the Asset of 12 years, using the straight line method. The estimated residual value of the four planes ranges from £85.3 to £89.7 million. The depreciation method reflects the pattern of benefit consumption. The residual value is reviewed annually and is an estimate of the amount the entity would receive currently if the asset were already of the age and condition expected at the end of its useful life. Useful life is also reviewed annually and for the purposes of the financial statements represents the likely period of the Group's ownership of these assets. Depreciation starts when the asset is available for use.

At each reporting date, the Group reviews the carrying amounts of its Aircraft to determine whether there is any indication that those Assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the Asset is estimated to determine the extent of the impairment loss (if any).

Recoverable amount is the higher of fair value less costs to sell and the value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the Asset for which the estimates of future cash flows have not been adjusted.

## 2 ACCOUNTING POLICIES (continued)

### (l) Property, plant and equipment - Aircraft (continued)

If the recoverable amount of an Asset is estimated to be less than its carrying amount, the carrying amount of the Asset is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the Asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

### (m) Financial liabilities

Financial liabilities consist of payables and borrowings. The classification of financial liabilities at initial recognition depends on the purpose for which the financial liability was issued and its characteristics. All financial liabilities are initially measured at fair value, net of transaction costs. All financial liabilities are recorded on the date on which the Group becomes party to the contractual requirements of the financial liability. Financial liabilities are subsequently measured at amortised cost using the effective interest method, with interest expense recognised on an effective yield basis.

The effective interest method is a method of calculating the amortised cost of the financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

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

### (n) Net asset value

In circumstances where the Directors, as advised by the Asset Manager, are of the opinion that the net asset value ("NAV") or NAV per Share, as calculated under prevailing accounting standards, is not appropriate or could give rise to a misleading calculation, the Directors, in consultation with the Administrator and the Asset Manager may determine, at their discretion, an alternative method for calculating the value of the Company and shares in the capital of the Company, which they consider more accurately reflects the value of the Company.

## 3 SIGNIFICANT JUDGEMENTS AND ESTIMATES

In the application of the Group's accounting policies, which are described in Note 2, the Directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an on going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

**3 SIGNIFICANT JUDGEMENTS AND ESTIMATES (continued)**

The following are the critical judgements and estimates that the Directors have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

**Residual value and useful life of Aircraft**

As described in note 2 (l), the Group depreciates the Assets on a straight line basis over the estimated useful life of the Assets after taking into consideration the estimated residual value. IAS 16 Property, Plant and Equipment requires residual value to be determined as an estimate of the amount that would be obtained from disposal today if the Asset were of the age and condition expected at the end of its useful life. However, there are currently no aircraft of a similar type of sufficient age for the Directors to make a direct market comparison in making this estimation. After consulting with the Asset Manager, the Directors have concluded that a forecast market value for the aircraft at the end of its useful life (including inflationary effects) best approximates residual value. In estimating residual value, the directors have made reference to forecast market values for the aircraft obtained from 3 independent expert aircraft valuers. The estimation of residual value remains subject to inherent uncertainty. If the estimate of residual value had been decreased by 20% with effect from the beginning of this year, the net profit for the year and closing shareholders' equity would have been decreased by approximately £5.8 million. An increase in residual value by 20% would have had an equal but opposite effect. This reflects the range of estimates of residual value that the Directors believe would be reasonable at this time. The useful life of each Asset is estimated based on the expected period for which the Group will own and lease the aircraft.

**Operating lease commitments - Group as lessor**

The Group has entered into operating leases on four (2014: four) Assets. The Group has determined, based on an evaluation of the terms and conditions of the arrangements, that it retains all the significant risks and rewards of ownership of these Assets and accounts for the contracts as operating leases.

The Group has determined that the operating leases on the Assets are for 12 years based on an initial term of 10 years followed by an extension term of 2 years. Should the lessee choose to exit a lease at the end of the initial term of 10 years a penalty equal to the remaining 2 years of lease rent would be due.

**Impairment**

As described in note 2 (l), an impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs to sell and its value in use. The Directors monitor the Assets for any indications of impairment as required by IAS 16 Property, Plant and Equipment and IAS 36 Impairment of Assets.

At the year end the Directors have reviewed the carrying values of the Assets and concluded that there was no indication of any impairments.

## 4 RENTAL INCOME

| | Year ended 31 Mar 2015 GBP | Year ended 31 Mar 2014 GBP |
|---|---|---|
| A rent income | 60,709,303 | 5,332,900 |
| Revenue received but not yet earned | (39,728,992) | (2,073,017) |
| Revenue earned but not received | 21,729,126 | 11,430,645 |
| Amortisation of advance rental income | 3,177,923 | 4,383,759 |
| Deduction of rebate monies | (146,862) | - |
| | 45,740,498 | 19,074,287 |
| B rent income | 20,472,384 | 10,226,808 |
| Revenue received but not yet earned | (98,079) | (1,443,923) |
| Revenue earned but not received | 55,935 | - |
| | 20,430,240 | 8,782,885 |
| Total rental income | 66,170,738 | 27,857,172 |

Rental income is derived from the leasing of the Assets. Rent is split into A rent, which is received in US Dollars ("USD") and B rent, which is received in GBP. Rental income received in USD is translated into the functional currency (GBP) at the date of the transaction.

