

Securities Note for Protected Cell 246

This Securities Note forms part of a tripartite prospectus for Guaranteed Investment Products 1 PCC Limited (the "**Company**") and sets out specific information on, and the terms and conditions applicable to, the Cell Shares. The tripartite prospectus in respect of the Company's offer for the Cell Shares comprises the Registration Document dated 18 January 2013, the Summary dated 12 July 2013 and this Securities Note (together the "**Prospectus**").

A copy of this document, which has been prepared in accordance with the Prospectus Rules of the UK Listing Authority made under section 85(1) of the Financial Services and Markets Act 2000 (the "**FSMA**"), has been filed with the Financial Conduct Authority (the "**FCA**") in accordance with rule 3.2.1 of the Prospectus Rules.

This Securities Note includes particulars given in compliance with the Prospectus Rules of the UK Listing Authority and the Listing Rules of the Channel Islands Stock Exchange for the purposes of giving information with regard to the Company and the relevant Shares being offered. The information contained in this Securities Note should be read in the context of, and together with, the information contained in the Registration Document and the Summary and distribution of this Securities Note is not authorised unless accompanied by, or supplied in conjunction with, copies of the Registration Document and the Summary. The Directors of the Company, whose names appear at page 140 to 141 of this Securities Note, and the Company itself, accept responsibility for the information contained in the Prospectus and declare that having taken all reasonable care to ensure that such is the case, the information contained in the Prospectus is, to the best of their knowledge, in accordance with the facts and contains no omission likely to affect its import. The Guarantor accepts responsibility for the information contained in Part E of the Registration Document and Section F of this Securities Note and declares that, having taken all reasonable care to ensure that such is the case, the information contained in Part E of the Registration Document and Section F of this Securities Note, and for which the Guarantor is responsible, is to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import. Santander UK plc accepts responsibility for the information contained in Part F of the Registration Document and Section F of this Securities Note and declares that, having taken all reasonable care to ensure that such is the case, the information contained in Part F of the Registration Document and Section F of this Securities Note, and for which Santander UK plc is responsible, is to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import. Abbey National Treasury Services plc accepts responsibility for the information contained in Part G of the Registration Document and Section F of this Securities Note and declares that, having taken all reasonable care to ensure that such is the case, the information contained in Part G of the Registration Document and Section F of this Securities Note, and for which Abbey National Treasury Services plc is responsible, is to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import.

Guaranteed Investment Products 1 PCC Limited

*(a protected cell company incorporated with limited liability
under the laws of Guernsey with registered number 42754)*

Offer for Subscription

of up to 500 million Protected Cell 246 Cell Shares

The Company is authorised as an Authorised Closed Ended Investment Scheme by the Guernsey Financial Services Commission under Section 8 of the Protection of Investors (Bailiwick of Guernsey) Law, 1987, as amended and the Authorised Closed-Ended Investment Scheme Rules 2008. Neither the Guernsey Financial Services Commission nor the States of Guernsey Policy Council take any responsibility for the financial soundness of the Company or for the correctness of any of the statements made or opinions expressed with regard to it. Notification of the offer of the Cell Shares has been made to the Guernsey Financial Services Commission. The Guernsey Financial Services Commission has not reviewed this document and it together with the States of Guernsey Policy Council continue to take no responsibility for the financial soundness of the Company or for the correctness of any statements made or opinions expressed with regard to it.

The number of Cell Shares being offered should not be taken to be indicative of the number of Cell Shares which will be issued. The minimum subscription under the Offer for Subscription is £1,500.

This document is not an offer of securities for sale in the United States. The Cell Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "**Securities Act**"), or any securities laws of any state of the United States and may not be offered or sold in the United States or to or for the account or benefit of US persons (as such terms are defined in Regulation S under the Securities Act) unless registered under the Securities Act or pursuant to an exemption from, or in a transaction not subject to, such registration. The Cell Shares will not be registered under the relevant securities laws of Canada, Australia or Japan. Accordingly, unless an exemption under such acts or laws is applicable, the Cell Shares may not be offered, sold or delivered, directly or indirectly, in or into Canada, Australia or Japan. Investors should also be aware of further sale restrictions on the Cell Shares (see the section headed "Investor Restrictions" in Part A of the Registration Document). Application has been made to the Channel Islands Stock Exchange for up to 500 million Cell Shares to be admitted for block listing on the Channel Islands Stock Exchange. Admission is subject to allotment and issue of the Cell Shares. Dealings in the Cell Shares for normal settlement will commence on Admission of the relevant Cell Shares. Mourant Ozannes Securities Limited is acting as sponsoring member in relation to the application for listing on the Channel Islands Stock Exchange. No application is being made for the Cell Shares to be listed, or dealt in, on any stock exchange or investment exchange other than the Channel Islands Stock Exchange.

An investment in the Cell Shares involves complex risks and is only suitable for investors who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom.

Before making any investment decision with respect to the Cell Shares, any investors should consult their own stockbroker, bank manager, solicitor, accountant or other financial adviser and should carefully review and consider such an investment decision in the light of the foregoing and the investor's personal circumstances.

The attention of potential investors is drawn to "Risk Factors" set out on pages 3 to 16 of this document. For an explanation of defined terms see "Definitions" on pages 136 to 139 of this document.

12 July 2013

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RISK FACTORS

Investment in the Cell Shares issued by the Company in respect of the Protected Cell is subject to certain risk factors. Investors should carefully consider both the risks generally associated with investing in the Company and the risks associated in investing in the Cell Shares.

The risks listed below and in the Registration Document are those risks that the Company, as at the date of this Securities Note, is aware of and considers to be material and should not be considered to be an exhaustive list of the risks which potential investors should consider before investing in the Cell Shares. Risks that the Company considers to be immaterial or of which it is not aware have not been included and potential investors should be aware that an investment in the Cell Shares may be exposed to other risks not considered material by the Company based on information currently available to it or which it is not currently able to anticipate. Investors should read the detailed information set out elsewhere in this Securities Note and in the Registration Document and Summary and reach their own views prior to making any investment decision.

Where information has been sourced from a third party within these risk factors the third party source of such information is identified in a footnote and the Company confirms that such information has been accurately reproduced and that, so far as it is aware, and is able to ascertain from information published by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading.

- *Plan Investments and Investment Objective*

Investors should be aware that the Company's only investments for the Protected Cell will be in Plan Investments and that there may be no counterparty risk diversification. The obligations of each Investment Counterparty under the Plan Investments will not be collateralised. There can be no assurance that the Company's full investment objective in respect of the Protected Cell will be achieved.

- *Performance Return Risk and Extent of Guaranteed Return*

Investors should note that the Guaranteed Return for the Protected Cell extends only to an amount equal to the aggregate of the Investment Amount and the Fixed Return and the guarantee does not extend to the full amount of the Investment Return in respect of the Cell Shares if the Performance Return, rather than the Fixed Return, is payable.

There can be no assurance that Shareholders will receive the Performance Return in respect of the Cell Shares. Any Performance Return in respect of the Cell Shares will be dependent on the performance of the Index (i.e. the Index Growth multiplied by the Participation Rate has to exceed 7.50 per cent.).

Investors should note that the calculation of the Performance Return is calculated by reference to the closing level of the Index on the Initial Valuation Date and on each Scheduled Trading Day during the Final Valuation Period. The performance of the Index at any other time or on any other day will not be included in the calculation of the Performance Return.

Investors should note that the Cell Guarantee applicable to the Cell Shares is a guarantee of payment only of an amount equal to the relevant Guaranteed Return by the Company to Shareholders on the Maturity Date. Under the terms of such Cell Guarantee, Santander Guarantee Company does not guarantee or give any other assurance as to the performance of the Index by reference to which the Investment Return in relation to the Cell Shares is to be determined.

Performance of the Cell Guarantee is dependent on the continued solvency of Santander Guarantee Company and Santander UK plc.

- *Long Term Investment*

Investors should be aware that investment in any Cell Shares should be viewed as an investment for the full Investment Term of such Shares. The value of the Cell Shares can fall as well as rise and there is no assurance that investors will be able to sell their Cell Shares prior to the relevant Maturity Date or as to the price at which any sale may be possible (please see further the sub-section headed "Liquidity" below).

- *Liquidity*

Dealings in the Cell Shares on the Channel Islands Stock Exchange will only commence on Admission of the relevant Cell Shares.

The Directors do not anticipate that an active secondary market will develop in the Cell Shares. Although a market maker may offer to buy and sell the Cell Shares in the secondary market during their Investment Term, investors should be aware that such market maker may cease to undertake any market making activities at any time at its sole discretion. For example, the market maker may decide not to buy Cell Shares if it determines that market conditions are unfavourable or it is likely to be in breach of applicable laws and regulations or its internal policies and limits. Accordingly, there can be no assurance that at any time there will be a secondary market for the Cell Shares, and if there is, the secondary market price in respect of the Cell Shares will reflect numerous factors including trade size, volatility of the Index, cost of funding, interest rates, credit risk, supply and demand as well as a bid/offer spread. Accordingly investors should not expect that any secondary market price for any Cell Shares will be calculated entirely or almost entirely by reference to the Net Asset Value per Cell Share or an index of any description, or by reference to any index or asset referred to in the terms of the Cell Shares.

The return to any Shareholder who disposes of his or her Cell Shares prior to their Maturity Date will depend on the price which can be obtained for those Shares in the market at that time and may be less than the Investment Return or even the Investment Amount. **Any Shareholder who disposes of his or her Cell Shares prior to their Maturity Date will not be covered by the Cell Guarantee in respect of such disposal and may receive back less than the amount which he or she invested in the Shares.**

- *Limitation or Cancellation of the Offer*

The Company reserves the right to limit the number of Cell Shares available under the Offer, as set out in Section A of this Securities Note.

The Company may also cancel the Offer by compulsorily redeeming any Cell Shares in issue, as set out in Section A of this Securities Note.

- *Change in Taxation*

Any change in the Company's tax status, or in taxation legislation or in the interpretation or application of tax legislation in Guernsey or the UK, or in any other tax jurisdiction affecting the Company, a Shareholder or investor, could affect the value of the investments held by the Protected Cell of the Company, the amount paid to the Company under any of the Plan Investments, the Company's ability to achieve the stated investment objective of the Protected Cell, the amounts guaranteed or payable under the Cell Guarantee applicable to the Cell Shares and/or alter the post tax returns to Shareholders. Statements in this Securities Note concerning the taxation of Shareholders

resident in Guernsey or the UK are based upon current Guernsey and UK tax law and practice which is subject to change, possibly with retrospective effect. Any such change could adversely affect the ability of the Company to meet the stated investment objective or adversely affect the ability of the Company to pay the Investment Return payable in respect of the Cell Shares on the Maturity Date and the net amount of the Investment Return paid to Shareholders. As is the case with any investment, there can be no guarantee that the tax position or proposed tax position prevailing at the time an investment is made in the Company will endure indefinitely.

It is not currently anticipated that there will be any withholding obligation on account of UK or Guernsey tax affecting payments made under the Plan Investments. If, however, there is a change in UK or Guernsey tax legislation or an introduction of or change in any other tax legislation, regulations thereunder or official interpretations thereof at any time which imposes an obligation to withhold on account of tax from payments by the Investment Counterparty to the Company under the Plan Investments (including but not limited to the US Foreign Account Tax Compliance Act discussed below), the amount payable by the Investment Counterparty may be reduced by the amount of such withholding. This may affect the ability of the Company to pay the Investment Return to Shareholders. In particular, it should be noted that if a change in or introduction of taxation law, regulations thereunder or official interpretations thereof (including but not limited to the US Foreign Account Tax Compliance Act discussed below) were to result in the obligation to withhold on account of tax from payments to Shareholders under the Cell Shares, the amount of the Investment Return actually received by Shareholders would be reduced. The Company will not make any additional payments to Shareholders in the event that any withholding obligation is imposed on payments by the Company under the Cell Shares issued in respect of any Cell. In circumstances where the amounts payable to Shareholders are reduced as a result of a change in or introduction of tax legislation, regulations thereunder or official interpretations thereof as described in this paragraph and those amounts are consequently less than the Guaranteed Return for the relevant Cell, the liability of the Guarantor under the Cell Guarantee applicable to the Cell Shares will be reduced accordingly.

- *US Foreign Account Tax Compliance Withholding may affect payments on the Cell Shares*

Sections 1471 through 1474 of the US Internal Revenue Code ("**FATCA**") impose a new reporting regime and potentially a 30% withholding tax with respect to certain payments to any non-US financial institution (a "foreign financial institution", or "**FFI**" (as defined by FATCA)) that (i) does not become a "**Participating FFI**" by entering into an agreement with the US Internal Revenue Service ("**IRS**") to provide the IRS certain information in respect of its account holders or (ii) is not otherwise exempt from or in deemed-compliance with FATCA. The new withholding regime will be phased in beginning in 2014 for payments received from sources within the United States and will apply to "**foreign passthru payments**" (a term not yet defined) no earlier than 2017. This withholding would apply to (i) any Cell Shares characterized as debt (or which are not otherwise characterized as equity and have a fixed term) for US federal tax purposes that are not yet outstanding as of the date (the "**grandfathering date**") that is five and a quarter months after the date on which final US Treasury regulations define the term "foreign passthru payments" or are materially modified after the grandfathering date and (ii) any Cell Shares characterized as equity or which do not have a fixed term for US federal tax purposes, whenever issued.

The United States and a number of potential partner countries have announced their intention to enter into intergovernmental agreements to facilitate the implementation of FATCA (each, an "**IGA**"), and after consultation with these countries, the United States released a model IGA. Pursuant to FATCA and the model IGA, an FFI in an IGA signatory country could also be treated as a "**Reporting FI**" not subject to FATCA withholding on any payments it receives. Such an FFI would also not be required to withhold under FATCA or an IGA (or any law implementing or complying with, or introduced in order to conform to an IGA) from payments it makes (any

withholding under FATCA or an IGA (or any law implementing or complying with, or introduced in order to conform to an IGA) being a "**FATCA Withholding**"), but the model IGA leaves open the possibility that such an FFI might in the future be required to withhold on foreign passthru payments that it makes. A Reporting FI would be required to report certain information in respect of its account holders to its home government. Guernsey may enter into an IGA, along with the other Crown Dependencies, although this is not a certainty. Early indications are that any information transmitted under Guernsey's IGA would be passed in the first instance to HM Revenue and Customs.

If the Company becomes a Participating FFI under FATCA or a Reporting FI pursuant to an IGA, the Company and financial institutions through which payments on the Cell Shares are made may be required to withhold FATCA Withholding if (a) any FFI through or to which payment on such Cell Shares is made is not a Participating FFI, a Reporting FI, or otherwise exempt from or in deemed-compliance with FATCA or (b) an investor (other than an exempt investor) does not provide information sufficient to determine whether the investor is a US person or should otherwise be treated as holding a "United States Account".

If an amount in respect of FATCA Withholding were to be deducted or withheld from interest, principal or other payments on the Cell Shares, neither the Company nor any paying agent nor any other person would, pursuant to the conditions of the Cell Shares, be required to pay additional amounts as a result of the deduction or withholding of such tax. As a result, investors may receive less interest or principal than expected. If any FATCA Withholding is imposed, a beneficial owner of Cell Shares that is not a foreign financial institution generally will be entitled to a refund of any amounts withheld by filing a US federal income tax return, which may entail significant administrative burden. A beneficial owner of Cell Shares that is a foreign financial institution will be able to obtain a refund only to the extent an applicable income tax treaty with the United States entitles it to an exemption from, or reduced rate of, tax on the payment that was subject to FATCA Withholding.

FATCA is particularly complex and its application is uncertain at this time. The above description is based in part on proposed regulations, official guidance and the model IGA, all of which are subject to change or may be implemented in a materially different form. Prospective investors should consult their own tax advisers on how these rules may apply to the Company and to payments they may receive in connection with the Cell Shares.

- *Entity Risk*

The Company was constituted as a protected cell company pursuant to the Companies (Guernsey) Law, 1994 to 1996, as amended and The Protected Cell Companies Ordinance 1997. With effect from 1 July 2008 the Companies (Guernsey) Law, 1994 to 1996, as amended and The Protected Cell Companies Ordinance 1997 were repealed and replaced with the Companies (Guernsey) Law, 2008, as amended (the "**Companies Law**"). A protected cell company is a multi-cellular company whose principal feature is that each cell has its own distinct assets which are not available to creditors of other cells of that company or the company as a whole. Jurisdictions other than Guernsey may not be prepared to accept that creditors of a particular cell are prevented from gaining access to the cellular assets of other cells, or that creditors of the company as a whole do not have access to those assets specifically designated as cellular assets. In order to minimise this risk (i) service providers to the Company will generally be required to agree that their fees will be paid solely from the assets of the particular Cell to which the services relate and (ii) each Shareholder will be required to agree when subscribing for Shares that any liability to the Shareholder will be satisfied only out of assets of the particular Cell to which the liability relates. However, a court could determine that such agreements are not enforceable.

Other Cells may be introduced by the Company from time to time. A separate portfolio will be maintained for each Cell and each Cell will bear its own liabilities. Each Cell will remain ultimately liable to third parties for its own liabilities and the assets of one Cell will not be available to meet the liabilities of any other Cell(s).

- *Cross-Cell Liabilities*

The structure of the Company allows for the creation of multiple Cells. Generally, the assets of each Cell are segregated, so that the assets of one Cell are not available to satisfy the liabilities of any other Cell. In the event of a particular Cell's portfolio suffering severe losses such that the liabilities of the Cell exceeded the assets of the Cell, under the law currently in effect in Guernsey, creditors of that Cell could not seek to recover from the assets of other Cells. However, there can be no assurance that such law will not change and thus that there will never be any cross-cell liability risk.

- *Determination Agent's discretion*

The Determination Agent has a very broad discretionary authority to make various determinations and adjustments under the Cell Shares, any of which may have an adverse effect on the Investment Return. For example, the Determination Agent has a broad discretion, without limitation, (i) to determine whether a Disrupted Day, a Market Disruption Event and any other event and/or matter so specified in the Section headed "Market Disruption and Adjustment" in Part B of the Registration Document or this Securities Note, has occurred, (ii) to determine any resulting adjustments, determinations and calculations as described in the Section headed "Market Disruption and Adjustment" in Part B of the Registration Document or this Securities Note and (iii) in respect of any other matters as may be specified in the Prospectus. Prospective investors should be aware that any determinations made by the Determination Agent may have an impact on the Investment Return.

If the Determination Agent determines that any Scheduled Valuation Date (i) is a Disrupted Day or any other day which is subject to adjustment in accordance with the terms and conditions of the Cell Shares and/or (ii) falls on a day in respect of which a disruption, adjustment or correction or similar event has occurred in respect of the Index which affects the valuation of the Index, the Determination Agent has broad discretion to make any consequential postponement or omission of, or any alternative provision for, valuation of the Index provided for in the terms and conditions of the Cell Shares, including a determination of the value of such Index by the Determination Agent in its discretion, each of which may have an adverse effect on the Investment Return.

- *Bank Account Credit Risk*

The Company intends to place any subscription monies it receives prior to the Investment Date on deposit in its bank account held in respect of the Protected Cell with Royal Bank of Scotland International Limited (Guernsey Branch). **If Royal Bank of Scotland International Limited (Guernsey Branch) (or any other bank with which the Original Subscription Proceeds were to be deposited) were to be wound-up or otherwise suffer an insolvency-related event between the start of the Offer Period and the Drawdown Date in respect of the Cell Shares, the Plan Investments will not become effective and the Company may lose some or all of its subscription monies in which case, Shareholders may lose some or all of their investment. The Company has no knowledge of any insolvency-related event with respect to the Royal Bank Scotland International Limited (Guernsey Branch) as at the date of this Prospectus.**

The realisation proceeds of any Plan Investments shall be paid into a bank account of the Company acting in respect of the protected Cell at Santander UK plc over which the Guarantor has a first charge pursuant to the Cell Security Documents for the Protected Cell. **If Santander UK plc (or any other bank with which the realisation proceeds of any Plan Investment were to be deposited) were to be wound-up or otherwise suffer an insolvency-related event at a time when**

it held proceeds (which is expected to be on the Maturity Date, between the time the returns on the Plan Investments are paid into the account and the time they are utilised to make payments to Cell Shareholders), the Company may not be able to utilise all the monies in the account to make payments to Shareholders in respect of the redemption of their Shares and the Guarantor may not be able realise its security interest in respect of all the monies in the account, in which case Shareholders may lose some or all of their investment. The Company has no knowledge of any insolvency-related event with respect to Santander UK plc as at the date of this Prospectus.

- *Cell Guarantee Risks*

Shareholders will receive an amount at least equal to the Guaranteed Return in respect of their Cell Shares held on the Maturity Date only if either:

- (i) the obligations of Abbey National Treasury Services plc, as the Investment Counterparty, are satisfied in relation to the repayment of an amount equal to the Net Issue Proceeds under the Term Loan Agreement on the Maturity Date and the Forward Cash Settlement Amount is paid under the Forward Transaction on the Maturity Date; or
- (ii) Santander Guarantee Company satisfies its obligations under the Cell Guarantee applicable to the Cell Shares on the Maturity Date if the Company, acting in respect of the Protected Cell, fails to pay an amount at least equal to the Guaranteed Return to Shareholders in respect of their Cell Shares held until the Maturity Date and, if necessary, Santander UK plc satisfies its obligations to Santander Guarantee Company under the Conditional Share Subscription Agreement.

If the Company does not lend the Net Issue Proceeds to Abbey National Treasury Services plc under the Term Loan Agreement on the Drawdown Date because the Term Loan Conditions Precedent are not satisfied or for any other reason whatsoever, the Forward Transaction will not become effective and the Company will compulsorily redeem all the Cell Shares and investors will receive back all subscription monies held (plus any net interest earned thereon), save where the Company is unable to recover some or all of its subscription monies as explained in the sub-section headed "Bank Account Credit Risk" above. The Cell Guarantee applicable to the Cell Shares will not apply to any such redemption of the Cell Shares.

If the obligations of Abbey National Treasury Services plc under the Term Loan Agreement and/or the Forward Transaction are not satisfied and Santander Guarantee Company were to default under the Cell Guarantee applicable to the Cell Shares (whether as a result of insolvency or otherwise), Shareholders could lose some or all of their investment.

The obligation of Santander Guarantee Company to pay Shareholders any shortfall between the redemption amount they receive from the Company and the Guaranteed Return in respect of their Cell Shares under the Cell Guarantee applicable to the Cell Shares will apply only in respect of Cell Shares held until they are redeemed on the Maturity Date. Prior to this date, such Cell Guarantee will not apply. Shareholders who dispose of their Cell Shares prior to the Maturity Date will not be covered by such Cell Guarantee in respect of such disposal and may receive less than the Guaranteed Return or the amount which they invested in the Cell Shares.

The obligations of Santander Guarantee Company to make payments under the Cell Guarantee applicable to the Cell Shares will be limited to the extent that it is illegal for such payment to be made to Shareholders. In addition, if there is a change of tax legislation at any time resulting in a withholding tax or other tax deduction affecting payments under any Plan Investment or any tax is imposed on the Company on the proceeds of any Plan Investment, the amount payable under the Cell Guarantee applicable to the Cell Shares will be reduced accordingly. In the event that the

amount paid by the Company to the Shareholders on redemption of Cell Shares at the Maturity Date becomes subject to any withholding tax, Shareholders will not be entitled to claim against the Guarantor under such Cell Guarantee for payment of the amounts withheld or deducted. Payments under the Cell Guarantee applicable to the Cell Shares will also be made net of any withholding tax or other tax deduction, including, for the avoidance of doubt, any FATCA Withholding.

If Santander UK plc, Abbey National Treasury Services plc or Santander Guarantee Company were to be wound-up or otherwise suffer an insolvency-related event at any time, Shareholders may lose some or all of their investment.

Potential investors should ensure that they have carefully read and understood Section D of this Securities Note which sets out a summary of the agreements constituting the Cell Guarantee applicable to the Cell Shares and the Cell Security Documents for the Protected Cell.

- *The Santander Group*

Santander Guarantee Company, Abbey National Treasury Services plc, and Santander UK plc are each part of the Santander Group. Set out below are risks related to economic conditions in the UK, Europe and global financial markets that may materially and adversely affect the Santander Group's financial condition and prospects.

Because of the roles of Santander Guarantee Company (as Guarantor), Abbey National Treasury Services plc (as Investment Counterparty) and Santander UK plc (as counterparty to the Conditional Share Subscription Agreement and account bank) described above, if, as a result of any such material and adverse effects or otherwise, Santander UK plc, Abbey National Treasury Services plc or Santander Guarantee Company were to be wound-up or otherwise suffer an insolvency-related event at any time, Shareholders may lose some or all of their investment. The Company has no knowledge of any insolvency-related event with respect to Santander Guarantee Company, Abbey National Treasury Services plc and Santander UK plc as at the date of this Prospectus.

- *The Santander Group's financial condition and prospects may be materially impacted by economic conditions in the UK*

The Santander Group's business activities are concentrated in the UK and on the offering of mortgage, loan and savings-related products and services. As a consequence, the Santander Group's financial condition and prospects are significantly affected by economic conditions in the UK generally, and by the UK property market in particular.

The outlook for the UK economy has remained challenging over the last year, with the UK economy dipping back into recession in the course of 2012. Though the economy returned to growth in the third quarter of 2012, this was in part due to one-off factors (such as the Olympics) and prospects for the 2013-2014 financial year remain challenging. Uncertainty surrounding the future of the eurozone, although less acute than before, may continue to pose a risk of further slowdown in economic activity in the UK's principal export markets which would have an effect on the broader UK economy. Domestically, both public and household spending are being constrained by austerity measures, and there is a risk of higher levels of unemployment combined with a decline in real disposable incomes.

Adverse changes in the credit quality of the Santander Group's borrowers and counterparties or a general deterioration in UK or global economic conditions could reduce the recoverability and value of the Santander Group's assets and require an increase in the Santander Group's level of provisions for bad and doubtful debts. Likewise, a significant reduction in the demand for the Santander Group's products and services could negatively impact its business and financial condition. UK

economic conditions and uncertainties may have an adverse effect on the quality of the Santander Group's loan portfolio and may result in a rise in delinquency and default rates. There can be no assurance that the Santander Group will not have to increase its provisions for loan losses in the future as a result of increases in non-performing loans or for other reasons beyond its control. Material increases in the Santander Group's provisions for loan losses and write-offs/charge-offs could have a material adverse effect on its financial condition and prospects.

As in several other economies, the UK Government has taken measures to address the exceptionally high level of national debt, including tax increases and public spending cuts. These measures have contributed to a slower recovery than other recent recessions. Political involvement in the regulatory process, in the behaviour and governance of the UK banking sector and in the major financial institutions in which the UK Government has a direct financial interest is set to continue. Credit quality could be adversely affected by a further increase in unemployment. This, plus the combination of slow economic recovery and UK Government intervention, together with any related significant reduction in the demand for the Santander Group's products and services, could have a material adverse effect on its financial condition and prospects.

- *The Santander Group is vulnerable to the current disruption and volatility in the global financial markets*

In the past five years, the financial systems worldwide have experienced difficult credit and liquidity conditions and disruptions leading to less liquidity, greater volatility, a general widening of spreads and, in some cases, lack of price transparency on interbank lending rates. Global economic conditions deteriorated significantly between 2007 and 2009 and many countries, including the UK, have been in recession. Many major financial institutions, including some of the world's largest global commercial banks, investment banks, mortgage lenders, mortgage guarantors and insurance companies, experienced significant difficulties. Around the world, there have also been runs on deposits at several financial institutions, numerous institutions have sought additional capital or have been assisted by central banks and governments providing liquidity, whilst many lenders and institutional investors have reduced or ceased providing funding to borrowers (including to other financial institutions). The global economic slowdown, and the downturn in the UK in particular, have had a negative impact on the UK economy and adversely affected the Santander Group's business.

Risk factors related to the economic downturn include:

- The Santander Group potentially faces increased regulation of its industry. Compliance with such regulation may increase the Santander Group's costs, may affect the pricing for its products and services, and limit its ability to pursue business opportunities.
- Reduced demand for the Santander Group's products and services.
- Inability of the Santander Group's borrowers to comply fully or in a timely manner with their existing obligations.
- The process the Santander Group uses to estimate losses inherent in its credit exposure requires complex judgements, including forecasts of economic conditions and how these economic conditions might impair the ability of the Santander Group's borrowers to repay their loans. The degree of uncertainty concerning economic conditions may adversely affect the accuracy of the Santander Group's estimates, which may, in turn, impact the reliability of the process and the quality of its assets.
- The value and liquidity of the portfolio of investment securities that the Santander Group holds may be adversely affected.

- A worsening of the global economic conditions may delay the recovery of the international financial industry and impact the Santander Group's financial condition.

Uncertainty remains concerning the future economic environment and there is no assurance when conditions will significantly improve. While certain segments of the global economy are currently experiencing some modest recovery, the Santander Group expects these conditions to continue to have an ongoing negative impact on its business and results of operations. Investors remain cautious and downgrades of the sovereign debt of certain eurozone countries have induced greater volatility in the capital markets. A slowing or failing of the economic recovery would likely aggravate the adverse effects of these difficult economic and market conditions on the Santander Group and on others in the financial services industry.

Continued or worsening disruption and volatility in the global financial markets could have a material adverse effect on the Santander Group, including its ability to access capital and liquidity on financial terms acceptable to it, if at all. If capital markets financing ceases to become available, or becomes excessively expensive, the Santander Group may be forced to raise the rates it pays on deposits to attract more customers and become unable to maintain certain liability maturities. Any such increase in capital markets funding costs or deposit rates could have a material adverse effect on the Santander Group's interest margins.

If all or some of the foregoing risks were to materialise, this could have a material adverse effect on the Santander Group's financial condition and prospects.

- *The Santander Group may suffer adverse effects as a result of the continued economic and sovereign debt tensions in the eurozone.*

Eurozone markets and economies continue to show signs of fragility and volatility, with recession in several economies and only sporadic access to capital markets in others. Interest rate differentials among eurozone countries indicate continued doubts about some governments' ability to fund themselves and affect borrowing rates in those economies.

The European Central Bank (the "ECB") and European Council took actions in 2012 to aim to reduce the risk of contagion throughout and beyond the eurozone. These included the creation of the Open Market Transaction facility of the ECB and the decision by eurozone governments to create a banking union. Nonetheless, a significant number of financial institutions throughout Europe have substantial exposures to sovereign debt issued by nations which are under financial pressure. Should any of those nations default on their debt, or experience a significant widening of credit spreads, major financial institutions and banking systems throughout Europe could be destabilised, resulting in the further spread of the ongoing economic crisis.

The continued high cost of capital for some European governments was felt in the wholesale markets in the UK, which has resulted in an increase in the cost of retail funding and greater competition in a savings market that is growing slowly by historical standards. In the absence of a permanent resolution of the eurozone crisis, conditions could deteriorate.

Although the Santander Group conducts the majority of its business in the UK, it has direct and indirect exposure to financial and economic conditions throughout the eurozone economies. In addition, general financial and economic conditions in the UK, which directly affect the Santander Group's financial condition and prospects, may deteriorate as a result of conditions in the eurozone.

Though the possibility may be more remote following the measures taken in 2012, a wide-scale break-up of the eurozone would most likely be associated with a deterioration in the economic and financial environment in the UK and could have a material adverse impact on the whole financial sector, creating new challenges in sovereign and corporate lending and resulting in significant

disruptions in financial activities at both the market and retail levels. This could materially and adversely affect the Santander Group's financial position and prospects.

- *The Santander Group may suffer adverse effects should eurozone member states exit the euro or the euro be totally abandoned.*

The departure or risk of departure from the euro by one or more eurozone countries and/or the abandonment of the euro as a currency could have negative effects on both existing contractual relations and the fulfilment of obligations by the Santander Group, its counterparties and/or the Santander Group's customers, which would have a significant negative impact on the Santander Group's activities and capital and financial position.

There is currently no established legal framework within the European treaties to facilitate a member state exiting from the euro; consequently, it is not possible to predict the course of events and legal consequences that would ensue. Uncertainties that heighten the risk of re-denomination include how an exiting member state would deal with its existing euro-denominated assets and liabilities, the valuation of any newly-adopted currency against the euro and the process of exiting the euro. These uncertainties make it impossible to predict what the Santander Group's losses might be as a result of any country's decision to exit the euro. The significant upheaval in the eurozone that might arise from any such member state exit, or from the wholesale abandonment of the euro by the eurozone states could materially and adversely affect the Santander Group's financial condition and prospects.

- *The Banking Act, and similar European legislation, may adversely affect the Santander Group's business.*

The Banking Act (the "**Act**") came into force on 21 February, 2009. The special resolution regime (the "**SRR**") set out in the Act provides HM Treasury, the Bank of England, the FCA and the Prudential Regulation Authority (the "**PRA**") with a variety of powers for dealing with UK deposit taking institutions that are failing or likely to fail, including: (i) to take a bank or bank holding company into temporary public ownership; (ii) to transfer all or part of the business of a bank to a private sector purchaser; or (iii) to transfer all or part of the business of a bank to a "bridge bank". The SRR also comprises a separate insolvency procedure and administration procedure each of which is of specific application to banks. These insolvency and administration measures may be invoked prior to the point at which an application for insolvency proceedings with respect to a relevant institution could be made.

If an instrument or order were made under the Act in respect of Santander UK plc and/or Abbey National Treasury Service plc, such instrument or order (as the case may be) may (among other things): (i) result in a compulsory transfer of shares or other securities or property of Santander UK plc and/or Abbey National Treasury Services plc; (ii) impact on the rights of the Company and/or certain related corporate undertakings of Santander UK plc and/or Abbey National Treasury Services plc (such as Santander Guarantee Company); and/or (iii) result in the nullification or modification of (a) agreements between Santander UK plc and/or Abbey National Treasury Services plc and the Company and/or (b) agreements between Santander UK plc and/or Abbey National Treasury Services plc and certain of their related corporate undertakings (such as Santander Guarantee Company) including, amongst others, the Conditional Share Subscription Agreement and any Financial Instruments. In addition, such an order may impact on various matters in respect of Santander UK plc and/or Abbey National Treasury Services plc and/or various other aspects of the documentation entered into in relation to each issuance of Shares (including the enforceability of such documents and/or the ability of certain parties to perform their obligations under such documents) which may negatively affect the ability of the Company to meet its obligations in respect of the Shares and/or the ability of Santander Guarantee Company to meet its obligations in respect of any Cell Guarantee.

At present, no instruments or orders have been made under the Act relating to the Santander Group and there has been no indication that any such order will be made, but there can be no assurance that this will not change and/or that the Company and the Shareholders not be adversely affected by any such order if made in the future.

In June 2012, the European Commission published a legislative proposal for a directive providing for the establishment of an EU-wide framework for the recovery and resolution of credit institutions and investment firms (the "CMD"). The stated aim of the draft CMD is to provide authorities with common tools and powers to address banking crises pre-emptively in order to safeguard financial stability and minimise taxpayers' exposure to losses. The draft CMD currently contains similar resolution tools and powers to the Act, and also includes a 'bail-in' power which, if implemented, would give resolution authorities the power to write down the claims of unsecured creditors of a failing institution and to convert unsecured debt claims to equity (subject to certain parameters). The draft CMD, and similarly the Presidency Compromise text of the draft CMD dated 15 January 2013, currently contemplate that its provisions must be applied by Member States from 1 January, 2015 except for the bail-in tool (in relation to certain instruments) which is to be applied from 1 January, 2018.

The draft CMD envisages that the resolution powers, including the bail-in power, could, if certain trigger conditions are satisfied, be applied to credit institutions and certain large investment firms in the EU. Consequently, if the CMD were implemented in its current form and the relevant triggers conditions satisfied, there is a possibility that these powers could be applied to Santander UK plc or Abbey National Treasury Services plc. The implementation of such powers currently set out in the draft CMD would impact how credit institutions and investment firms (including Santander UK plc and Abbey National Treasury Services plc) are managed as well as, in certain circumstances, the rights of creditors. However, the proposed directive is not in final form and changes may be made to it in the course of the legislative process. In addition, many of the proposals contained in the draft CMD have already been implemented in the Act and it is currently unclear as to what extent, if any, the provisions of the Act may need to change once the draft CMD is implemented. Accordingly, it is not yet possible to assess the full impact of the draft CMD on the Santander Group and there can be no assurance that, once it is implemented, the fact of its implementation or the taking of any actions currently contemplated in it would not materially and adversely affect the Santander Group's financial position and prospects.

- *Index Risk*

No representation or warranty, express or implied, is given on any aspect of the Index by the Company, the Directors, the Investment Manager, any Investment Counterparty, the Determination Agent, the Marketing Manager, the Guarantor or Santander UK plc. Investors should seek independent financial advice on the suitability for their purposes of having an investment giving investment exposure to the Index and the nature of such investment exposure.