A and B income receivable will decrease / increase respectively, 10 years from the start of each lease. An adjustment has been made to spread the actual total income receivable over the term of the lease on an annual basis. In addition, advance rentals received have also been spread over the full term of the leases.

## 5 OPERATING EXPENSES

| | Year ended 31 Mar 2015 GBP | Year ended 31 Mar 2014 GBP |
|---|---|---|
| Management fee | 412,563 | 302,226 |
| Asset management fee | 618,844 | 284,001 |
| Administration fees | 113,110 | 64,139 |
| Bank interest & charges | 14,771 | 1,291 |
| Accountancy fees | 21,525 | 14,383 |
| Registrars fee | 17,438 | 22,563 |
| Audit fee | 28,900 | 32,000 |
| Directors' remuneration | 102,000 | 67,985 |
| Directors' and Officers' insurance | 38,042 | 49,289 |
| Legal & professional expenses | 5,533 | 5,112 |
| Annual fees | 9,206 | 5,671 |
| Travel expenses | 97,478 | 69,734 |
| Sundry costs | 26,904 | 10,892 |
| Other operating expenses | 8,040 | 7,266 |
| | 1,514,354 | 936,552 |

## 6 DIRECTORS' REMUNERATION

Under their terms of appointment, each Director is paid a fee of £23,000 per annum by the Company, except for the Chairman, who receives £29,000 per annum. The Chairman of the audit committee also receives an extra £4,000 per annum. In the prior year JTC provided corporate director services at £3,000 per annum until 13 January 2014 when John Le Prevost was formally appointed for a fee of £23,000 per annum.

## 7 DIVIDENDS IN RESPECT OF EQUITY SHARES

| Dividends in respect of Ordinary Shares | Year ended 31 Mar 2015 GBP | Pence per share |
|---|---|---|
| First interim dividend | 4,537,500 | 2.06 |
| Second interim dividend | 4,537,500 | 2.06 |
| Third interim dividend | 4,537,500 | 2.06 |
| Fourth interim dividend | 4,537,500 | 2.06 |
| | 18,150,000 | 8.24 |

| Dividends in respect of Ordinary Shares | Year ended 31 Mar 2014 GBP | Pence per share |
|---|---|---|
| First interim dividend | 377,300 | 0.17 |
| Second interim dividend | 3,780,700 | 1.72 |
| | 4,158,000 | 1.89 |

## 8 EARNINGS PER SHARE

(Loss) / Earnings per Share ('EPS') is based on the net loss for the period of £23,352,919 (31 March 2014 gain £8,634,689) and 220,000,000 (31 March 2014: 220,000,000) Ordinary Shares being weighted average number of Shares in issue during the period.

There are no dilutive instruments and therefore basic and diluted earning per Share are identical.

## 9 PROPERTY, PLANT AND EQUIPMENT - AIRCRAFT

| | MSN132 GBP | MSN133 GBP | MSN134 GBP | MSN136 GBP | Associated Costs GBP | TOTAL GBP |
|---|---|---|---|---|---|---|
| **COST** | | | | | | |
| As at 1 Apr 2014 | 158,023,736 | 150,426,721 | 152,495,955 | 152,676,513 | 4,427,990 | 618,050,915 |
| As at 31 Mar 2015 | 158,023,736 | 150,426,721 | 152,495,955 | 152,676,513 | 4,427,990 | 618,050,915 |
| **ACCUMULATED DEPRECIATION** | | | | | | |
| As at 1 Apr 2014 | 3,340,425 | 1,842,521 | 2,063,690 | 2,307,434 | 273,969 | 9,828,039 |
| Charge for the year | 5,697,454 | 5,423,548 | 5,498,153 | 5,504,663 | 368,999 | 22,492,817 |
| As at 31 Mar 2015 | 9,037,879 | 7,266,069 | 7,561,843 | 7,812,097 | 642,968 | 32,320,856 |
| **CARRYING AMOUNT** | | | | | | |
| As at 31 Mar 2015 | 148,985,857 | 143,160,652 | 144,934,112 | 144,864,416 | 3,785,022 | 585,730,059 |
| As at 31 Mar 2014 | 154,683,311 | 148,584,200 | 150,432,265 | 150,369,079 | 4,154,021 | 608,222,876 |

The Group can sell the Assets during the term of the leases (with the lease attached and in accordance with the terms of the transfer provisions contained therein).

Under IAS 17 the direct costs attributed in negotiating and arranging the operating leases have been added to the carrying amount of the leased asset and recognised as an expense over the lease term.

## 10 FINANCE COSTS

| | 31 Mar 2015 | 31 Mar 2014 |
|---|---|---|
| | GBP | GBP |
| Amortisation of debt arrangement costs | 860,204 | 381,835 |
| Interest payable | 21,834,847 | 9,639,987 |
| | 22,695,051 | 10,021,822 |

## 11 OPERATING LEASES

The amounts of minimum lease receipts at the reporting date under non cancellable operating leases are detailed below:

| 31 March 2015 | Next 12 months | 1 to 5 years | After 5 years | Total |
|---|---|---|---|---|
| | GBP | GBP | GBP | GBP |
| Aircraft - A rental receipts | 66,151,267 | 260,326,627 | 144,115,905 | 470,593,799 |
| Aircraft - B rental receipts | 20,472,384 | 81,889,536 | 112,607,496 | 214,969,416 |
| | 86,623,651 | 342,216,163 | 256,723,401 | 685,563,215 |

| 31 March 2014 | Next 12 months | 1 to 5 years | After 5 years | Total |
|---|---|---|---|---|
| | GBP | GBP | GBP | GBP |
| Aircraft - A rental receipts | 59,176,421 | 233,074,382 | 185,438,336 | 477,689,139 |
| Aircraft - B rental receipts | 20,472,384 | 81,889,536 | 133,079,880 | 235,441,800 |
| | 79,648,805 | 314,963,918 | 318,518,216 | 713,130,939 |

The Operating leases are for Airbus A380-861 Aircrafts. The terms of the leases are as follows;

MSN132 Limited - term of the lease is for 12 years ending August 2025. The initial lease is for 10 years ending August 2023, with an extension period of 2 years ending August 2025, in which rental payments reduce. The present value of the remaining rentals in the extension period at the end of the initial 10 year lease term must be paid even if the option is not taken.

MSN133 Limited - term of the lease is for 12 years ending November 2025. The initial lease is for 10 years ending November 2023, with an extension period of 2 years ending November 2025, in which rental payments reduce. The present value of the remaining rentals in the extension period at the end of the initial 10 year lease term must be paid even if the option is not taken.

## 11 OPERATING LEASES (continued)

MSN134 Limited - term of the lease is for 12 years ending November 2025. The initial lease is for 10 years ending November 2023, with an extension period of 2 years ending November 2025, in which rental payments reduce. The present value of the remaining rentals in the extension period at the end of the initial 10 year lease term must be paid even if the option is not taken.

MSN136 Limited - term of the lease is for 12 years ending October 2025. The initial lease is for 10 years ending October 2023, with an extension period of 2 years ending October 2025, in which rental payments reduce. The present value of the remaining rentals in the extension period at the end of the initial 10 year lease term must be paid even if the option is not taken.

At the end of each lease the lessee has the right to exercise an option to purchase the Asset if the Company chooses to sell the Asset. If a purchase option event occurs the Company and the lessee will be required to arrange for a current market value appraisal of the Asset to be carried out by three independent appraisers. The purchase price will be equal to the average valuation of those three appraisals.

## 12 RECEIVABLES

| | 31 Mar 2015 GBP | 31 Mar 2014 GBP |
|---|---|---|
| Prepayments | 54,288 | 60,172 |
| Sundry debtors | 39 | 39 |
| | 54,327 | 60,211 |

The above carrying value of receivables is equivalent to the fair value.

## 13 PAYABLES (amounts falling due within one year)

| | 31 Mar 2015 GBP | 31 Mar 2014 GBP |
|---|---|---|
| Accrued administration fees | 22,184 | 10,867 |
| Accrued audit fee | 26,900 | 27,000 |
| Accrued management fee | 105,063 | 102,500 |
| Other accrued expenses | 5,587 | 6,707 |
| | 159,734 | 147,074 |

The above carrying value of payables is equivalent to the fair value.

## 14 BORROWINGS

| | 31 Mar 2015 GBP | 31 Mar 2014 GBP |
|---|---|---|
| Equipment Notes | 383,698,429 | 379,568,377 |
| Associated costs | (3,406,015) | (4,266,218) |
| | 380,292,414 | 375,302,159 |
| Amount due for settlement within 12 months | 45,324,729 | 38,334,232 |
| Amount due for settlement after 12 months | 334,967,685 | 336,967,927 |

In order to finance the acquisition of the Assets, Doric Nimrod Air Alpha Limited "DNAA" used the proceeds of the August 2013 offering of Pass Through Certificates ("the Certificates"). The Certificates have an aggregate face amount of approximately $630 million, made up of "Class A" certificates and "Class B" certificates. The Class A certificates in aggregate have a face amount of $462 million with an interest rate of 5.250% and a final expected distribution date of 30 May 2023. The Class B certificates in aggregate have a face amount of $168 million with an interest rate of 6.125% and a final expected distribution date of 30 November 2019. There is a separate trust for each class of Certificate. The trusts used the funds from the Certificates to acquire equipment notes. The equipment notes were issued to Wilmington Trust, National Association as pass through trustee in exchange for the consideration paid by the purchasers of the Certificates. The equipment notes were issued by the Subsidiary and the proceeds from the sale of the equipment notes financed a portion of the purchase price of the four airbus A380-861 aircrafts, with the remaining portion being financed through contribution from the Company of the Share issue proceeds. The holders of the equipment notes issued for each aircraft have the benefit of a security interest in such aircraft.

In the Directors' opinion, the above carrying values of the equipment notes are approximate to their fair value.

## 15 REBATES

Upon entering into the leases it was agreed that the lessee would pay to the Company such amount as estimated to be necessary to fund the payment by the Company of certain costs, fees and expenses associated with the transactions arising from the leases. Following payment of the costs, fees and expenses, it was agreed that such amount paid by the lessee exceeded the amount actually necessary. It was agreed that the Company would return the excess to the lessee over the remaining life of the leases in May and November of each year. Upon any termination of a lease prior to its end the Company shall pay the entire remaining unpaid excess relating to such Aircraft to such account as is directed by the lessee, but without any interest accrued thereon.