None of the Company, the Directors, the Investment Manager, the Marketing Manager, any Investment Counterparty, the Determination Agent, the Guarantor or Santander UK plc gives any assurance whatsoever nor is under any obligation regarding:

- (a) the continuity of the Index;
- (b) the continuity in the methodology used in calculating the Index;
- (c) the continuity in the calculation, publication and dissemination of the Index;
- (d) the precision, integrity or lack of errors in the composition or calculation of the Index; or

(e) the accuracy of the Index.

Shareholders should note that the Determination Agent will be involved in calculating the value of the Index applicable to the Cell Shares and, in the event of any Market Disruption Event, if the Index Sponsor makes a material modification to the Index or fails to calculate and announce the Index at a Valuation Time, may be involved in determining the level of the Index. Any determination made by the Determination Agent in the context of any such event or circumstance will be binding on the Company (in the absence of manifest error) and may affect the Investment Return applicable to the Cell Shares. Any such event or circumstance occurring on or prior to the Maturity Date for the Cell Shares may delay the calculation of the Index values and, as a consequence, the payment of the Investment Return to the Shareholders may be delayed.

The Investment Return payable will depend on the level of the Index on specific dates as set out in Section C of this Securities Note. Accordingly, prospective investors in the Cell Shares should ensure that they fully understand how the performance of the Index may affect an investment in the Cell Shares.

Any increase or fall in the level of the Index at any time or on any date other than the closing level of the Index on the applicable specified dates will not be reflected in the determination of the Initial Index Level or Final Index Level. There can be no assurance that the closing level of the Index on the Initial Valuation Date or during the Final Valuation Period will reflect the then prevailing trend (if any) for the level of the Index or the market price for the shares comprised in it.

The level of the Index is dependent upon the values of its component securities, the values of which are subject to market fluctuations. The level of the Index may go down as well as up. Furthermore, the level of the Index may not reflect its performance in any prior period. The level of the Index at any time does not include the reinvestment of the yield on the shares comprised in the Index. Dividends paid to holders of shares comprised in the Index will not be paid to the Company or to Shareholders. Consequently, the investment return on the Cell Shares may be less than the return from a direct investment in the shares comprised in the Index.

In recent years the performance of the Index has been volatile. Volatility could have a positive or negative effect on the Investment Return. There can be no assurance as to the future performance of the Index.

In particular, the level of the Index may move significantly in very short periods of time. As such, prospective investors should be aware of the value observed for the Index may not reflect the value of the Index which has prevailed at other times on the relevant Valuation Date or in the period immediately preceding or following such Valuation Date. For example, this may occur if the Valuation Time occurs during a period where the relevant market moves significantly downwards or upwards before subsequently correcting shortly afterwards. Whilst the terms and conditions of the Cell Shares (as set out in the Registration Document and in this Securities Note) include provisions to allow for postponement of valuation in the event of certain disruptions in the market, not all significant market movements will be covered by these provisions. Levels of the Index at the opening or closing of relevant markets may also be particularly volatile as traditionally many trades are executed at such times. Any such movements could have an effect on the value of the Index and consequently the Investment Return.

Accordingly, before making an investment decision with respect to the Cell Shares, prospective investors should carefully consider whether an investment linked to the Index and the manner of such linkage are suitable for them.

- *Averaging Risk*

The Performance Return under the Cell Shares is subject to averaging.

The use of an average closing level of the Index for the final six months of the Investment Term is designed to smooth the performance of the Index and shelter the Performance Return from any sudden fluctuations in the Index. However, investors should be aware that if the Index rises continually through the final six months of the Investment Term, the use of an average could mean that the Performance Return is less than it might otherwise have been.

- *Conflicts of Interest*

Abbey National Treasury Services plc has a number of roles in relation to the Protected Cell and the Cell Shares and as a result has a number of potential conflicts of interest.

In respect of the Protected Cell, Abbey National Treasury Services plc will be appointed by the Company to provide calculation agency services to the Company as Determination Agent in accordance with the Determination Agency Agreement, will be the Investment Counterparty in respect of the Plan Investments, will, subject to the overall policy, control and supervision of the Board of Directors, act as investment manager to the Company pursuant to the Investment Management Agreement and will act as Market Maker.

Abbey National Treasury Services plc and/or its Affiliates may contract with the Company (acting in respect of itself or any protected cell in the Company) and/or enter into transactions which relate to the Protected Cell, the Cell Shares and the Plan Investments and as a result Abbey National Treasury Services plc may face a conflict between its obligations as Determination Agent and its interests and/or its Affiliates' interests in other capacities. Abbey National Treasury Services plc will have regard to its obligations to act in accordance with the rules of the FCA and PRA and any other regulatory regime to which it is subject and its obligations to other clients. In the event that such conflicts do arise, Abbey National Treasury Services plc shall use its reasonable endeavours to procure that any such conflicts of interest are resolved fairly and to ensure that the interests of the Company and the Shareholders are not unfairly prejudiced. However, where any such conflict is resolved in this way, such resolution may be adverse to the Company, the Protected Cell and the Shareholders or to the interests of the Company, the Protected Cell and the Shareholders.

- *Rating Agency Credit Ratings*

The long-term issuer credit ratings of Santander UK plc are provided for information purposes only. No credit ratings are provided in respect of the Cell Shares or the Company. Investors should note that a credit rating assigned to Santander UK plc may not reflect the potential impact of all of the risks related to the structure, market, type of return, Plan Investments and additional factors discussed in a Prospectus may affect the value of the Cell Shares. Any rating agency may lower its ratings or withdraw its rating if, in the sole judgement of the rating agency, the credit quality of Santander UK plc has declined or is in question. In addition, at any time any rating agency may revise its relevant rating methodology with the result that, amongst other things, any rating assigned to Santander UK plc may be lowered. If any rating assigned to Santander UK plc is lowered or withdrawn, the secondary market value of any Cell Shares may reduce. A rating is not a recommendation to buy, sell or hold any Cell Shares and may be subject to suspension or withdrawal (or, as noted above, revision) at any time.

- *European Regulated Investors and The CRA Regulation*

In general, European regulated investors are restricted under Regulation (EC) No. 1060/2009 (as amended) (the "**CRA Regulation**") from using credit ratings for regulatory purposes, unless such

ratings are issued by a credit rating agency established in the EU and registered under the CRA Regulation (and such registration has not been withdrawn or suspended). Such general restriction will also apply in the case of credit ratings issued by non-EU credit rating agencies, unless the relevant credit ratings are endorsed by an EU-registered credit rating agency or the relevant non-EU rating agency is certified in accordance with the CRA Regulation (and such endorsement action or certification, as the case may be, has not been withdrawn or suspended). The list of registered and certified rating agencies published by the European Securities Markets Authority ("**ESMA**") on its website in accordance with the CRA Regulation is not conclusive evidence of the status of the relevant rating agency included in such list, as there may be delays between certain supervisory measures being taken against a relevant rating agency and the publication of the updated ESMA list. Certain information with respect to the credit rating agencies and ratings is set out in Part A of the Registration Document. S&P, Moody's and Fitch are each established in the European Union and are each registered under the CRA Regulation. As such S&P, Moody's and Fitch are included in the list of the credit rating agencies published by the ESMA on its website in accordance with such Regulation.

IMPORTANT INFORMATION

If you are in any doubt about the contents of this document you are recommended to seek your own personal advice from an appropriately qualified independent adviser duly authorised under the FSMA if in the United Kingdom or otherwise regulated under the applicable laws of your own country.

The Cell Shares may be offered in circumstances where there is no exemption from the obligation under the Directive 2003/71/EC as amended (which includes the amendments made by Directive 2010/73/EU to the extent that such amendments have been implemented in a relevant Member State of the European Economic Area) (the "**Prospectus Directive**") to publish a prospectus. Any such offer is referred to as a **Non-exempt Offer**.

In the context of a Non-exempt Offer of Cell Shares, the Company accepts responsibility in the United Kingdom, for the contents of the Prospectus under section 90 of the FSMA in relation to any person (an **Investor**) who acquires any Cell Shares in a Non-exempt Offer made by any person to whom the Company has given consent to the use of the Prospectus (an **Authorised Offeror**) in that connection, provided that the conditions to that consent are complied with by the Authorised Offeror. The consent and conditions attached to it are set out under "*Consent*" and "*Conditions to Consent*" below.

The Company does not make any representation as to the compliance by an Authorised Offeror with any applicable conduct of business rules or other applicable regulatory or securities law requirements in relation to any Non-exempt Offer and the Company does not have any responsibility or liability for the actions of that Authorised Offeror.

Save as provided below, the Company has not authorised the making of any Non-exempt Offer by any offeror and the Company has not consented to the use of the Prospectus by any other person in connection with any Non-exempt Offer of Cell Shares. Any Non-exempt Offer made without the consent of the Company is unauthorised and the Company does not accept any responsibility or liability for the actions of the persons making any such unauthorised offer. If, in the context of a Non-exempt Offer, an Investor is offered Cell Shares by a person who is not an Authorised Offeror, the Investor should check with that person whether anyone is responsible for the Prospectus for the purposes of section 90 of the FSMA in the context of the Non-exempt Offer and, if so, who that person is. If the Investor is in any doubt about whether it can rely on the Prospectus and/or who is responsible for its contents it should take legal advice.

Consent

Subject to the conditions set out below under "*Conditions to Consent*", the Company consents to the use of the Prospectus (as supplemented as at the relevant time, if applicable) in connection with a Non-exempt Offer of the Cell Shares by:

- (a) the Marketing Manager and Santander UK plc (to whom the Marketing Manager has delegated certain of its obligations under the Marketing Agreement); and
- (b) any financial intermediary appointed after the date of the Prospectus and whose name is published on the Company's website (<http://www.anson-group.com/GIPL/GIP1PCCL.html>) and identified as an Authorised Offeror in respect of the relevant Non-exempt Offer.

Conditions to Consent

The conditions to the Company's consent are that such consent:

- (i) is only valid during the period from 15 July 2013 to 4 October 2013; and
- (ii) only extends to the use of the Prospectus to make Non-exempt Offers of the Cell Shares in the United Kingdom.

An Investor intending to acquire or acquiring any Cell Shares in a Non-exempt Offer from an Authorised Offeror will do so, and offers and sales of such Cell Shares to an Investor by such Authorised Offeror will be made, in accordance with any terms and other arrangements in place between such Authorised Offeror and such Investor including as to price, allocations and settlement arrangements. The Company will not be a party to any such arrangements with such Investors in connection with the Non-exempt Offer or sale of the Cell Shares concerned and, accordingly, the Prospectus will not contain such information. The Investor must look to the Authorised Offeror at the time of such offer for the provision of such information and the Authorised Offeror will be responsible for such information. The Company does not have any responsibility or liability to an Investor in respect of such information.

Neither the listing of the Cell Shares of the Company on the Channel Islands Stock Exchange nor the approval of this document pursuant to the listing requirements of the Channel Islands Stock Exchange shall constitute a warranty or

representation by the Channel Islands Stock Exchange as to the competence of service providers to, or any other party connected with, the Company, the adequacy or accuracy of information contained in this document or the suitability of the Company for investment or for any other purposes.

The distribution of this document and the offering or purchase of the Cell Shares may be restricted in certain jurisdictions. No persons receiving a copy of this document or the Application Form in any such jurisdiction may treat this document or such Application Form as constituting an invitation to them to subscribe for Cell Shares, nor should they in any event use this document or such Application Form unless, in the relevant jurisdiction, such an invitation could lawfully be made to them and this document or such Application Form could lawfully be used without compliance with any registration or other legal requirement. Accordingly, this document does not constitute an offer or solicitation to anyone in any jurisdiction in which such offer or solicitation is not lawful or in which the person making such offer or solicitation is not qualified to do so or to anyone to whom it is unlawful to make such offer or solicitation. It is the responsibility of any persons in possession of this document and any persons wishing to apply for Cell Shares pursuant to this document or the accompanying Application Form to inform themselves of, and to observe, all applicable laws and regulations of any relevant jurisdiction.

Potential subscribers and purchasers of Cell Shares should inform themselves as to (a) the possible tax consequences, (b) the legal requirements, (c) any foreign exchange restrictions or exchange control requirements, and (d) any other requisite governmental or other consents or formalities which they might encounter under the laws of the country of their incorporation, citizenship, residence or domicile and which might be relevant to the subscription, purchase, holding or disposal of Cell Shares.

Prior to investing in the Cell Shares, a potential investor should consider whether it is appropriate to discuss with their professional advisers how such investment would or could affect them. Potential investors with any questions regarding the impact of an investment in the Cell Shares on their tax position should consult their tax adviser. The Company does not provide tax, accounting or legal advice as to the consequences of an investment in the Cell Shares.

Abbey National Treasury Services plc, Santander Guarantee Company, Santander ISA Managers Limited and Santander UK plc have consented to the inclusion of their names in this document in the form and context in which they appear and solely in their respective capacities as Investment Manager, Investment Counterparty, Determination Agent, Guarantor and/or party to the Conditional Share Subscription Agreement, and Marketing Manager, but otherwise are not required to authorise, and have not authorised, the issue of this document and have not accepted responsibility (except as disclosed on page 1 above) for, or approved, any statements in this document. None of Abbey National Treasury Services plc, Santander Guarantee Company or Santander UK plc makes any representation, express or implied, as to the investment returns or performance of the Plan Investments or the Cell Shares and such statements in this document, as well as all other statements regarding the Company or a Cell (including without limitation and where applicable their respective constitution, objectives and investment policy) are the sole responsibility of the Company and its Directors and not Santander Guarantee Company, Abbey National Treasury Services plc or Santander UK plc. Accordingly, none of Santander Guarantee Company, Abbey National Treasury Services plc or Santander UK plc will be responsible to any person for any matter referred to in this document other than their respective obligations as Guarantor, Investment Counterparty, Determination Agent, Investment Manager or party to the Conditional Share Subscription Agreement.

Mourant Ozannes Securities Limited, as sponsor to the listing of the Cell Shares on the Channel Islands Stock Exchange, is acting for the Company and for no one else in connection with the Offer and will not be responsible to anyone other than the Company for providing the protections afforded to customers of Mourant Ozannes Securities Limited or for affording advice in relation to the contents of this document or any other matters referred to in this document.

All Shareholders are entitled to the benefit of, are bound by and are deemed to have notice of the provisions of the Memorandum and Articles of Association of the Company, copies of which are available as mentioned in Part J of the Registration Document. A summary of the principal provisions of the Articles of Association is set out in Part D of the Registration Document and Section D of this document.

Unless the context otherwise requires or as otherwise provided in this document, capitalised words and expressions used in this document shall have the respective meanings attributed to them in the Definitions section of the Registration Document. Certain capitalised words and expressions used in this document are defined in Section C and Section I of this Securities Note.

All references to time in this Securities Note are to time in Guernsey.

Where parts only of documents are incorporated by reference into this Securities Note, any non-incorporated parts of such document are either deemed not relevant for an investor or are otherwise covered elsewhere in this Securities Note.

This Securities Note should be read in conjunction with the Registration Document. The information set out in this Securities Note updates corresponding information in the Registration Document in relation to the Offer of Cell Shares.

OVERVIEW OF THE OFFER

The following overview does not purport to be a complete description of the Offer and is taken from, and is qualified in its entirety by, the remainder of this Prospectus, including the Registration Document and Summary.

Issuer/the Company:	Guaranteed Investment Products 1 PCC Limited.
Guarantor:	Santander Guarantee Company.
Investment Counterparty and Determination Agent:	Abbey National Treasury Services plc.
Marketing Manager:	Santander ISA Managers Limited.
Securities:	The participating redeemable preference shares of 0.0001p, each issued by the Company in respect of Protected Cell 246 (Cell Shares).
Currency:	Sterling.
Index:	FTSE 100 Index (Capital Return)
Investment Date:	7 October 2013.
Maturity Date:	7 January 2019.
Investment Term:	The period from the Investment Date to the Maturity Date.
Investment Amount:	£1.00 per Cell Share.
Rights:	<p>Cell Shareholders shall be paid an amount per Cell Share on the Maturity Date calculated by the Determination Agent equal to the Investment Return for each Cell Share.</p> <p>The Investment Return for each Cell Share is equal to the Investment Amount of £1.00 per Cell Share plus the greater of:</p> <p>(a) the Fixed Return of £0.075 per Cell Share; and</p> <p>(b) the Performance Return per Cell Share, which is £1.00 multiplied by the growth of the Index over the course of the Investment Term multiplied by the participation rate of 50 per cent.,</p> <p>where the growth of the Index over the course of the Investment Term will be the percentage change (if any) calculated as follows: (i) the average closing level of the Index for the period beginning on 4 July 2018 and ending on 3 January 2019 will be determined; and (ii) such figure will then be compared to the closing level of the Index on the Investment Date.</p> <p>Such calculations are subject to the occurrence of a market disruption event, adjustment to index and correction to stock prices or index levels.</p>
Guarantee:	<p>Pursuant to the Cell Guarantee, the Guarantor has guaranteed to Cell Shareholders that they will receive a minimum amount equal to the Guaranteed Return (being the aggregate of the Investment Amount of £1.00 and the Fixed Return) for each Cell Share held until it is redeemed on its Maturity Date.</p> <p>Performance of the Cell Guarantee is dependent on the continued solvency of the Guarantor and Santander UK plc.</p>
Investment objective and policy:	<p>The investment objective for the Protected Cell is to achieve the capital growth necessary to be able to redeem each Cell Share held on the Maturity Date for an amount equal to the Investment Return.</p> <p>In order to achieve its investment objective, the Company will place the aggregate subscription proceeds from the offer of Cell Shares received prior to the Investment Date on deposit in the Company's bank account with Royal Bank of</p>

	<p>Scotland International Limited (Guernsey Branch) and will, subject to certain conditions, invest the aggregate subscription proceeds, plus any interest earned thereon during the Offer Period, less the Investment Manager's fee and the Marketing Manager's fee, in financial instruments initially consisting of a term loan agreement and a forward transaction (the Plan Investments) in each case with the Investment Counterparty.</p> <p>The amounts realised from the Plan Investments will be paid into a bank account at Santander UK plc over which the Guarantor has a first charge pursuant to the Charge Agreement dated 12 July 2013. Under the terms of the Charge Agreement, the Company is not permitted, without the prior consent of the Guarantor, to utilise the monies in the account for any purpose other than to make payments to Cell Shareholders in respect of the redemption of their Cell Shares.</p>
Offer Period:	The period from 15 July 2013 to 4 October 2013.
Issue Price:	The issue price for the Cell Shares is a range of prices from £0.9989 per Cell Share for investors who subscribe on 15 July 2013 (on or before 2.30 p.m.) to £1.00 per Cell Share for investors who subscribe on 4 October 2013 (on or before 12 noon). Investors who subscribe between these dates will pay an Issue Price on a sliding scale between £0.9989 and £1.00 per Cell Share.
Offer and Issue:	<p>The minimum level of subscription applicable to each investor who subscribes for Cell Shares is £1,500. The maximum number of Cell Shares available under this offer is 500,000,000. The Directors reserve the right, at their absolute discretion (taking into consideration such factors as they deem to be relevant, which may include, amongst other things, market conditions), to limit the number of Cell Shares available under this offer to 6,500,000 and to stop accepting subscription applications for Cell Shares above such limit even if the Offer Period has not closed. The Directors shall determine, at their absolute discretion, the manner in which any scaling back shall be applied.</p> <p>Applications for the Cell Shares should be made by completing an Application Form for the Protected Cell. Application Forms can be obtained from the Administrator. The terms and conditions of application under the offer are attached to the Application Form.</p> <p>The Marketing Manager has agreed to market the Cell Shares to investors in the United Kingdom, in association with and as authorised by the Company. The Marketing Manager has delegated certain of its obligations to Santander UK plc and will, by virtue of such delegation, agree to market the Cell Shares to investors in the United Kingdom, in association with and as authorised by the Company.</p> <p>Once a subscription application and payment for Cell Shares is accepted by the Company, Cell Shares will be allotted and issued to the relevant investor on the relevant date for subscription of that application, subject to Admission (the Issue Date).</p>

SECTION A
INFORMATION ON THE OFFER

SHARE CLASS

The Cell Shares will be the only class of shares offered and issued by the Company in respect of the Protected Cell. The Cell Shares are participating redeemable preference shares which have an investment term of approximately five and a quarter years. All Cell Shares still in issue on the Maturity Date will be compulsorily redeemed by the Company for an amount equal to the Investment Return. No investor will be afforded any special or preferential rights in respect of its Cell Shares compared to any other investor in the Cell Shares.

ISSUE PRICE

The Issue Price for the Cell Shares offered pursuant to the Prospectus is a range of prices from £0.9989 per Cell Share for investors who subscribe on 15 July 2013 (on or before 2.30 p.m.) to £1.00 per Cell Share for investors who subscribe on the last day of the Offer Period (on or before 12.00 noon). Investors who subscribe between these dates will pay an Issue Price on a sliding scale between £0.9989 and £1.00 per Cell Share. The Issue Price per Cell Share varies for each Date of Subscription as specified in the table below:

Date of Subscription	Issue Price	Date of Subscription	Issue Price
15 July 2013	£0.9989	27 August 2013	£0.9995
16 July 2013	£0.9989	28 August 2013	£0.9995
17 July 2013	£0.9989	29 August 2013	£0.9995
18 July 2013	£0.9989	30 August 2013	£0.9995
19 July 2013	£0.9989	2 September 2013	£0.9995
22 July 2013	£0.9990	3 September 2013	£0.9995
23 July 2013	£0.9990	4 September 2013	£0.9996
24 July 2013	£0.9990	5 September 2013	£0.9996
25 July 2013	£0.9990	6 September 2013	£0.9996
26 July 2013	£0.9990	9 September 2013	£0.9996
29 July 2013	£0.9991	10 September 2013	£0.9996
30 July 2013	£0.9991	11 September 2013	£0.9997
31 July 2013	£0.9991	12 September 2013	£0.9997
1 August 2013	£0.9991	13 September 2013	£0.9997
2 August 2013	£0.9991	16 September 2013	£0.9997
5 August 2013	£0.9992	17 September 2013	£0.9997
6 August 2013	£0.9992	18 September 2013	£0.9998
7 August 2013	£0.9992	19 September 2013	£0.9998
8 August 2013	£0.9992	20 September 2013	£0.9998
9 August 2013	£0.9992	23 September 2013	£0.9998
12 August 2013	£0.9992	24 September 2013	£0.9998
13 August 2013	£0.9993	25 September 2013	£0.9998
14 August 2013	£0.9993	26 September 2013	£0.9999
15 August 2013	£0.9993	27 September 2013	£0.9999
16 August 2013	£0.9993	30 September 2013	£0.9999
19 August 2013	£0.9993	1 October 2013	£0.9999
20 August 2013	£0.9994	2 October 2013	£0.9999

21 August 2013	£0.9994	3 October 2013	£1.0000
22 August 2013	£0.9994	4 October 2013	£1.000
23 August 2013	£0.9994		

Investors should note that, as an early bird incentive, applicants who submit their applications earlier in the Offer Period will pay a lower Issue Price for their Cell Shares. The maximum Issue Price payable will be £1.00.

The amount of the Issue Price per Cell Share in excess of its nominal value of 0.0001p represents a premium.

MINIMUM SUBSCRIPTION AMOUNT AND MAXIMUM OFFER SIZE

The minimum level of subscription applicable to each investor who subscribes for Cell Shares is £1,500. The maximum number of Cell Shares available under this Offer is 500,000,000. The Directors reserve the right, at their absolute discretion (taking into consideration such factors as they deem to be relevant, which may include, amongst other things, market conditions), to limit the number of Cell Shares available under this Offer to 6,500,000 and to stop accepting subscription applications for Cell Shares above such limit even if the Offer Period has not closed. The Directors shall determine, at their absolute discretion, the manner in which any scaling back shall be applied. If the number of Cell Shares made available under this Offer is limited to less than 500,000,000, the Company will make this number available for inspection at the address referred to in Part J of the Registration Document. The capital raised pursuant to the Offer of the Cell Shares will be applied in accordance with the investment policy of the Protected Cell as set out above.

The Issue is not underwritten.

OFFER PERIOD – EXPECTED TIMETABLE

Start of Offer Period pursuant to this Securities Note	15 July 2013
Allotment of Cell Shares in respect of valid applications	On the relevant Date of Subscription
Admission of Cell Shares to listing on the Channel Islands Stock Exchange	The Business Day following the relevant Date of Subscription
Closing Date (latest time and date for receipt of Application Forms and payment in full under the Offer for Subscription for Cell Shares)	12.00 noon on 4 October 2013
Investment Date	7 October 2013

CONDITIONS OF THE OFFER AND CANCELLATION

If the number of Cell Shares in issue on the Investment Date would be less than 10,000 Shares, all Cell Shares in issue will be compulsorily redeemed at their Issue Price (plus any net interest earned thereon) and the listing of such Cell Shares on the Channel Islands Stock Exchange will be cancelled.

The obligations of the parties under each of The Term Loan Agreement and the Forward Transaction are subject to the satisfaction or waiver of the Term Loan Conditions Precedent and the occurrence of the Drawdown Date.

DETAILS OF THE APPLICATION PROCEDURE

Applications for the Cell Shares should be made by completing an Application Form for the Protected Cell. Application Forms can be obtained from the Administrator. The terms and conditions of application under the Offer for Subscription are attached to the Application Form.

Completed Application Forms must be posted or delivered by hand (during normal business hours) to Anson Registrars Limited, New Issues Department, P.O. Box 426, Anson Place, Mill Court, La Charroterie, St Peter Port, Guernsey, Channel Islands GY1 3WX so as to be received by 12 noon on 4 October 2013. Payment may be made by cheque or banker's draft accompanying your Application Form or by interbank electronic transfer (CHAPS) but in all cases payment must be received in cleared funds no later than 12 noon on 4 October 2013.

The arrangements for the return of subscription moneys in respect of applications which are not successful are set out in the terms and conditions attached to the Application Form.

MARKETING AND SPONSORSHIP

Santander ISA Managers Limited have agreed to market the Cell Shares to investors in the UK, in association with and as authorised by the Company. Santander ISA Managers Limited has delegated certain of its obligations to Santander UK plc and will, by virtue of such delegation, agree to market the Cell Shares to investors in the UK, in association with and as authorised by the Company.

Mourant Ozannes Securities Limited is the Sponsor for Admission to Listing on the Channel Islands Stock Exchange.

ALLOTMENT

Once a subscription application and payment for Cell Shares is accepted by the Company, Cell Shares will be allotted and issued to the relevant investor on the relevant Date of Subscription for that application, subject to the Channel Islands Stock Exchange having agreed to admit such Cell Shares to block listing on the Official List of, and to trading on, the Channel Islands Stock Exchange (subject only to allotment).

The Company will notify investors in writing of the number of Cell Shares in respect of which their application has been successful prior to the commencement of dealings in the Cell Shares on the Channel Islands Stock Exchange.

The Register in relation to the Protected Cell will be established by the first day of the Offer Period.

SCALING BACK ARRANGEMENTS

A maximum of 500,000,000 Cell Shares are available under the Offer. In the event that valid applications under the Offer reach, or are about to reach, 500,000,000 Cell Shares or, if lower, the limit on subscriptions agreed with the Marketing Manager under the marketing agreement, the last subscription applications received will, if necessary, be scaled back at the Directors' discretion and thereafter no further subscription applications for Cell Shares will be accepted even if the Offer Period has not closed.

If any application is scaled back in whole or in part, the Receiving Agent will, at the risk of the applicant, return any subscription monies (without interest) or the balance thereof within seven Business Days of the scaling back by returning the applicant's cheque to the applicant (if not processed) or by interbank credit transfer back to the bank account from which such monies were first received, or, at the cost of the applicant, by telegraphic transfer, in each case at the risk of the applicant.

ISIN

The ISIN number for the Cell Shares is GG00BBNBLP87.

LISTING AND SETTLEMENT

The Cell Shares will be issued in registered form and may be held either in inscribed form or in certificated form. Temporary documents of title will not be issued.

Application has been made to the Channel Islands Stock Exchange for up to 500 million Cell Shares to be admitted for block listing on the Channel Islands Stock Exchange. Admission is subject to allotment and issue of the Cell Shares. Dealings in the Cell Shares for normal settlement will commence on Admission of the relevant Cell Shares.

No application is being made for any of the Cell Shares to be listed or dealt with in or on any stock exchange or investment exchange other than the Channel Islands Stock Exchange.

The Cell Shares are not in any way sponsored, endorsed, sold or promoted by the Channel Islands Stock Exchange. Furthermore, the Channel Islands Stock Exchange, LBG shall not be liable (whether in negligence or otherwise) to any person under any obligation to advise any person of any error therein.

MARKET FOR SHARES

The Cell Shares may be sold through or to the Market Maker only from the Investment Date onwards. The attention of Shareholders is drawn to the risk factors "*Long Term Investment*" and "*Liquidity*" above.

SECTION B

INVESTMENT OBJECTIVE AND POLICY

INVESTMENT OBJECTIVE

The investment objective of the Protected Cell is to invest the capital contributed by subscribers of the Cell Shares in order to achieve the capital growth necessary to provide Shareholders with an investment return that is equal to the amount payable on the redemption of each Cell Share on the Maturity Date (being the **Investment Return**). The Protected Cell does not allow for investors to exercise a right of redemption other than at the Maturity Date, as provided therein. Details of how the Investment Return is calculated is set out under the sub-section headed "Investment Return" in Section C of this Securities Note.

In the opinion of the Directors, the investment objective for the Cell Shares should be achieved through the purchase of the Plan Investments as described below.

The only source of funding that will be available to the Company to acquire and/or enter into and/or support the investments designed to fund the amounts payable in respect of the Cell Shares and/or any other amounts payable by the Company in connection with the Cell Shares will derive from the capital contributed by the subscribers of the Cell Shares.

The Company has no capacity to pay any dividend in respect of any Cell Share.

INVESTMENT POLICY AND REDEMPTION

In order to achieve its investment objective:

- (a) The Company, on behalf of the Protected Cell, will place the aggregate amount paid to the Company during the Offer Period by way of subscriptions for Cell Shares under the Offer (being the **Original Subscription Proceeds**) on deposit in the Company's bank account with Royal Bank of Scotland International Limited (Guernsey Branch). On the Drawdown Date, the Company will lend the Original Subscription Proceeds plus any interest thereon, less the Investment Manager and Marketing Manager's fees (being the **Net Issue Proceeds**) to the Investment Counterparty under a term loan agreement (being the **Term Loan Agreement**).
- (b) The Company, on behalf of the Protected Cell has also entered into a forward contract with the Investment Counterparty (being the **Forward Transaction**) designed, together with the Term Loan Agreement, to generate the Investment Return payable in respect of the Cell Shares on the Maturity Date. This type of forward contract is, in summary, a contract to pay an amount (determined by reference to the Investment Return) at a specified point in the future. The obligations of the parties under each of the Forward Transaction and the Term Loan are subject to the satisfaction or waiver of the Term Loan Conditions Precedent and the occurrence of the Drawdown Date (please see Section I "Definitions" for descriptions of these terms).
- (c) On the Maturity Date the Investment Counterparty shall repay an amount equal to the Net Issue Proceeds to the Company under the Term Loan Agreement and shall pay an amount under the Forward Transaction which, together with the repayment of the Net Issue Proceeds, will generate the Investment Return payable in respect of the Cell Shares (being the **Forward Cash Settlement Amount**).

Any such amounts received by the Company will be paid into the bank account of the Company in respect of the Protected Cell at Santander UK plc over which Santander Guarantee Company has a first charge pursuant

to the Cell Security Documents for the Protected Cell. Under the terms of the Cell Security Documents, the Company is not permitted, without the prior consent of Santander Guarantee Company, to utilise the monies in the account for any purpose other than to make payments to Shareholders in respect of the redemption of their Cell Shares.

The payment obligations of the Investment Counterparty under the Plan Investments in combination with the account arrangement described above are designed to enable the Company, in turn, to pay the Investment Return to Shareholders at the Maturity Date.

The Term Loan Agreement and the Forward Transaction will constitute the Plan Investments and will be the only investments of the Protected Cell.

The Company and the Directors, in consultation with the Investment Manager, are responsible for the formulation of the investment policy of the Protected Cell and any subsequent change to that policy, and the Company and its Directors conduct its portfolio and risk management.

The investments of each Cell established after 18 January 2013 consist solely of Financial Instruments. Descriptions of the Financial Instruments entered into by the Company in respect of each Cell referred to in the table below (which consist of a term loan agreement and a forward transaction in respect of each such Cell) are set out in the Relevant Securities Note relating to each such Cell on the pages specified in the table below and are incorporated by reference into this Securities Note. The Relevant Securities Notes are available for inspection at the address referred to in Part J of the Registration Document.

	Description of Financial Instruments
Securities Note for Cell 240	Pages 18, 21 and 22
Securities Note for Cell 241	Pages 18, 20 and 21
Securities Note for Cell 242	Pages 18, 21 and 22
Securities Note for Cell 243	Pages 18, 20 and 21
Securities Note for Cell 244	Pages 24, 26 and 27
Securities Note for Cell 245	Pages 23, 25 and 26

REALISATION OF INVESTMENT

On the Maturity Date, the Company is scheduled to compulsorily redeem all Cell Shares in issue for an amount per Cell Share equal to the Investment Return.

Subject to the receipt in cleared moneys by the Company of an amount equal to the aggregate Investment Return payable in respect of the outstanding Cell Shares under the Plan Investments on or around the Maturity Date from the Investment Counterparty, the Directors will procure that the Paying Agent pays to each Shareholder the redemption proceeds for his or her Cell Shares within three Business Days of the Maturity Date or such later date on which the aggregate Investment Return is actually received by the Company in cleared moneys. Payment of such redemption proceeds will be made by the Paying Agent to Shareholders in such manner as is set out in the section headed "Payment At Maturity" in Part B of the Registration Document. The Paying Agent is Anson Registrars Limited, PO Box 426, Anson Place, Mill Court, La Charroterie, St. Peter Port, Guernsey GY1 3WX.

In the event that the proceeds of the relevant Plan Investments are insufficient to pay the Guaranteed Return to Shareholders, the Guarantee Claims Agent will act on behalf of the holders of Cell Shares in asserting claims against the Guarantor under the Cell Guarantee for the shortfall as set out in the sub-section headed "Cell Guarantee" in Section C of this Securities Note.

Following distribution of the proceeds described above on redemption of the Cell Shares, notification will be made by the Company to the GFSC and an application will be made to the Channel Islands Stock Exchange for the delisting of the Cell Shares.

FURTHER INFORMATION ON THE PLAN INVESTMENTS

The obligations of Abbey National Treasury Services plc under each Plan Investment will be guaranteed by Santander UK plc pursuant to a deed poll guarantee dated 10 May 2012.

In the absence of unforeseen circumstances, the investment objective and policies of the Company with respect to the Protected Cell will be adhered to for its Investment Term.

A holder of Shares will be entitled to look solely to the assets of the relevant Cell in respect of all amounts payable in respect of those Shares. If the realised assets of the relevant Cell are insufficient to pay any amounts payable in respect of such Shares, such a Shareholder will have no further right of payment in respect of such Shares nor any claim against or recourse to any of the assets of any other Cell or any of the other assets of the Company.

If the realised assets of the Cell are greater than the amounts payable on the relevant Shares and the Shareholder has been paid the amounts payable, the Shareholder shall have no entitlement to any such surplus.

OTHER INFORMATION

The fourth paragraph of the section headed "*Investment Objective and Policy*" in Part A (*Information on the Company*) of the Registration Document forming a part of this Prospectus is deleted in its entirety and replaced with the following:

"The Company and its Directors, in consultation with the Investment Manager, are responsible for the formulation of the investment policy of each Cell and any subsequent change to that policy, and the Company and its Directors conduct its portfolio and risk management."

SECTION C

REDEMPTION AT MATURITY

The definitions set out below apply to the Protected Cell and to the Cell Shares, unless the context otherwise requires and supplement the section headed "Definitions" of this Securities Note. Any definitions set out on pages 21 to 31 of the Registration Document which are not set out in this document will also apply to the Protected Cell and to the Cell Shares. In the event of any inconsistency between a definition in the Registration Document and the definition specified below, the definition specified below will prevail in relation to the Protected Cell, the Cell Shares and the Offer of the Cell Shares.

All references to time in this Securities Note are to time in Guernsey.