## 16 SHARE CAPITAL

The Share Capital of the Company is represented by an unlimited number of shares of no par value being issued or reclassified by the Company as Ordinary Shares or Administrative Shares.

| **Issued** | **Administrative Shares** | **Ordinary Shares** |
|---|---|---|
| Shares issued at incorporation | - | 2,900,000 |
| Shares issued 28 March 2013 | - | 2,900,000 |
| Shares consolidation 12 June 2013 | - | (5,600,000) |
| Share sub division 12 June 2013 | - | 8,800,000 |
| Share issued 20 June 2013 | 2 | - |
| Shares issued at Placing 20 June 2013 | - | 211,000,000 |
| Issued share capital as at 31 Mar 2015 and 31 March 2014 | 2 | 220,000,000 |

| **Issued** | **Administrative Shares GBP** | **Ordinary Shares GBP** | **Total GBP** |
|---|---|---|---|
| Shares issued at incorporation | - | 20 | 20 |
| Shares issued 28 March 2013 | - | 20 | 20 |
| Share issued 20 June 2013 | 2 | - | 2 |
| Shares issued at Placing 20 June 2013 | - | 211,000,000 | 211,000,000 |
| Share issue costs | - | (2,046,207) | (2,046,207) |
| Total share capital as at 31 Mar 2015 and 31 March 2014 | 2 | 208,953,833 | 208,953,835 |

Members holding Ordinary Preference Shares ("Ordinary Shares") are entitled to receive, and participate in, any dividends out of income attributable to the Ordinary Shares; other distributions of the Company available for such purposes and resolved to be distributed in respect of any accounting period; or other income or right to participate therein.

On a winding up, Ordinary Shareholders are entitled to the surplus assets attributable to the Ordinary Shares class remaining after payment of all the creditors of the Company. Members have the right to receive notice of and to attend, speak and vote at general meetings of the Company.

The holders of Administrative Shares are not entitled to receive, and participate in, any dividends out of income; other distributions of the Company available for such purposes and resolved to be distributed in respect of any accounting period; or other income or right to participate therein. On a winding up, holders are entitled to a return of capital paid up on them after the Ordinary Shares have received a return of their capital paid up but ahead of the return of all additional capital to the holders of Ordinary Shares.

## 16 SHARE CAPITAL (continued)

Holders shall not have the right to receive notice of and no right to attend, speak and vote at general meetings of the Company, except for the Liquidation Proposal Meeting (general meeting convened six months before the end term of the Lease where the Liquidation Resolution will be proposed) or if there are no Ordinary Shares in existence.

## 17 FINANCIAL INSTRUMENTS

The Group's main financial instruments comprise:

**(a)** Cash and cash equivalents that arise directly from the Group's operations; and

**(b)** Debt secured on non current assets.

## 18 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's objective is to obtain income and returns and a capital return for its Shareholders by acquiring, leasing and then selling aircraft.

The following table details the categories of financial assets and liabilities held by the Group at the reporting date:

| | 31 Mar 2015 GBP | 31 Mar 2014 GBP |
|---|---|---|
| **Financial assets** | | |
| Cash and cash equivalents | 10,607,450 | 9,515,422 |
| Receivables | 39 | 39 |
| **Loans and receivable at amortised cost** | 10,607,489 | 9,515,461 |
| **Financial liabilities** | | |
| Payables | 159,734 | 147,074 |
| Debt payable | 383,698,429 | 379,568,377 |
| **Financial liabilities measured at amortised cost** | 383,858,163 | 379,715,451 |

The main risks arising from the Group's financial instruments are capital management risk, foreign currency risk, credit risk, liquidity risk and interest rate risk. The Board regularly review and agrees policies for managing each of these risks and these are summarised below:

### (a) Capital management

The Group manages its capital to ensure that the Group will be able to continue as a going concern while maximising the return to Shareholders through the optimisation of the debt and equity balance.

The capital structure of the Group consists of debt, which includes the borrowings disclosed in note 14, cash and cash equivalents and equity attributable to equity holders, comprising issued capital and retained earnings.

## 18 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

### (a) Capital management (continued)

The Group's Board of Directors reviews the capital structure on a bi-annual basis.

Equity includes all capital and reserves of the Company that are managed as capital.

### (b) Foreign currency risk

The Group's accounting policy under IFRS requires the use of a Sterling historic cost of the Assets and the value of the USD debt as translated at the spot exchange rate on every reporting date. In addition USD operating lease receivables are not immediately recognised in the statement of financial position and are accrued over the period of the leases. The Directors consider that this introduces an artificial variance due to the movement over time of foreign exchange rates. In actuality, the USD operating lease should offset the USD payables on amortising debt. The foreign exchange exposure in relation to the equipment notes is thus largely hedged.

Lease rentals (as detailed in Notes 4 and 11) are received in USD and GBP. Those lease rentals received in USD are used to pay the equipment notes repayments due, also in USD (as detailed in Note 14). Both USD lease rentals and equipment notes repayments are fixed and are for similar sums and similar timings. The matching of lease rentals to settle equipment notes repayments therefore mitigates risks caused by foreign exchange fluctuations.

The carrying amounts of the Group's foreign currency denominated monetary assets and liabilities at the reporting date are as follows:

| | 31 Mar 2015<br>GBP | 31 Mar 2014<br>GBP |
|---|---|---|
| Debt (USD) - Liabilities | (383,698,429) | (379,568,377) |
| Cash and cash equivalents (USD) - Asset | 280,151 | 2,785,626 |

The following table details the Group's sensitivity to a 15 per cent appreciation in GBP against USD. 15 per cent represents the Directors' assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 15 per cent change in foreign currency rates. A positive number below indicates an increase in profit and other equity where GBP strengthens 15 per cent against USD. For a 15 per cent weakening of the GBP against USD, there would be a comparable but opposite impact on the profit and other equity:

| | 31 Mar 2015 | 31 Mar 2014 |
|---|---|---|
| Profit or loss | 50,011,080 | 49,145,576 |
| Assets | (36,541) | (363,343) |
| Liabilities | 50,047,621 | 49,508,919 |

## 18 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

### (b) Foreign currency risk (continued)

On eventual sale of the Assets, the Group may be subject to foreign currency risk if the sale was made in a currency other than GBP. Transactions in similar assets are typically priced in USD.

### (c) Credit Risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group.

The credit risk on cash transactions are mitigated by transacting with counterparties that are regulated entities subject to prudential supervision, or with high credit ratings assigned by international credit rating agencies.

The Group's financial assets exposed to credit risk are as follows:

| | **31 Mar 2015 GBP** | **31 Mar 2014 GBP** |
|---|---|---|
| Receivables | 39 | 39 |
| Cash and cash equivalents | 10,607,450 | 9,515,422 |
| | 10,607,489 | 9,515,461 |

Surplus cash in the Company is held with RBSI. Surplus cash in the Subsidiary is held in accounts with RBSI and Bank of China, which have credit ratings given by Moody's of Ba1 and A1 respectively.

There is a contractual credit risk arising from the possibility that the lessee may default on the lease payments. This risk is mitigated, as under the terms of the lease agreements between the lessee and the Group, any non payment of the lease rentals constitutes a Special Termination Event, under which the lease terminates and the Company may either choose to sell the Asset or lease the Assets to another party.

At the inception of each lease, the Company selected a lessee with a strong statement of financial position and financial outlook. The financial strength of Emirates is regularly reviewed by the Board and the Asset Manager.

### (d) Liquidity Risk

Liquidity risk is the risk that the Group will encounter difficulty in realising assets or otherwise raising funds to meet financial commitments. The Group’s main financial commitments are its ongoing operating expenses and payments on equipment notes.

## 18 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

### (d) Liquidity Risk (continued)

Ultimate responsibility for liquidity risk management rests with the Board of Directors, which established an appropriate liquidity management framework at the incorporation of the Group, through the timings of lease rentals and debt repayments. The Group manages liquidity risk by maintaining adequate reserves, banking facilities and borrowing facilities, by monitoring forecast and actual cash flows, and by matching profiles of financial assets and liabilities.

The table below details the residual contractual maturities of financial liabilities. The amounts below are contractual undiscounted cashflows, including both the principal and interest payments, and will not agree directly to the amounts recognised in the statement of financial position:

| 31 Mar 2015 | 1-3 months GBP | 3-12 months GBP | 1-2 years GBP | 2-5 years GBP | over 5 years GBP |
|---|---|---|---|---|---|
| ***Financial liabilities*** | | | | | |
| Payables - due within one year | 159,734 | - | - | - | - |
| Equipment notes | 33,121,210 | 33,021,610 | 65,734,953 | 194,557,894 | 144,082,140 |
| | 33,280,944 | 33,021,610 | 65,734,953 | 194,557,894 | 144,082,140 |

| 31 Mar 2014 | 1-3 months GBP | 3-12 months GBP | 1-2 years GBP | 2-5 years GBP | over 5 years GBP |
|---|---|---|---|---|---|
| ***Financial liabilities*** | | | | | |
| Payables - due within one year | 147,074 | - | - | - | - |
| Equipment notes | 29,626,725 | 29,542,187 | 58,822,728 | 174,221,611 | 185,400,797 |
| | 29,773,799 | 29,542,187 | 58,822,728 | 174,221,611 | 185,400,797 |

### (e) Interest rate risk

Interest rate risk arises from the possibility that changes in interest rates will affect future cash flows. It is the risk that fluctuations in market interest rates will result in a reduction in deposit interest earned on bank deposits held by the Group.

The Group mitigates interest rate risk by fixing the interest rate on the equipment notes debt and the lease rentals.