"Exchange"	the London Stock Exchange
"Final Index Level"	as determined by the Determination Agent, the arithmetic average of the closing levels of the Index at the Valuation Time on each Scheduled Trading Day during the Final Valuation Period, subject to adjustment pursuant to the Market Disruption, Adjustment to Index or Correction to Stock Prices or Index Levels provisions in Part B of the Registration Document
"Final Valuation Period"	4 July 2018 to 3 January 2019 (inclusive), provided that (i) if the first day of the Final Valuation Period is not a Scheduled Trading Day, then such day shall be deemed to be the next following Scheduled Trading Day, subject to adjustment pursuant to the Market Disruption provisions in Part B of the Registration Document, and/or (ii) if the final day of the Final Valuation Period is not a Scheduled Trading Day, then such day shall be deemed to be the immediately preceding Scheduled Trading Day, subject to adjustment pursuant to the Market Disruption provisions in Part B of the Registration Document
"Fixed Return"	7.5p per Cell Share
"Guaranteed Return"	in respect of each Cell Share held at the Maturity Date, an amount equal to the aggregate of the Investment Amount and the Fixed Return per Cell Share
"Index"	FTSE 100 Index (Capital Return), an index comprising 100 of the largest companies (in terms of market capitalisation) listed on the London Stock Exchange which is compiled and calculated by the Index Sponsor
"Index Growth"	an amount (expressed as a percentage) calculated by the Determination Agent as: $(\text{Final Index Level}/\text{Initial Index Level}) - 1$, rounded up to the nearest four decimal places. For the avoidance of doubt, the Index Growth may be a negative number
"Index Sponsor"	FTSE International Limited, or such other corporation or entity that (i) is responsible for setting and reviewing the rules and procedures and the

methods of calculation and adjustments, if any, related to the Index and (ii) announces (directly or through an agent) the level of the Index on a regular basis during each day on which the Exchange is scheduled to be open for trading for its regular trading sessions, as determined by the Determination Agent

"Initial Index Level"	as determined by the Determination Agent, the closing level of the Index at the Valuation Time on the Initial Valuation Date, subject to adjustment pursuant to the Market Disruption, Adjustment to Index or Correction to Stock Prices or Index Levels provisions in Part B of the Registration Document
"Initial Valuation Date"	the date which is 1 Business Day after the Closing Date (which is expected to be 7 October 2013) or, if such Business Day is not a Scheduled Trading Day or is a Disrupted Day, the next following Business Day which is a Scheduled Trading Day but is not a Disrupted Day subject to adjustment pursuant to the Market Disruption provisions in Part B of the Registration Document
"Investment Amount"	£1.00 per Cell Share
"Investment Date"	the date which is 1 Business Day after the Closing Date (which is expected to be 7 October 2013)
"Investment Return"	the Investment Amount plus the greater of (a) the Fixed Return and (b) the Performance Return
"Investment Term"	the period from the Investment Date to the Maturity Date
"Maturity Date"	7 January 2019, provided that if such date is not a Business Day the Maturity Date shall be the next following Business Day
"Participation Rate"	for the purposes of calculating the Performance Return, 50 per cent.
"Performance Return"	a return per Cell Share calculated by the Determination Agent equal to the greater of: (i) $(100p \times \text{the Participation Rate} \times \text{the Index Growth})$; and (ii) zero.
"Related Exchange"	the London International Financial Futures and Options Exchange
"Valuation Time"	in relation to a Scheduled Trading Day, the time at which the Index Sponsor normally calculates and publishes the closing level of the Index for such Scheduled Trading Day

INVESTMENT RETURN

Holders of the Cell Shares shall not be entitled to any dividends but shall be paid an amount per Cell Share on the Maturity Date calculated by the Determination Agent equal to the Investment Return, which shall be equal to the Investment Amount (£1.00) plus the greater of (a) the Fixed Return (7.5p) and (b) the Performance Return.

The Performance Return is equal to the greater of:

(a) $(100p \times \text{the Participation Rate} \times \text{the Index Growth})$;

and

(b) zero.

The Determination Agent's determination of the Investment Return is final.

The following table sets out illustrative values of the Investment Return assuming different values for the Index Growth.

Index Growth	Investment Return
200%	£2.00
100%	£1.50
80%	£1.40
50%	£1.25
40%	£1.20
30%	£1.15
20%	£1.10
15%	£1.075
5%	£1.075
0%	£1.075
-20%	£1.075

As can be seen from the illustration above, the minimum possible Investment Return is £1.075 for each Cell Share held until the Maturity Date.

The Cell Shares are intended to appeal to all classes of investors who are willing to invest their money for five and a quarter years and are seeking a return linked to equities but with an element of capital protection at the end of the Investment Term, although the Cell Shares are intended to be primarily marketed to retail investors seeking investment exposure of this type.

GUARANTEED RETURN

Pursuant to the Cell Guarantee applicable to the Cell Shares provided by Santander Guarantee Company in favour of the Shareholders, Shareholders are guaranteed to receive (subject to the continued solvency of Santander Guarantee Company and Santander UK plc) an amount equal to the Investment Amount and the Fixed Return (referred to as the "**Guaranteed Return**") for each Cell Share held until the Maturity Date, subject to the terms and conditions of that Cell Guarantee, but no greater amount is guaranteed (see the section headed "Cell Guarantee" below).

WITHHOLDING TAX

Under current taxation legislation applicable in Guernsey and the UK, the Company is not required to withhold for or on account of any tax on the payment of the Investment Return to Shareholders at the Maturity Date. In the event that a subsequent change in UK or Guernsey tax legislation or an introduction of,

change in or application of any other tax legislation, regulation thereunder or official interpretation thereof were to result in the need to withhold for or on account of tax on such payments to Shareholders (including for or on account of any FATCA Withholding), the amount of the Investment Return actually received by Shareholders would be reduced. Similarly, an introduction of, change in or application of, taxation law, regulation thereunder or official interpretation thereof may impose a withholding obligation (including an obligation of any FATCA Withholding) on payments to the Company under the Plan Investments, which may reduce the amounts capable of being paid to Shareholders. In such circumstances, the Investment Return shall be calculated on an after-tax basis. In each case, if the amounts payable to Shareholders are less than the Guaranteed Return, the amount guaranteed pursuant to the Cell Guarantee will be amended accordingly. Payments under the Cell Guarantee will also be made net of any withholding tax or other tax deduction, including, for the avoidance of doubt, any FATCA Withholding.

Notwithstanding the forgoing, the Company agrees that, if it becomes aware of the need to make any FATCA Withholding on a payment of the Investment Return to Shareholders because the Paying Agent does not satisfy any applicable information reporting requirements or any requirements necessary to prevent or minimise the amount of such withholding, the Company will use reasonable endeavours to find a replacement Paying Agent which does satisfy such requirements.

Shareholders should therefore be aware that, in such circumstances, their Investment Return would be reduced and any payment due under the Cell Guarantee may be reduced.

Further, Shareholders agree to provide any information that may be requested by the Company or the Guarantor to allow the Company or, as the case may be, the Guarantor to satisfy any applicable information reporting requirements or any requirements necessary to prevent or minimise the amount of FATCA Withholding with respect to any payments to be made or received by the Company or the Guarantor.

CALCULATION OF NET ASSET VALUE

The Net Asset Value per Cell Share will be calculated on a monthly basis as at the close of trading on the London Stock Exchange on the 7th day of each calendar month during the Investment Term of the Protected Cell, provided that, if such valuation day is not an Exchange Business Day, the Net Asset Value will be calculated as at the close of trading on the London Stock Exchange on the immediate following day which is an Exchange Business Day. The Net Asset Value per Cell Share will be announced to the Channel Islands Stock Exchange.

CELL GUARANTEE

Under the terms of the Cell Guarantee applicable to the Cell Shares, Shareholders will be guaranteed to receive (subject to the continued solvency of Santander Guarantee Company and Santander UK plc) the Guaranteed Return in respect of all Cell Shares which are held until they are redeemed on the Maturity Date.

A demand will be made by the Guarantee Claims Agent under the Cell Guarantee if the Company has insufficient assets or resources in the Protected Cell to allow payment of the Guaranteed Return on or around the Maturity Date or if the Company otherwise fails to make payment of the Guaranteed Return to Shareholders. The Company may have insufficient assets or resources in the Protected Cell if there is a default by the Investment Counterparty in making payments under any Plan Investment or if any Plan Investment terminates for any reason prior to its maturity date, or if the payments by the Investment Counterparty are subject to any FATCA Withholding.

However, the liability of the Guarantor to make payment under the Cell Guarantee applicable to the Cell Shares will be reduced to the extent that the value of the Investment Return less:

- (a) the reduction (if any), expressed as an amount per Cell Share, in the value of the assets of the Protected Cell arising as a result of the imposition or proper payment of any withholding tax which is levied or imposed by any agency having jurisdiction in the United Kingdom, or the imposition of any tax, withholding or other charge in Guernsey, on any payments under any Plan Investment; and
- (b) the reduction (if any), expressed as an amount per Cell Share, in the value of the assets of the Protected Cell arising as a result of the imposition or proper payment of any FATCA Withholding on any payments under any Plan Investment; and
- (c) the amount (if any) expressed as an amount per Cell Share, of any withholding tax or deduction which is levied or imposed by any agency having jurisdiction in the United Kingdom and/or Guernsey and/or any FATCA Withholding on payments by the Company to holders of the Cell Shares in connection with the redemption of such Cell Shares held by them as at the Maturity Date; and
- (d) the extent to which it is unlawful for the Guarantor to remain under any (or any further) obligations under that Cell Guarantee.

is less than the Guaranteed Return.

In addition, if any payment required to be made by the Guarantor under the Cell Guarantee is subject to any deduction or withholding in respect of tax, the Guarantor will be entitled to deduct the amount of such deduction or withholding from the relevant payment so that the relevant Shareholders who are entitled to receive such payment will receive an amount net of such deduction or withholding. The Guarantor will not be under any obligation to make any additional payment under the Cell Guarantee in respect of such deduction or withholding. For the avoidance of doubt, the Guarantor shall be entitled to deduct any FATCA Withholding.

Investors should note that the Company has agreed to indemnify the Guarantor for payments under the Cell Guarantee applicable to the Cell Shares and such indemnity will be secured on the assets of the Protected Cell. The Guarantor will have first recourse to the assets of the Protected Cell in relation to any payment it makes under the Cell Guarantee. This means that, if a payment is made under the Cell Guarantee, the assets of the Protected Cell will not be available to pay any non-guaranteed element of the Investment Return due in relation to the Cell Shares until the Guarantor has been reimbursed in full for its payment under the Cell Guarantee.

MARKET DISRUPTION AND ADJUSTMENT

The provisions of Market Disruption, Adjustment to Index and Correction to Stock Prices or Index Levels, each as specified in Part B in the Registration Document, apply to the Cell Shares.

INFORMATION ON THE INDEX

The following description of the Index has been derived from publicly available information on the website of the Index Sponsor (www.ftse.com). The description has been accurately reproduced and, as far as the Company is aware and is able to ascertain from information published by the Index Sponsor, no facts have been omitted which would render the description inaccurate or misleading.

The FTSE 100 is a market-capitalisation weighted index representing the performance of the 100 largest UK listed blue chip companies, which pass screening for size and liquidity. The Index is managed according to a transparent and public set of index rules, and overseen by an independent committee of leading market professionals. The committee ensures that the rules are correctly applied and adhered to. Regular index reviews are conducted to ensure that a continuous and accurate representation of the market is maintained.

The Index is calculated based on a price (or capital return) methodology, meaning that the index value only uses the share prices traded in the market. The Index is not calculated on a total return methodology (where the calculation methodology assumes that dividends are re-invested into the index constituents).

The Cell Shares are in no way sponsored or endorsed by the Index Sponsor.

SECTION D

INFORMATION ON THE COMPANY

SHARE CAPITAL

On 11 July 2013, the Directors resolved, conditional on Admission, to issue up to 500 million shares pursuant to the Issue of Cell Shares.

ARTICLES OF ASSOCIATION

The Articles contain the following provisions concerning the specific rights attributable to the Cell Shares:

The Directors have established the Protected Cell as a new Cell in the Company in accordance with the Companies Law and to issue Shares in respect of the Protected Cell (referred to as "**Cell Shares**").

Income

The holders of Cell Shares are not entitled to receive, and do not participate in, any dividends or other distributions out of the profits of the Protected Cell of the Company available for distribution. The Directors shall not resolve to distribute any dividends or any other income to the holders of Cell Shares.

Capital

Upon the redemption of Cell Shares (or upon any other return of capital on or after the Maturity Date for Cell Shares), after paying all debts attributable to, and satisfying all liabilities of, the Protected Cell, holders of Cell Shares shall be entitled to receive by way of capital the Investment Return per Cell Share.

Notwithstanding the above:

- (a) to the extent that the Company is required to make any withholding or deduction in respect of tax in respect of any distribution to holders of Cell Shares upon the redemption of such Shares, holders of such Shares shall not be entitled to seek to recover from the Company any amounts so withheld or deducted and shall be deemed to have been satisfied in full; and
- (b) the Investment Return per Cell Share shall be reduced by (i) an amount equal to the reduction arising as a result, directly or indirectly, of the imposition or proper payment of any withholding tax levied or imposed by an agency having jurisdiction in the United Kingdom on payments to the Company under any Plan Investment or the imposition of any tax in Guernsey on the Company on the proceeds of any Plan Investment received by the Company and (ii) an amount (if any) equal to any FATCA Withholding, provided that any such reduction is applied first against any Performance Return or Fixed Return and then against the Investment Amount.

On a winding-up of the Protected Cell (or on any other return of capital) prior to the Maturity Date for the Cell Shares after paying all debts attributable to, and satisfying all liabilities of, the Protected Cell, holders of Cell Shares shall be entitled to receive by way of capital any surplus assets of the Protected Cell in proportion to their holdings of Cell Shares.

The holders of Cell Shares are only entitled to participate in the assets of the Protected Cell and have no entitlement to participate in the distribution of any assets attributable to any other Cell or, except as provided under the Companies Law, to the assets not attributable to any Cell, in meeting their capital entitlement.

FATCA Withholding Information

The holders of Cell Shares agree to provide any information that may be requested by the Company or the Guarantor to allow the Company or, as the case may be, the Guarantor to satisfy any applicable information reporting requirements or any requirements necessary to prevent or minimise the amount of FATCA Withholding with respect to any payments to be made or received by the Company or the Guarantor.

Should any holder of Cell Shares fail to provide any such information, such Cell Shares may, at the option of the Company, be deemed to be "Prohibited Shares" for the purposes of Article 50(4) and consequently will be subject to compulsory transfer in accordance with Article 50(4).

Voting

The rights as to voting attributable to the Cell Shares are identical to those of the Cell Shares generally, as set out in paragraph 6.2 of Part D of the Registration Document.

Restriction on Transfer

Cell Shares may not be transferred prior to the Investment Date.

Compulsory Redemption prior to Maturity Date

If any of the following events occur, the Directors shall compulsorily redeem all Cell Shares in issue at the Issue Price (plus any net interest earned thereon) and cancel the listing of such Cell Shares on the Channel Islands Stock Exchange:

- (a) if no Drawdown Date occurs on or prior to the Drawdown Cut-off Date; or
- (b) if the Net Issue Proceeds are not lent to the Investment Counterparty on the Drawdown Date,

for any reason other than as a result of the Company being unable to recover some or all of its subscription monies placed on deposit with the Royal Bank of Scotland International Limited (Guernsey Branch).

If the Company is unable to recover some or all of its subscription monies placed on deposit with the Royal Bank of Scotland International Limited (Guernsey Branch) on or prior to the Drawdown Cut-off Date, the Directors shall compulsorily redeem all Cell Shares in issue at their net asset value and cancel the listing of such Cell Shares on the Channel Islands Stock Exchange.

Further information on voting rights is set out in paragraph 6.2.1(i) of Part D of the Registration Document.

MATERIAL CONTRACTS

In addition to those Material Contracts specified on pages 84 to 99 of the Registration Document that are applicable to the Cell Shares, the Company has entered into the Listing Sponsor's Agreement and the Series Deed which, amongst other things, constitutes the ISDA Master Agreement, the Forward Transaction, the Term Loan Agreement, the Charge Agreement and the Determination Agency Agreement, each as described below.

Protected Cell Documentation

The ISDA Master Agreement governs each of the Term Loan Agreement and the Forward Transaction for the Protected Cell. Each of the ISDA Master Agreement, the Term Loan Agreement and the Forward Transaction are constituted by the execution of the Series Deed for the Protected Cell.

The ISDA Master Agreement contains standard events of default and termination events, including failure to pay and insolvency related events, but excludes from the definition of "Indemnifiable Tax" any withholding or deduction under FATCA. Under the terms of the ISDA Master Agreement, the Investment Counterparty has agreed to limit its recourse for payments due to it from the Company under the ISDA Master Agreement to the assets of the Protected Cell. The ISDA Master Agreement, Term Loan Agreement and Forward Transaction are expressed to be governed by English law and each party submits to the jurisdiction of the English courts. Enforcement of foreign judgements in Guernsey is governed by the Judgments (Reciprocal Enforcement) (Guernsey) Law 1957, as amended (the **Judgements Law**). England and Wales is a reciprocating country for the purposes of the Judgements Law. A judgement obtained in the Supreme Court and the Senior Courts of England and Wales, excluding the Crown Courts, is likely to be recognised and enforced by the Royal Court of Guernsey, subject to compliance with procedural and other requirements of the Judgements Law, unless any judgement is obtained by fraud, is in conflict with Guernsey public policy, has already been satisfied wholly or could not be enforced by execution in the jurisdiction of origin.

Performance by the Investment Counterparty of any obligation or liability to make any payment in cash which is or becomes payable by it under the ISDA Master Agreement is unconditionally and irrevocably guaranteed by Santander UK plc pursuant to a deed poll guarantee dated 10 May 2012. It should be noted that the guarantee is a guarantee of payments due under the ISDA Master Agreement to the Company and not a guarantee of the Investment Return for the Protected Cell.

The Company and Mourant Ozannes Securities Limited have entered into an agreement dated 12 July 2013 for the Protected Cell under which Mourant Ozannes Securities Limited has agreed to act as sponsor in connection with the application for Admission of the Cell Shares (the "**Listing Sponsor's Agreement**"). In consideration of the services provided by it under the Listing Sponsor's Agreement, Mourant Ozannes Securities Limited will be paid an initial fee of £600 and then an annual fee of £600 for the Protected Cell.

The Listing Sponsor's Agreement contains certain warranties and indemnities, which are of a customary nature, given by the Company in favour of Mourant Ozannes Securities Limited. The agreement may be terminated by either party by not less than 60 days notice in writing. In certain circumstances, the agreement may be terminated forthwith by notice in writing by either party to the other and may, in certain circumstances, be terminated prior to such Admission.

The Company and Abbey National Treasury Services plc have entered into an agreement dated 12 July 2013 for the Protected Cell under which Abbey National Treasury Services plc has been appointed to undertake a calculation agency role in connection with the Cell Shares and to make all the determinations specified in this Prospectus to be made by the Determination Agent (the "**Determination Agency Agreement**").

The Determination Agency Agreement contains certain warranties and indemnities, which are of a customary nature, given by the Company in favour of Abbey National Treasury Services plc. The agreement may be terminated by either party by not less than 90 days notice in writing. In certain circumstances, the agreement may be terminated forthwith by notice in writing by either party to the other.

The Company and Santander Guarantee Company entered into a charge agreement on 12 July 2013 (the "**Charge Agreement**") under which the Company grants a fixed charge over the Plan Investments for the Protected Cell, and bank accounts at Santander UK plc in respect of such Cell ("**Charged Assets**") into which it will pay the proceeds of Plan Investments for the Protected Cell, in favour of Santander Guarantee Company as security for its indemnity obligations to Santander Guarantee Company under the Guarantee Facility Agreement in relation to the Cell Guarantee applicable to the Cell Shares. Under the terms of the Charge Agreement for the Protected Cell, the Company is entitled to make payments out of the bank accounts only where such payments have been countersigned by a duly authorised officer of Santander Guarantee Company.

In the event that the Company fails to repay Shareholders the Guaranteed Return in respect of the relevant Cell Shares redeemed on the Maturity Date for the relevant Cell, Santander Guarantee Company will be

entitled to enforce its security over the Charged Assets for the relevant Cell to assist it in meeting its obligations to pay Shareholders under the Cell Guarantee applicable to the Cell Shares.

TAXATION

Information relating to Guernsey and United Kingdom taxation is set out in Part D of the Registration Document under the heading "Taxation".

The description of the tax position in relation to the Cell Shares which is set out in Part D of the Registration Document under the heading "Taxation" (as supplemented by information contained in this Securities Note), is based on the Company's current understanding of current legislation and practice as at the date of this Securities Note and may be subject to change.

Prospective investors should note that the information relating to United Kingdom Taxation set out in Part D of the Registration Document forming a part of this Prospectus under the section headed "United Kingdom" under the heading "Taxation" is supplemented by and should be read in conjunction with the following:

The fifth paragraph of the section headed "*Individual Shareholders who acquire their investment in Shares through an Individual Savings Account*" shall be deleted in its entirety and be replaced with the following paragraph:

"The Protected Cell 246 Cell Shares should be eligible for inclusion within a stocks and shares ISA. The current yearly subscription limit for a stocks and shares ISA (for the 2013/2014 tax year) is £11,520."

The section entitled "*Dividends*" under "*(b) Shareholders – Individual UK tax resident and domiciled Shareholders*" shall be deleted in its entirety.

The section entitled "*(c) Shareholders – UK tax resident corporate Shareholders*" shall be deleted in its entirety and be replaced with the following paragraphs:

"Shareholders that are companies should note that their tax treatment is dependent on their particular circumstances.

A UK tax resident company Shareholder that holds the Shares as an investment and which disposes of those Shares by way of sale should be subject to corporation tax on capital gains arising from the disposal of Shares. Such Shareholders are currently entitled to an indexation allowance which applies to reduce capital gains to the extent that they arise due to inflation.

The proceeds of the redemption of Shares should be treated as a distribution potentially within the charge to corporation tax on income (subject to the availability of certain exemptions) to the extent that the redemption proceeds exceed the amount of capital treated as repaid on the Shares on their redemption. The tax treatment of the distribution proportion of the redemption proceeds of Shares should be the same as the tax treatment of dividends received in respect of the Shares, that is the distribution should be exempt from corporation tax on income if an exemption applies. For Shareholders which are small or micro enterprises (within the meaning of the Annex to Commission Recommendation 2003/361/EC), an exemption is only available for distributions paid by companies which are resident in a territory with which the UK has a double taxation treaty containing a non-discrimination article. Guernsey does not currently have a double taxation treaty with the UK that contains a non-discrimination article. Accordingly, Shareholders which are small or micro enterprises should be subject to UK corporation tax on the excess of any redemption proceeds received on the Shares over the amount of capital treated as repaid on the Shares on their redemption.

For other corporate Shareholders, an exemption from corporation tax on income is available in a number of situations, including certain cases in which the Shareholder, together with persons connected with the Shareholder, hold less than 10 per cent. of the relevant Shares in respect of the Cell and where the

distribution is paid out of profits arising from transactions none of the main purposes of which was to achieve a reduction in UK tax. However, the availability of the exemption is subject to a number of conditions, and also in certain circumstances the exemption is not available if the distribution is paid as part of a scheme or arrangement the main purpose or one of the main purposes of which is to secure a UK tax advantage. If a corporate Shareholder is entitled to an exemption from corporation tax on income in respect of the proportion of the redemption amount paid to that Shareholder on a redemption of Shares, that Shareholder may be chargeable to corporation tax on any capital gain that arises on the redemption of the Shares, after taking into account any available indexation relief."

The following language should be included at the end of the section entitled "*(d) Other UK tax considerations*":

"Disguised interest rules

The disguised interest rules may apply to any arrangement which produces a return which is economically equivalent to interest. A return will be treated as economically equivalent to interest if it is a return for the time value of money, paid at a rate reasonably comparable to a commercial rate of interest, where there is no practical likelihood that the return will not be paid.

For Shareholders who are corporation tax payers, the rules in Chapter 2A in Part 6 of the Corporation Tax Act 2009 (**CTA 2009**) provide that if arrangements provide such a return it may be treated as a profit arising to that company from a loan relationship which is to be brought into account on an amortised cost basis of accounting. These provisions do not apply unless it is reasonable to assume that the main purpose, or one of the main purposes, of the company being party to the arrangements is to obtain a relevant tax advantage within the meaning of section 486D CTA 2009.

For Shareholders who are income tax payers, draft legislation to be included in Finance Act 2013 has been proposed to be inserted as a new Chapter 2A in Part 4 of the Income Tax (Trading and Other Income) Act 2005, which if enacted in its current form, may tax such a return as income where the person becomes party to the relevant arrangement on or after 6 April 2013."

DIRECTORS' INTERESTS

John Le Prevost, a director of the Company, is also a director of Anson Fund Managers Limited (the Administrator and Secretary of the Company and the owner of the two Management Shares of the Company) and Anson Registrars Limited (the Registrar, Transfer Agent, Paying Agent and Receiving Agent and the Guarantee Claims Agent). John Le Prevost is also the Chief Executive Officer and the majority shareholder of Anson Group Limited, the holding company of Anson Fund Managers Limited and Anson Registrars Limited. Gavin Farrell is a partner of Mourant Ozannes, the Advocates to the Company, and a director of Mourant Ozannes Securities Limited, the Sponsor of Admission to Listing.

DIRECTORSHIPS

The following information supersedes and replaces the information contained in Section 4.12 of Part D of the Registration Document forming part of this Prospectus relating to Gavin John Farrell, John Reginald Le Prevost and Paul Jonathan Meader:

In addition to their directorship of the Company, the Directors hold directorships in other companies and are members of various partnerships. Details of those directorships (apart from the Company) and partnerships as well as details of the Directors' directorships and partnerships during the five years preceding the date of this document are set out below:

Gavin John Farrell

Current Directorships and Partnerships

Altima Advisors (Guernsey) Limited

Arle (Guernsey) GP Limited
AXA Property Trust Limited
BBOF II SLP G.P. Limited
BBOF III SLP G.P. Limited
BBOF IV GP Limited
Brockton Capital Fund I GP (Guernsey) Limited
Brockton Capital Fund II GP (Guernsey) Limited
Candover 2005 Fund (Guernsey) Limited
Candover 2008 Alpha GP Limited
Candover 2008 Beta Limited
Candover 2008 GP Limited
Cheshire Business Insurance Limited
E.I. Sturdza Funds Plc
E.I. Sturdza Strategic Management Limited
European Forest Resources Limited
European Forest Resources Holdings GP Limited
European Forest Resources Holdings Limited
HitecVision Asset Solutions (GP) Limited
HitecVision V (GP) Limited
HitecVision VI (GP) Limited
HSBC NF China Investors Limited
HVPE IV (GP) Limited
John Mowlem (Guernsey) Limited
Memberco One Limited
Memberco Two Limited
Mourant Ozannes Corporate Services (Guernsey) Limited
Mourant Ozannes (Partner)
Mourant Ozannes Property Holdings (Guernsey) Limited
Mourant Ozannes Securities Limited
Nippon Growth Fund Limited
Norvestor IV (GP) Limited (formerly NVPE IV G.P. Limited)
Norvestor V (GP) Limited
Norvestor VI (GP) Limited
Parallel Insurance Services Limited
Real Asset Insurance Limited
Strategic Evarich Japan Fund Limited
Strategic Global Innovation Fund Limited
The Accelerated Return Fund Ltd (Alternate)
Topi Insurance Company Limited
VCI (General Partner) Limited
VCP Finance Limited
VCP IV (GP) Limited
VCP JET GP Limited
VCP V-A GP (Guernsey) Limited
VCP VI GP (Guernsey) Limited
VCP VI A General Partner Limited

Past Directorships and Partnerships

Alternative Risk Management (Guernsey) Limited (formerly Thomas Miller Risk (Guernsey) Management Limited)
Altima Agriculture Equity Fund Limited
Altima Agriculture Equity Master Fund Limited
Altima Asia Fund Limited
Altima Asia Master Fund Limited
Altima Central Asia Fund Limited
Altima Central Asia Master Fund Limited
Altima Emerging Markets Fund Limited (formerly Altima European Special Situations Fund Limited)
Altima Emerging Markets Master Fund Limited (formerly Altima European Special Situations Master Fund Limited)
Altima Global Emerging Markets Fund Limited
Altima Global Special Situations Fund I Ltd
Altima Global Special Opportunities Fund Limited
Altima Global Special Opportunities Master Fund Limited
Altima Global Special Situations Fund Ltd
Altima Global Special Situations Master Fund Ltd
Altima India Fund Limited
Altima India Master Fund Limited
Altima Latin America Fund Limited
Altima Latin America Master Fund Limited
Altima One World Agriculture Fund Limited
Altima One World Agriculture Master Fund Limited
Altima Situational Credit Fund Limited
Altima Situational Credit Fund S.A.
Altima Situational Credit Vehicle S.a.r.l
AQH Dundee GP Limited (Alternate)
AQH Edward Street GP limited (Alternate)
AQH Edward Street Properties Limited (Alternate)
Associated Partners GP Limited (Alternate)
B-Haig Acquisitions (Lux) S.a.r.l
Bermuda Holdco Lux 1 S.a.r.l
Bermuda Holdco Lux 2 S.a.r.l
Bermuda Holdco Lux 3 S.a.r.l
Bermuda Holdco Lux 4 S.a.r.l
Brockton (EC1) Limited
Candover 2008 CEE GP Limited
CHG Insurance Limited
Directorco One Limited
Directorco Two Limited

VCP VI A-R GP Limited
 VCP VI B GP (Guernsey) Limited
 VCP VI E GP (Guernsey) Limited
 VCP VI S GP (Guernsey) Limited
 VCP VII A GP Limited
 VCP VII B GP Limited
 VCP VII C GP Limited
 VCP VII GP Limited
 Vision Capital (CI) Holdings Limited
 Vision Capital GP Holdings Limited
 Vision Gatsby GP Limited (formerly VCP VII D
 GP Limited)

Donald Luxco Sarl (formerly VCP VII
 Luxco 5 S.a.r.l)
 Eliot Luxembourg Holdco S.à.r.l. (formerly
 Tulip Luxembourg Holdco S.a.r.l)
 Eredene General Partner Limited
 Fennel Acquisition (Lux) S.a.r.l
 Glendevon King (Guernsey) Limited
 (formerly King Capital Management
 (Guernsey) Limited)
 Haig Luxembourg Holdco S.a.r.l
 JD Selector S.a.r.l (formerly H-Haig
 Acquisitions (Lux) S.a.r.l)
 JOHCM (Guernsey) Limited
 JOHCM Offshore PCC Limited
 Kinetrics Holdings S.a.r.l
 Legis Limited
 Ma Selector S.a.r.l
 Markland Thorpe Park Limited (Alternate)
 Markland Thorpe Park Investments Limited
 (Alternate)
 M&J Properties Limited (Alternate)
 Nelson Luxco S.a.r.l (formerly VCP VII
 Luxco 1 S.a.r.l)
 New Super Selector S.a.r.l (formerly C-Haig
 Acquisitions (Lux) S.a.r.l)
 Nippon Growth Fund CHF Class Limited
 Onestop Insurance Limited
 Pantheon Cipio V Limited (Alternate)
 Park Cakes Acquisition (Lux) S.a.r.l
 (formerly Caterpillar Acquisition (Lux)
 S.a.r.l)
 Pasia V GP Limited (Alternate)
 Peuro V GP Limited (Alternate)
 Peuro VI GP Limited (Alternate)
 PGIF GP Limited (Alternate)
 PGSF III GP Limited (Alternate)
 Pi Selector S.a.r.l
 Po Selector S.a.r.l
 Poppy Acquisition (Lux) S.a.r.l
 Portman Group International S.a.r.l
 (formerly Q-Haig Acquisitions (Lux) S.a.r.l)
 Psource Capital Guernsey Limited
 Sage Acquisition (Lux) S.a.r.l.
 Secretaryco Limited
 Sphinx Luxco A S.a.r.l.
 Sphinx Luxco B S.a.r.l.
 Sphinx Luxco C S.a.r.l.
 Sphinx Luxco D S.a.r.l.
 Sphinx Luxco S.a.r.l.
 Strategic Anaconda Fund Limited
 Strategic Blue Star Euro Holdings Limited
 Strategic Blue Star Resources Fund Limited
 Strategic Euro US Opportunities Limited

Strategic Evarich USD Holdings Limited
Strategic Fund Limited
Strategic Global Growth Fund Limited
Strategic Global Innovation Euro Holdings Limited
Strategic Global Innovation Fund CHF Class Limited
Strategic Global Opportunities Euro Holdings Limited
Strategic US Growth Fund Limited
Super Selector S.a.r.l
Sweeper Selector S.a.r.l
Teesland Thorpe Park (Guernsey) Limited (Alternate)
Terphane Holdco Lux S.a.r.l (formerly VCP VII Luxco 3 S.a.r.l)
T-Haig Acquisitions (Lux) S.a.r.l
THC Acquisition Lux S.a.r.l (formerly VCP VII Luxco 4 S.a.r.l)
TRF Guernsey PCC Limited (formerly the King Capital Management Total Return Fund Limited)
Trident Luxembourg 1 S.à.r.l
Trident Luxembourg 2 S.à.r.l
Trio Luxco 3 S.a.r.l
True North (GP) Limited
VC Offshore Limited
VCP V-A (GP) (CI) Limited
VCP V-A (GP) Limited
VCP V-B (GP) Limited
VCP VI GP Limited
VCP VI-B GP Limited
VCP VI E GP Limited
VCP VI S GP Limited
VCP VII Holdco Lux S.a.r.l (formerly VCP VII Luxco 2 S.a.r.l)
VCP VII Luxco 6 S.a.r.l
VCP VII Luxco 7 S.a.r.l
Vision Capital (General Partners) Holdings Limited
Vision Capital Sub Holdings Limited

John Reginald Le Prevost

Current Directorships and Partnerships

Anson Administration (UK) Limited
Anson Custody (UK) Limited
Anson Custody Limited
Anson Fund Managers Limited

Past Directorships and Partnerships

Agricultural Commodities Trust Limited
BBAOF Management (Guernsey) Limited
Close Enhanced Commodities Fund Limited
Close Enhanced Commodities Fund II

Anson Fund Services Limited	Limited
Anson Group Limited	Close Man Guaranteed Hedge Fund II
Anson Registrars (BVI) Limited	Limited
Anson Registrars (Cayman) Limited	De-Di Investments Limited
Anson Registrars (UK) Limited	DIF S3 General Partners Limited
Anson Registrars Limited	Doric Nimrod Air One Limited
BlueCrest AllBlue Fund Limited	European Equity Tranche Income Limited
Breton Limited	Gaia-Soyuz Advisors Limited
Close Asset Funds Limited	Garth Heads Limited (formerly TAPP Hal
Close European Accelerated Fund Limited	Two Ltd)
Close Fund Management Portfolios II PCC	Granite CHF Investments Limited
Limited	Granite CHF Properties Limited
Equity Partnerships Fund Management (Guernsey)	Guernsey Sailing Trust LBG
Limited	Heatherhill Property Limited
German Aktiv Co-op Limited	Hunet New Frontier Limited
German Aktiv General Partner Limited	India Strategic Assets Limited
Granite Fund Management Limited	Japanese Accelerated Performance Fund
Guaranteed Investment Products 1 PCC Limited	Limited (I.V.L)
Guernsey Sailing Trust	Louvre Group Limited
Harewood Structured Investment PCC Limited	Melbourne Street Limited
Lincoln Unit Trust	MSL Holdings Limited
Markland Thorpe Park Investments Limited	MW Tops Limited
Markland Thorpe Park Limited	Ocean Capital 3 (Opportunities Fund)
Nordic Aktiv Co-op 2 Limited	Limited
Nordic Aktiv Coop Limited	Phaunos Timber Fund Limited
Nordic Aktiv General Partner 2 Limited	Platinum Guernsey Limited
Nordic Aktiv General Partner Limited	Property Acquisition & Management
Nottingham Unit Trust	Limited
TAPP Property Limited	Property Joint Ventures Limited
Thai Prime Fund Limited	Shelco Three Limited
The Advantage Property Income Trust Limited	S-Infra Limited
TOPP Bletchley Limited	Southgate Limited
TOPP Holdings Limited	SPG Insurance Company Limited
TOPP Property Limited	TAPP Hal Five Limited
University Capital Trust	TAPP Hal Four Limited
University Properties Limited	TAPP Hal One Limited
	TAPP Hal Seven Limited
	TAPP Hal Six Limited
	TAPP Hal Three Limited
	TAPP Hemel Hempstead Limited
	TAPP Manchester Limited
	TAPP Northampton Limited
	Teesland Thorpe Park (Guernsey) Limited
	The Accelerated Return Fund Limited
	The Close Man Hedge Fund Limited
	TIPP Holdings Limited
	TIPP Property Limited
	TIPP Property Subsidiary Limited

Paul Jonathan Meader

Current Directorships and Partnerships

Allez Property Limited
Bluecrest AllBlue Fund Limited
Corazon Absolute Return Fund Limited
Corazon Capital Accumulation Fund IC Limited
ICG-Longbow Senior Secured UK Property Debt Investments Limited
International Investments ICC Limited
Milroy & Meader Holdings Limited

Past Directorships and Partnerships

Albion Investments Holdings Limited
British Real Estate Accumulation Fund Limited
British Real Estate Fund Limited
British Real Estate Investments Limited
Corazon Capital Group Limited
Corazon Capital Limited
Corazon Capital (Jersey) Limited
Corazon Capital (Suisse) S.A.
Corazon Fund Management Limited
Glanmore Investments Limited
Glanmore Property Accumulation Fund Limited
Glanmore Property Company Limited
Glanmore Property Dollar Fund Limited
Glanmore Property Euro Fund Limited
Glanmore Property Fund Limited
Guernsey Finance LBG
International P&I Reinsurance Company Limited
Lucas House Limited
Talisman Guernsey Management Limited

OTHER INFORMATION

Save for the issue of Cell 240 Cell Shares, Cell 241 Cell Shares, Cell 242 Cell Shares, Cell 243 Cell Shares and Cell 244 Cell Shares in respect of which the Company raised aggregate gross issue proceeds of £45,860,353.48 as at 10 July 2013 and the redemption of Cell 21 Cell Shares, Cell 22 Cell Shares, Cell 26 Cell Shares, Cell 27 Cell Shares, Cell 29 Cell Shares, Cell 30 Cell Shares, Cell 90 Cell Shares, Cell 91 Cell Shares, Cell 94 Cell Shares, Cell 99 Cell Shares, Cell 102 Cell Shares, Cell 107 Cell Shares and Cell 110 Cell Shares in respect of which the aggregate gross redemption proceeds paid out were £730,639,663.84 as at 10 July 2013, there has been no significant change in the trading or financial position of the Company since the last published financial report of the Company, being the audited annual financial statements for the financial year ended 31 March 2013.

The first paragraph of the section headed “*Introduction*” in the section headed “*Management and Administration of the Company*” in Part A (*Information on the Company*) of the Registration Document forming part of this Prospectus is deleted in its entirety and replaced with the following:

“The Company and Directors, in consultation with the Investment Manager, are responsible for the formulation of the investment policy of each Cell and any subsequent change to that policy, and the Company and its Directors conduct its portfolio and risk management. The Directors have overall responsibility for the Company’s activities.”.

The following sub-paragraph is added as new paragraph 9.10 of the section headed “*General*” in Part D (*Additional Information of the Company*) of the Registration Document forming a part of this Prospectus:

“The Company does not currently intend to engage the services of a depository or a prime broker.”.

Paragraph 4.6 of the section headed “*Directors’ and Other Interests*” in Part D (*Additional Information of the Company*) of the Registration Document forming a part of this Prospectus is deleted and replaced with the following paragraph:

“The Company meets the premium cost of directors and officers liability insurance for its Directors. The directors and officers liability insurance held is (i) a primary policy for £5,000,000 cover with Dual Corporate Risks, (ii) an excess policy for £5,000,000 cover with Chartis Insurance UK Limited and (iii) an excess policy for £5,000,000 cover with CNA.”

SECTION E

FINANCIAL INFORMATION ON THE COMPANY

This Section E should be read in conjunction with Part C of the Registration Document forming a part of this Prospectus. The information set out in this Section E supplements corresponding information in Part C of the Registration Document forming a part of this Prospectus.

AUDITED ANNUAL FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31 MARCH 2013.

On 9 July 2013, the Company published its audited annual financial statements for the financial year ended 31 March 2013 (the "**Company Financial Information**"). The Company Financial Information are included in their entirety from page 47 onwards with their original pagination to maintain the integrity of the document and include, on the pages specified in the table below, the following information:

NATURE OF INFORMATION	PAGE
Independent Auditor's Report	12
Statement of Financial Position	15
Statement of Cash Flows	17
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Guaranteed Investment Products
1 PCC Limited

Annual Financial Report

for the year ended 31 March 2013

Guaranteed Investment Products 1 PCC Limited

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Guaranteed Investment Products 1 PCC Limited

COMPANY DETAILS

For the year ended 31 March 2013

The Directors are pleased to present their Annual Financial Report for the year ended 31 March 2013.

INCORPORATION AND STRUCTURE

Guaranteed Investment Products 1 PCC Limited (the "Company") is a Guernsey incorporated, closed-ended, protected cell company which was incorporated on 26 January 2005 with registration number 42754 and is listed on the Channel Islands Stock Exchange ("CISX"). The structure of the Company allows protected cells to be created at the discretion of the Directors for the purpose of segregating and protecting the assets of each cell, each with its own investment objective and portfolio of assets. Persons investing in a protected cell of the Company only have recourse, and their interests are limited, to the assets attributable to that protected cell and the shareholders of each protected cell do not have any recourse to the assets of any other cell or to the non-cellular assets of the Company.

The Company's non-cellular assets comprise of two Management Shares of £1 each fully paid, which are both beneficially owned by Anson Fund Managers Limited.

The Company currently has 195 cells (198 cells as at 31 March 2013) established in accordance with The Protected Cell Companies Ordinance 1997 to 1998 as amended and the Companies (Guernsey) Law, 2008, as amended (the "Law"). The Company has issued in aggregate 4.325 billion redeemable participating preference shares of 0.0001 pence, each designated as Protected Cell Shares (the "Shares") in respect of a particular protected cell of the Company (4.903 billion as at 31 March 2013).

The Company has an unlimited life but the Shares issued in respect of each protected cell have a maturity date on which they are compulsorily redeemed. On the maturity date of the protected cell shares, shareholders receive the Investment Return per Share attributable to that protected cell. Details of the maturity date for the Shares issued in respect of each protected cell are set out in the securities note for that protected cell which can be found on the Company's website at <http://www.anson-group.com/GIPL/GIP1PCCL.html>.

Guaranteed Investment Products 1 PCC Limited

COMPANY DETAILS - continued

For the year ended 31 March 2013

The Company is authorised in accordance with section 8 of the Protection of Investors (Bailiwick of Guernsey) Law, 1987, as amended, and rule 6.02 of the Authorised Closed-ended Investment Scheme Rules 2008.

INVESTMENT OBJECTIVE AND POLICY

The Company's main objective is to achieve the investment return applicable to Shares issued in respect of each protected cell launched.

The assets of each protected cell are invested in accordance with the investment objectives and policies of that protected cell as set out in the individual cell's securities note. The only source of funding available to the Company to acquire and/or enter into and/or support the plan investments designed to fund the amounts payable in respect of any protected cell Shares and/or any other amounts payable by the Company in connection with such Shares will derive from the capital contributed by the subscribers of such Shares.

The Company and its Directors, in consultation with the Investment Manager, are responsible for the formulation of the investment policy of each protected cell and any subsequent change to that policy.

It is the intention of the Directors that the investment objectives for each protected cell will be achieved by investing the net issue proceeds of the Shares issued in respect of a cell into an investment plan as set out in the relevant securities note. The investment plan of each cell consists of financial instruments provided, guaranteed and/or issued by Santander (UK) Plc. ("Santander"), Abbey National Treasury Services Plc. ("ANTS") or any other person approved by the Company.

The returns on the investment plans are designed to enable the Company to meet its stated investment objective for each protected cell. The investment plans are structured by the Investment Manager to provide a cell, as at the relevant maturity date, with an amount equal to the aggregate investment return of the Shares issued in respect of that cell. The Company will invest an amount equal to the net issue proceeds of each protected cell in the relevant investment plan on admission to the CISX of the relevant Shares.

Guaranteed Investment Products 1 PCC Limited

DIRECTORS' REPORT

On the maturity date of a particular cell, Shareholders of that cell will receive an amount at least equal to the investment return so long as the issuer of the investment plan, ANTS, satisfies its obligation to repay the investment return at the maturity date. If the Company fails to meet its obligation, Anson Registrars Limited, as the Guarantee Claims Agent has the contractual right to force Santander Guarantee Company (the "Guarantor") to serve notice on Santander to take all reasonable actions to ensure payment is made to the Shareholders of the protected cell. Any shortfall between the amount the Shareholders receive at the maturity date and the guaranteed return as set out in the relevant securities note is to be met by the Guarantor. Both ANTS and the Guarantor are subsidiaries of Banco Santander.

RESULTS & DISTRIBUTIONS

The results of the Company for the year are set out on page 15. Changes in the net asset value of the Shares in each protected cell for the year ended 31 March 2013 equate to the earnings per share figure given in Note 3 on pages 21 to 30. Further information and commentary on the relevant investment performance of all cells is available at www.clear.santandergbm.com.

The Company has no capacity to pay any dividend in respect of any protected cell Share except to the extent such dividend is payable in accordance with the terms and conditions as set out in the relevant securities note applicable to that protected cell.

DIRECTORS

The Company has three directors who are responsible for the implementation of the Company's investment policy and on-going management.

The current Directors of the Company are:

Gavin Farrell (British) – Mr Farrell qualified as a Solicitor of the Supreme Court of England and Wales, a French Avocat and an Advocate of the Royal Court of Guernsey. He is a partner of Mourant Ozannes, Advocates & Notaries Public, in Guernsey and specialises in international and structured finance and collective investment schemes. He holds a number of directorships in investment and captive insurance companies. He is resident in Guernsey.

Guaranteed Investment Products 1 PCC Limited

DIRECTORS' REPORT - continued

John Le Prevost (British) - Mr Le Prevost is a director of Anson Fund Managers Limited, the Company's administrator and secretary, and 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. He is the Chief Executive Officer of Anson Group Limited, a director of a number of companies associated with Anson's business and a trustee of the Guernsey Sailing Trust. He is also resident in Guernsey.

Paul Meader (British) – Mr Meader is a director of a number of investment management companies and investment funds. He was, until recently, Head of Portfolio Management for Collins Stewart based in Guernsey, having previously held the role of Chief Executive of Corazon Capital Group which was acquired by Collins Stewart in 2010. Mr Meader has 26 years' experience in financial markets in London, Dublin and Guernsey following senior positions in portfolio management and trading, with particular expertise in fixed income investments. Prior to joining Corazon he was Managing Director of Rothschild's Swiss private-banking subsidiary in Guernsey. Mr Meader is a Chartered Fellow of the Chartered Institute of Securities & Investments and is past Chairman of the Guernsey International Business Association, of the International Bankers' Association and of the Guernsey Investment Managers' & Stockbrokers' Association. He is resident in Guernsey.

During the year, Mr Steven Meeks resigned as a director of the Company with effect from 28 December 2012.

At the date of this report, John Le Prevost as Chief Executive Officer of Anson Fund Managers Limited, the holder of two Management Shares, had a beneficial interest in the share capital of the Company.

ADMINISTRATOR & SECRETARY

Anson Fund Managers Limited (the "Secretary") is a Guernsey incorporated privately owned company that provides administration and secretarial services to the Company pursuant to the Administration and Secretarial Agreement dated 28 January 2005.

Guaranteed Investment Products 1 PCC Limited

DIRECTORS' REPORT - continued

In such capacity, the Secretary is responsible for the general secretarial duties required by Section 171 of the Law and for ensuring that the Company complies with its continuing obligations as a company listed on the CISX. The Secretary is also responsible for the Company's general administrative functions including the calculation of the net asset value of protected cell Shares and the maintenance of the Company's accounting records.

SUBSTANTIAL INTERESTS

The Board has been advised that Abbey National Nominees Limited ("ANNL") held 99.99% of the Company's issued cell Shares as at 31 March 2013 and to the date of this report.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The Directors are responsible for preparing the financial statements in accordance with applicable Guernsey Law and generally accepted accounting principles.

The Law requires the Directors of the Company to prepare financial statements for each financial year, which give a true and fair view of the state of affairs of the Company and of the profit or loss for that period. In preparing those financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on a going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the accounts comply with the Law. They are also responsible for safeguarding the assets of the Company and for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Guaranteed Investment Products 1 PCC Limited

DIRECTORS' REPORT - continued

CORPORATE GOVERNANCE

On 30 September 2011, the GFSC issued the Finance Sector Code of Corporate Governance (the "Code") with effect from 1 January 2012. As the Company is an authorised collective investment scheme under the Authorised Closed-Ended Investment Schemes Rules 2008 it must report under the Code. At the Board meeting held 22 February 2012, the Board resolved to adopt the Board Governance Review document provided by the Secretary and has evaluated its contents on an on-going basis. This document sets out the underlying principles of the Code, areas of compliance and provides explanations where the Company deviates from the provisions of the Code. This enables the Directors of the Company to document their governance practices and as such, the Board believes that the Board Governance Review document is suitable for an investment company of its kind.

The Board meets at least four times a year to consider the affairs of the Company in a prescribed and structured manner. The Board also has regular contact with the Secretary throughout the year. The Directors are kept fully informed of investment and financial controls and any other matters that are relevant to the business of the Company are brought to the attention of the Directors. The Directors also have access, where necessary in the furtherance of their duties, to professional advice at the expense of the Company.

The Board has a breadth of experience relevant to the Company, and the Directors believe that any changes to the Board's composition can be managed without undue disruption. When new directors are appointed to the Board, the necessary and appropriate induction is provided by the Board with input from the Administrator and Manager.

The Company has complied with the main principles of the Code, except those set out below:

- Principle 1.5 (Delegation to Management) is not applicable to the Company as there is no internal executive management of the Company. It was noted that matters were delegated to various service providers and powers and duties in respect thereof were specified within the relevant contractual arrangements.
- Principle 4.2 (Group Policies) is not applicable as the Company is not a member of a group structure.

Guaranteed Investment Products 1 PCC Limited

DIRECTORS' REPORT - continued

- Principle 8 (Shareholder Relations) is not applicable to the Company due to its distinct structure whereby ANNL is the sole Shareholder of the Company's cells.

For the reasons set out in the preamble to the Code, the Board considers that these provisions are not relevant to the Company, and so the Company has therefore not reported further. Other areas of non-compliance with the Code by the Company, and the reasons therefore, are as follows:

- There is no separate Nomination Committee or Remuneration and Management Engagement Committee and such responsibilities are when necessary dealt with by the full Board. The Board believes this arrangement to be more appropriate and proportionate given the nature and size of the Company.
- The Board undertook an informal performance evaluation of the Board, its committees and the individual directors during the year as required by provision 2.7 of the Code. The Company has approved a formal Board and individual director Performance Evaluation Questionnaire for review and completion on an annual basis.

As per the Company's Articles of Association, the Directors are not subject to re-election by the Shareholders nor are they appointed for specific terms as required by these provisions as this is not felt to be appropriate for the size and nature of the Company. However, the Board has determined that in order to facilitate good corporate governance practice each of the Directors will offer themselves for re-election every three years.

The Directors place a high degree of importance on ensuring that high standards of corporate governance are maintained within the Company.

Audit Committee

An Audit Committee has been established consisting of Mr Farrell, Mr Le Prevost and Mr Meader. The Audit Committee examines the effectiveness of the Company's internal control systems, the annual and interim reports and financial statements, the auditors' remuneration and engagement, as well as the Auditors' independence and any non-audit services provided by them. The Audit Committee receives information from the Secretary's compliance department and the external auditors.

Guaranteed Investment Products 1 PCC Limited

DIRECTORS' REPORT - continued

Internal Controls

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 managing the significant risks faced by the Company. This process has been in place for the period under review and up to the date of approval of this Annual Financial Report. The process is reviewed by the Board on a regular basis.

The Board has reviewed the effectiveness of the system of internal control. In particular, it has reviewed and updated the process for identifying and evaluating the significant risks affecting the Company and the policies by which these risks are managed.

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.

Auditors

Ernst & Young LLP have expressed their willingness to continue in office as Auditors and a resolution for their re-appointment will be put to the members at the forthcoming General Meeting of the Company to be held pursuant to Section 199 of the Law.

Guaranteed Investment Products 1 PCC Limited

DIRECTORS' REPORT - continued

So far as each of the Company's Directors is aware there is no relevant information of which the Company's auditor is unaware and each has taken all of the steps 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.

Going Concern

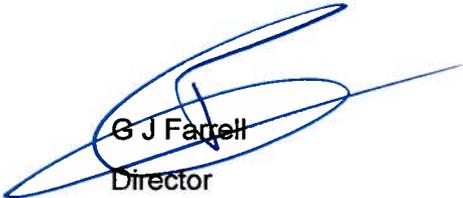
The Company's financial position, cash flows and liquidity position are set out in the financial statements and the Company's financial risk management objectives and policies are set out at the notes to the financial statements on pages 18 to 70.

As disclosed in the notes to the financial statements, the only financial commitments of the Company are its on-going operating expenses and obligations to the Shareholders on the redemption of their cell Shares. Save for its own fee and the Marketing Agent's fee, the Investment Manager has agreed to meet all other costs and expenses relating to the operation of the Company, any cells currently established or created in the future, the cost of listing any Shares on the CISX, the costs associated with the termination of each cell and the liquidation of the Company, including the initial launch costs and on-going costs.

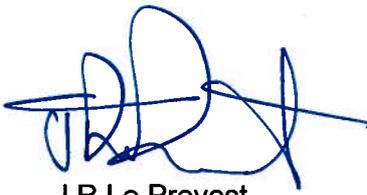
Upon the redemption of the Shares of a cell, the holders of such Shares shall only be entitled to the net asset value of such Shares. This is calculated by reference to the proceeds received under the relevant contract entered into between the Company acting on behalf of the relevant cell and the Investment Manager on the maturity or termination of the contract.

Given the nature of the Company and its investments, the Directors are satisfied that it is appropriate to continue to adopt the going concern basis in preparing the financial statements, and, after due consideration, the Directors consider that the Company is able to continue in the foreseeable future.

On behalf of the Board



G J Farrell
Director



J R Le Prevost
Director

Guaranteed Investment Products 1 PCC Limited

SHAREHOLDER INFORMATION

The Company announces the confirmed net asset value per protected cell Share on the CISX on a monthly basis.

The Company's register of shareholders is maintained by Anson Registrars Limited in Guernsey and they can be contacted on +44 (0) 1481 711301.

The Directors are always available to enter into dialogue with Shareholders and are willing to meet the major Shareholders of the Company, as the Company believes such communication to be important. The Company's Directors can be contacted at the Company's registered office.

Guaranteed Investment Products 1 PCC Limited

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF GUARANTEED INVESTMENT PRODUCTS 1 PCC LIMITED

We have audited the financial statements of Guaranteed Investment Products 1 PCC Limited for the year ended 31 March 2013 which comprise the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Net Assets Attributable to Holders of Protected Cell Guarantee Shares, the Statement of Cash Flows and the related notes 1 to 13.

The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards.

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 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.

Respective responsibilities of directors and auditors

As explained more fully in the Directors' Responsibilities Statement set out on page 6, 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.

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 company'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. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Guaranteed Investment Products 1 PCC Limited

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF GUARANTEED INVESTMENT PRODUCTS 1 PCC LIMITED - continued

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2013 and of its net gain for the year then ended;
- have been properly prepared in accordance with International Financial Reporting Standards; and
- have been prepared in accordance with the requirements of the Companies (Guernsey) Law, 2008.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies (Guernsey) Law, 2008 requires us to report to you if, in our opinion:

- proper accounting records have not been kept; or
- the financial statements are not in agreement with the accounting records; or
- we have not received all the information and explanations we require for our audit.

Ernst & Young LLP
Ernst & Young LLP

Date: *8 July 2013*

Guernsey
Channel Islands

Guaranteed Investment Products 1 PCC Limited
**STATEMENT OF COMPREHENSIVE INCOME
 FOR THE YEAR ENDED 31 MARCH 2013**

	Notes	Year ended 31 Mar 2013 Total GBP	Year ended 31 Mar 2012 Total GBP
Net movement in unrealised gain on investments	5	113,681,346	229,181,450
Realised gains on derivative contracts	5	<u>364,339,205</u>	<u>66,017,516</u>
Net gains on financial instruments		478,020,551	295,198,966
Marketing agent's fees and investment manager's fees		(60,116,929)	(76,838,240)
Finance costs – distributions to holders of Shares		<u>(278,023,414)</u>	<u>(40,802,241)</u>
Net gain for the year attributable to holders of Shares	3	<u>139,880,208</u>	<u>177,558,485</u>

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

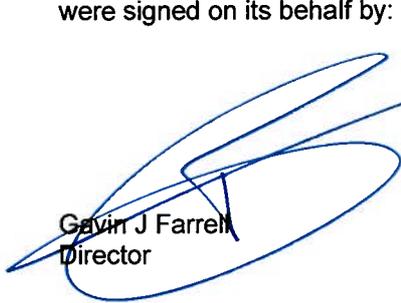
There were no management fund movements during the year.

The notes on pages 18 to 70 form an integral part of these financial statements.

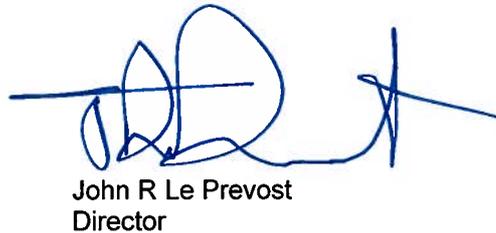
Guaranteed Investment Products 1 PCC Limited
STATEMENT OF FINANCIAL POSITION
AS AT 31 MARCH 2013

	Notes	As at 31 Mar 2013 Total GBP	As at 31 Mar 2012 Total GBP
NON CURRENT ASSETS			
Investments	5	3,825,042,385	4,895,475,874
CURRENT ASSETS			
Investments	5	1,893,862,254	2,022,617,922
Receivables	6	69,272,036	125,046,532
Cash and cash equivalents		9,296,998	5,956,490
		<u>1,972,431,288</u>	<u>2,153,620,944</u>
CURRENT LIABILITIES			
Payables – amounts falling due within one year	7	<u>4,278</u>	<u>532</u>
		4,278	532
NET ASSETS ATTRIBUTABLE TO HOLDERS OF SHARES			
	4	<u>5,797,469,395</u>	<u>7,049,096,286</u>
EQUITY			
Management shares	4	<u>2</u>	<u>2</u>

The financial statements were approved and authorised for issue by the Board of directors on 8 July 2013 and were signed on its behalf by:



Gavin J Farrell
 Director



John R Le Prevost
 Director

The notes on pages 18 to 70 form an integral part of these financial statements.

Guaranteed Investment Products 1 PCC Limited
**STATEMENT OF CHANGES IN NET ASSETS ATTRIBUTABLE TO HOLDERS
OF PROTECTED CELL GUARANTEED SHARES
FOR THE YEAR ENDED 31 MARCH 2013**

	Notes	Year ended 31 Mar 2013 Total GBP	Year ended 31 Mar 2012 Total GBP
Opening balance		7,049,096,286	7,271,700,661
Capital on issue of Shares	8	169	130
Reduction in capital on redemption of Shares	8	(1,304)	(529)
Premium on issue of Shares	9	161,812,829	126,845,010
Reduction in premium on redemption of Shares	9	(1,553,318,793)	(527,007,471)
Net gain for the year attributable to holders of Shares		<u>139,880,208</u>	<u>177,558,485</u>
Balance at year end		<u>5,797,469,395</u>	<u>7,049,096,286</u>

The notes on pages 18 to 70 form an integral part of these financial statements.

Guaranteed Investment Products 1 PCC Limited
STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 MARCH 2013

		Year ended 31 Mar 2013 Total GBP	Year ended 31 Mar 2012 Total GBP
Operating activities			
Net gain for the year attributable to holders of Shares		139,880,208	177,558,485
Movement in realised gains on investments	5	(364,339,205)	(66,017,516)
Movement in unrealised gains on investments	5	(113,681,346)	(229,181,450)
Movement in receivables and payables during the year		55,778,242	72,851,982
Finance costs – distributions to holders of Shares		278,023,414	40,802,241
Net cash outflow from operating activities		<u>(4,338,687)</u>	<u>(3,986,258)</u>
Investing activities			
Sale of financial assets	5	1,840,636,146	567,810,240
Purchase of financial assets	5	<u>(163,426,438)</u>	<u>(124,757,770)</u>
Net cash flow from investing activities		1,677,209,708	443,052,470
Financing activities			
Redemption of Shares		(1,553,320,097)	(527,008,000)
Proceeds of issue of Shares		161,812,998	126,845,140
Finance costs – distributions to holders of Shares		<u>(278,023,414)</u>	<u>(40,802,241)</u>
Net cash flow from financing activities		<u>(1,669,530,513)</u>	<u>(440,965,101)</u>
Decrease in cash and cash equivalents		<u>3,340,509</u>	<u>(1,898,889)</u>
Cash and cash equivalents at beginning of year		5,956,490	7,855,379
Decrease in cash and cash equivalents		<u>3,340,509</u>	<u>(1,898,889)</u>
Cash and cash equivalents at end of year		<u>9,296,998</u>	<u>5,956,490</u>

The notes on pages 18 to 70 form an integral part of these financial statements.

Guaranteed Investment Products 1 PCC Limited

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2013

1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of preparation

The financial statements have been prepared in conformity with International Financial Reporting Standards ("IFRS") and applicable Guernsey law. The financial statements have been prepared on a historical cost basis except for the measurement at fair value of financial instruments.

The financial statements are expressed in pounds Sterling, which is the functional and presentation currency of the Company.

Changes in accounting policy and disclosures

There were no new Standards or Interpretations adopted in the current period.

The following Standards or Interpretations have been issued by the IASB that may potentially affect the Company but are not yet adopted:

IFRS 7 Financial Instruments: Disclosures – Amendments relating to the offsetting of assets and liabilities effective for annual periods beginning on or after 1 January 2013 and interim periods within those periods.

IFRS 7 Financial Instruments: Disclosures – Deferral of mandatory effective date of IFRS 9 and amendments to transition disclosures effective for annual periods beginning on or after 1 January 2015.

IFRS 9 Financial Instruments: Classification and measurement of financial assets, effective for annual periods beginning on or after 1 January 2015.

IFRS 9 Financial Instruments: Accounting for financial liabilities and derecognition, effective for annual periods beginning on or after 1 January 2015.

IFRS 13 Fair Value Measurement: Original issue effective for annual periods beginning on or after 1 January 2013.

IAS 1 Presentation of Financial Statements: Amendments to revise the way other comprehensive income is presented for periods beginning on or after 1 July 2012.

IAS 1 Presentation of Financial Statements: Amendments resulting from Annual Improvements 2009 – 2011 cycle (comparative information) for periods beginning on or after 1 January 2013.

IAS 32 Financial Instruments: Presentation - Amendments resulting from Annual Improvements cycle effective for annual periods beginning on or after 1 January 2013.

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.

No formal analysis has been completed on the impact of the adoption of any of the above standards and interpretations on the financial statements in the period of initial application.

(b)i Marketing Agent's Fees

The Marketing Agent's fees are paid at the inception of the cell to which they relate, and are initially recognised in the Statement of Financial Position within the receivables balance. These fees are amortised over the life of the cell to which they relate.

Guaranteed Investment Products 1 PCC Limited
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2012 (CONTINUED)

1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(b)ii Investment Manager's Fees

The Investment Manager's fees are paid at the inception of the cells to which they relate and are initially recognised in the Statement of Financial Position as receivables. The Investment Manager's fees are charged to the Statement of Comprehensive Income over the life of the Shares of the cell to which they relate.

(c) Taxation

The Company has been granted exemption from Guernsey Income Tax under the Income Tax (Exempt Bodies) (Guernsey) (Amendment) Ordinance, 2012. The annual tax exempt fee is £600.

(d) Investments

All investments are a combination of loans and derivatives and consequently are defined by IFRS as "held for trading", and classified as at "fair value through profit or loss". Investments are initially recognised at cost, being the fair value of the consideration given, excluding transaction costs associated with the investment. After initial recognition, investments are measured at fair value, with unrealised gains and losses on investments and impairment of investments recognised in the Statement of Comprehensive Income. As detailed in note 2, the fair value of the investments is calculated based on valuations provided by the Investment Counterparty at the close of business on the reporting date. Investments are derecognised when the rights to cash flows from the investments have expired or substantially all risks and rewards of ownership have been transferred. Upon derecognition any previously recognised unrealised gain or loss is reversed in the current period's "unrealised gain on investments at fair value through profit or loss" and recognised in the "realised gain on investments at fair value through profit or loss" along with any additional gain or loss recognised in the period. In accordance with IFRS the "net gain on investments at fair value through profit or loss" shows the total gain or loss recognised in the current period.

(e) Cash and Cash Equivalents

At the reporting date cash or cash equivalents comprised cash at bank.

(f) Change in Net Assets Per Protected Cell Guaranteed Share

The increase in net assets per Share is shown in Note 3 to the Financial Statements on page 21 and is based on the net gain attributable to holders of Shares for the year, being the weighted average number of Shares in issue during the year, as shown on page 21. There are no dilutive instruments and therefore basic and diluted change in net assets per Share is identical.

(g) Shares

As the Company's Shares mature on fixed dates and have other different features, they are classified in the financial statements as debt in accordance with IAS 32 Financial Instruments: Presentation. Management shares are classified as equity in the financial statements in accordance with IAS 32.

(h) Net Asset Value

The Net Asset Value per Share calculated in accordance with IFRS is based on net assets of the relevant protected cell as at 31 March 2013, as detailed in Note 4 to the Financial Statements on page 31.

(i) Going Concern

The Company has entered into an arrangement with the Investment Manager whereby, save for its own fee and any fee payable to the Marketing Agent, the Investment Manager shall meet all costs and expenses relating to the establishment, launch and operation of the Company, the Cells and the cost of listing any Shares of the Cells on the CISX and as a consequence, the directors believe the Company is well placed to manage its business risks successfully despite the current economic climate. After making enquiries, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence in the foreseeable future. Accordingly, the directors have adopted the going concern basis in preparing the financial information.

Guaranteed Investment Products 1 PCC Limited
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2013 (CONTINUED)

2 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

In preparing these financial statements, the Board has made critical accounting estimates and judgements. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the financial period relate to the fair valuation of the derivative financial instruments as outlined below:

(a) Fair value of financial instruments

The Company holds derivatives, which are tailored to meet the Company's needs. As the investments are not traded in an active market, the fair value of such instruments is determined by using valuation techniques. The fair value is calculated monthly by the Investment Counterparty. As at the reporting date, an independent check of the valuations of the investments is performed by Future Value Consultants (the "Valuation Agent"), an independent third party. The Valuation Agent uses a variety of methods and makes assumptions that are based on market conditions existing at the reporting date. Valuation techniques used include the use of comparable recent arm's length transactions (where available), discounted cash flow analysis, option pricing models and other valuation techniques commonly used by market participants. These techniques are periodically reviewed by experienced personnel at the independent consultant, the Valuation Agent.

Loans and derivatives are to be considered separately, the key judgement area of the valuation of the loans is the discount rate used.

Models use observable data, to the extent practicable. However under certain circumstances, areas such as credit risk (both own and counterparty), volatilities and correlations might require management to make estimates. Changes in assumptions about these factors could affect the reported fair value of financial instruments. The discount rates used, under the Loan and Forward agreement, are based on current swap rates and costs of funding.

(b) Going concern

It is the board of directors' judgement that it is appropriate to adopt the going concern basis in preparing these financial statements (Note 1(i)). The board recognises that the counterparty to each investment held for each protected cell, the shareholders' guarantor for each protected cell and the Investment Manager (who as detailed in Note 1(i) is responsible for meeting the operating costs of the Company) are all ultimately owned by Santander (UK) Plc., which, at the date of this report has a credit rating of A2 as rated by Moody's. In turn, Santander (UK) Plc. is wholly owned by Banco Santander S.A. which is the sixteenth largest bank in the world by stock market capitalisation at the date of this report.