## 18 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

### (e) Interest rate risk (continued)

The following table details the Group's exposure to interest rate risks:

| 31 Mar 2015 | Variable interest GBP | Fixed interest GBP | Non-interest Bearing GBP | Total GBP |
|---|---|---|---|---|
| **Financial Assets** | | | | |
| Receivables | - | - | 39 | 39 |
| Cash and cash equivalents | 10,607,450 | - | - | 10,607,450 |
| **Total Financial Assets** | 10,607,450 | - | 39 | 10,607,489 |
| **Financial Liabilities** | | | | |
| Accrued expenses | - | - | 159,734 | 159,734 |
| Equipment notes | - | 380,292,414 | - | 380,292,414 |
| **Total Financial Liabilities** | - | 380,292,414 | 159,734 | 380,452,148 |
| **Total interest sensitivity gap** | 10,607,450 | 380,292,414 | | |

| 31 Mar 2014 | Variable interest GBP | Fixed interest GBP | Non-interest Bearing GBP | Total GBP |
|---|---|---|---|---|
| **Financial Assets** | | | | |
| Receivables | - | - | 60,211 | 60,211 |
| Cash and cash equivalents | 9,515,422 | - | - | 9,515,422 |
| **Total Financial Assets** | 9,515,422 | - | 60,211 | 9,575,633 |
| **Financial Liabilities** | | | | |
| Accrued expenses | - | - | 147,074 | 147,074 |
| Equipment notes | - | 375,302,159 | - | 375,302,159 |
| **Total Financial Liabilities** | - | 375,302,159 | 147,074 | 375,449,233 |
| **Total interest sensitivity** | 9,515,422 | 375,302,159 | | |

If interest rates had been 50 basis points higher throughout the period and all other variables were held constant, the Group's net assets attributable to shareholders as at 31 March 2015 would have been £53,037 greater (31 March 2014: £47,577) due to an increase in the amount of interest receivable on the bank balances.

If interest rates had been 50 basis points lower throughout the period and all other variables were held constant, the Group's net assets attributable to shareholders as at 31 March 2015 would have been £53,037 lower (31 March 2014: £47,577) due to an increase in the amount of interest receivable on the bank balances.

## 19 ULTIMATE CONTROLLING PARTY

In the opinion of the Directors, the Company has no ultimate controlling party.

## 20 SUBSEQUENT EVENTS

On 1 April 2015, a further dividend of 2.0625 pence per Ordinary Preference Share was declared and this was paid on 24 April 2015.

On 1 July 2015, a further dividend of 2.0625 pence per Ordinary Preference Share was declared and this will be paid on 24 July 2015.

## 21 RELATED PARTY TRANSACTIONS

Amedeo Management Limited ("Amedeo") has been appointed as the Group's Asset Manager and Agent (the agent is appointed to assist with the purchase of the aircraft , the arrangement of suitable equity and debt finance and the negotiation and documentation of the lease and financing contracts) respectively.

The Company paid Amedeo:
(i) a fee of 0.6532 per cent. of £677,891,893 being the aggregate value of the Ordinary Shares in the Company issues under the Ordinary Share placing together with the amounts of debt financing received by the Company (otherwise known as the "Total Gross Proceeds").
(ii) a fee of 0.25 per cent. of the amounts of debt financing received.

In addition, Amedeo shall receive, in consideration for providing services to the Company a management and advisory fee of £135,000 per annum per Asset (adjusted annually for inflation from 2014 onwards at 2.5 per cent. per annum), payable quarterly in arrear, save that Amedeo shall only become entitled to such fee in relation to each Asset following the acquisition of such Asset by the Company and the fee for each Asset shall be calculated from the date of acquisition of that Asset.
Following the disposal of the first Asset, Amedeo will be paid an initial interim amount ("Initial Interim Amount") as follows:
(i) If the sale price realised for the first Asset to be sold by the Group, net of cost and expenses (the "Interim Net Realised Value") is less than the "Relevant Proportion" (being 1/X where X is the aggregate of (i) the Ordinary Share placing proceeds and (ii) proceeds of any further issue of shares by the Company (the "Total Subscribed Equity") Amedeo will not be entitled to an Initial Interim Amount.
(ii) If the Interim Net Realised Value is between 100 per cent. (inclusive) and 150 per cent. (inclusive) of the Relevant Proportion of the Total Subscribed Equity, Amedeo will be entitled to an Initial Interim Amount of 2 per cent. of the Interim Realised Value;
(iii) If the Interim Net Realised Value is greater than 150 per cent of the Relevant Proportion of the Total Subscribed Equity, Amedeo will be entitled to an Initial Interim Amount of 3 per cent. of the Interim Realised Value.

## 21 RELATED PARTY TRANSACTIONS (continued)

Following the disposal of each subsequent Aircraft except the final Aircraft, Amedeo will be paid, in respect of each such Aircraft disposed of, an additional cash amount (each a "Subsequent Interim Amount") as follows:
(i) If the sale price realised for the Asset, net of costs and expenses ("Subsequent Interim Net Realised Value") is less than the Relevant Proportion of the Total Subscribed Equity, Amedeo will be entitled to a Subsequent Interim Amount of 1.75 per cent. of the relevant Subsequent Interim Realised Value;
(ii) if the Subsequent Interim Net Realised Value is between 100 per cent. (inclusive) and 150 per cent (inclusive) of the Relevant Proportion of the Total Subscribed Equity, Amedeo will be entitled to a Subsequent Interim Amount of 3 per cent. of the relevant Subsequent Interim Realised Value;
(iii) if the Subsequent Interim Net Realised Value is greater than 150 per cent of the Relevant Proportion of the Total Subscribed Equity, Amedeo will be entitled to a Subsequent Interim Amount of 3 per cent. of the relevant Subsequent Interim Realised Value.