Guaranteed Investment Products 1 PCC Limited
 NOTES TO THE FINANCIAL STATEMENTS
 FOR THE YEAR ENDED 31 MARCH 2013 (CONTINUED)

3 EARNINGS PER SHARE (continued)

	Year ended 31 Mar 2013		Year ended 31 Mar 2012		Weighted average number of Shares
	Net gain / (loss) attributable to holders of Shares	Change in basic and diluted net assets per share attributable to holders of Shares	Net gain / (loss) for the year attributable to holders of Shares	Change in basic and diluted net assets per share attributable to holders of Shares (1)	
	GBP	Pence	GBP	Pence	
Cell 34	1,046,745	3.95	1,093,803	4.13	26,501,824
Cell 35	1,018,417	3.95	1,064,199	4.13	25,784,567
Cell 36	2,090,710	5.20	1,892,529	4.71	40,213,553
Cell 37	2,723,385	5.33	2,471,573	4.83	51,131,832
Cell 38	-	-	(7,165,277)	(9.59)	74,715,116
Cell 39	1,961,504	14.05	246,573	1.77	13,961,403
Cell 40	3,036,290	14.05	381,680	1.77	21,611,414
Cell 41	-	-	(5,426,246)	(11.62)	46,705,393
Cell 42	3,829,199	5.48	2,968,613	4.25	69,822,350
Cell 43	4,346,066	5.48	3,369,318	4.25	79,246,986
Cell 44	-	-	(7,463,757)	(10.47)	71,264,630
Cell 45	1,055,900	14.66	313,877	4.36	7,201,772
Cell 46	1,539,870	14.66	457,742	4.36	10,502,696
Cell 47	-	-	(6,413,669)	(17.96)	35,707,124
Cell 48	1,784,304	5.97	1,302,305	4.36	29,887,047
Cell 49	3,780,566	5.97	2,759,308	4.36	63,324,356
Cell 50	-	-	(7,292,215)	(9.42)	77,382,015
Cell 51	748,287	14.36	274,823	5.27	5,212,583
Cell 52	1,806,205	14.36	663,364	5.27	12,582,052
Cell 53	(12,887,296)	(656.71)	1,794,138	2.50	71,628,140
Cell 55	2,541,724	5.96	1,068,462	2.50	42,654,109
Cell 56	6,826,237	5.96	2,869,538	2.50	114,554,925
Cell 57	(24,600,805)	(76.31)	(2,722,471)	(1.83)	148,943,088
Cell 58	1,124,838	12.03	490,224	5.24	9,353,788

Guaranteed Investment Products 1 PCC Limited
 NOTES TO THE FINANCIAL STATEMENTS
 FOR THE YEAR ENDED 31 MARCH 2013 (CONTINUED)

3 EARNINGS PER SHARE (continued)

	Year ended 31 Mar 2013		Weighted average number of Shares	Net gain / (loss) for the year attributable to holders of Shares	Change in basic and diluted net assets per share attributable to holders of Shares (1)	Year ended 31 Mar 2012	
	GBP	Pence				GBP	Pence
Cell 59	3,824,428	12.49	30,630,057	1,746,700	5.70	30,630,057	5.70
Cell 60	(25,261,351)	(92.46)	27,322,419	2,036,973	1.61	126,236,491	1.61
Cell 61	3,291,375	12.19	26,998,098	1,066,163	3.95	26,998,098	3.95
Cell 62	6,028,929	12.19	49,453,382	1,952,928	3.95	49,453,382	3.95
Cell 63	(20,179,553)	(68.18)	29,598,442	3,374,887	5.09	66,278,719	5.09
Cell 64	606,455	10.22	5,931,194	345,241	5.82	5,931,194	5.82
Cell 65	1,219,172	10.22	11,923,629	694,047	5.82	11,923,629	5.82
Cell 66	(12,988,573)	(39.80)	32,636,922	1,481,865	2.03	73,082,678	2.03
Cell 67	(7,254,427)	(58.89)	12,318,327	1,105,869	3.15	35,126,478	3.15
Cell 68	764,274	13.24	5,772,517	203,614	3.53	5,772,517	3.53
Cell 69	2,151,925	13.24	16,253,362	573,305	3.53	16,253,362	3.53
Cell 70	1,751,961	9.51	18,419,567	1,044,091	5.67	18,419,567	5.67
Cell 71	3,590,867	9.51	37,753,238	2,139,996	5.67	37,753,238	5.67
Cell 72	(20,110,394)	(25.88)	77,699,684	4,033,389	2.32	173,990,091	2.32
Cell 73	348,820	5.09	6,857,574	312,264	4.55	6,857,574	4.55
Cell 74	762,947	5.09	14,999,025	682,991	4.55	14,999,025	4.55
Cell 75	(1,103,611)	(5.64)	19,579,321	32,826	0.09	37,415,980	0.09
Cell 76	885,710	8.92	9,931,115	498,010	5.01	9,931,115	5.01
Cell 77	1,579,125	8.92	17,706,098	887,898	5.01	17,706,098	5.01
Cell 78	(10,595,971)	(18.18)	58,295,646	2,633,781	2.36	111,402,674	2.36
Cell 79	2,706,460	9.60	28,187,339	1,538,772	5.46	28,187,339	5.46
Cell 80	4,446,637	9.60	46,310,995	2,528,159	5.46	46,310,995	5.46

Guaranteed Investment Products 1 PCC Limited
 NOTES TO THE FINANCIAL STATEMENTS
 FOR THE YEAR ENDED 31 MARCH 2013 (CONTINUED)

3 EARNINGS PER SHARE (continued)

	Year ended 31 Mar 2013		Weighted average number of Shares	Year ended 31 Mar 2012	
	Net gain / (loss) for the year attributable to holders of Shares	Change in basic and diluted net assets per share attributable to holders of Shares (1)		Net gain / (loss) for the year attributable to holders of Shares	Change in basic and diluted net assets per share attributable to holders of Shares (1)
	GBP	Pence		GBP	Pence
Cell 105	195,345	5.89	3,315,163	183,980	5.55
Cell 106	450,341	5.89	7,642,644	424,141	5.55
Cell 107	188,380	0.33	57,305,612	1,624,598	2.83
Cell 108	4,041,060	14.16	28,529,899	1,552,465	5.44
Cell 109	7,199,309	14.16	50,827,159	2,765,781	5.44
Cell 110	9,157,777	5.67	161,525,117	7,488,359	4.64
Cell 111	631,895	7.38	8,562,980	396,142	4.63
Cell 112	1,549,991	7.38	21,004,358	971,709	4.63
Cell 113	209,610	6.68	3,138,210	195,113	6.22
Cell 114	528,734	6.87	7,698,618	493,211	6.41
Cell 115	377,094	0.78	48,268,541	1,374,455	2.85
Cell 116	2,256,085	15.16	14,883,444	877,592	5.90
Cell 117	5,492,053	15.16	36,231,183	2,136,348	5.90
Cell 118	6,304,579	6.67	94,551,948	4,126,537	4.36
Cell 119	1,509,346	7.93	19,044,378	825,046	4.33
Cell 120	1,849,961	7.93	23,342,130	1,011,233	4.33
Cell 121	417,526	6.95	6,010,178	351,830	5.85
Cell 122	667,182	6.90	9,674,723	561,417	5.80
Cell 123	904,816	1.83	49,497,626	1,441,186	2.91
Cell 124	3,824,872	14.19	26,963,895	1,591,652	5.90
Cell 125	5,549,628	14.19	39,122,766	2,309,378	5.90
Cell 126	10,134,695	7.52	134,858,481	5,201,561	3.86
Cell 127	896,847	7.94	11,293,126	526,074	4.66
Cell 128	2,219,997	7.94	27,954,274	1,302,210	4.66

Guaranteed Investment Products 1 PCC Limited
 NOTES TO THE FINANCIAL STATEMENTS
 FOR THE YEAR ENDED 31 MARCH 2013 (CONTINUED)

3 EARNINGS PER SHARE (continued)

	Year ended 31 Mar 2013		Weighted average number of Shares	Year ended 31 Mar 2012	
	Net gain / (loss) for the year attributable to holders of Shares	Change in basic and diluted net assets per share attributable to holders of Shares (1)		Net gain / (loss) for the year attributable to holders of Shares	Change in basic and diluted net assets per share attributable to holders of Shares (1)
	GBP	Pence		GBP	Pence
Cell 177	860,196	10.36	8,303,591	532,142	6.41
Cell 178	402,715	10.96	3,675,901	306,344	8.33
Cell 179	1,483,783	13.51	10,983,989	691,616	6.30
Cell 180	8,087,379	9.50	85,119,690	3,847,068	4.52
Cell 181	1,641,626	15.83	10,369,668	758,964	7.32
Cell 182	1,348,047	11.11	12,134,755	776,267	6.40
Cell 183	164,731	11.31	1,456,879	125,083	8.59
Cell 184	1,558,176	16.74	9,306,321	421,705	4.53
Cell 185	6,771,295	10.62	63,741,134	1,779,741	2.79
Cell 186	721,346	17.28	4,175,468	297,433	7.12
Cell 187	432,803	11.35	3,813,048	248,187	6.51
Cell 188	440,971	12.53	3,520,122	164,940	4.69
Cell 189	2,077,409	6.83	30,402,468	867,177	2.85
Cell 190	2,770,003	11.24	24,635,894	1,557,353	6.32
Cell 191	663,350	12.89	5,144,950	283,533	5.51
Cell 192	1,051,383	8.35	12,594,761	497,072	3.95
Cell 193	384,768	11.65	3,302,177	224,888	6.81
Cell 194	187,531	14.17	1,323,734	82,684	6.25
Cell 195	467,600	7.58	6,172,492	253,347	4.10
Cell 196	677,022	11.55	5,863,210	386,646	6.59
Cell 197	193,668	14.00	1,383,156	81,473	5.89
Cell 198	792,517	7.68	10,323,774	427,949	4.15
Cell 199	888,208	11.43	7,771,199	(26,258)	(0.34)
Cell 200	720,362	7.49	9,614,240	(187,273)	(1.97)

Guaranteed Investment Products 1 PCC Limited
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2013 (CONTINUED)

3 EARNINGS PER SHARE (continued)

	Year ended 31 Mar 2013		Weighted average number of Shares	Year ended 31 Mar 2012	
	Net gain / (loss) attributable to holders of Shares	Change in basic and diluted net assets per share attributable to holders of Shares (1)		Net gain / (loss) for the year attributable to holders of Shares	Change in basic and diluted net assets per share attributable to holders of Shares (1)
	GBP	Pence		GBP	Pence
Cell 225	95,270	10.52	905,732	-	-
Cell 226	1,355,682	22.43	6,045,329	-	-
Cell 227	1,878,549	14.60	12,866,735	-	-
Cell 228	938,037	24.16	3,882,141	-	-
Cell 229	767,682	15.23	5,040,182	-	-
Cell 230	1,090,457	24.56	4,440,711	-	-
Cell 231	2,694,089	15.86	16,983,226	-	-
Cell 232	1,960,969	24.95	7,860,826	-	-
Cell 233	2,989,907	17.24	17,347,247	-	-
Cell 234	233,785	21.34	1,095,497	-	-
Cell 235	314,230	14.17	2,216,963	-	-
Cell 236	2,233,607	35.09	6,365,915	-	-
Cell 237	53,390	13.04	409,444	-	-
Cell 238	37,590	97.00	38,753	-	-
Cell 239	1,573	58.00	2,712	-	-
TOTAL	139,880,208			177,558,485	

(1) The change in net assets per share attributable to holders of Shares is based on the weighted average number of guaranteed shares in issue.

Guaranteed Investment Products 1 PCC Limited
 NOTES TO THE FINANCIAL STATEMENTS
 FOR THE YEAR ENDED 31 MARCH 2013 (CONTINUED)

4 NET ASSET VALUE PER SHARE

	As at 31 Mar 2013		As at 31 Mar 2012	
	Net assets attributable to holders of Shares	Shares in issue	Net assets attributable to holders of Shares	Shares in issue
	GBP	Note 8	GBP	Note 8
				NAV per Share
				Pence
Cell 8	290,097	255,276	263,521	103.22
Cell 10	-	-	17,014,487	119.93
Cell 11	-	-	52,286,202	120.60
Cell 12	-	-	73,334,154	120.60
Cell 13	-	-	15,054,077	120.55
Cell 14	-	-	31,784,948	120.55
Cell 15	-	-	184,104,374	122.44
Cell 16	-	-	136,578,241	122.44
Cell 18	-	-	70,526,279	122.34
Cell 19	-	-	101,163,430	122.34
Cell 21	22,235,127	17,787,139	22,066,788	124.06
Cell 22	72,099,315	57,676,331	71,553,463	124.06
Cell 24	7,880,512	6,950,134	7,717,500	111.04
Cell 25	26,195,518	23,102,857	25,653,649	111.04
Cell 26	18,522,532	15,181,252	18,285,159	120.44
Cell 27	53,944,320	44,213,301	53,253,002	120.44
Cell 29	1,916,497	1,808,175	1,892,950	104.68
Cell 30	5,023,753	4,739,809	4,962,029	104.68
Cell 31	20,054,869	16,709,551	19,636,766	117.51
Cell 32	61,191,727	50,984,440	59,916,005	117.51
Cell 34	32,565,124	26,501,824	31,518,379	118.92
Cell 35	31,683,769	25,784,567	30,665,353	118.92
Cell 36	47,431,731	40,213,553	45,341,019	112.75
Cell 37	60,237,284	51,131,832	57,513,899	112.48
Cell 39	17,607,524	13,961,403	15,646,019	112.06

Guaranteed Investment Products 1 PCC Limited
 NOTES TO THE FINANCIAL STATEMENTS
 FOR THE YEAR ENDED 31 MARCH 2013 (CONTINUED)

4 NET ASSET VALUE PER SHARE (continued)

	As at 31 Mar 2013		As at 31 Mar 2012	
	Net assets attributable to holders of Shares	Shares in issue	Net assets attributable to holders of Shares	Shares in issue
	GBP	Note 8	GBP	Note 8
				NAV per Share
				Pence
Cell 40	27,255,390	21,611,414	24,219,099	112.06
Cell 42	83,821,645	69,822,350	79,992,446	114.56
Cell 43	95,135,909	79,246,986	90,789,843	114.56
Cell 45	9,639,971	7,201,772	8,584,071	119.19
Cell 46	14,058,440	10,502,696	12,518,570	119.19
Cell 48	35,992,490	29,887,047	34,208,185	114.45
Cell 49	76,260,504	63,324,356	72,479,938	114.45
Cell 51	7,075,670	5,212,583	6,327,382	121.38
Cell 52	17,079,142	12,582,052	15,272,936	121.38
Cell 53	-	-	84,515,436	117.99
Cell 55	53,695,136	42,654,109	51,153,412	119.92
Cell 56	144,207,497	114,554,925	137,381,260	119.92
Cell 57	-	-	173,543,892	116.51
Cell 58	13,025,862	9,353,788	11,901,024	127.23
Cell 59	42,481,208	30,630,057	38,656,780	126.20
Cell 60	-	-	151,497,842	120.01
Cell 61	37,105,647	26,998,098	33,814,273	125.24
Cell 62	67,967,743	49,453,382	61,938,813	125.24
Cell 63	-	-	86,458,272	130.44
Cell 64	7,990,520	5,931,194	7,384,065	124.49
Cell 65	16,063,543	11,923,629	14,844,372	124.49
Cell 66	-	-	86,071,252	117.77
Cell 67	-	-	42,380,905	120.65
Cell 68	7,661,449	5,772,517	6,897,174	119.48
Cell 69	21,571,923	16,253,362	19,419,998	119.48
Cell 70	23,075,820	18,419,567	21,323,859	115.76

Guaranteed Investment Products 1 PCC Limited
 NOTES TO THE FINANCIAL STATEMENTS
 FOR THE YEAR ENDED 31 MARCH 2013 (CONTINUED)

4 NET ASSET VALUE PER SHARE (continued)

	As at 31 Mar 2013		As at 31 Mar 2012		NAV per Share	NAV per Share
	Net assets attributable to holders of Shares GBP	Shares in issue Note 8	Net assets attributable to holders of Shares GBP	Shares in issue Note 8		
Cell 71	47,296,818	37,753,238	43,705,951	37,753,238	125.27	115.76
Cell 72	-	-	194,100,484	173,990,091	-	111.55
Cell 73	7,638,998	6,857,574	7,290,177	6,857,574	111.39	106.30
Cell 74	16,708,171	14,999,025	15,945,223	14,999,025	111.39	106.30
Cell 75	-	-	38,519,591	37,415,980	-	102.94
Cell 76	11,900,208	9,931,115	11,041,498	9,931,115	119.82	110.90
Cell 77	21,216,776	17,706,098	19,637,651	17,706,098	119.82	110.90
Cell 78	-	-	121,998,645	111,402,674	-	109.51
Cell 79	34,210,032	28,187,339	31,503,572	28,187,339	121.36	111.76
Cell 80	56,206,109	46,310,995	51,759,471	46,310,995	121.36	111.76
Cell 81	80,814,240	63,240,198	73,239,862	63,240,198	127.78	115.81
Cell 82	113,473,012	88,787,131	102,846,412	88,787,131	127.80	115.83
Cell 83	8,097,405	7,239,388	7,712,100	7,239,388	111.85	106.52
Cell 84	12,404,710	11,090,282	11,814,447	11,090,282	111.85	106.52
Cell 85	-	-	174,811,246	159,070,713	-	109.89
Cell 86	12,113,056	10,167,302	11,145,182	10,167,302	119.13	109.61
Cell 87	25,233,748	21,180,381	23,217,488	21,180,381	119.13	109.61
Cell 88	33,832,897	26,594,312	30,546,961	26,594,312	127.21	114.86
Cell 89	55,240,760	43,421,940	49,875,640	43,421,940	127.21	114.86
Cell 90	77,848,990	69,503,446	78,750,532	69,503,446	112.00	113.30
Cell 91	41,673,714	35,870,403	40,818,898	35,870,403	116.17	113.79
Cell 92	3,017,490	2,700,753	2,866,042	2,700,753	111.72	106.12
Cell 93	5,612,136	5,023,045	5,330,462	5,023,045	111.72	106.12
Cell 94	15,430,006	14,979,445	15,579,048	14,979,445	103.00	104.00
Cell 95	28,416,581	24,047,290	26,325,314	24,047,290	118.16	109.47
Cell 96	28,468,256	24,091,019	26,373,186	24,091,019	118.16	109.47
Cell 97	3,535,267	3,147,709	3,358,628	3,147,709	112.31	106.70

Guaranteed Investment Products 1 PCC Limited
 NOTES TO THE FINANCIAL STATEMENTS
 FOR THE YEAR ENDED 31 MARCH 2013 (CONTINUED)

4 NET ASSET VALUE PER SHARE (continued)

	As at 31 Mar 2013		As at 31 Mar 2012	
	Net assets attributable to holders of Shares GBP	Shares in issue Note 8	Net assets attributable to holders of Shares GBP	Shares in issue Note 8
				NAV per Share
				Pence
Cell 98	4,888,205	4,352,330	4,643,968	106.70
Cell 99	26,012,168	25,003,783	26,202,194	104.79
Cell 100	59,464,830	47,049,736	53,588,365	113.89
Cell 101	55,987,890	44,298,713	50,455,025	113.89
Cell 102	144,477,478	125,620,774	140,748,848	112.04
Cell 103	14,480,530	12,510,413	13,583,455	108.57
Cell 104	28,168,007	24,335,670	26,422,988	108.57
Cell 105	3,834,266	3,315,163	3,638,921	109.76
Cell 106	8,839,364	7,642,644	8,389,024	109.76
Cell 107	61,361,012	57,305,612	61,172,632	106.74
Cell 108	36,842,254	28,529,899	32,801,194	114.97
Cell 109	65,635,952	50,827,159	58,436,643	114.97
Cell 110	190,663,116	161,525,117	181,505,338	112.36
Cell 111	9,945,683	8,562,980	9,313,787	108.76
Cell 112	24,396,026	21,004,358	22,846,034	108.76
Cell 113	3,630,669	3,138,210	3,421,060	109.01
Cell 114	8,876,829	7,698,618	8,348,095	108.43
Cell 115	51,695,925	48,268,541	51,318,831	106.31
Cell 116	19,350,510	14,883,444	17,094,425	114.85
Cell 117	47,105,485	36,231,183	41,613,434	114.85
Cell 118	111,637,519	94,551,948	105,332,940	111.40
Cell 119	21,868,085	19,044,378	20,358,740	106.90
Cell 120	26,803,065	23,342,130	24,953,103	106.90
Cell 121	6,757,052	6,010,178	6,339,525	105.47
Cell 122	10,887,655	9,674,723	10,220,474	105.64
Cell 123	51,779,467	49,497,626	50,874,651	102.78

Guaranteed Investment Products 1 PCC Limited
 NOTES TO THE FINANCIAL STATEMENTS
 FOR THE YEAR ENDED 31 MARCH 2013 (CONTINUED)

4 NET ASSET VALUE PER SHARE (continued)

	As at 31 Mar 2013		As at 31 Mar 2012		
	Net assets attributable to holders of Shares	Shares in issue	Net assets attributable to holders of Shares	Shares in issue	NAV per Share
	GBP	Note 8	GBP	Note 8	Pence
Cell 124	34,068,824	26,963,895	30,243,951	26,963,895	112.16
Cell 125	49,431,531	39,122,766	43,881,903	39,122,766	112.16
Cell 126	157,164,074	134,858,481	147,029,379	134,858,481	109.02
Cell 127	12,830,035	11,293,126	11,933,188	11,293,126	105.66
Cell 128	31,758,640	27,954,274	29,538,642	27,954,274	105.66
Cell 129	4,180,522	3,733,708	3,899,656	3,733,708	104.44
Cell 130	12,651,295	11,297,924	11,801,990	11,297,924	104.46
Cell 131	16,909,350	13,589,965	14,997,642	13,589,965	110.35
Cell 132	41,479,607	33,336,965	36,790,077	33,336,965	110.35
Cell 133	148,381,869	128,066,615	137,930,932	128,066,615	107.70
Cell 134	12,164,898	10,762,909	11,297,333	10,762,909	104.96
Cell 135	19,085,835	16,870,815	17,733,109	16,870,815	105.11
Cell 136	3,205,919	2,870,658	2,987,059	2,870,658	104.05
Cell 137	7,549,421	6,759,935	7,034,043	6,759,935	104.05
Cell 138	13,542,463	11,084,159	12,072,060	11,084,159	108.91
Cell 139	21,941,778	17,958,783	19,559,402	17,958,783	108.91
Cell 140	107,788,703	93,351,798	99,636,641	93,351,798	106.73
Cell 141	8,476,313	6,674,473	7,454,581	6,674,473	111.68
Cell 142	22,513,035	17,727,361	19,799,322	17,727,361	111.68
Cell 143	12,636,406	11,261,532	11,737,192	11,261,532	104.22
Cell 144	21,801,113	19,431,736	20,248,342	19,431,736	104.20
Cell 145	3,191,018	2,849,171	2,971,270	2,849,171	104.28
Cell 146	7,135,418	6,382,069	6,638,244	6,382,069	104.01
Cell 147	14,057,652	11,688,972	12,540,160	11,688,972	107.28
Cell 148	24,982,088	20,783,580	22,278,670	20,783,580	107.19
Cell 149	123,506,829	107,235,460	112,795,632	107,235,460	105.18

Guaranteed Investment Products 1 PCC Limited
 NOTES TO THE FINANCIAL STATEMENTS
 FOR THE YEAR ENDED 31 MARCH 2013 (CONTINUED)

4 NET ASSET VALUE PER SHARE (continued)

	As at 31 Mar 2013		As at 31 Mar 2012	
	Net assets attributable to holders of Shares GBP	Shares in issue Note 8	Net assets attributable to holders of Shares GBP	Shares in issue Note 8
				NAV per Share Pence
Cell 150	61,749,964	53,534,760	57,051,362	106.56
Cell 151	13,206,942	11,861,433	12,226,928	103.08
Cell 152	40,019,749	32,411,673	35,508,192	109.55
Cell 153	158,197,279	136,895,446	145,883,732	106.56
Cell 154	63,330,269	49,721,975	55,527,949	111.67
Cell 155	42,131,988	36,506,807	38,724,751	106.07
Cell 156	9,075,186	8,187,809	8,366,947	102.18
Cell 157	18,648,536	15,410,495	16,597,772	107.70
Cell 158	81,053,986	71,392,022	74,647,218	104.55
Cell 159	27,889,403	22,512,375	24,575,828	109.16
Cell 160	39,716,491	34,339,017	36,381,129	105.94
Cell 161	10,074,106	9,127,182	9,246,236	101.30
Cell 162	20,851,358	17,253,503	18,516,663	107.32
Cell 163	100,492,399	88,577,728	93,501,612	105.55
Cell 164	23,418,300	19,167,333	20,520,666	107.06
Cell 165	46,316,407	41,192,593	42,296,711	102.68
Cell 166	8,499,590	7,673,899	7,786,345	101.46
Cell 167	17,446,699	14,780,878	15,484,952	104.76
Cell 168	93,146,829	82,284,544	85,793,652	104.26
Cell 169	19,400,410	15,922,458	16,998,979	106.76
Cell 170	31,410,600	28,213,156	28,556,899	101.21
Cell 171	5,145,982	4,667,759	4,697,190	100.63
Cell 172	12,321,728	10,520,346	10,907,153	103.67
Cell 173	3,448,871	3,028,178	3,126,313	103.24
Cell 174	86,685,152	76,958,924	79,633,584	103.47

Guaranteed Investment Products 1 PCC Limited
 NOTES TO THE FINANCIAL STATEMENTS
 FOR THE YEAR ENDED 31 MARCH 2013 (CONTINUED)

4 NET ASSET VALUE PER SHARE (continued)

	As at 31 Mar 2013		As at 31 Mar 2012	
	Net assets attributable to holders of Shares GBP	Shares in issue Note 8	Net assets attributable to holders of Shares GBP	Shares in issue Note 8
				NAV per Share Pence
Cell 175	11,859,052	9,778,447	10,360,259	105.94
Cell 176	19,861,190	18,029,657	17,877,818	99.15
Cell 177	9,088,941	8,303,591	8,228,745	99.09
Cell 178	4,040,920	3,675,901	3,638,204	98.97
Cell 179	12,631,613	10,983,989	11,147,830	101.49
Cell 180	94,792,883	85,119,690	86,705,504	101.86
Cell 181	12,410,692	10,369,668	10,769,064	103.85
Cell 182	13,300,324	12,134,755	11,952,278	98.49
Cell 183	1,601,673	1,456,879	1,436,941	98.63
Cell 184	10,703,332	9,306,321	9,145,156	98.26
Cell 185	69,788,802	63,741,134	63,017,508	98.86
Cell 186	4,988,009	4,175,468	4,266,663	102.18
Cell 187	4,164,195	3,813,048	3,731,394	97.85
Cell 188	3,869,324	3,520,122	3,428,353	97.39
Cell 189	32,085,273	30,402,468	30,007,863	98.70
Cell 190	26,772,232	24,635,894	24,002,229	97.42
Cell 191	5,578,234	5,144,950	4,914,884	95.52
Cell 192	13,228,366	12,594,761	12,176,982	96.68
Cell 193	3,572,540	3,302,177	3,187,772	96.53
Cell 194	1,420,845	1,323,734	1,233,314	93.16
Cell 195	6,395,004	6,172,492	5,927,404	96.02
Cell 196	6,466,370	5,863,210	5,789,348	98.74
Cell 197	1,511,610	1,383,156	1,317,943	95.28
Cell 198	10,825,200	10,323,774	10,032,683	97.18
Cell 199	8,631,045	7,771,199	7,742,837	99.63

Guaranteed Investment Products 1 PCC Limited
 NOTES TO THE FINANCIAL STATEMENTS
 FOR THE YEAR ENDED 31 MARCH 2013 (CONTINUED)

4 NET ASSET VALUE PER SHARE (continued)

	As at 31 Mar 2013		As at 31 Mar 2012	
	Net assets attributable to holders of Shares GBP	Shares in issue Note 8	Net assets attributable to holders of Shares GBP	Shares in issue Note 8
				NAV per Share Pence
Cell 200	10,147,329	9,614,240	9,426,968	98.05
Cell 201	12,880,973	11,524,039	11,626,957	100.89
Cell 202	10,148,388	9,554,109	9,465,447	99.07
Cell 203	3,809,853	3,463,206	3,409,547	98.45
Cell 204	3,624,582	3,427,444	3,350,175	97.74
Cell 205	11,199,370	10,179,310	10,024,499	98.47
Cell 206	6,505,731	6,130,652	6,013,526	98.08
Cell 207	4,463,501	3,938,584	3,960,173	100.54
Cell 208	2,751,655	2,472,204	2,493,983	100.88
Cell 209	7,922,698	7,142,981	7,016,499	98.22
Cell 210	2,377,907	2,155,045	2,168,855	100.64
Cell 211	3,146,917	2,804,294	2,785,518	99.33
Cell 212	1,992,400	1,831,121	1,821,191	99.45
Cell 213	4,121,292	3,741,147	3,595,576	96.10
Cell 214	2,529,264	2,366,927	2,292,591	96.85
Cell 215	4,275,588	3,908,289	3,771,080	96.48
Cell 216	2,046,296	1,931,763	1,855,947	96.07
Cell 217	9,617,654	9,012,106	8,752,409	97.11
Cell 218	17,643,597	16,081,753	15,598,512	96.99
Cell 219	2,158,274	2,041,827	1,964,397	96.20
Cell 220	947,778	880,420	825,383	93.74
Cell 221	799,394	747,590	713,267	95.40
Cell 222	2,637,523	2,430,040	2,303,737	94.80
Cell 223	3,882,006	3,616,383	3,458,806	95.64
Cell 224	6,202,669	5,596,068	4,697,959	-

Guaranteed Investment Products 1 PCC Limited
 NOTES TO THE FINANCIAL STATEMENTS
 FOR THE YEAR ENDED 31 MARCH 2013 (CONTINUED)

4 NET ASSET VALUE PER SHARE (continued)

	As at 31 Mar 2013		As at 31 Mar 2012	
	Net assets attributable to holders of Shares GBP	Shares in issue Note 8	Net assets attributable to holders of Shares GBP	Shares in issue Note 8
				NAV per Share
				Pence
Cell 225	1,031,797	936,522	-	-
Cell 226	8,227,416	6,873,972	1,257,926	-
Cell 227	16,508,949	14,630,400	-	-
Cell 228	5,708,005	4,770,981	-	-
Cell 229	6,961,845	6,194,163	-	-
Cell 230	7,986,069	6,897,275	-	-
Cell 231	29,072,291	26,378,202	-	-
Cell 232	18,831,114	16,877,656	-	-
Cell 233	40,235,467	37,245,560	-	-
Cell 234	3,740,190	3,507,511	-	-
Cell 235	7,412,402	7,098,172	-	-
Cell 236	30,558,792	28,336,086	-	-
Cell 237	1,875,914	1,822,524	-	-
Cell 238	626,881	589,374	-	-
Cell 239	42,821	41,247	-	-
Cell 240	9,292,641	-	-	-
Cell 241	-	-	-	-
TOTAL	5,797,469,394	4,903,563,183	7,049,096,286	6,298,380,207
Management Fund	2	2	2	2

Guaranteed Investment Products 1 PCC Limited
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2013 (CONTINUED)

5 INVESTMENTS

	As at 31 Mar 2013 Total GBP	As at 31 Mar 2012 Total GBP
Opening portfolio cost	5,966,230,306	6,343,265,262
Opening unrealised gain on valuation	951,863,490	722,682,040
Opening valuation	<u>6,918,093,796</u>	<u>7,065,947,302</u>
Purchases at cost	163,426,438	124,757,768
Sales	(1,840,636,146)	(567,810,240)
Realised gain for the year	364,339,205	66,017,516
Unrealised gain for the year	<u>113,681,346</u>	<u>229,181,450</u>
Total	<u><u>5,718,904,639</u></u>	<u><u>6,918,093,796</u></u>
Closing portfolio cost	4,653,359,803	5,966,230,306
Closing unrealised gain on valuation	<u>1,065,544,836</u>	<u>951,863,490</u>
Closing valuation	<u><u>5,718,904,639</u></u>	<u><u>6,918,093,796</u></u>
Minimum return	5,159,710,661	6,627,760,243
Value of derivative	<u>559,193,978</u>	<u>290,333,553</u>
Total	<u><u>5,718,904,639</u></u>	<u><u>6,918,093,796</u></u>

IFRS 7 requires fair value to be disclosed by the source of inputs, using a three-level hierarchy:

Quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1);
Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices) (Level 2);
Inputs for the asset or liability that are not based on observable market data (unobservable inputs) (Level 3).

All investments held by the Company have been classified as Level 2 in accordance with the fair value hierarchy. There have been no transfers between Level 1 and Level 2 of the fair value hierarchy during the year.

6 RECEIVABLES

	31 Mar 2013 GBP	31 Mar 2012 GBP
Marketing and Investment Managers Fees	69,272,034	125,046,530
Sundry receivables	<u>2</u>	<u>2</u>
	<u><u>69,272,036</u></u>	<u><u>125,046,532</u></u>

7 PAYABLES – amounts falling due within one year

	31 Mar 2013 GBP	31 Mar 2012 GBP
Sundry payables	<u>4,278</u>	<u>532</u>
	<u><u>4,278</u></u>	<u><u>532</u></u>

Guaranteed Investment Products 1 PCC Limited
 NOTES TO THE FINANCIAL STATEMENTS
 FOR THE YEAR ENDED 31 MARCH 2013 (CONTINUED)

8 EQUITY AND SHARES

	Fund GBP	Management Shares GBP	TOTAL GBP
Authorised			
Unclassified Shares of 0.0001p each	100,000	-	-
Management shares of £1 each	-	100	100
	<u>100,000</u>	<u>100</u>	<u>100</u>

	Number of Shares issued as at 1 April 2012	Number of Shares issued/ (redeemed)	Number of Shares issued as at 31 March 2013
Allotted, called-up and fully paid			
Cell 8	255,276	-	255,276
Cell 10	14,186,141	(14,186,141)	-
Cell 11	43,353,240	(43,353,240)	-
Cell 12	60,805,204	(60,805,204)	-
Cell 13	12,487,133	(12,487,133)	-
Cell 14	26,365,143	(26,365,143)	-
Cell 15	150,360,759	(150,360,759)	-
Cell 16	111,545,465	(111,545,465)	-
Cell 18	57,646,304	(57,646,304)	-
Cell 19	82,688,296	(82,688,296)	-
Cell 21	17,787,139	-	17,787,139
Cell 22	57,676,331	-	57,676,331
Cell 24	6,950,134	-	6,950,134
Cell 25	23,102,857	-	23,102,857
Cell 26	15,181,252	-	15,181,252
Cell 27	44,213,301	-	44,213,301
Cell 29	1,808,175	-	1,808,175
Cell 30	4,739,809	-	4,739,809
Cell 31	16,709,551	-	16,709,551
Cell 32	50,984,440	-	50,984,440
Cell 34	26,501,824	-	26,501,824
Cell 35	25,784,567	-	25,784,567
Cell 36	40,213,553	-	40,213,553
Cell 37	51,131,832	-	51,131,832
Cell 39	13,961,403	-	13,961,403
Cell 40	21,611,414	-	21,611,414
Cell 42	69,822,350	-	69,822,350
Cell 43	79,246,986	-	79,246,986
Cell 45	7,201,772	-	7,201,772
Cell 46	10,502,696	-	10,502,696
Cell 48	29,887,047	-	29,887,047
Cell 49	63,324,356	-	63,324,356
Cell 51	5,212,583	-	5,212,583
Cell 52	12,582,052	-	12,582,052
Cell 53	71,628,140	(71,628,140)	-
Cell 55	42,654,109	-	42,654,109

Guaranteed Investment Products 1 PCC Limited
 NOTES TO THE FINANCIAL STATEMENTS
 FOR THE YEAR ENDED 31 MARCH 2013 (CONTINUED)

8 EQUITY AND SHARES (continued)

	Number of Shares issued as at 1 April 2012	Number of Shares issued/ (Redeemed)	Number of Shares issued as at 31 March 2013
Allotted, called-up and fully paid			
Cell 56	114,554,925	-	114,554,925
Cell 57	148,943,088	(148,943,088)	-
Cell 58	9,353,788	-	9,353,788
Cell 59	30,630,057	-	30,630,057
Cell 60	126,236,491	(126,236,491)	-
Cell 61	26,998,098	-	26,998,098
Cell 62	49,453,382	-	49,453,382
Cell 63	66,278,719	(66,278,719)	-
Cell 64	5,931,194	-	5,931,194
Cell 65	11,923,629	-	11,923,629
Cell 66	73,082,678	(73,082,678)	-
Cell 67	35,126,478	(35,126,478)	-
Cell 68	5,772,517	-	5,772,517
Cell 69	16,253,362	-	16,253,362
Cell 70	18,419,567	-	18,419,567
Cell 71	37,753,238	-	37,753,238
Cell 72	173,990,091	(173,990,091)	-
Cell 73	6,857,574	-	6,857,574
Cell 74	14,999,025	-	14,999,025
Cell 75	37,415,980	(37,415,980)	-
Cell 76	9,931,115	-	9,931,115
Cell 77	17,706,098	-	17,706,098
Cell 78	111,402,674	(111,402,674)	-
Cell 79	28,187,339	-	28,187,339
Cell 80	46,310,995	-	46,310,995
Cell 81	63,240,198	-	63,240,198
Cell 82	88,787,131	-	88,787,131
Cell 83	7,239,388	-	7,239,388
Cell 84	11,090,282	-	11,090,282
Cell 85	159,070,713	(159,070,713)	-
Cell 86	10,167,302	-	10,167,302
Cell 87	21,180,381	-	21,180,381
Cell 88	26,594,312	-	26,594,312
Cell 89	43,421,940	-	43,421,940
Cell 90	69,503,446	-	69,503,446
Cell 91	35,870,403	-	35,870,403
Cell 92	2,700,753	-	2,700,753
Cell 93	5,023,045	-	5,023,045
Cell 94	14,979,445	-	14,979,445
Cell 95	24,047,290	-	24,047,290
Cell 96	24,091,019	-	24,091,019
Cell 97	3,147,709	-	3,147,709
Cell 98	4,352,330	-	4,352,330
Cell 99	25,003,783	-	25,003,783
Cell 100	47,049,736	-	47,049,736

Guaranteed Investment Products 1 PCC Limited
 NOTES TO THE FINANCIAL STATEMENTS
 FOR THE YEAR ENDED 31 MARCH 2013 (CONTINUED)

8 EQUITY AND SHARES (continued)

	Number of Shares issued as at 1 April 2012	Number of Shares issued/ (Redeemed)	Number of Shares issued as at 31 March 2013
Allotted, called-up and fully paid			
Cell 101	44,298,713	-	44,298,713
Cell 102	125,620,744	-	125,620,774
Cell 103	12,510,413	-	12,510,413
Cell 104	24,335,670	-	24,335,670
Cell 105	3,315,163	-	3,315,163
Cell 106	7,642,644	-	7,642,644
Cell 107	57,305,612	-	57,305,612
Cell 108	28,529,899	-	28,529,899
Cell 109	50,827,159	-	50,827,159
Cell 110	161,525,117	-	161,525,117
Cell 111	8,562,980	-	8,562,980
Cell 112	21,004,358	-	21,004,358
Cell 113	3,138,210	-	3,138,210
Cell 114	7,698,618	-	7,698,618
Cell 115	48,268,541	-	48,268,541
Cell 116	14,883,444	-	14,883,444
Cell 117	36,231,183	-	36,231,183
Cell 118	94,551,948	-	94,551,948
Cell 119	19,044,378	-	19,044,378
Cell 120	23,342,130	-	23,342,130
Cell 121	6,010,178	-	6,010,178
Cell 122	9,674,723	-	9,674,723
Cell 123	49,497,626	-	49,497,626
Cell 124	26,963,895	-	26,963,895
Cell 125	39,122,766	-	39,122,766
Cell 126	134,858,481	-	134,858,481
Cell 127	11,293,126	-	11,293,126
Cell 128	27,954,274	-	27,954,274
Cell 129	3,733,708	-	3,733,708
Cell 130	11,297,924	-	11,297,924
Cell 131	13,589,965	-	13,589,965
Cell 132	33,336,965	-	33,336,965
Cell 133	128,066,615	-	128,066,615
Cell 134	10,762,909	-	10,762,909
Cell 135	16,870,815	-	16,870,815
Cell 136	2,870,658	-	2,870,658
Cell 137	6,759,935	-	6,759,935
Cell 138	11,084,159	-	11,084,159
Cell 139	17,958,783	-	17,958,783
Cell 140	93,351,798	-	93,351,798
Cell 141	6,674,473	-	6,674,473
Cell 142	17,727,361	-	17,727,361
Cell 143	11,261,532	-	11,261,532
Cell 144	19,431,736	-	19,431,736
Cell 145	2,849,171	-	2,849,171

Guaranteed Investment Products 1 PCC Limited
 NOTES TO THE FINANCIAL STATEMENTS
 FOR THE YEAR ENDED 31 MARCH 2013 (CONTINUED)

8 EQUITY AND SHARES (continued)

	Number of Shares issued as at 1 April 2012	Number of Shares issued/ (Redeemed)	Number of Shares issued as at 31 March 2013
Allotted, called-up and fully paid			
Cell 146	6,382,069	-	6,832,069
Cell 147	11,688,972	-	11,688,972
Cell 148	20,783,580	-	20,783,580
Cell 149	107,235,460	-	107,235,460
Cell 150	53,534,760	-	53,534,760
Cell 151	11,861,433	-	11,861,433
Cell 152	32,411,673	-	32,411,673
Cell 153	136,895,446	-	136,895,446
Cell 154	49,721,975	-	49,721,975
Cell 155	36,506,807	-	36,506,807
Cell 156	8,187,809	-	8,187,809
Cell 157	15,410,495	-	15,410,495
Cell 158	71,392,022	-	71,392,022
Cell 159	22,512,375	-	22,512,375
Cell 160	34,339,017	-	34,339,017
Cell 161	9,127,182	-	9,127,182
Cell 162	17,253,503	-	17,253,503
Cell 163	88,577,728	-	88,577,728
Cell 164	19,167,333	-	19,167,333
Cell 165	41,192,593	-	41,192,593
Cell 166	7,673,899	-	7,673,899
Cell 167	14,780,878	-	14,780,878
Cell 168	82,284,544	-	82,284,544
Cell 169	15,922,458	-	15,922,458
Cell 170	28,213,156	-	28,213,156
Cell 171	4,667,759	-	4,667,759
Cell 172	10,520,346	-	10,520,346
Cell 173	3,028,178	-	3,028,178
Cell 174	76,958,924	-	76,958,924
Cell 175	9,778,447	-	9,778,447
Cell 176	18,029,657	-	18,029,657
Cell 177	8,303,591	-	8,303,591
Cell 178	3,675,901	-	3,675,901
Cell 179	10,983,989	-	10,983,989
Cell 180	85,119,690	-	85,119,960
Cell 181	10,369,668	-	10,369,668
Cell 182	12,134,755	-	12,134,755
Cell 183	1,456,879	-	1,456,879
Cell 184	9,306,321	-	9,306,321
Cell 185	63,741,134	-	63,741,134
Cell 186	4,175,468	-	4,175,468
Cell 187	3,813,048	-	3,813,048
Cell 188	3,520,122	-	3,520,122
Cell 189	30,402,468	-	30,402,468
Cell 190	24,635,894	-	24,635,894

Guaranteed Investment Products 1 PCC Limited
 NOTES TO THE FINANCIAL STATEMENTS
 FOR THE YEAR ENDED 31 MARCH 2013 (CONTINUED)

8 EQUITY AND SHARES (continued)

	Number of Shares issued as at 1 April 2012	Number of Shares issued/ (Redeemed)	Number of Shares issued as at 31 March 2013
Allotted, called-up and fully paid			
Cell 191	5,144,950	-	5,144,950
Cell 192	12,594,761	-	12,594,761
Cell 193	3,302,177	-	3,302,177
Cell 194	1,323,734	-	1,323,734
Cell 195	6,172,492	-	6,172,492
Cell 196	5,863,210	-	5,863,210
Cell 197	1,383,156	-	1,383,156
Cell 198	10,323,774	-	10,323,774
Cell 199	7,771,199	-	7,771,199
Cell 200	9,614,240	-	9,614,240
Cell 201	11,524,039	-	11,524,039
Cell 202	9,554,109	-	9,554,109
Cell 203	3,463,206	-	3,463,206
Cell 204	3,427,444	-	3,427,444
Cell 205	10,179,310	-	10,179,310
Cell 206	6,130,652	-	6,130,652
Cell 207	3,938,584	-	3,938,584
Cell 208	2,472,204	-	2,472,204
Cell 209	7,142,981	-	7,142,981
Cell 210	2,155,045	-	2,155,045
Cell 211	2,804,294	-	2,804,294
Cell 212	1,831,121	-	1,831,121
Cell 213	3,741,147	-	3,741,147
Cell 214	2,366,927	-	2,366,927
Cell 215	3,908,289	-	3,908,289
Cell 216	1,931,763	-	1,931,763
Cell 217	9,012,106	-	9,012,106
Cell 218	16,081,753	-	16,081,753
Cell 219	2,041,827	-	2,041,827
Cell 220	880,420	-	880,420
Cell 221	747,590	-	747,590
Cell 222	2,430,040	-	2,430,040
Cell 223	3,616,383	-	3,616,383
Cell 224	-	5,596,068	5,596,068
Cell 225	-	936,522	936,522
Cell 226	-	6,873,972	6,873,972
Cell 227	-	14,630,400	14,630,400
Cell 228	-	4,770,981	4,770,981
Cell 229	-	6,194,163	6,194,163
Cell 230	-	6,897,275	6,897,275
Cell 231	-	26,378,202	26,378,202
Cell 232	-	16,877,656	16,877,656
Cell 233	-	37,245,560	37,245,560
Cell 234	-	3,507,511	3,507,511

Guaranteed Investment Products 1 PCC Limited
 NOTES TO THE FINANCIAL STATEMENTS
 FOR THE YEAR ENDED 31 MARCH 2013 (CONTINUED)

8 EQUITY AND SHARES (continued)

	Number of Shares issued as at 1 April 2012	Number of Shares issued/ (Redeemed)	Number of Shares issued as at 31 March 2013
Cell 235	-	7,098,172	7,098,172
Cell 236	-	28,336,086	28,336,086
Cell 237	-	1,822,524	1,822,524
Cell 238	-	589,374	589,374
Cell 239	-	41,247	41,247
Management shares	<u>2</u>	<u>-</u>	<u>2</u>
TOTAL	<u>6,298,380,207</u>	<u>(1,394,817,024)</u>	<u>4,903,563,183</u>

Guaranteed Investment Products 1 PCC Limited
 NOTES TO THE FINANCIAL STATEMENTS
 FOR THE YEAR ENDED 31 MARCH 2013 (CONTINUED)

8 EQUITY AND SHARES (continued)

Shares	Issued Share Capital as at 1 April 2012 GBP	Shares Issued/ (Redeemed) GBP	Issued Share Capital as at 31 March 2013 GBP
Cell 8	-	-	-
Cell 10	14	(14)	-
Cell 11	43	(43)	-
Cell 12	61	(61)	-
Cell 13	12	(12)	-
Cell 14	26	(26)	-
Cell 15	150	(150)	-
Cell 16	112	(112)	-
Cell 18	58	(58)	-
Cell 19	83	(83)	-
Cell 21	18	-	18
Cell 22	58	-	58
Cell 24	7	-	7
Cell 25	23	-	23
Cell 26	15	-	15
Cell 27	44	-	44
Cell 29	2	-	2
Cell 30	5	-	5
Cell 31	17	-	17
Cell 32	51	-	51
Cell 34	27	-	27
Cell 35	26	-	26
Cell 36	40	-	40
Cell 37	51	-	51
Cell 39	14	-	14
Cell 40	22	-	22
Cell 42	70	-	70
Cell 43	79	-	79
Cell 45	7	-	7
Cell 46	11	-	11
Cell 47	-	-	-
Cell 48	30	-	30
Cell 49	63	-	63
Cell 51	5	-	5
Cell 52	13	-	13
Cell 53	72	(72)	-
Cell 55	43	-	43
Cell 56	115	-	115
Cell 57	149	(149)	-
Cell 58	9	-	9
Cell 59	31	-	31
Cell 60	126	(126)	-
Cell 61	27	-	27
Cell 62	49	-	49
Cell 63	66	(66)	-
Cell 64	6	-	6
Cell 65	12	-	12

Guaranteed Investment Products 1 PCC Limited
 NOTES TO THE FINANCIAL STATEMENTS
 FOR THE YEAR ENDED 31 MARCH 2013 (CONTINUED)

8 EQUITY AND SHARES (continued)

Shares	Issued Share Capital as at 1 April 2012 GBP	Shares Issued/ (Redeemed) GBP	Issued Share Capital as at 31 March 2013 GBP
Cell 66	73	(73)	-
Cell 67	35	(35)	-
Cell 68	6	-	6
Cell 69	16	-	16
Cell 70	18	-	18
Cell 71	38	-	38
Cell 72	17	(17)	-
Cell 73	7	-	7
Cell 74	15	-	15
Cell 75	37	(37)	-
Cell 76	10	-	10
Cell 77	18	-	18
Cell 78	11	(11)	-
Cell 79	28	-	28
Cell 80	46	-	46
Cell 81	63	-	63
Cell 82	89	-	89
Cell 83	7	-	7
Cell 84	11	-	11
Cell 85	159	(159)	-
Cell 86	10	-	10
Cell 87	21	-	21
Cell 88	27	-	27
Cell 89	43	-	43
Cell 90	70	-	70
Cell 91	36	-	36
Cell 92	3	-	3
Cell 93	5	-	5
Cell 94	15	-	15
Cell 95	15	-	15
Cell 96	24	-	24
Cell 97	3	-	3
Cell 98	4	-	4
Cell 99	25	-	25
Cell 100	47	-	47
Cell 101	44	-	44
Cell 102	126	-	126
Cell 103	13	-	13
Cell 104	24	-	24
Cell 105	3	-	3
Cell 106	8	-	8
Cell 107	57	-	57
Cell 108	29	-	29
Cell 109	51	-	51
Cell 110	162	-	162
Cell 111	9	-	9

Guaranteed Investment Products 1 PCC Limited
 NOTES TO THE FINANCIAL STATEMENTS
 FOR THE YEAR ENDED 31 MARCH 2013 (CONTINUED)

8 EQUITY AND SHARES (continued)

Shares	Issued Share Capital as at 1 April 2012 GBP	Shares Issued/ (Redeemed) GBP	Issued Share Capital as at 31 March 2013 GBP
Cell 112	21	-	21
Cell 113	3	-	3
Cell 114	8	-	8
Cell 115	48	-	48
Cell 116	15	-	15
Cell 117	36	-	36
Cell 118	94	-	94
Cell 119	19	-	19
Cell 120	23	-	23
Cell 121	6	-	6
Cell 122	10	-	10
Cell 123	50	-	50
Cell 124	27	-	27
Cell 125	39	-	39
Cell 126	135	-	135
Cell 127	11	-	11
Cell 128	28	-	28
Cell 129	4	-	4
Cell 130	11	-	11
Cell 131	14	-	14
Cell 132	33	-	33
Cell 133	128	-	128
Cell 134	11	-	11
Cell 135	17	-	17
Cell 136	3	-	3
Cell 137	7	-	7
Cell 138	11	-	11
Cell 139	18	-	18
Cell 140	93	-	93
Cell 141	7	-	7
Cell 142	18	-	18
Cell 143	11	-	11
Cell 144	19	-	19
Cell 145	3	-	3
Cell 146	6	-	6
Cell 147	12	-	12
Cell 148	21	-	21
Cell 149	107	-	107
Cell 150	54	-	54
Cell 151	12	-	12
Cell 152	32	-	32
Cell 153	137	-	137
Cell 154	50	-	50
Cell 155	37	-	37
Cell 156	8	-	8
Cell 157	15	-	15
Cell 158	71	-	71

Guaranteed Investment Products 1 PCC Limited
 NOTES TO THE FINANCIAL STATEMENTS
 FOR THE YEAR ENDED 31 MARCH 2013 (CONTINUED)

8 EQUITY AND SHARES (continued)

Shares	Issued Share Capital as at 1 April 2012 GBP	Shares Issued/ (Redeemed) GBP	Issued Share Capital as at 31 March 2013 GBP
Cell 159	23	-	23
Cell 160	34	-	34
Cell 161	9	-	9
Cell 162	17	-	17
Cell 163	89	-	89
Cell 164	19	-	19
Cell 165	41	-	41
Cell 166	8	-	8
Cell 167	15	-	15
Cell 168	82	-	82
Cell 169	16	-	16
Cell 170	28	-	28
Cell 171	5	-	5
Cell 172	11	-	11
Cell 173	3	-	3
Cell 174	77	-	77
Cell 175	10	-	10
Cell 176	18	-	18
Cell 177	8	-	8
Cell 178	4	-	4
Cell 179	11	-	11
Cell 180	85	-	85
Cell 181	10	-	10
Cell 182	12	-	12
Cell 183	1	-	1
Cell 184	9	-	9
Cell 185	64	-	64
Cell 186	4	-	4
Cell 187	4	-	4
Cell 188	4	-	4
Cell 189	30	-	30
Cell 190	25	-	25
Cell 191	5	-	5
Cell 192	13	-	13
Cell 193	3	-	3
Cell 194	1	-	1
Cell 195	6	-	6
Cell 196	6	-	6
Cell 197	1	-	1
Cell 198	10	-	10
Cell 199	8	-	8
Cell 200	10	-	10
Cell 201	12	-	12
Cell 202	10	-	10
Cell 203	3	-	3
Cell 204	3	-	3

Guaranteed Investment Products 1 PCC Limited
 NOTES TO THE FINANCIAL STATEMENTS
 FOR THE YEAR ENDED 31 MARCH 2013 (CONTINUED)

8 EQUITY AND SHARES (continued)

Shares	Issued Share Capital as at 1 April 2012 GBP	Shares Issued/ (Redeemed) GBP	Issued Share Capital as at 31 March 2013 GBP
Cell 205	10	-	10
Cell 206	6	-	6
Cell 207	4	-	4
Cell 208	3	-	3
Cell 209	7	-	7
Cell 210	2	-	2
Cell 211	3	-	3
Cell 212	2	-	2
Cell 213	4	-	4
Cell 214	2	-	2
Cell 215	4	-	4
Cell 216	2	-	2
Cell 217	9	-	9
Cell 218	16	-	16
Cell 219	2	-	2
Cell 220	1	-	1
Cell 221	1	-	1
Cell 222	2	-	2
Cell 223	4	-	4
Cell 224	-	6	6
Cell 225	-	1	1
Cell 226	-	7	7
Cell 227	-	15	15
Cell 228	-	5	5
Cell 229	-	6	6
Cell 230	-	7	7
Cell 231	-	26	26
Cell 232	-	17	17
Cell 233	-	37	37
Cell 234	-	4	4
Cell 235	-	7	7
Cell 236	-	28	28
Cell 237	-	2	2
Cell 238	-	1	1
Cell 239	-	-	-
Management shares	2	-	2
TOTAL	6,036	(1,135)	4,901

Management shares are not entitled to receive and shall not participate in any dividends or other distributions out of the profits of the Company. The holders of the Management shares are entitled to receive notice of and to attend and vote at general meetings. The Management shares are not redeemable.

Guaranteed Investment Products 1 PCC Limited
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2013 (CONTINUED)

8 EQUITY AND SHARES (continued)

Shares held in Cells 8, 21 and 22, 24 to 27, 29 to 32, 34 to 37, 39 and 40, 42 and 43, 45 and 46, 48 and 49, 51 and 52, 55 and 56, 58 and 59, 61 and 62, 64 and 65, 68 to 71, 73 and 74, 76 and 77, 79 to 84, 86 to 89, 92 and 93, 95 to 239 shall not be entitled to receive and shall not participate in any dividends or other distributions out of the profits of the Company. On their respective redemption dates the holders of Shares shall be entitled to an amount equal to the Net Asset Value per Share. As disclosed in the Securities Note for each cell, the Shares of the relevant cell will be compulsorily redeemed by the Company on their respective Redemption Dates. The holders of the Shares are entitled to receive notice of and to attend and vote at separate general meetings in relation to that Share.

On 28 January 2013, the Company commenced an offer period of Protected Cell 240 Guaranteed Shares of 0.0001 pence each in the Company ("Cell 240 Shares") on the basis of an increasing Issue Price per Share depending on the date of subscription. All Cell 240 Shares allotted and issued during the offer period were conditional of a restriction as to transfer and were capable of immediate redemption on 5 April 2013 if certain criteria were not satisfied or certain events did not occur on that date. All Cell 240 Shares in issue at the close of business on 5 April 2013 became free of all restrictions and encumbrances, ranked parri passu and the offer became unconditional.

On 28 January 2013, the Company commenced an offer period of Protected Cell 241 Guaranteed Shares of 0.0001 pence each in the Company ("Cell 241 Shares") on the basis of an increasing Issue Price per Share depending on the date of subscription. All Cell 241 Shares allotted and issued during the offer period were conditional of a restriction as to transfer and were capable of immediate redemption on 5 April 2013 if certain criteria were not satisfied or certain events did not occur on that date. All Cell 241 Shares in issue at the close of business on 5 April 2013 became free of all restrictions and encumbrances, ranked parri passu and the offer became unconditional.

On 25 February 2013, the Company commenced an offer period of Protected Cell 242 Guaranteed Shares of 0.0001 pence each in the Company ("Cell 242 Shares") on the basis of an increasing Issue Price per Share depending on the date of subscription. All Cell 242 Shares allotted and issued during the offer period were conditional of a restriction as to transfer and were capable of immediate redemption on 7 June 2013 if certain criteria were not satisfied or certain events did not occur on that date. All Cell 242 Shares in issue at the close of business on 7 June 2013 became free of all restrictions and encumbrances, ranked parri passu and the offer became unconditional.

On 25 February 2013, the Company commenced an offer period of Protected Cell 243 Guaranteed Shares of 0.0001 pence each in the Company ("Cell 243 Shares") on the basis of an increasing Issue Price per Share depending on the date of subscription. All Cell 243 Shares allotted and issued during the offer period were conditional of a restriction as to transfer and were capable of immediate redemption on 7 June 2013 if certain criteria were not satisfied or certain events did not occur on that date. All Cell 243 Shares in issue at the close of business on 7 June 2013 became free of all restrictions and encumbrances, ranked parri passu and the offer became unconditional.

Guaranteed Investment Products 1 PCC Limited
 NOTES TO THE FINANCIAL STATEMENTS
 FOR THE YEAR ENDED 31 MARCH 2013 (CONTINUED)

9 SHARE PREMIUM

	Share premium as at 1 April 2012	Share premium on Protected Cell Guaranteed Shares	Share premium as at 31 March 2013
	GBP	GBP	GBP
Cell 8	255,275	-	255,275
Cell 10	14,186,127	(14,186,127)	-
Cell 11	43,353,197	(43,353,197)	-
Cell 12	60,805,143	(60,805,143)	-
Cell 13	12,487,121	(12,487,121)	-
Cell 14	26,365,117	(26,365,117)	-
Cell 15	150,360,609	(150,360,609)	-
Cell 16	111,545,353	(111,545,353)	-
Cell 18	57,646,246	(57,646,246)	-
Cell 19	82,688,213	(82,688,213)	-
Cell 21	17,787,121	-	17,787,121
Cell 22	57,676,273	-	57,676,273
Cell 24	6,950,127	-	6,950,127
Cell 25	23,102,834	-	23,102,834
Cell 26	15,181,237	-	15,181,237
Cell 27	44,213,257	-	44,213,257
Cell 29	1,808,173	-	1,808,173
Cell 30	4,739,804	-	4,739,804
Cell 31	16,709,534	-	16,709,534
Cell 32	50,984,389	-	50,984,389
Cell 34	26,501,797	-	26,501,797
Cell 35	25,784,541	-	25,784,541
Cell 36	40,213,513	-	40,213,513
Cell 37	51,131,781	-	51,131,781
Cell 39	13,961,389	-	13,961,389
Cell 40	21,611,392	-	21,611,392
Cell 42	69,822,280	-	69,822,280
Cell 43	79,246,907	-	79,246,907
Cell 45	7,201,765	-	7,201,765
Cell 46	10,502,686	-	10,502,686
Cell 48	29,887,017	-	29,887,017
Cell 49	63,324,293	-	63,324,293
Cell 51	5,212,578	-	5,212,578
Cell 52	12,582,039	-	12,582,039
Cell 53	71,628,068	(71,628,068)	-
Cell 55	42,654,066	-	42,654,066
Cell 56	114,554,810	-	114,554,810
Cell 57	148,942,939	(148,942,939)	-
Cell 58	9,353,779	-	9,353,779
Cell 59	30,630,026	-	30,630,026
Cell 60	126,236,365	(126,236,365)	-
Cell 61	26,998,071	-	26,998,071
Cell 62	49,453,333	-	49,453,333
Cell 63	66,278,653	(66,278,653)	-

Guaranteed Investment Products 1 PCC Limited
 NOTES TO THE FINANCIAL STATEMENTS
 FOR THE YEAR ENDED 31 MARCH 2013 (CONTINUED)

9 SHARE PREMIUM (continued)

	Share premium as at 1 April 2012	Shares premium on Protected Cell Guaranteed Shares	Share premium as at 31 March 2013
	GBP	GBP	GBP
Cell 64	5,931,188	-	5,931,188
Cell 65	11,923,617	-	11,923,617
Cell 66	73,082,605	(73,082,605)	-
Cell 67	35,126,443	(35,126,443)	-
Cell 68	5,772,511	-	5,772,511
Cell 69	16,253,346	-	16,253,346
Cell 70	18,419,549	-	18,419,549
Cell 71	37,753,200	-	37,753,200
Cell 72	173,990,074	(173,990,074)	-
Cell 73	6,857,567	-	6,857,567
Cell 74	14,999,010	-	14,999,010
Cell 75	37,415,943	(37,415,943)	-
Cell 76	9,931,105	-	9,931,105
Cell 77	17,706,080	-	17,706,080
Cell 78	111,402,663	(111,402,663)	-
Cell 79	28,187,311	-	28,187,311
Cell 80	46,310,949	-	46,310,949
Cell 81	63,240,135	-	63,240,135
Cell 82	88,787,042	-	88,787,042
Cell 83	7,239,381	-	7,239,381
Cell 84	11,090,271	-	11,090,271
Cell 85	159,070,554	(159,070,554)	-
Cell 86	10,167,292	-	10,167,292
Cell 87	21,180,360	-	21,180,360
Cell 88	26,594,285	-	26,594,285
Cell 89	43,421,897	-	43,421,897
Cell 90	69,503,377	-	69,503,377
Cell 91	35,870,367	-	35,870,367
Cell 92	2,700,750	-	2,700,750
Cell 93	5,023,040	-	5,023,040
Cell 94	14,979,430	-	14,979,430
Cell 95	24,047,275	-	24,047,275
Cell 96	24,090,995	-	24,090,995
Cell 97	3,147,706	-	3,147,706
Cell 98	4,352,326	-	4,352,326
Cell 99	25,003,758	-	25,003,758
Cell 100	47,049,689	-	47,049,689
Cell 101	44,298,669	-	44,298,669
Cell 102	125,620,648	-	125,620,648
Cell 103	12,510,400	-	12,510,400
Cell 104	24,335,646	-	24,335,646
Cell 105	3,315,160	-	3,315,160
Cell 106	7,642,636	-	7,642,636
Cell 107	57,305,555	-	57,305,555

Guaranteed Investment Products 1 PCC Limited
 NOTES TO THE FINANCIAL STATEMENTS
 FOR THE YEAR ENDED 31 MARCH 2013 (CONTINUED)

9 SHARE PREMIUM (continued)

	Share premium as at 1 April 2012	Share premium on Protected Cell Guaranteed Shares	Share premium as at 31 March 2013
	GBP	GBP	GBP
Cell 108	28,529,870	-	28,529,870
Cell 109	50,827,108	-	50,827,108
Cell 110	161,524,955	-	161,524,955
Cell 111	8,562,971	-	8,562,971
Cell 112	21,004,337	-	21,004,337
Cell 113	3,138,207	-	3,138,207
Cell 114	7,698,610	-	7,698,610
Cell 115	48,268,493	-	48,268,493
Cell 116	14,883,429	-	14,883,429
Cell 117	36,231,147	-	36,231,147
Cell 118	94,551,853	-	94,551,853
Cell 119	19,044,359	-	19,044,359
Cell 120	23,342,107	-	23,342,107
Cell 121	6,010,172	-	6,010,172
Cell 122	9,674,713	-	9,674,713
Cell 123	49,497,577	-	49,497,577
Cell 124	26,963,868	-	26,963,868
Cell 125	39,122,727	-	39,122,727
Cell 126	134,858,346	-	134,858,346
Cell 127	11,286,649	-	11,286,649
Cell 128	27,954,246	-	27,954,246
Cell 129	3,731,440	-	3,731,440
Cell 130	11,297,913	-	11,297,913
Cell 131	13,582,334	-	13,582,334
Cell 132	33,336,932	-	33,336,932
Cell 133	128,066,487	-	128,066,487
Cell 134	10,757,727	-	10,757,727
Cell 135	16,870,798	-	16,870,798
Cell 136	2,869,362	-	2,869,362
Cell 137	6,759,929	-	6,759,929
Cell 138	11,079,075	-	11,079,075
Cell 139	17,958,765	-	17,958,765
Cell 140	93,351,705	-	93,351,705
Cell 141	6,670,790	-	6,670,790
Cell 142	17,727,343	-	17,727,343
Cell 143	11,255,796	-	11,255,796
Cell 144	19,431,717	-	19,431,717
Cell 145	2,847,761	-	2,847,761
Cell 146	6,382,063	-	6,382,063
Cell 147	11,683,156	-	11,683,156
Cell 148	20,783,559	-	20,783,559
Cell 149	107,235,353	-	107,235,353
Cell 150	53,519,726	-	53,519,726
Cell 151	11,858,308	-	11,858,308

Guaranteed Investment Products 1 PCC Limited
 NOTES TO THE FINANCIAL STATEMENTS
 FOR THE YEAR ENDED 31 MARCH 2013 (CONTINUED)

9 SHARE PREMIUM (continued)

	Share premium as at 1 April 2012	Shares premium on Protected Cell Guaranteed Shares	Share premium as at 31 March 2013
	GBP	GBP	GBP
Cell 152	32,403,496	-	32,403,496
Cell 153	136,895,309	-	136,895,309
Cell 154	49,708,876	-	49,708,876
Cell 155	36,496,171	-	36,496,171
Cell 156	8,185,713	-	8,185,713
Cell 157	15,406,431	-	15,406,431
Cell 158	71,391,951	-	71,391,951
Cell 159	22,505,837	-	22,505,837
Cell 160	34,330,686	-	34,330,686
Cell 161	9,124,948	-	9,124,948
Cell 162	17,249,673	-	17,249,673
Cell 163	88,577,639	-	88,577,639
Cell 164	19,162,524	-	19,162,524
Cell 165	41,181,952	-	41,181,952
Cell 166	7,672,178	-	7,672,178
Cell 167	14,777,149	-	14,777,149
Cell 168	82,284,462	-	82,284,462
Cell 169	15,918,472	-	15,918,472
Cell 170	28,206,914	-	28,206,914
Cell 171	4,666,506	-	4,666,506
Cell 172	10,517,965	-	10,517,965
Cell 173	3,028,175	-	3,028,175
Cell 174	76,958,847	-	76,958,847
Cell 175	9,775,385	-	9,775,385
Cell 176	18,025,597	-	18,025,597
Cell 177	8,302,743	-	8,302,743
Cell 178	3,675,374	-	3,675,374
Cell 179	10,981,503	-	10,981,503
Cell 180	85,119,605	-	85,119,605
Cell 181	10,367,301	-	10,367,301
Cell 182	12,131,806	-	12,131,806
Cell 183	1,456,488	-	1,456,488
Cell 184	9,303,896	-	9,303,896
Cell 185	63,741,070	-	63,741,070
Cell 186	4,174,340	-	4,174,340
Cell 187	3,812,051	-	3,812,051
Cell 188	3,519,300	-	3,519,300
Cell 189	30,402,438	-	30,402,438
Cell 190	24,629,408	-	24,629,408
Cell 191	5,143,629	-	5,143,629
Cell 192	12,594,748	-	12,594,748
Cell 193	3,301,290	-	3,301,290
Cell 194	1,323,459	-	1,323,459
Cell 195	6,172,486	-	6,172,486

Guaranteed Investment Products 1 PCC Limited
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2013 (CONTINUED)

9 SHARE PREMIUM (continued)

	Share premium as at 1 April 2012	Share premium on Protected Cell Guaranteed Shares	Share premium as at 31 March 2013
	GBP	GBP	GBP
Cell 196	5,861,716	-	5,861,716
Cell 197	1,382,905	-	1,382,905
Cell 198	10,323,764	-	10,323,764
Cell 199	7,769,089	-	7,769,089
Cell 200	9,614,230	-	9,614,230
Cell 201	11,520,376	-	11,520,376
Cell 202	9,554,100	-	9,554,100
Cell 203	3,462,481	-	3,462,481
Cell 204	3,427,441	-	3,427,441
Cell 205	10,176,199	-	10,176,199
Cell 206	6,130,646	-	6,130,646
Cell 207	3,937,235	-	3,937,235
Cell 208	2,472,202	-	2,472,202
Cell 209	7,140,442	-	7,140,442
Cell 210	2,155,043	-	2,155,043
Cell 211	2,803,602	-	2,803,602
Cell 212	1,831,119	-	1,831,119
Cell 213	3,740,064	-	3,740,064
Cell 214	2,366,925	-	2,366,925
Cell 215	3,907,535	-	3,907,535
Cell 216	1,931,761	-	1,931,761
Cell 217	9,012,097	-	9,012,097
Cell 218	16,075,949	-	16,075,949
Cell 219	2,041,825	-	2,041,825
Cell 220	880,190	-	880,190
Cell 221	747,589	-	747,589
Cell 222	2,429,600	-	2,429,600
Cell 223	3,616,379	-	3,616,379
Cell 224	4,697,964	895,842	5,593,806
Cell 225	-	936,521	936,521
Cell 226	1,257,926	5,613,801	6,871,727
Cell 227	-	14,630,385	14,630,385
Cell 228	-	4,769,963	4,769,963
Cell 229	-	6,194,157	6,194,157
Cell 230	-	6,895,605	6,895,605
Cell 231	-	26,378,176	26,378,176
Cell 232	-	16,870,149	16,870,149
Cell 233	-	37,245,523	37,245,523
Cell 234	-	3,506,400	3,506,400
Cell 235	-	7,098,165	7,098,165
Cell 236	-	28,325,083	28,325,083

Guaranteed Investment Products 1 PCC Limited
 NOTES TO THE FINANCIAL STATEMENTS
 FOR THE YEAR ENDED 31 MARCH 2013 (CONTINUED)

9 SHARE PREMIUM (continued)

	Share premium as at 1 April 2012	Share premium on Protected Cell Guaranteed Shares	Share premium as at 31 March 2013
Cell 237	-	1,822,522	1,822,522
Cell 238	-	589,290	589,290
Cell 239	-	41,247	41,247
Cell 240 (offer period commenced 28 January 2013)	-	9,292,640	9,292,640
Cell 241 (offer period commenced 28 January 2013)	-	-	-
TOTAL	<u>6,304,119,011</u>	<u>(1,391,505,964)</u>	<u>4,912,613,047</u>

10 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The main risks arising from the Company's financial instruments are market price risk, credit risk and liquidity risk. The Board regularly reviews and agrees policies for managing each of these risks and these are summarised below:

(a) Market Price Risk

Market price risk arises mainly from uncertainty about future prices of financial instruments held. It represents the potential loss the Company might suffer through holding market positions in the face of price movements. The Investment Manager actively monitors market prices and reports to the Board as to the appropriateness of the prices used for valuation purposes.

A list of investments held by the Company for the account of each Cell is shown in the schedule of investments on page 71.

Price sensitivity

The following details each Cell's sensitivity to a 10% increase and decrease in the final market prices of its investments.

If market prices as at 31 March 2013 had been 10% higher or lower, and assuming these values were to remain unchanged through to the end of the life of the Cells, with all the other variables held constant, the increase or decrease in net assets attributable to holders of Shares on the Maturity Date would have been as stated below, arising due to the increase or decrease in the fair value of investments at fair value through profit or loss. For most of the Cells, the effect of movements in the FTSE 100 Index have been used in these sensitivity calculations as the FTSE 100 Index is considered to be the market whose movements would have the greatest effect on the market price of each Cell's investments. The exception to this are Cells 8, 73, 74, 83, 84, 92, 93, 94, 97, 98, 99, 113, 114, 115, 121, 122, 123, 129, 130, 131, 136, 137, 145, 146, 151, 156, 161, 166, 171, 178 and 183. For Cell 8, the calculations have been based on the FTSE100 Index and Halifax House Price Index. Cells 73, 74, 83, 84, 92 to 94, 97 to 99, 113 to 115, 121 to 123, 129 to 131, 136, 137, 145, 146, 151, 156, 161, 166, 171, 178 and 183 have been based on the Halifax House Price Index.