Following the disposal of the final Asset, and prior to the liquidation of the Company, if the Disposition Fee (as defined below) is payable, where the aggregate of the Initial Interim Amount and the Subsequent Interim Amounts is less than the Disposition Fee (as defined below) payable, the Company shall pay the difference to Amedeo in satisfaction of its obligations to pay such Disposition Fee.
Amedeo shall be paid a disposition fee (the "Disposition Fee") as follows: (a) Amedeo will not be entitled to the Disposition Fee (but for the avoidance of doubt will be entitled to reimbursement for properly incurred costs and expenses) if the aggregate sale proceeds for all Assets net of costs and expenses ("Aggregate Net Realised Value") is less than the Total Subscribed Equity; (b) if the Aggregate Net Realised Value is between 100 per cent. (inclusive) and 150 per cent. (inclusive) of the Total Subscribed Equity, Amedeo shall be entitled to a Disposition Fee of 2 per cent. of the Aggregate Realised Value; (c) if the Aggregate Net Realised Value is greater than 150 per cent. of the Total Subscribed Equity, Amedeo shall be entitled to a Disposition Fee of 3 per cent. of the Aggregate Realised Value.

In the event of a Total Loss of an Aircraft (as defined in the prospectus for the Ordinary Share placing of the company) the Total Subscribed Equity hurdle shall be adjusted down pro rata. In addition, the Annual Fee payable shall be pro rated to the date of the Total Loss.

During the year, the Group incurred £734,919 (31 March 2014: £6,206,272) of expenses with Amedeo of which £nil (31 March 2014: £nil) was outstanding to this related party at 31 March 2015. £nil (31 March 2014: £4,427,990) of expenses have been added to the carrying value of the Aircraft. £nil (31 March 2014: £1,380,514) of expenses have been deducted from the carrying value of the equipment notes.

Nimrod Capital LLP ("Nimrod") is the Company's Placing Agent and Corporate and Shareholder Adviser. In consideration for Nimrod acting as placing agent in the initial Ordinary Share Placing, the Company agreed to pay to Nimrod, at Admission, a placing commission equal to 0.2142 per cent of the Initial Gross proceeds of the initial Ordinary Share Placing.

## 21 RELATED PARTY TRANSACTIONS (continued)

The Group shall pay to Nimrod for its services as Corporate and Shareholder Adviser a fee £400,000 per annum (adjusted annually for inflation from 2014 onwards, at 2.5 per cent per annum) payable quarterly in arrears.

During the year, the Group incurred £412,563 (31 March 2014: £1,762,040) of expenses with Nimrod, of which £105,063 (31 March 2014: £102,500) was outstanding to this related party at 31 March 2015. £nil (31 March 2014: £1,459,602) of expenses have been deducted from equity. £412,563 (31 March 2014: £302,226) of expenses related to management fees as shown in Note 5.

John Le Prevost is a director of Anson Registrars Limited ("ARL"), the Company's registrar, transfer agent and paying agent. During the year, the Company incurred £17,438 (31 March 2014: £22,563) of expenses with ARL, of which £1,087 (31 March 2014: £987) was outstanding to this related party at 31 March 2015.

**Doric Nimrod Air Three Limited (the "Company")**

**NOTICE OF GENERAL MEETING**
(Incorporated and registered in Guernsey with company number 54908)

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you are advised to consult your stockbroker, solicitor, accountant, or other professional adviser. If you have sold or otherwise transferred all your shares in Doric Nimrod Air Three Limited, please pass this document together with the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer for transmission to the person who now holds shares in Doric Nimrod Air Three Limited.**

**DORIC NIMROD AIR THREE LIMITED**

**(Incorporated and registered in Guernsey with company number 54908)**

**NOTICE OF GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the GENERAL MEETING of the voting Members of Doric Nimrod Air Three Limited (the "**Company**") will be held at Frances House, Sir William Place, St Peter Port, Guernsey, GY1 4EU on Thursday 1 October 2015 at 11.00 a.m., to consider and, if thought fit, pass the below resolutions.

**Ordinary Resolutions:**

1. To receive the Company's Annual Financial Report for the period ended 31 March 2015.

2. To appoint Deloitte LLP as Auditor to the Company, to hold office from the conclusion of the meeting until the conclusion of the next general meeting to be held in 2016 under section 199 of The Companies (Guernsey) Law, 2008, as amended, and to authorise the directors to determine their remuneration.