Guaranteed Investment Products 1 PCC Limited
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2013 (CONTINUED)

10 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Cell	Increase in net assets attributable to holders of Shares as a result of a 10% increase in the index		Decrease in net assets attributable to holders of Shares as a result of a 10% decrease of the index	
	Year ended 31 March 2013 GBP	Year ended 31 March 2012 GBP	Year ended 31 March 2013 GBP	Year ended 31 March 2012 GBP
Cell 8	21,579	17,838	(17,128)	(14,660)
Cell 21	-	-	-	-
Cell 22	-	-	-	-
Cell 24	1,885,615	632,910	(769,486)	(380,282)
Cell 25	6,267,949	2,103,849	(2,557,839)	(1,264,090)
Cell 26	-	-	-	-
Cell 27	-	-	-	-
Cell 29	6,253	25,932	(1)	(7,443)
Cell 30	16,390	67,977	(4)	(19,510)
Cell 31	-	151	-	(26)
Cell 32	(1)	461	(1)	(80)
Cell 34	(3)	-	6	-
Cell 35	(3)	-	6	-
Cell 36	223	11,198	(15)	(3,062)
Cell 37	284	14,238	(19)	(3,894)
Cell 39	1,219,351	908,665	(1,797,902)	(856,875)
Cell 40	1,887,483	1,406,559	(2,783,045)	(1,326,392)
Cell 42	837,239	609,611	(190,019)	(299,017)
Cell 43	950,249	691,896	(215,668)	(339,378)
Cell 45	275,219	310,163	(503,736)	(410,862)
Cell 46	401,365	452,325	(734,623)	(599,180)
Cell 48	459,423	319,969	(138,701)	(171,858)
Cell 49	973,421	677,947	(293,878)	(364,131)
Cell 51	128,193	176,134	(239,368)	(218,496)
Cell 52	309,431	425,150	(577,784)	(527,402)
Cell 55	2,188,275	1,226,288	(1,309,118)	(818,080)
Cell 56	5,876,989	3,293,408	(3,515,860)	(2,197,095)
Cell 57	-	4,088,423	-	(4,087,783)
Cell 58	84,654	247,928	(205,637)	(323,789)
Cell 59	277,208	811,869	(673,382)	(1,060,286)
Cell 61	1,965,110	1,320,474	(2,024,532)	(1,288,689)
Cell 62	3,599,562	2,418,759	(3,708,408)	(2,360,539)
Cell 63	-	2,328,672	-	(4,408,631)
Cell 64	24,122	96,474	(55,803)	(125,994)
Cell 65	48,493	193,943	(112,183)	(253,289)
Cell 66	-	599	-	(15,014)
Cell 67	-	290	-	(11,044)
Cell 68	419,588	305,601	(450,300)	(308,736)
Cell 69	1,181,410	860,465	(1,267,887)	(869,290)
Cell 70	68,377	237,549	(153,450)	(301,131)
Cell 71	140,147	486,886	(314,515)	(617,207)
Cell 72	-	3,369	-	(54,884)
Cell 73	104,813	118,996	(56,620)	(79,067)

Guaranteed Investment Products 1 PCC Limited
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2013 (CONTINUED)

10 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Cell	Increase in net assets attributable to holders of Shares as a result of a 10% increase in the index		Decrease in net assets attributable to holders of Shares as a result of a 10% decrease of the index	
	Year ended 31 March 2013 GBP	Year ended 31 March 2012 GBP	Year ended 31 March 2013 GBP	Year ended 31 March 2012 GBP
Cell 74	229,250	260,269	(123,840)	(172,936)
Cell 75	-	595,073	-	(128,618)
Cell 76	41,429	111,873	(87,637)	(139,532)
Cell 77	73,864	199,457	(156,248)	(248,770)
Cell 78	-	40,172	-	(213,270)
Cell 79	348,471	380,659	(586,867)	(481,963)
Cell 80	572,528	625,412	(964,205)	(791,851)
Cell 81	727,677	1,271,438	(1,382,421)	(1,592,028)
Cell 82	1,021,635	1,785,057	(1,940,873)	(2,235,155)
Cell 83	126,378	137,828	(73,755)	(94,722)
Cell 84	193,603	211,144	(112,987)	(145,108)
Cell 85	-	693,078	-	(1,541,764)
Cell 86	254,861	192,887	(334,547)	(208,831)
Cell 87	530,923	401,820	(696,924)	(435,035)
Cell 88	333,898	537,663	(607,824)	(667,917)
Cell 89	545,172	877,870	(992,427)	(1,090,543)
Cell 90	-	378,329	-	(759,766)
Cell 91	-	246,189	-	(494,402)
Cell 92	42,569	47,365	(24,828)	(32,364)
Cell 93	79,172	88,094	(46,176)	(60,193)
Cell 94	-	300,948	-	(150,381)
Cell 95	1,227,158	771,768	(990,220)	(642,865)
Cell 96	1,229,390	773,172	(992,021)	(644,034)
Cell 97	54,558	59,267	(33,083)	(41,305)
Cell 98	75,438	81,949	(45,743)	(57,113)
Cell 99	16	498,952	-	(259,022)
Cell 100	845,508	1,070,484	(1,433,871)	(1,304,697)
Cell 101	796,070	1,007,892	(1,350,032)	(1,228,411)
Cell 102	-	1,390,690	-	(2,422,841)
Cell 103	387,761	243,597	(224,629)	(169,275)
Cell 104	754,285	473,852	(436,956)	(329,280)
Cell 105	88,401	94,852	(55,479)	(67,195)
Cell 106	203,795	218,667	(127,899)	(154,908)
Cell 107	416	758,985	(1)	(362,223)
Cell 108	977,930	939,881	(1,492,111)	(1,186,475)
Cell 109	1,742,221	1,674,436	(2,658,255)	(2,113,752)
Cell 110	1	3,555,801	(94)	(5,564,751)
Cell 111	222,486	143,863	(119,682)	(97,420)
Cell 112	545,742	352,885	(293,570)	(238,983)
Cell 113	74,399	81,714	(46,047)	(57,190)
Cell 114	182,515	200,459	(112,961)	(140,298)
Cell 115	7,938	587,613	(127)	(285,543)

Guaranteed Investment Products 1 PCC Limited
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2013 (CONTINUED)

10 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Cell	Increase in net assets attributable to holders of Shares as a result of a 10% increase in the index		Decrease in net assets attributable to holders of Shares as a result of a 10% decrease of the index	
	Year ended 31 March 2013 GBP	Year ended 31 March 2012 GBP	Year ended 31 March 2013 GBP	Year ended 31 March 2012 GBP
Cell 116	591,371	536,905	(873,177)	(686,072)
Cell 117	1,439,592	1,307,004	(2,125,598)	(1,670,125)
Cell 118	373	2,209,002	(23,822)	(3,350,117)
Cell 119	648,126	415,697	(420,673)	(307,347)
Cell 120	794,389	509,508	(515,606)	(376,706)
Cell 121	84,513	95,193	(51,406)	(65,676)
Cell 122	136,042	153,235	(82,749)	(105,720)
Cell 123	160,708	749,147	(12,346)	(402,467)
Cell 124	900,841	814,679	(1,318,341)	(1,027,547)
Cell 125	1,307,059	1,182,044	(1,912,822)	(1,490,900)
Cell 126	15,270	2,789,559	(459,153)	(4,083,471)
Cell 127	307,066	204,616	(182,570)	(145,690)
Cell 128	760,092	506,493	(451,921)	(360,630)
Cell 129	51,963	58,225	(32,267)	(40,494)
Cell 130	157,235	176,185	(97,636)	(122,531)
Cell 131	526,798	434,853	(735,299)	(556,234)
Cell 132	1,292,267	1,066,719	(1,803,731)	(1,364,475)
Cell 133	353,950	2,835,666	(3,245,808)	(4,007,211)
Cell 134	292,964	198,126	(179,075)	(143,685)
Cell 135	459,220	310,562	(280,699)	(225,225)
Cell 136	46,413	50,249	(30,164)	(35,931)
Cell 137	109,295	118,328	(71,032)	(84,612)
Cell 138	410,477	321,169	(554,942)	(409,875)
Cell 139	665,063	520,365	(899,129)	(664,087)
Cell 140	636,016	2,079,327	(3,060,947)	(2,842,637)
Cell 141	102,047	154,989	(158,206)	(188,922)
Cell 142	271,036	411,650	(420,195)	(501,776)
Cell 143	232,514	167,747	(129,253)	(115,928)
Cell 144	401,202	289,446	(223,025)	(200,033)
Cell 145	46,385	49,997	(30,462)	(35,924)
Cell 146	103,902	111,993	(68,234)	(80,468)
Cell 147	486,817	371,578	(644,820)	(443,119)
Cell 148	865,586	660,685	(1,146,523)	(787,889)
Cell 149	1,791,706	2,897,647	(5,623,563)	(3,582,539)
Cell 150	1,944,935	1,334,490	(1,384,428)	(1,043,066)
Cell 151	176,436	182,097	(116,932)	(133,858)
Cell 152	971,366	817,537	(1,353,227)	(1,009,458)
Cell 153	798,848	2,363,633	(2,678,005)	(3,163,731)
Cell 154	758,787	1,169,067	(1,153,125)	(1,421,823)
Cell 155	1,406,966	968,216	(1,039,384)	(773,666)
Cell 156	116,004	120,031	(77,525)	(88,291)
Cell 157	382,740	326,502	(532,870)	(397,650)
Cell 158	376,181	1,007,996	(1,119,507)	(1,320,043)
Cell 159	287,842	438,203	(433,423)	(532,524)

Guaranteed Investment Products 1 PCC Limited
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2013 (CONTINUED)

10 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Cell	Increase in net assets attributable to holders of Shares as a result of a 10% increase in the index		Decrease in net assets attributable to holders of Shares as a result of a 10% decrease of the index	
	Year ended 31 March 2013 GBP	Year ended 31 March 2012 GBP	Year ended 31 March 2013 GBP	Year ended 31 March 2012 GBP
Cell 160	1,369,785	945,188	(1,037,481)	(769,150)
Cell 161	136,882	139,636	(93,417)	(104,101)
Cell 162	413,853	355,335	(573,982)	(429,089)
Cell 163	488,844	1,196,792	(1,331,086)	(1,545,657)
Cell 164	341,436	426,992	(488,521)	(509,870)
Cell 165	1,245,909	851,498	(854,238)	(688,400)
Cell 166	116,021	113,078	(82,977)	(87,664)
Cell 167	410,568	322,047	(547,894)	(403,796)
Cell 168	935,932	1,386,594	(2,064,535)	(1,869,032)
Cell 169	237,979	320,030	(346,443)	(384,598)
Cell 170	803,599	556,620	(543,922)	(434,693)
Cell 171	68,024	66,598	(48,658)	(51,506)
Cell 172	300,140	232,240	(396,104)	(290,169)
Cell 173	63,173	55,945	(93,215)	(72,483)
Cell 174	1,039,547	1,315,535	(2,080,067)	(1,763,342)
Cell 175	154,264	199,751	(222,049)	(239,020)
Cell 176	414,206	322,577	(277,317)	(249,613)
Cell 177	191,973	143,066	(120,951)	(106,503)
Cell 178	67,509	68,996	(48,729)	(51,953)
Cell 179	346,796	261,620	(446,357)	(312,098)
Cell 180	1,590,802	1,633,467	(2,881,827)	(2,052,378)
Cell 181	186,509	223,775	(263,665)	(265,932)
Cell 182	243,640	195,384	(159,250)	(149,187)
Cell 183	30,577	30,761	(22,638)	(23,598)
Cell 184	234,418	322,968	(373,941)	(386,150)
Cell 185	729,953	1,454,155	(1,388,121)	(1,769,778)
Cell 186	97,186	100,610	(129,119)	(116,880)
Cell 187	77,379	62,284	(51,128)	(47,844)
Cell 188	88,995	117,933	(137,466)	(140,911)
Cell 189	374,655	704,272	(675,548)	(856,812)
Cell 190	461,814	378,100	(302,576)	(290,540)
Cell 191	155,120	124,026	(160,906)	(117,615)
Cell 192	390,077	280,195	(326,763)	(228,798)
Cell 193	52,565	44,774	(33,333)	(33,984)
Cell 194	43,767	33,652	(47,723)	(32,731)
Cell 195	183,519	115,283	(112,377)	(81,002)
Cell 196	97,518	82,898	(62,757)	(63,442)
Cell 197	45,277	35,461	(49,539)	(34,955)
Cell 198	312,074	198,334	(194,881)	(141,029)
Cell 199	122,478	105,740	(78,540)	(80,572)
Cell 200	274,904	176,215	(168,518)	(124,714)
Cell 201	178,544	151,505	(108,576)	(112,084)
Cell 202	280,739	176,687	(167,041)	(122,740)
Cell 203	60,848	50,586	(38,447)	(38,225)
Cell 204	110,117	70,131	(70,565)	(50,493)

Guaranteed Investment Products 1 PCC Limited
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2013 (CONTINUED)

10 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Cell	Increase in net assets attributable to holders of Shares as a result of a 10% increase in the index		Decrease in net assets attributable to holders of Shares as a result of a 10% decrease of the index	
	Year ended 31 March 2013 GBP	Year ended 31 March 2012 GBP	Year ended 31 March 2013 GBP	Year ended 31 March 2012 GBP
Cell 205	140,389	123,804	(85,013)	(90,564)
Cell 206	132,727	87,420	(68,836)	(57,690)
Cell 207	127,131	99,740	(98,221)	(83,832)
Cell 208	123,173	85,597	(103,952)	(73,672)
Cell 209	216,101	170,711	(166,158)	(143,225)
Cell 210	98,137	68,177	(80,748)	(57,501)
Cell 211	68,272	54,776	(48,052)	(23,842)
Cell 212	77,747	52,948	(61,604)	(41,525)
Cell 213	86,698	72,102	(63,002)	162,691
Cell 214	98,171	67,256	(77,759)	(160,322)
Cell 215	84,896	71,563	(61,157)	(58,182)
Cell 216	79,953	55,248	(64,338)	(45,803)
Cell 217	341,633	233,740	(258,752)	(186,332)
Cell 218	311,897	269,000	(220,517)	(217,572)
Cell 219	73,409	50,624	(55,187)	(40,366)
Cell 220	28,869	19,226	(25,452)	(18,292)
Cell 221	28,461	17,881	(26,343)	(16,560)
Cell 222	86,638	57,395	(78,381)	(55,764)
Cell 223	122,556	78,701	(120,616)	(75,126)
Cell 224	187,012	-	(170,809)	-
Cell 225	30,690	-	(31,214)	-
Cell 226	286,061	-	(360,983)	-
Cell 227	329,404	-	(436,170)	-
Cell 228	196,166	-	(247,498)	-
Cell 229	137,388	-	(181,476)	-
Cell 230	314,377	-	(375,502)	-
Cell 231	677,754	-	(857,604)	-
Cell 232	592,297	-	(713,435)	-
Cell 233	829,752	-	(1,044,242)	-
Cell 234	66,475	-	(49,635)	-
Cell 235	211,728	-	(159,444)	-
Cell 236	730,553	-	(636,002)	-
Cell 237	48,874	-	(45,994)	-
Cell 238	14,497	-	(11,850)	-
Cell 239	1,110	-	(908)	-
Total	<u>92,375,180</u>	<u>102,627,973</u>	<u>(107,754,902)</u>	<u>(114,418,679)</u>

Guaranteed Investment Products 1 PCC Limited
 NOTES TO THE FINANCIAL STATEMENTS
 FOR THE YEAR ENDED 31 MARCH 2013 (CONTINUED)

10 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

(b) Credit Risk

Credit risk is the risk that the Investment Counterparty will be unable or unwilling to meet a commitment that it has entered into with the Company. At the date of this report all investments were issued by one counterparty, being Abbey National Treasury Services plc., who hold a credit rating of A2 using the Moody's credit ratings. Such concentration of risk is monitored by the directors regularly observing the credit rating of Abbey National Treasury Services plc. The maximum credit risk of the Company in relation to Abbey National Treasury Services plc as at 31 March 2013 is £5,718,904,639.

The allotments from new investees during a cell's offer period are held with only one bank, being Royal Bank of Scotland plc., who hold a credit rating of Baa1 using the Moody's credit rating system. The maximum credit risk of the Company in relation to Royal Bank of Scotland plc as at 31 March 2013 is £9,296,998.

All returns on the Equity Index Swap Transactions have a guaranteed minimum level and a maximum level based on the performance of either the FTSE 100 Index or the Halifax House Price Index over the life of the Cell, as relevant and as identified in Note 10a. The maturity dates and redemption amounts of the Company's Financial Transactions are listed below:

	Maturity Date	Undiscounted Redemption Amount Guaranteed	Maximum
Cell 8	6 June 2016	255,276	433,969
Cell 21	22 April 2013	22,233,924	26,680,709
Cell 22	22 April 2013	72,095,414	86,514,497
Cell 24	28 October 2013	7,367,142	10,425,201
Cell 25	28 October 2013	24,489,028	34,654,286
Cell 26	17 June 2013	18,521,127	22,771,878
Cell 27	17 June 2013	53,940,227	66,319,952
Cell 29	8 July 2013	1,916,666	3,254,715
Cell 30	8 July 2013	5,024,198	8,531,656
Cell 31	27 August 2013	20,051,461	25,064,327
Cell 32	27 August 2013	61,181,328	76,476,660
Cell 34	11 November 2013	32,597,242	39,752,735
Cell 35	11 November 2013	31,715,017	38,676,851
Cell 36	12 May 2014	48,256,264	60,320,330
Cell 37	12 May 2014	61,358,198	76,697,748
Cell 39	19 May 2014	14,659,473	20,244,034
Cell 40	19 May 2014	22,691,985	31,336,550
Cell 42	21 July 2014	83,786,820	104,733,525
Cell 43	21 July 2014	95,096,383	118,870,479
Cell 45	28 July 2014	7,345,807	10,082,481
Cell 46	28 July 2014	10,712,750	14,703,774
Cell 48	29 September 2014	30,484,788	41,841,866
Cell 49	29 September 2014	64,590,843	88,654,098
Cell 51	6 October 2014	5,316,835	7,297,616
Cell 52	6 October 2014	12,833,693	17,614,873
Cell 55	23 June 2014	51,611,472	66,113,869
Cell 56	23 June 2014	138,611,459	177,560,134
Cell 58	23 June 2014	9,540,864	13,095,303
Cell 59	23 June 2014	31,242,658	42,882,080
Cell 61	8 September 2014	31,587,775	41,847,052
Cell 62	8 September 2014	57,860,457	76,652,742
Cell 64	8 September 2014	6,049,818	8,007,112

Guaranteed Investment Products 1 PCC Limited
 NOTES TO THE FINANCIAL STATEMENTS
 FOR THE YEAR ENDED 31 MARCH 2013 (CONTINUED)

10 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

(b) Credit Risk (continued)

	Maturity Date	Undiscounted Redemption Amount Guaranteed	Undiscounted Redemption Amount Maximum
Cell 65	8 September 2014	12,162,102	16,096,899
Cell 68	15 September 2014	6,061,143	8,658,776
Cell 69	15 September 2014	17,066,030	24,380,043
Cell 70	15 September 2014	18,787,958	23,208,654
Cell 71	15 September 2014	38,508,303	47,569,080
Cell 73	6 October 2014	7,543,331	10,286,361
Cell 74	6 October 2014	16,498,928	22,498,538
Cell 76	6 October 2014	10,030,426	11,917,338
Cell 77	6 October 2014	17,883,159	21,247,318
Cell 79	24 November 2014	31,006,073	34,952,300
Cell 80	24 November 2014	50,942,095	57,425,634
Cell 81	24 November 2014	63,872,600	82,212,257
Cell 82	24 November 2014	89,675,002	115,423,270
Cell 83	24 November 2014	7,963,327	10,859,082
Cell 84	24 November 2014	12,199,310	16,635,423
Cell 86	5 January 2015	11,184,032	12,709,128
Cell 87	5 January 2015	23,298,419	26,475,476
Cell 88	5 January 2015	26,727,284	34,572,606
Cell 89	5 January 2015	43,639,050	56,448,522
Cell 90	2 April 2013	69,850,963	77,843,860
Cell 91	2 April 2013	36,049,755	41,250,963
Cell 92	5 January 2015	2,970,828	4,051,130
Cell 93	5 January 2015	5,525,350	7,534,568
Cell 94	2 April 2013	15,428,828	22,469,168
Cell 95	9 February 2015	26,452,019	33,666,206
Cell 96	9 February 2015	26,500,121	33,727,427
Cell 97	9 February 2015	3,462,480	4,721,564
Cell 98	9 February 2015	4,787,563	6,528,495
Cell 99	7 May 2013	26,003,934	37,505,675
Cell 100	9 February 2015	47,284,985	61,164,657
Cell 101	9 February 2015	44,520,207	57,588,327
Cell 102	7 May 2013	125,934,826	144,463,890
Cell 103	18 March 2015	14,136,767	17,514,578
Cell 104	18 March 2015	27,499,307	34,069,938
Cell 105	18 March 2015	3,746,134	5,801,535
Cell 106	18 March 2015	8,636,188	13,374,627
Cell 107	18 June 2013	61,317,005	85,958,418
Cell 108	18 March 2015	28,672,548	39,085,962
Cell 109	18 March 2015	51,081,295	69,633,208
Cell 110	18 June 2013	161,928,930	190,599,638
Cell 111	21 April 2015	9,761,797	11,988,172
Cell 112	21 April 2015	23,944,968	29,406,101
Cell 113	21 April 2015	3,577,559	3,797,234
Cell 114	21 April 2015	8,776,425	9,315,328
Cell 115	22 July 2013	51,647,339	53,336,738
Cell 116	21 April 2015	14,957,861	20,836,822
Cell 117	21 April 2015	36,412,339	50,723,656
Cell 118	22 July 2013	94,788,328	111,571,299

Guaranteed Investment Products 1 PCC Limited
 NOTES TO THE FINANCIAL STATEMENTS
 FOR THE YEAR ENDED 31 MARCH 2013 (CONTINUED)

10 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

(b) Credit Risk (continued)

Cell	Maturity Date	Undiscounted Redemption Amount	
		Guaranteed	Maximum
Cell 119	1 June 2015	21,139,260	26,662,129
Cell 120	1 June 2015	25,909,764	32,678,982
Cell 121	1 June 2015	6,671,298	7,031,908
Cell 122	1 June 2015	10,738,943	11,319,426
Cell 123	30 August 2013	51,972,507	53,457,436
Cell 124	1 June 2015	27,098,714	36,401,258
Cell 125	1 June 2015	39,318,380	52,815,734
Cell 126	30 August 2013	135,195,627	157,784,423
Cell 127	20 July 2015	12,535,370	15,810,376
Cell 128	20 July 2015	31,029,244	39,135,984
Cell 129	20 July 2015	4,144,416	4,368,438
Cell 130	20 July 2015	12,540,696	13,218,571
Cell 131	20 July 2015	13,657,915	18,346,453
Cell 132	20 July 2015	33,503,650	45,004,903
Cell 133	21 October 2013	128,386,782	148,557,273
Cell 134	2 September 2015	11,839,200	15,068,073
Cell 135	2 September 2015	18,557,897	23,619,141
Cell 136	2 September 2015	3,157,724	3,301,257
Cell 137	2 September 2015	7,435,929	7,773,925
Cell 138	2 September 2015	11,638,367	14,631,090
Cell 139	2 September 2015	18,856,722	23,705,594
Cell 140	2 December 2013	93,585,177	108,288,086
Cell 141	2 September 2015	7,208,431	8,810,304
Cell 142	2 September 2015	19,145,550	23,400,117
Cell 143	1 October 2015	12,387,685	16,892,298
Cell 144	1 October 2015	21,374,910	29,147,604
Cell 145	1 October 2015	3,134,088	4,273,757
Cell 146	1 October 2015	7,020,276	9,573,104
Cell 147	1 October 2015	11,747,417	15,429,443
Cell 148	1 October 2015	20,887,498	27,434,326
Cell 149	6 January 2014	107,503,549	125,465,488
Cell 150	9 November 2015	58,888,236	80,302,140
Cell 151	9 November 2015	13,047,576	17,792,150
Cell 152	9 November 2015	32,573,731	42,783,408
Cell 153	7 February 2014	137,237,685	158,798,717
Cell 154	9 November 2015	52,208,074	65,633,007
Cell 155	8 December 2015	40,157,488	54,760,211
Cell 156	8 December 2015	9,006,590	12,281,714
Cell 157	8 December 2015	15,487,547	19,725,434
Cell 158	10 March 2014	71,570,502	81,386,905
Cell 159	8 December 2015	23,637,994	28,815,840
Cell 160	6 January 2016	37,772,919	51,508,526
Cell 161	6 January 2016	10,039,900	13,690,773
Cell 162	6 January 2016	17,339,771	22,084,484
Cell 163	7 April 2014	88,799,172	100,978,610
Cell 164	6 January 2016	20,125,700	24,534,186
Cell 165	8 February 2016	45,311,852	57,669,630
Cell 166	8 February 2016	8,441,289	10,743,459

Guaranteed Investment Products 1 PCC Limited
 NOTES TO THE FINANCIAL STATEMENTS
 FOR THE YEAR ENDED 31 MARCH 2013 (CONTINUED)

10 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

(b) Credit Risk (continued)

Cell	Maturity Date	Undiscounted Redemption Amount Guaranteed	Maximum
Cell 167	8 February 2016	14,854,782	18,771,715
Cell 168	6 May 2014	82,490,255	94,627,226
Cell 169	8 February 2016	16,718,581	20,221,522
Cell 170	7 March 2016	31,034,472	42,319,734
Cell 171	7 March 2016	5,134,535	6,534,863
Cell 172	7 March 2016	10,572,948	13,360,839
Cell 173	9 March 2015	3,035,748	3,603,532
Cell 174	9 June 2014	77,151,321	88,502,763
Cell 175	7 March 2016	10,267,369	12,418,628
Cell 176	7 October 2016	19,832,623	Note 10bi
Cell 177	7 April 2016	9,133,950	Note 10bi
Cell 178	7 October 2016	4,043,491	Note 10 bii
Cell 179	7 April 2016	11,038,909	13,949,666
Cell 180	7 July 2014	85,332,489	97,887,644
Cell 181	7 April 2016	10,888,151	13,169,478
Cell 182	10 November 2016	13,348,231	Note 10 bi
Cell 183	10 November 2016	1,602,567	Note 10 bii
Cell 184	10 November 2016	9,352,853	12,098,217
Cell 185	12 November 2014	63,900,487	74,577,127
Cell 186	10 November 2016	4,384,241	5,428,108
Cell 187	7 December 2016	4,194,353	Note 10 biii
Cell 188	7 December 2016	3,537,723	3,696,128
Cell 189	9 December 2014	30,478,474	31,162,530
Cell 190	9 January 2017	26,853,124	Note 10 bi
Cell 191	9 January 2017	5,170,675	Note 10 bi
Cell 192	7 January 2015	12,626,248	Note 10 bi
Cell 193	8 February 2017	3,632,395	Note 10 bi
Cell 194	8 February 2017	1,330,353	Note 10 bi
Cell 195	9 February 2015	6,295,942	Note 10 bi
Cell 196	8 March 2017	6,508,163	Note 10 bi
Cell 197	8 March 2017	1,390,072	Note 10 bi
Cell 198	9 March 2015	10,633,487	Note 10 bi
Cell 199	6 April 2017	8,626,031	Note 10 biii
Cell 200	8 April 2015	9,902,667	Note 10 biii
Cell 201	14 November 2016	12,906,924	Note 10 biii
Cell 202	13 February 2015	9,936,273	Note 10 biii
Cell 203	8 December 2016	3,878,791	Note 10 biii
Cell 204	9 March 2015	3,564,542	Note 10 biii
Cell 205	9 January 2017	11,400,827	Note 10 biii
Cell 206	7 April 2015	6,498,491	Note 10 biii
Cell 207	10 August 2017	4,450,600	Note 10 biii
Cell 208	10 August 2015	2,546,370	Note 10 biii
Cell 209	11 September 2017	7,928,709	Note 10 biii
Cell 210	9 September 2015	2,208,921	Note 10 biii
Cell 211	10 April 2017	3,168,852	Note 10 biii
Cell 212	10 July 2015	1,876,899	Note 10 biii

Guaranteed Investment Products 1 PCC Limited
 NOTES TO THE FINANCIAL STATEMENTS
 FOR THE YEAR ENDED 31 MARCH 2013 (CONTINUED)

10 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

(b) Credit Risk (continued)

Cell	Maturity Date	Undiscounted Redemption Amount	
		Guaranteed	Maximum
Cell 213	9 November 2017	4,227,496	Note 10 biii
Cell 214	10 August 2015	2,414,266	Note 10 biii
Cell 215	7 December 2017	4,416,367	Note 10 biii
Cell 216	7 September 2015	1,941,422	Note 10 biii
Cell 217	7 September 2015	9,282,469	Note 10 biii
Cell 218	10 January 2018	18,172,381	Note 10 biii
Cell 219	12 October 2015	2,082,664	Note 10 biii
Cell 220	8 February 2018	950,854	1,232,588
Cell 221	8 February 2016	762,542	934,488
Cell 222	7 March 2018	2,575,842	3,402,056
Cell 223	7 March 2016	3,688,711	4,448,151
Cell 224	12 April 2018	6,043,753	7,834,495
Cell 225	12 April 2016	955,252	1,151,922
Cell 226	14 May 2018	6,908,342	10,310,958
Cell 227	15 February 2016	14,666,976	17,702,784
Cell 228	7 June 2018	4,794,836	7,156,472
Cell 229	7 March 2016	6,209,648	7,494,937
Cell 230	8 August 2018	6,931,761	10,345,913
Cell 231	9 May 2016	26,444,148	31,917,624
Cell 232	15 October 2018	16,962,044	23,628,718
Cell 233	15 July 2016	37,338,674	44,322,216
Cell 234	10 December 2018	3,893,337	Note 10biii
Cell 235	12 September 2016	7,240,135	Note 10biii
Cell 236	9 January 2019	31,169,695	39,670,520
Cell 237	7 January 2017	1,827,080	2,187,029
Cell 238	7 March 2019	432,205	564,592
Cell 239	7 March 2017	42,278	51,559
Note 10 bi	Maturity Proceeds will be based on 50% x Growth of the FTSE Index + Initial amount invested.		
Note 10 bii	Maturity Proceeds will be based on 50% x Growth of the Halifax House Price Index + Initial amount invested.		
Note 10 biii	Maturity Proceeds will be based on aggregated return of the FTSE Index over the Averaging Periods as defined in the individual term sheets.		

(c) Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in realising assets or otherwise raising funds to meet financial commitments. The only financial commitments of the Company are meeting ongoing expenses and these are met out of monies provided to the Company's Administrator by the Investment Manager.

The Company's liability to Shareholders to meet the redemption amount on Shares of each Cell is matched exactly to the maturity date of the Investments allocated to that Cell. Therefore, the Company as a whole, and each Cell individually, has no liquidity mismatch.

Shareholders will be assured of receiving the Guaranteed Return in respect of their Shareholding on the relevant maturity date only if either:

Guaranteed Investment Products 1 PCC Limited
 NOTES TO THE FINANCIAL STATEMENTS
 FOR THE YEAR ENDED 31 MARCH 2013 (CONTINUED)

10 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

(c) Liquidity Risk (continued)

- i) Santander (UK) plc. satisfies its obligations under the Protected Cell Equity Index Derivative to pay the Company an amount at least equal in aggregate to the Guaranteed Return for their Shares on or around the relevant maturity date; or
- ii) Santander Guarantee Company ("SGC"), a wholly owned direct subsidiary of Santander (UK) plc., satisfies its obligations under the Cell Guarantee Facility Agreement applicable to the Shares on the maturity date if Shareholders do not receive an amount at least equal to the Guaranteed Return in respect of their Shares held until they are redeemed on the maturity date and, if necessary, Santander (UK) plc. satisfies its obligations to SGC under the Conditional Share Subscription Agreement.

If Santander (UK) plc. were to fail to perform its obligations under the terms of the Financial Transactions and SGC were to default under the Cell Guarantee Facility Agreement applicable to the Shares, the Shareholders could lose some or all of their investment.

(d) Capital Management

The investment objective of the Company for each protected cell is to provide holders of Shares, on the relevant maturity date, with a payment per Share which will comprise a guaranteed fixed amount and a capped growth amount depending on the performance of the underlying investment.

The Company has an unlimited life but the Shares for each cell have a fixed maturity date.

11 ONGOING EXPENSES

	Year ended 31 Mar 2013 GBP	Year ended 31 Mar 2012 GBP
Annual Fees	309,435	479,550
Audit Fees	125,400	105,840
Directors' Fees	357,334	347,087
Administration Fees	249,291	266,649
Registrar's Fees	44,942	52,682
Other Sundry Expenses	2,836	4,997
	<hr/>	<hr/>
TOTAL	<u>1,089,238</u>	<u>1,256,805</u>

The ongoing expenses were paid out of monies provided by Santander (UK) plc. which are not assets of the Company.

Guaranteed Investment Products 1 PCC Limited
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2013 (CONTINUED)

12 RELATED PARTY TRANSACTIONS

Anson Fund Managers Limited is the Administrator and Secretary of the Company. John R Le Prevost is a director of Anson Fund Managers Limited and during the year £249,291 (2012: £266,649) of costs were incurred on behalf of the Company, of which £22,275 (2012: £43,101) was owing at the year end in fees to the Administrator.

Anson Registrars Limited is the Registrar of the Company. John R Le Prevost is a director of Anson Registrars Limited and during the year £44,942 (2012: £52,682) of costs were incurred on behalf of the Company, of which £4,424 (2012: £8,760) was owing at the year end in fees to the Registrar.

Mourant Ozannes Securities Limited is the Listing Sponsor of the Company. Gavin Farrell is a director of Mourant Ozannes Securities Limited and during the year £135,600 (2012: £261,200) of costs were incurred on behalf of the Company.

13 SUBSEQUENT EVENTS

Since the end of the period under review, the Company has redeemed 69,503,446 Protected Cell 90 Shares, 35,870,403 Protected Cell 91 Shares and 14,979,445 Protected Cell 94 Shares on 2 April 2013.

On 22 April 2013, the Company redeemed 17,787,139 Protected Cell 21 Shares and 57,676,331 Protected Cell 22 Shares.

On 7 May 2013, the Company redeemed 25,003,783 Protected Cell 99 Shares and 125,620,774 Protected Cell 102 Shares.

On 17 June 2013, the Company redeemed 15,181,252 Protected Cell 26 Shares and 44,213,301 Protected Cell 27 Shares.

On 18 June 2013, the Company redeemed 57,305,612 Protected Cell 107 Shares and 161,525,117 Protected Cell 110 Shares.

On 28 January 2013 Protected Cell 240 and 241 commenced their offer periods which ended on 5 April 2013. The Company allotted and issued 18,773,489 Protected Cell 240 and 5,442,192 Protected Cell 241 Shares.

On 25 February 2013 Protected Cell 242 and 243 Shares commenced their offer periods which ended on 7 June 2013. The Company allotted and issued 8,274,616 Protected Cell 242 and 11,966,257 Protected Cell 243 Shares.

On 1 May 2013 Protected Cell 244 and 245 Shares commenced their offer periods which are due to end on 22 August 2013.

Guaranteed Investment Products 1 PCC Limited
SCHEDULE OF INVESTMENTS
AS AT 31 MARCH 2013

Financial Transactions

	As at 31 March 2013		As at 31 March 2012	
	NOMINAL GBP	VALUATION GBP	NOMINAL GBP	VALUATION GBP
Cell 8	239,959	285,220	239,959	257,114
Cell 10	-	-	13,207,297	16,994,997
Cell 11	-	-	41,005,283	52,136,606
Cell 12	-	-	57,512,070	73,124,338
Cell 13	-	-	11,737,905	14,990,803
Cell 14	-	-	24,783,234	31,651,354
Cell 15	-	-	140,632,418	182,943,935
Cell 16	-	-	104,328,473	135,717,367
Cell 18	-	-	53,570,710	69,855,791
Cell 19	-	-	76,842,233	100,201,677
Cell 21	16,540,261	22,221,473	16,540,261	21,826,598
Cell 22	53,633,220	72,055,040	53,633,220	70,774,626
Cell 24	6,526,871	7,839,751	6,526,871	7,606,227
Cell 25	21,695,893	26,060,023	21,695,893	25,283,767
Cell 26	14,260,616	18,484,692	14,206,616	18,070,244
Cell 27	41,374,807	53,834,115	41,374,807	52,627,092
Cell 29	1,708,725	1,911,603	1,708,725	1,870,015
Cell 30	4,479,120	5,010,926	4,479,120	4,901,910
Cell 31	15,670,217	19,977,939	15,670,217	19,371,382
Cell 32	47,813,208	60,956,996	47,813,208	59,106,261
Cell 34	25,200,583	32,419,680	25,200,583	31,136,992
Cell 35	24,518,545	31,542,261	24,518,545	30,294,288
Cell 36	37,720,313	46,969,430	37,720,313	44,464,126
Cell 37	47,961,658	59,721,980	47,961,658	56,536,467
Cell 39	12,928,259	17,412,662	12,928,259	15,279,359
Cell 40	20,012,169	26,953,756	20,012,169	23,651,531
Cell 42	65,933,245	82,976,881	65,933,245	78,501,268
Cell 43	74,832,929	94,177,118	74,832,929	89,097,386
Cell 45	6,673,882	9,523,623	6,673,882	8,379,982
Cell 46	9,732,848	13,888,765	9,732,848	12,220,937
Cell 48	28,090,835	35,544,665	28,090,835	33,461,538
Cell 49	59,518,562	75,311,657	59,518,562	70,897,949
Cell 51	4,857,085	6,985,904	4,857,085	6,178,475
Cell 52	11,723,956	16,862,466	11,723,956	14,913,506
Cell 53	-	-	67,767,383	84,485,391
Cell 55	39,240,586	52,933,749	39,240,586	49,773,080
Cell 56	105,387,323	142,162,662	105,387,323	133,674,142
Cell 57	-	-	138,656,632	172,908,031
Cell 58	8,495,110	12,834,333	8,495,110	11,553,799
Cell 59	28,595,953	42,027,501	28,595,953	37,834,246
Cell 60	-	-	116,819,463	150,915,725
Cell 61	25,853,287	36,806,507	25,853,287	33,307,554
Cell 62	47,356,390	67,419,796	47,356,390	61,010,637
Cell 63	-	-	64,468,223	86,228,613
Cell 64	5,445,384	7,863,577	5,445,384	7,169,034
Cell 65	10,946,993	15,808,347	10,946,993	14,412,090
Cell 66	-	-	69,150,866	85,572,508

Guaranteed Investment Products 1 PCC Limited
SCHEDULE OF INVESTMENTS
AS AT 31 MARCH 2013

Financial Transactions (continued)

	As at 31 March 2013		As at 31 March 2012	
	NOMINAL GBP	VALUATION GBP	NOMINAL GBP	VALUATION GBP
Cell 67	-	-	33,749,520	42,243,102
Cell 68	5,472,923	7,582,201	5,472,923	6,763,658
Cell 69	15,409,813	21,348,791	15,409,813	19,044,064
Cell 70	17,292,289	22,777,637	17,292,289	20,821,479
Cell 71	35,442,740	46,685,654	35,442,740	42,676,260
Cell 72	-	-	168,137,461	193,355,188
Cell 73	6,433,756	7,522,073	6,433,756	7,096,218
Cell 74	14,072,085	16,452,431	14,072,085	15,520,991
Cell 75	-	-	36,012,881	38,310,222
Cell 76	9,154,502	11,685,943	9,154,502	10,659,066
Cell 77	16,321,481	20,834,766	16,321,481	19,003,955
Cell 78	-	-	107,211,300	121,373,213
Cell 79	26,713,141	33,768,432	26,713,141	30,794,668
Cell 80	43,888,930	55,480,572	43,888,930	50,594,762
Cell 81	59,568,158	79,714,270	59,568,158	71,474,072
Cell 82	83,589,939	111,916,179	83,589,939	100,347,215
Cell 83	6,765,208	7,955,363	6,765,208	7,484,079
Cell 84	10,363,869	12,187,111	10,363,869	11,465,134
Cell 85	-	-	150,703,593	172,798,516
Cell 86	9,628,435	11,940,479	9,628,435	10,874,946
Cell 87	20,057,821	24,874,239	20,057,821	22,654,536
Cell 88	25,208,748	33,389,159	25,208,748	29,852,115
Cell 89	41,159,657	54,516,246	41,159,657	48,741,128
Cell 90	65,986,572	77,843,860	65,986,572	77,809,108
Cell 91	34,550,372	41,250,963	34,550,372	40,156,916
Cell 92	2,517,102	2,958,675	2,517,102	2,773,943
Cell 93	4,681,478	5,502,746	4,681,478	5,159,170
Cell 94	14,172,053	15,428,828	14,172,053	15,362,919
Cell 95	22,715,070	27,966,998	22,715,070	25,634,411
Cell 96	22,756,377	28,017,855	22,756,377	25,681,026
Cell 97	2,901,243	3,452,092	2,901,243	3,230,809
Cell 98	4,011,543	4,773,200	4,011,543	4,467,232
Cell 99	23,678,583	25,976,430	23,678,583	25,813,906
Cell 100	43,958,568	58,421,657	43,958,568	51,985,253
Cell 101	41,388,288	55,005,712	41,388,288	48,945,648
Cell 102	119,992,963	144,325,707	119,992,963	139,099,883
Cell 103	11,719,755	14,198,068	11,719,755	13,157,201
Cell 104	22,797,656	27,618,552	22,797,656	25,593,824
Cell 105	3,127,856	3,767,351	3,127,856	3,537,942
Cell 106	7,210,835	8,685,101	7,210,835	8,156,230
Cell 107	54,358,269	61,190,932	54,358,269	60,216,737
Cell 108	26,952,196	36,278,620	26,952,196	31,950,634
Cell 109	48,016,417	64,631,815	48,016,417	56,921,335
Cell 110	153,707,301	190,211,978	153,707,301	178,969,830
Cell 111	8,020,943	9,742,959	8,020,943	9,012,536
Cell 112	19,674,782	23,898,759	19,674,782	22,107,087
Cell 113	3,015,506	3,584,777	3,015,506	3,352,864
Cell 114	7,477,501	8,794,131	7,477,501	8,225,203

Guaranteed Investment Products 1 PCC Limited
SCHEDULE OF INVESTMENTS
AS AT 31 MARCH 2013

Financial Transactions (continued)

	As at 31 March 2013		As at 31 March 2012	
	NOMINAL GBP	VALUATION GBP	NOMINAL GBP	VALUATION GBP
Cell 115	45,806,845	51,492,880	45,806,845	50,459,933
Cell 116	14,308,943	19,135,644	14,308,943	16,775,130
Cell 117	34,832,659	46,582,432	34,832,659	40,836,166
Cell 118	89,966,179	111,259,277	89,966,179	103,732,942
Cell 119	17,823,633	21,386,836	17,823,633	19,655,703
Cell 120	21,845,899	26,213,212	21,845,899	24,091,412
Cell 121	5,638,674	6,610,595	5,638,674	6,125,573
Cell 122	9,049,632	10,641,228	9,049,632	9,860,478
Cell 123	48,019,830	51,779,467	48,019,830	50,650,921
Cell 124	25,739,734	33,586,228	25,739,734	29,538,947
Cell 125	37,346,592	48,731,317	37,346,592	42,858,990
Cell 126	129,113,510	157,164,074	129,113,510	146,159,622
Cell 127	10,567,288	12,528,594	10,567,288	11,500,920
Cell 128	26,173,587	31,012,472	26,173,587	28,468,633
Cell 129	3,541,025	4,100,731	3,541,025	3,785,233
Cell 130	10,718,532	12,408,510	10,718,532	11,453,835
Cell 131	12,944,979	16,642,271	12,944,979	14,614,648
Cell 132	31,773,461	40,824,447	31,773,461	35,850,572
Cell 133	121,676,091	147,430,287	121,676,091	135,276,765
Cell 134	9,993,571	11,828,437	9,993,571	10,822,105
Cell 135	15,633,452	18,541,026	15,633,452	16,963,604
Cell 136	2,699,269	3,131,027	2,699,269	2,881,279
Cell 137	6,359,389	7,373,061	6,359,389	6,784,947
Cell 138	10,374,577	13,232,269	10,374,577	11,633,933
Cell 139	16,817,323	21,439,195	16,817,323	18,849,539
Cell 140	88,487,040	106,915,814	88,487,040	97,468,612
Cell 141	6,383,386	8,349,766	6,383,386	7,275,843
Cell 142	16,964,001	22,176,929	16,964,001	19,324,596
Cell 143	10,409,600	12,251,421	10,409,600	11,198,467
Cell 144	17,978,118	21,139,786	17,978,118	19,322,918
Cell 145	2,660,004	3,105,596	2,660,004	2,851,735
Cell 146	5,988,701	6,956,455	5,988,701	6,387,813
Cell 147	10,919,005	13,709,995	10,919,005	12,053,668
Cell 148	19,453,711	24,377,061	19,453,711	21,432,028
Cell 149	102,176,043	122,473,619	102,176,043	110,420,353
Cell 150	49,467,246	59,830,448	49,467,246	54,396,670
Cell 151	11,186,297	12,888,633	11,186,297	11,786,706
Cell 152	30,437,404	39,088,478	30,437,404	34,220,244
Cell 153	129,870,725	156,594,701	129,870,725	142,412,332
Cell 154	46,781,427	61,943,636	46,781,427	53,610,233
Cell 155	34,211,860	41,015,398	34,211,860	37,193,135
Cell 156	7,789,097	8,881,316	7,789,097	8,101,018
Cell 157	14,378,057	18,145,858	14,378,057	15,908,254
Cell 158	68,024,110	80,208,937	68,024,110	72,905,533
Cell 159	21,191,058	27,246,727	21,191,058	23,694,275
Cell 160	32,350,911	38,720,676	32,350,911	35,025,797
Cell 161	8,788,390	9,904,818	8,788,390	9,015,830

Guaranteed Investment Products 1 PCC Limited
SCHEDULE OF INVESTMENTS
AS AT 31 MARCH 2013

Financial Transactions (continued)

	As at 31 March 2013		As at 31 March 2012	
	NOMINAL GBP	VALUATION GBP	NOMINAL GBP	VALUATION GBP
Cell 162	16,168,179	20,307,373	16,168,179	17,776,284
Cell 163	84,526,166	99,393,069	84,526,166	91,323,638
Cell 164	18,020,018	22,843,627	18,020,018	19,738,520
Cell 165	39,452,416	45,418,953	39,452,416	41,085,492
Cell 166	7,348,342	8,331,552	7,348,342	7,559,558
Cell 167	13,915,297	16,999,488	13,915,297	14,881,388
Cell 168	79,557,178	92,347,944	79,557,178	84,267,602
Cell 169	15,033,799	18,941,356	15,033,799	16,379,433
Cell 170	27,407,259	30,983,688	27,407,259	27,984,629
Cell 171	4,500,775	5,057,517	4,500,775	4,578,605
Cell 172	9,977,470	12,033,172	9,977,470	10,520,346
Cell 173	2,907,051	3,396,707	2,907,051	3,047,256
Cell 174	74,683,272	85,963,118	74,683,272	78,305,705
Cell 175	9,262,974	11,585,504	9,262,974	9,993,573
Cell 176	17,300,849	19,435,970	17,300,849	17,331,909
Cell 177	8,179,042	9,021,021	8,179,042	8,138,350
Cell 178	3,537,531	3,960,048	3,537,531	3,534,379
Cell 179	10,539,330	12,388,841	10,539,330	10,824,721
Cell 180	83,271,778	94,167,913	83,271,778	85,587,848
Cell 181	9,956,961	12,185,397	9,956,961	10,469,217
Cell 182	11,620,945	12,992,682	11,620,945	11,559,568
Cell 183	1,412,492	1,575,178	1,412,492	1,403,120
Cell 184	8,931,240	10,478,917	8,931,240	8,858,687
Cell 185	62,829,338	69,420,469	62,829,338	62,421,693
Cell 186	3,947,616	4,851,476	3,947,616	4,092,376
Cell 187	3,672,497	4,078,436	3,672,497	3,622,396
Cell 188	3,402,436	3,797,508	3,402,436	3,337,076
Cell 189	30,089,323	31,952,994	30,089,323	29,797,459
Cell 190	23,391,096	25,993,332	23,391,096	23,017,316
Cell 191	4,881,756	5,413,516	4,881,756	4,706,600
Cell 192	12,386,947	13,136,336	12,386,947	12,033,035
Cell 193	3,178,732	3,493,703	3,178,732	3,088,526
Cell 194	1,308,105	1,410,968	1,308,105	1,220,880
Cell 195	6,074,967	6,349,643	6,074,967	5,857,695
Cell 196	5,540,222	6,255,459	5,540,222	5,524,903
Cell 197	1,334,054	1,479,562	1,334,054	1,277,760
Cell 198	10,119,755	10,726,401	10,119,755	9,882,949
Cell 199	7,222,818	8,265,447	7,222,818	7,286,276
Cell 200	9,260,732	9,969,005	9,260,732	9,160,448
Cell 201	10,892,602	12,467,858	10,892,602	11,099,954
Cell 202	9,258,954	10,001,241	9,258,954	9,239,779
Cell 203	3,378,342	3,753,423	3,378,342	3,337,838
Cell 204	3,393,502	3,607,042	3,393,502	3,323,592
Cell 205	9,812,286	10,949,884	9,812,286	9,709,026
Cell 206	6,072,695	6,465,999	6,072,695	5,963,285
Cell 207	3,823,561	4,380,887	3,823,561	3,858,631
Cell 208	2,436,851	2,730,797	2,436,851	2,464,293
Cell 209	6,919,999	7,759,420	6,919,999	6,816,547

Guaranteed Investment Products 1 PCC Limited
SCHEDULE OF INVESTMENTS
AS AT 31 MARCH 2013

Financial Transactions (continued)

	As at 31 March 2013		As at 31 March 2012	
	NOMINAL GBP	VALUATION GBP	NOMINAL GBP	VALUATION GBP
Cell 210	2,082,635	2,333,698	2,082,635	2,106,556
Cell 211	2,715,216	3,082,199	2,715,216	2,704,741
Cell 212	1,781,315	1,960,947	1,781,315	1,777,286
Cell 213	3,645,855	4,050,914	3,645,855	3,508,073
Cell 214	2,347,419	2,516,990	2,347,419	2,275,090
Cell 215	3,825,074	4,211,181	3,825,074	3,692,942
Cell 216	1,905,924	2,029,510	1,905,924	1,832,277
Cell 217	8,910,937	9,551,931	8,910,937	8,659,733
Cell 218	15,522,383	17,202,651	15,522,383	15,065,386
Cell 219	2,005,418	2,133,709	2,005,418	1,930,139
Cell 220	870,506	939,936	870,506	815,885
Cell 221	743,404	796,482	743,404	709,239
Cell 222	2,354,606	2,575,842	2,354,606	2,229,562
Cell 223	3,574,737	3,851,448	3,574,737	3,417,844
Cell 224	5,355,013	6,002,343	-	-
Cell 225	894,379	999,831	-	-
Cell 226	6,726,006	8,103,038	-	-
Cell 227	14,183,479	16,166,592	-	-
Cell 228	4,662,341	5,614,968	-	-
Cell 229	6,034,879	6,837,117	-	-
Cell 230	6,766,908	7,871,170	-	-
Cell 231	25,746,719	28,549,128	-	-
Cell 232	16,364,423	18,364,577	-	-
Cell 233	36,630,159	39,696,318	-	-
Cell 234	3,367,156	3,608,177	-	-
Cell 235	6,915,749	7,245,104	-	-
Cell 236	27,373,162	29,642,380	-	-
Cell 237	1,789,901	1,845,123	-	-
Cell 238	575,794	613,538	-	-
Cell 239	40,373	41,961	-	-
TOTAL	4,653,359,803	5,718,904,639	5,966,230,311	6,918,093,796

Guaranteed Investment Products 1 PCC Limited
DIRECTORS, ADVISORS AND OTHER INFORMATION

DIRECTORS

Gavin J Farrell
John R Le Prevost
Paul J Meader

ADMINISTRATOR AND SECRETARY

Anson Fund Managers Limited
PO Box 405, Anson Place
Mill Court
La Charroterie
St Peter Port
Guernsey
GY1 3GF

**REGISTRAR, TRANSFER AGENT,
PAYING AGENT, RECEIVING AGENT
AND GUARANTEE CLAIMS AGENT**

Anson Registrars Limited
PO Box 426, Anson Place
Mill Court
La Charroterie
St Peter Port
Guernsey
GY1 3WX

SPONSOR OF ADMISSION TO LISTING

Mourant Ozannes Securities Limited
PO Box 186, 1 Le Marchant Street
St Peter Port
Guernsey
GY1 4HP

INVESTMENT MANAGER

Abbey National Treasury Services plc.
2 Triton Square
Regent's Place
London
England
NW1 3AN

MARKETING AGENT

Santander ISA Managers Limited
287 St Vincent Street
Glasgow
Scotland
G2 5NB

Guaranteed Investment Products 1 PCC Limited

DIRECTORS, ADVISORS AND OTHER INFORMATION - continued

GUARANTOR

Santander Guarantee Company
2 Triton Square
Regent's Place
London
England
NW1 3AN

AUDITORS

Ernst & Young LLP
PO Box 9, Royal Chambers
St Julian's Avenue
St Peter Port
Guernsey
GY1 4AF

SOLICITORS TO THE COMPANY (as to English Law)

Allen & Overy LLP
One Bishops Square
London
England
E1 6AD

ADVOCATES TO THE COMPANY (as to Guernsey Law)

Mourant Ozannes
PO Box 186, 1 Le Marchant Street
St Peter Port
Guernsey
GY1 4HP

REGISTERED OFFICE

Anson Place
Mill Court
La Charroterie
St Peter Port
Guernsey
GY1 1EJ

SECTION F

INFORMATION ON SANTANDER UK PLC, ABBEY NATIONAL TREASURY SERVICES PLC, SANTANDER GUARANTEE COMPANY AND SANTANDER ISA MANAGERS LIMITED

MATERIAL CONTRACTS

In addition to those Material Contracts specified on pages 111 to 119 of the Registration Document that are applicable to the Cell Shares, the Guarantor has entered into the Charge Agreement and Deed of Guarantee described below.

Deed of Guarantee

Santander Guarantee Company entered into a Deed of Guarantee on or around 12 July 2013 which sets out the obligations of Santander Guarantee Company under the Cell Guarantee applicable to the Cell Shares and the terms and conditions of such Cell Guarantee as described more fully under the sub-section headed "Cell Guarantee" in Section C of this Securities Note. The Deed of Guarantee is constituted by the execution of the Series Deed.

Charge Agreement

The Company and Santander Guarantee Company entered into a Charge Agreement on or around 12 July 2013 over the Charged Assets as described more fully in Section D of this Securities Note. The Charge Agreement is constituted by the execution of the Series Deed.

FINANCIAL INFORMATION

On 15 March 2013 Santander UK plc published its Annual Report and Accounts for the year ended 31 December 2012, incorporating:

- (a) its audited consolidated annual financial statements and auditors report for the financial year ended 31 December 2012, which appears on pages 199 to 309 thereof;
- (b) its audited Risk Management Report which appears on pages 62 to 162 thereof, except as marked unaudited in the Non-Financial Risks sections on pages 135 to 139 and on pages 63, 70, 71, 73, 119 and 120 thereof;
- (c) its audited information in the "Director's Report" on pages 184 and 185 thereof;
- (d) the section entitled "UK Government Schemes" on pages 57 to 58 thereof; and
- (e) the section entitled "Material Contracts" on page 326 thereof,

(the "**Santander UK plc Financial Information**").

On 19 March 2013 Abbey National Treasury Services plc published its Annual Report and Accounts for the year ended 31 December 2012, incorporating:

- (a) its audited consolidated annual financial statements and auditors report for the financial year ended 31 December 2012, which appears on pages 110 to 189 thereof;

- (b) its audited Risk Management Report which appears on pages 28 to 98 thereof, except as marked unaudited in the Non-Financial Risks sections on pages 79 to 83 and on pages 29, 36, 38, 39, 65 and 66 thereof;
 - (c) the section entitled "Sources and uses of funding and liquidity" on page 25 thereof; and
 - (d) the section entitled "Material Contracts" on page 206 thereof,
- (the "**ANTS Financial Information**").

The Santander UK plc Financial Information and the ANTS Financial Information have been filed with the FCA by being submitted to the National Storage Mechanism and are hereby incorporated by reference and are available for inspection at the address referred to in Part J of the Registration Document and include, on the pages specified in the table below, the following information:

Nature of Information	Santander UK plc	Abbey National Treasury Services plc
	Financial year ended 31 December 2012	Financial year ended 31 December 2012
	Page	Page
Consolidated Balance Sheet	202	113
Consolidated Income Statement	201	112
Consolidated Cashflow Statement	204	114
Accounting Policies and Explanatory Notes	208	118
Statement that the accounts have been audited and auditors' opinion	200	111

There has been no significant change in the financial or trading position of each of Abbey National Treasury Services plc and its subsidiaries since 31 December 2012 (being the date to which the most recent financial information was prepared).

There has been no material adverse change in the prospects of Santander UK plc or Abbey National Treasury Services plc since 31 December 2012 (being the date to which the most recent audited financial information was prepared).

On 15 March 2013 the Guarantor approved its Annual Report and Accounts, incorporating its audited annual financial statements for the financial year ended 31 December 2012 (as set out in the Securities Note in respect of Cell 244, dated 3 May 2013) (the "**SGC Financial Information**").

The SGC Financial Information is available for inspection at the address referred to in Part J of the Registration Document and includes, on the pages specified in the table below, the following information:

**Santander Guarantee
Company**

**Financial Year ended
31 December 2012**

Nature of Information	Page
Balance Sheet	5
Income Statement	4
Cashflow Statement	4
Accounting Policies and Explanatory Notes	6
Statement that the accounts have been audited and auditors' opinion	3

There has been no significant change in the financial or trading position of the Guarantor since 31 December 2012 (being the date to which the most recent financial information was prepared).

On 25 April 2013, Santander UK plc published its unaudited quarterly management statement for the quarter ended 31 March 2013 (the "**Quarterly Management Statement**"). The following sections of the Quarterly Management Statement are hereby incorporated by reference.

- (a) the unaudited interim financial statements of Santander UK plc appearing on pages 14-15 thereof (inclusive); and
- (b) the section entitled "Income statement analysis (Q1'13 compared to Q1'12)" on page 5 thereof.

The Quarterly Management Statement has been filed with the FCA by being submitted to the National Storage Mechanism and is available for inspection at the address referred to in Part J of the Registration Document.

There has been no significant change in the financial or trading position of each of Santander UK plc and its subsidiaries since 31 March 2013 (being the date to which the most recent unaudited interim financial information was prepared).

INFORMATION ON SANTANDER UK PLC

Directors of Santander UK plc

The following information supersedes and replaces the information contained in Section 6.1 of Part F of the Registration Document forming a part of this Prospectus under the heading "*Other principal activities*" relating to Ana Botín:

<u>Position</u>	<u>Name</u>	<u>Other principal activities</u>
Executive Director and Chief Executive Officer	Ana Botín	Executive Director of Banco Santander, S.A.; President of Ingeniería de Software

<i>Position</i>	<i>Name</i>	<i>Other principal activities</i>
		Bancario, S.L.; Trustee of Marclino Botín Foundation; Vice Chairperson of Empresa y Crecimiento Foundation; Member of Trilateral Commission; Member of Conocimiento y Desarrollo Foundation; Member of the International Advisory Board of the NYSE; Member of the International Advisory Board of the Inter-American Development Bank; Trustee of the Mayor's Fund for London; Member of the Empieza por Educar Foundation; Member of Advisory Board, Deusto Business School; Member of Advisory Board, INSEAD; Member of Advisory Board, Georgetown University; and Member of Advisory Board, Said Business School;

The following information supersedes and replaces the information contained in Section 6.1 of Part F of the Registration Document forming a part of this Prospectus under the heading "*Other principal activities*" relating to José María Carballo:

<i>Position</i>	<i>Name</i>	<i>Other principal activities</i>
Non-Executive Directors	José María Carballo	Chairman of La Unión Résinera Española; Chairman of Vista Desarrollo; Director of Vista Capital Expansion S.A. S.G.E.C.R.; Director of Santander Real Estate, S.A.; Director of Docout S.A; Director of Santander Banif Inmobiliarios F.I.I.; Director of Teleférico Pico del Teide S.A.; and Member of the Iberoamerican Benevolent Society

The following information supersedes and replaces the information contained in Section 6.1 of Part F of the Registration Document forming a part of this Prospectus under the heading "*Other principal activities*" relating to Bruce Carnegie-Brown:

<i>Position</i>	<i>Name</i>	<i>Other principal activities</i>
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Non-Executive Directors	Bruce Carnegie-Brown	Chairman of Aon UK Limited; Senior Independent Director of Close Brothers Group plc; Senior Independent Director of Catlin Group Limited; and Non-Executive Director of Moneysupermarket.com Group plc
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The following information supersedes and replaces the information contained in Section 6.1 of Part F of the Registration Document forming a part of this Prospectus under the heading "*Other principal activities*" relating to Lord Terence Burns:

<i>Position</i>	<i>Name</i>	<i>Other principal activities</i>
Chairman	Lord Terence Burns	Non-Executive Director of Banco Santander, S.A.; Chairman of Channel 4 Television Corporation; Member of House of Lords; Chairman of the Royal Academy of Music's Governing Body; Member of the Whistleblowing Commission; Fellow of the London Business School; Companion of the Institute of Management; and Non- Executive Member of the Office of Budget Responsibility.

The following information supersedes and replaces the information contained in Section 6.1 of Part F of the Registration Document forming a part of this Prospectus under the heading "*Other principal activities*" relating to Rosemary Thorne:

<i>Position</i>	<i>Name</i>	<i>Other principal activities</i>
Non-Executive Directors	Rosemary Thorne	Non-Executive Director of Smurfitt Kappa Group plc.

The following information supersedes and replaces the information contained in Section 6.1 of Part F of the Registration Document forming a part of this Prospectus under the heading "*Other principal activities*" relating to Steve Pateman:

<i>Position</i>	<i>Name</i>	<i>Other principal activities</i>
Executive Director and Head of UK Banking	Stephen Pateman	Director of Abbey National Treasury Services plc;

Director of Mitre Capital Partners Limited; and
Director of Liquidity Limited;

The following information supersedes and replaces the information contained in Section 6.1 of Part F of the Registration Document forming a part of this Prospectus under the heading "*Other principal activities*" relating to Jose María Nus:

<i>Position</i>	<i>Name</i>	<i>Other principal activities</i>
Executive Director and Chief Risk Officer	Jose María Nus	Director of Unitaria Inmobiliaria, S.A.; Member of Banesto Foundation; Member of Spanish Governmental Observatory for Multi-nationals;and Member of Catalan Economic Society.

INFORMATION ON ABBEY NATIONAL TREASURY SERVICES PLC

Directors of Abbey National Treasury Services plc

Justo Gomez was appointed to the board of directors of Abbey National Treasury Services plc with effect from 7 March 2013.

Information about Abbey National Treasury Services plc

Paragraph 2.1 of Part G (*Information on Abbey National Treasury Services plc*) of the Registration Document forming a part of this Prospectus is deleted in its entirety and replaced with the following:

"2.1 Abbey National Treasury Services plc is a public limited liability company incorporated and registered in England and Wales under the Companies Act 1985. Abbey National Treasury Services plc was incorporated on 24 January 1989 with registered number 2338548 and is authorised by the PRA and regulated by the FCA and the PRA."

Information about the Investment Manager

The first, second and third paragraphs of the section headed "*Investment Manager*" in the section headed "*Management and Administration of the Company*" in Part A (*Information on the Company*) of the Registration Document forming a part of this Prospectus are deleted in their entirety and replaced with the following:

"Subject to the overall policy, control and supervision of the Board of Directors, the Directors have appointed Abbey National Treasury Services plc as Investment Manager under the Investment Management Agreement to recommend and give such advice to the Company as it may from time to time request in connection with the investment and reinvestment of the assets of each Cell of the Company in accordance with the investment objective of the relevant Cell. The Company acting by its Board of Directors retains, at all times, overall control of the investment objectives and policy of the Company and each Cell, and conduct its portfolio and risk management. The Investment Manager does not have discretion to enter into transactions on behalf of the Company.

The Investment Manager, which is regulated by the FCA and the PRA, is a wholly-owned subsidiary of Santander UK plc. The Investment Manager performs or has performed a role similar to that which it will undertake for the Company in relation to more than 300 fixed term, defined return, investment funds subject

to regulation by the Irish Financial Services Regulatory Authority (now known as the Central Bank of Ireland) and referable to share issues by Irish companies listed on the Irish Stock Exchange and marketed to UK investors.

The Investment Manager, registered in England and Wales under registered number 02338548, was incorporated on 24 January 1989 and has an indefinite life. The Investment Manager is incorporated in England and Wales as a public company limited by shares.

The Company acting by its directors for each Cell of the Company will, following receipt of advice from the Investment Manager, invest in assets which are intended to produce returns sufficient to enable the Company to pay the Investment Returns on the Shares issued in respect of the relevant Cell and will not seek to generate higher returns for Shareholders. Further details of the Investment Manager's role, and details of the Investment Management Agreement, are set out in paragraph 7.3 of Part D of this document. The Investment Manager will not be obliged to make good any deficit in the Investment Returns receivable by Shareholders in respect of any Cell irrespective of the reason for such deficit."

Information about the Determination Agent

The second paragraph of the section headed "*Conflicts of Interest*" in Part A (*Information on the Company*) of the Registration Document forming a part of this Prospectus is deleted in its entirety and replaced with the following:

"The Determination Agent may have potential conflicts of interest between its role as Determination Agent and acting in its capacities as Investment Counterparty and Market Maker. The Determination Agent will have regard to its obligations to act in accordance with the rules of the FCA, the PRA and any other regulatory regime to which it is subject and its obligations to other clients. In the event that such conflicts do arise, the Determination Agent shall use its reasonable endeavours to procure that any such conflicts of interest are resolved fairly (having regard to its and/or its Affiliates' respective obligations and duties) and to ensure that the interests of the Company and the Shareholders are not unfairly prejudiced. However, where any such conflict is resolved in this way, such resolution may be adverse to the Company, the relevant Cell and the relevant Shareholders or to the interests of the Company, the relevant Cell and the relevant Shareholders."

INFORMATION ON SANTANDER ISA MANAGERS LIMITED

Information about the Marketing Manager

The second paragraph of the section headed "*Marketing Manager*" in the section headed "*Management and Administration of the Company*" in Part A (*Information on the Company*) of the Registration Document forming a part of this Prospectus is deleted in its entirety and replaced with the following:

"Santander ISA Managers Limited is authorised and regulated by the FCA in the United Kingdom. The Company may appoint other persons to act as marketing manager in relation to Shares issued in respect of particular Cells, in association with and as authorised by the Company."

SECTION G

FEES AND EXPENSES

Investment Manager

In respect of the Protected Cell, the Investment Manager shall be entitled to be paid a fee by the Company in respect of the Protected Cell not exceeding 1 per cent. of an amount equal to the number of Cell Shares in issue on the Investment Date multiplied by £1.

Marketing Manager

In respect of its activities in marketing the Cell Shares to investors in the UK, the Marketing Manager will be entitled to be paid a fee by the Company in respect of the Protected Cell not exceeding 4 per cent. of an amount equal to the number of Cell Shares in issue on the Investment Date multiplied by £1.

Directors' Fees

Gavin John Farrell and John Reginald Le Prevost will be entitled to be paid a fee of £500 per annum in respect of the Protected Cell. Paul Jonathan Meader will be entitled to be paid a fee of £250 per annum in respect of the Protected Cell. The Investment Manager has agreed to pay this fee out of the proceeds it receives under the terms of the Investment Management Agreement.

Estimate of Expenses

Based on an estimated issue size of £13,000,000 for the Protected Cell, the total estimated costs and expenses (including VAT, where relevant) of and incidental to the Issue of Cell Shares would be, in aggregate, approximately £342,600 and the estimated Net Issue Proceeds for the Protected Cell would be approximately £12,657,400. The Net Issue Proceeds for the Protected Cell will be applied as described under the sub-section headed "Investment Policy and Redemption" in Section B of this Securities Note.

CAPITALISATION AND INDEBTEDNESS

The following table shows the Company's unaudited gross indebtedness as at 9 July 2013. The information below has been extracted without material adjustment from internal management accounting records:

	£'000
Total current debt	
Guaranteed	0
Secured	0
Unguaranteed/Unsecured	0
	<hr/> 0 <hr/>
Total non-current debt (excluding current portion of non-current debt)	
Guaranteed	0
Secured	0
Unguaranteed/Unsecured	0
	<hr/> 0 <hr/>

The following table shows the capitalisation of the Company as at 31 March 2013. The information has been sourced from the Company's audited annual financial statements for the financial year ended 31 March 2013:

	£'000
Shareholders' equity	
Share capital ¹	4,912,618
Legal reserve	0
Other reserves	884,851
Total	5,797,469

Notes:

1. While IAS 32 interprets the share capital and share premium as debt, they represent the equity securities admitted under the Listing Rules of the Channel Islands Stock Exchange. Therefore they are classified under Shareholders' Equity in the above statement of Capitalisation and Indebtedness.

The following table shows the capitalisation of the Company as at 9 July 2013. The information has been extracted without material adjustment from internal management accounting records:

	£'000
Shareholders' equity	
Share capital ¹	4,317,971
Legal reserve	0
Other reserves	799,453
Total	5,117,425

Notes:

1. While IAS 32 interprets the share capital and share premium as debt, they represent the equity securities admitted under the Listing Rules of the Channel Islands Stock Exchange. Therefore they are classified under Shareholders' Equity in the above statement of Capitalisation and Indebtedness.

As at 9 July 2013 the Company has no indirect or contingent indebtedness.

The following table shows the Company's unaudited net indebtedness as at 9 July 2013. The information below has been extracted without material adjustment from internal management accounting records:

	£'000
A. Cash	1,413
B. Cash equivalent	0
C. Trading securities	0
D. Liquidity (A + B + C)	<u>1,413</u>
E. Current financial receivable	
F. Current bank debt	0
G. Current position of non-current debt	0
H. Other current financial debt	0
I. Current financial debt (F + G + H)	<u>0</u>
J. Net current financial (indebtedness)/cash (I - D)	<u>1,413</u>
K. Non-current bank loans	0
L. Bonds issued	0
M. Other non-current loans	0
N. Non-current financial (indebtedness)/cash (K + L + M)	<u>0</u>
O. Net financial indebtedness (J + N)	<u>1,413</u>

WORKING CAPITAL

The Company is of the opinion that the working capital available to the Company is sufficient for its present requirements, that is for at least the next twelve months from the date of this document.

AVAILABILITY OF THE PROSPECTUS

In addition to the documents set out in Part J of the Registration Document, a copy of this Securities Note, the Summary and any supplement thereto will also be made available at the address specified therein. Further copies of the Registration Document, Securities Note, Summary and any supplement thereto will also be available on the website of the Company at <http://www.anson-group.com/GIPL/GIP1PCCL.html>.

SECTION I
DEFINITIONS

The definitions set out below apply to the Protected Cell and to the Cell Shares, unless the context otherwise requires. Any definitions set out on pages 21 to 31 of the Registration Document which are not set out in this document will also apply to the Protected Cell and to the Cell Shares. In the event of any inconsistency between a definition in the Registration Document and the definition specified below, the definition specified below will prevail in relation to the Protected Cell, the Cell Shares and the Offer of the Cell Shares.

All references to time in this Securities Note are to time in Guernsey.

"Admission"	admission of the Cell Shares to the Official List of, and to trading on, the Channel Islands Stock Exchange
"Cell Shares"	the participating redeemable preference shares of 0.0001p each issued by the Company in respect of the Protected Cell (which may also be referred to as the "Protected Cell 246 Cell Shares")
"Closing Date"	4 October 2013
"Company"	Guaranteed Investment Products 1 PCC Limited.
"Date of Subscription"	<p>the date on which an application for the subscription of Cell Shares and the payment of the Issue Price shall be deemed to be made by the investor and received by the Company which shall be determined as follows:</p> <ul style="list-style-type: none">(i) An application received by or on behalf of the Company on or prior to 2:30 p.m. on a Business Day during the Offer Period (save for the Closing Date) shall be treated as being received on the same day; and(ii) An application received by or on behalf of the Company after 2:30 p.m. on a Business Day, or on a day which is not a Business Day, during the Offer Period shall be treated as being received on the next following Business Day, provided that the Directors shall be entitled not to accept applications received after 12.00 noon on the Closing Date
"Derivatives"	any transaction between the Company and an Investment Counterparty which is a forward transaction, a term loan agreement governed by an ISDA master agreement, rate swap transaction, zero coupon swap, basis swap, forward rate transaction, equity swap, index swap, equity option, index option, bond option, interest rate option, foreign exchange transaction, cap transaction, floor transaction, collar transaction, currency swap transaction, cross currency rate swap transaction, currency option, credit derivative or any other similar transaction or any combination of such transactions
"Determination Agency Agreement"	a determination agency agreement dated 12 July 2013 entered into between the Company for and on behalf of the Protected Cell and the

Determination Agent. The Determination Agency Agreement is constituted by the execution of the Series Deed for the Protected Cell

"Drawdown Cut-off Date"	the date falling 21 Business Days following the Investment Date
"Drawdown Date"	the first Business Day (if any) in the period from, and including, the Investment Date to, and including, the Drawdown Cut-off Date on which the Term Loan Conditions Precedent have been satisfied or waived by the Company in accordance with the terms of the Term Loan Agreement.
"Forward Cash Settlement Amount"	means the amount payable on the Maturity Date under the terms of the Forward Transaction
"Forward Transaction"	a share forward transaction dated 12 July 2013 entered into between the Company for and on behalf of the Protected Cell and the Investment Counterparty. The confirmation in respect of the Forward Transaction is constituted by the execution of the Series Deed for the Protected Cell and forms part of, and supplements, the ISDA Master Agreement
"Gross Issue Proceeds"	the Original Subscription Proceeds, and any interest earned from placing the Original Subscription Proceeds on deposit in the Company's bank account with the Royal Bank of Scotland International Limited (Guernsey Branch) during the Offer Period
"Investment Counterparty"	Abbey National Treasury Services plc (or any other party to a Plan Investment, save for the Company)
"ISDA Master Agreement"	a master agreement dated 12 July 2013 entered into between the Company for the Protected Cell and the Investment Counterparty constituted by the execution of the Series Deed, in the form of the Master Agreement Master Terms as amended and/or supplemented by the Series Deed
"Issue"	the issue of Cell Shares pursuant to the Offer for Subscription for such Cell Shares
"Issue Price"	a range of prices between £0.9989 and £1.00 per Cell Share as set out in the sub-section headed "Issue Price" under the section headed "Information on the Offer" in this Securities Note
"Master Agreement Master Terms"	the standard Master Agreement Master Terms (November 2012 Edition) under which the Company and the Investment Counterparty expect to enter into derivative transactions in respect of the Protected Cell except to the extent amended and/or supplemented in the relevant Series Deed and which are based on the 1992 International Swaps and Derivatives Association's Multicurrency Cross-Border Agreement
"Net Issue Proceeds"	the Gross Issue Proceeds less the Investment Manager's fee and the Marketing Manager's fee payable by the Company in respect of the Protected Cell as set out in the section headed "Fees and Expenses" of this Securities Note
"Offer" or "Offer for Subscription"	the offer for subscription of Cell Shares on the terms set out in the Prospectus

"Offer Period"	the period from, and including, 15 July 2013 to, and including, the Closing Date (pursuant to the terms set out in the Prospectus)
"Original Subscription Proceeds"	the aggregate amount paid to the Company during the Offer Period by way of subscriptions for the Cell Shares under the Offer
"Plan Investments"	comprise the Term Loan Agreement and the Forward Transaction (and any other notes, securities, investments or assets acquired by the Company for the Protected Cell prior to the Maturity Date with the proceeds of any Plan Investment)
"Prospectus"	together the Registration Document, the Summary and this Securities Note, including any supplement thereto published, from time to time, by the Company
"Protected Cell"	Protected Cell 246, being a protected cell in the Company established in accordance with the laws of Guernsey and the Company's memorandum and articles of association
"Registration Document"	the registration document issued by the Company dated 18 January 2013
"Securities Note"	this document, as amended or supplemented from time to time
"Series Deed"	means the deed dated 12 July 2013 entered into between the Company acting on behalf of the Protected Cell, the Investment Counterparty, the Guarantor and the Determination Agent the execution of which constitutes, amongst other things, the ISDA Master Agreement, the Forward Transaction, the Term Loan Agreement, the Deed of Guarantee, the Charge Agreement and the Determination Agency Agreement in respect of the Cell Shares
"Shareholders"	holders of the Cell Shares
"Summary"	the summary document in respect of the Company and the Offer issued by the Company on 12 July 2013
"Term Loan Agreement"	a term loan agreement dated 12 July 2013 entered into between the Company for and on behalf of the Protected Cell and the Investment Counterparty. The Term Loan Agreement is constituted by the execution of the Series Deed for the Protected Cell and forms part of, and supplements, the ISDA Master Agreement
"Term Loan Conditions Precedent"	each of the following conditions: <ul style="list-style-type: none"> (a) the Prospectus has been approved by the UKLA and filed with the GFSC; (b) the Cell Shares issued in respect of the Protected Cell are admitted to the Official List of the Channel Islands Stock Exchange; (c) the Guarantor has executed the Cell Guarantee in respect of the Guaranteed Return payable in respect of the Cell Shares;

- (d) the Company acting for and on behalf of the Cell and the Investment Counterparty have executed the Forward Transaction Confirmation;
- (e) the number of Cell Shares in issue on the Investment Date equals or exceeds 10,000; and
- (f) the Company acting for and on behalf of the Cell has access to a readily available amount in GBP equal to the Net Issue Proceeds that the Company acting for and on behalf of the Cell is able to lend to the Investment Counterparty on such date.

The Company acting for and on behalf of the Cell does not have the ability to waive the satisfaction of sub-paragraph (f) above under the Term Loan Agreement.

SECTION J

DIRECTORS AND ADVISERS

Directors

Gavin John Farrell
John Reginald Le Prevost
Paul Jonathan Meader
All of the Directors are non-executive

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12 July 2013

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