***BY ORDER OF THE BOARD***
JTC (Guernsey) Limited
Secretary

15 July 2015

***Registered Office:***
PO Box 156
Frances House
Sir William Place
St Peter Port
Guernsey
GY1 4EU

## Doric Nimrod Air Three Limited (the "Company")

## NOTICE OF GENERAL MEETING (Continued)

**Notes:**

1. A shareholder will only be entitled to attend and vote at this General Meeting if they are registered as holders of Shares as at the close of business on 29 September 2015 or, if the General Meeting is adjourned, as at 48 hours before the time of any adjourned General Meeting. This record time is being set for the purpose of determining entitlements to attend and vote at shareholder meetings.
2. A member entitled to attend and vote at the General Meeting is entitled to appoint one or more proxies to vote instead of them. A proxy need not be a member of the Company. Completion and return of the form of proxy will not preclude members from attending or voting at the General Meeting if they so wish.
3. More than one proxy may be appointed provided each proxy is appointed to exercise the rights attached to different shares.
4. In accordance with the provisions of E.2.1 of the UK Corporate Governance Code it should be noted that a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of the votes for and against each resolution.
5. A Form of Proxy is enclosed for use at the General Meeting. The Form of Proxy should be completed in accordance with the instructions set out therein and sent, together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, so as to reach the Company's agent, for this purpose being, Anson Registrars Limited, PO Box 426 Anson House, Havilland Street, St Peter Port, Guernsey GY1 3WX not less than 48 hours before the time for holding the General Meeting.
6. If the General Meeting falls to be adjourned because it is not quorate, it will be adjourned to the same time and place five business days later or to such other day and/or time and/or place as the directors of the Company may determine, whereupon those shareholders then present in person, by their representative or by proxy, shall form the quorum. In the event of any such adjournment the Company will announce the adjournment via a regulatory information service but no other notification will be sent directly to shareholders.
7. Where there are joint registered holders of any shares such persons shall not have the right of voting individually in respect of such shares but shall elect one of their number to represent them and to vote whether in person or by proxy in their name. In default of such election the person whose name stands first on the register of shareholders shall alone be entitled to vote.
8. On a poll votes may be given either personally or by proxy and a shareholder entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.
9. Any corporation which is a shareholder may by resolution of its board of directors or other governing body authorise such person as it thinks fit to act as its representative at the General Meeting. Any person so authorised shall be entitled to exercise on behalf of the corporation which he represents the same powers (other than to appoint a proxy) as that corporation could exercise if it were an individual shareholder.
10. As at 13 July 2015 (the latest practicable date prior to the printing of this notice) the Company's issued share capital with voting rights consisted of 220,000,000 Ordinary Preference Shares of no par value, all carrying one vote each per share.
11. Copies of the following documents are available for inspection at the registered office of the Company during usual business hours on any weekday (weekends and public holidays excluded) and will be available for inspection at the place of the General Meeting for 15 minutes before and during the General Meeting itself:

    (a) a copy of the Company's Annual Financial Report for the year ended 31 March 2015; and

    (b) the Articles of Incorporation.

## EXPLANATORY NOTES TO THE NOTICE OF GENERAL MEETING

At the General Meeting there are two ordinary resolutions which shareholders will be asked to consider and, if thought fit, approve. An explanation of each of these Resolutions is given below. All resolutions are proposed as ordinary resolutions. An ordinary resolution requires more than 50 per cent. of votes cast at the General Meeting relating to that resolution to be cast in favour of it for the resolution to be passed.

## ORDINARY RESOLUTIONS

### Resolution 1: Annual Report and Accounts

For each financial year the directors are required to present the directors’ report, the audited accounts and the auditors’ reports to shareholders at a general meeting. Shareholders are asked to receive the annual report and accounts of the Company for the financial year ended 31 March 2015. The Companies (Guernsey) Law 2008 requires that the accounts and reports are laid before the General Meeting.

### Resolution 2: Appointment of Auditor

Following the previous general meeting of the Company the appointment of the Auditor was to continue until the conclusion of the next general meeting to be held in 2015, under section 199 of the Companies (Guernsey) Law 2008. Deloitte LLP has indicated that they are willing to continue to be the Company’s Auditor for the next year. You are asked to approve their re-appointment, until the conclusion of the next general meeting to be held in 2016 under section 199 of the Companies (Guernsey) Law 2008, as amended, and to authorise the directors of the Company to determine their remuneration.

## ADVISERS AND CONTACT INFORMATION

### KEY INFORMATION

| | |
|---|---|
| Exchange | Specialist Fund Market of the London Stock Exchange |
| Ticker | DNA3 |
| Listing Date | 2 July 2013 |
| Fiscal Year End | 31 March |
| Base Currency | GBP |
| ISIN | GG00B92LHN58 |
| SEDOL | B92LHN5 |
| Country of Incorporation | Guernsey – Registration number 54908 |

### MANAGEMENT AND ADMINISTRATION

**Registered Office**
Doric Nimrod Air Three Limited
PO Box 156
Frances House
Sir William Place
St Peter Port
Guernsey, GY1 4EU

**Company Secretary and Administrator**
JTC (Guernsey) Limited
PO Box 156
Frances House
Sir William Place
St Peter Port
Guernsey, GY1 4EU

**Asset Manager**
Amedeo Management Limited
2nd Floor
Beaux Lane House
Mercer Street Lower
Dublin 2, Ireland

**Liaison Agent**
Amedeo Services (UK) Limited
5 Royal Exchange Buildings
London, England
EC3V 3NL

**Placing and Corporate and Shareholder Advisor**
Nimrod Capital LLP
3 St Helen's Place
London
EC3A 6AB

**Registrar**

Anson Registrars Limited
PO Box 426, Anson House
Havilland Street
St Peter Port
Guernsey, GY1 3WX

**Lease and Debt Arranger**
Amedeo Management Limited
2nd Floor
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Dublin 2, Ireland

**Advocates to the Company (as to Guernsey Law)**
Carey Olsen
Carey House
Les Banques
St Peter Port
Guernsey, GY1 4BZ

**Auditor**
Deloitte LLP
Regency Court
Glategny Esplanade, St Peter Port
Guernsey, GY1 3HW

**Solicitors to the Company (as to English Law)**
Herbert Smith LLP
Exchange House
Primrose Street
London, EC2A 2HS