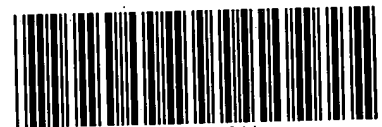


Registration number: 3145691

Hamptons Group Limited  
Annual Report and Financial Statements  
for the Year Ended 31 December 2015

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**Hamptons Group Limited**  
**(Registration number: 3145691)**

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**Hamptons Group Limited**  
**(Registration number: 3145691)**

**Company Information**

<b>Directors</b>	J Clarke G R Bell
<b>Company secretary</b>	Oakwood Corporate Secretary Limited G R Williams
<b>Registered office</b>	United Kingdom House, 180 Oxford Street, London W1D 1NN
<b>Independent auditors</b>	PricewaterhouseCoopers LLP 1 Embankment Place London WC2N 6RH

**Hamptons Group Limited**  
**(Registration number: 3145691)**

**Strategic Report for the Year Ended 31 December 2015**

The directors present their Strategic Report for the year ended 31 December 2015.

**Business review**

The company continued to act as the holding company for a group of companies providing estate agency and related services.

The company will remain as a holding company with no further transactions planned going forward.

**Key performance indicators**

Given the nature of the company's activities, the directors believe that key performance indicators are not necessary or appropriate for an understanding of the company's specific development, performance or the position of its business.

**Principal risks and uncertainties**

As the company does not trade, there are no principal risks other than those which affect the Countrywide group as a whole. These risks have been set out in the Countrywide plc financial statements which are publically available.

Approved by the Board on 24 May 2016 and signed on its behalf by:



.....  
J. Clarke  
Director

**Hamptons Group Limited**  
**(Registration number: 3145691)**

**Directors' Report for the Year Ended 31 December 2015**

The directors present their report and the audited financial statements for the year ended 31 December 2015. This report has been prepared in accordance with the special provisions relating to small companies within part 15 of the Companies Act 2006.

**Principal activities and future developments**

The company is as a holding company for a group of companies providing estate agency and related services. There have been no changes in the company's activities in the year under review and no future change in activity is anticipated.

**Dividends**

A dividend of £nil was paid during financial the year (2014: £13,339,000). The directors do not recommend a final dividend payment to be made in respect of the financial year (2014: £nil).

**Directors of the company**

The directors of the company who were in office during the year and up to the date of signing the financial statements were:

J Clarke

G R Bell (appointed 2 October 2015)

P L Creffield (resigned 2 October 2015)

A R North (resigned 18 August 2015)

**Financial risk management**

The directors consider that the financial risks are the same as those that are relevant to the group. Accordingly these have been disclosed in the Countrywide plc financial statements.

**Going concern**

The directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future and therefore continue to adopt the going concern basis in preparing the financial statements.

**Directors' liabilities**

The company has made qualifying third party indemnity provisions (as defined in the Companies Act 2006) for the benefit of its directors during the year. These provisions were in force during the financial year and remain in force at the date of this report.

**Hamptons Group Limited**  
**(Registration number: 3145691)**

**Directors' Report for the Year Ended 31 December 2015 (continued)**

**Statement of directors' responsibilities**

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 101 Reduced Disclosure Framework (FRS 101).

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable United Kingdom Accounting Standards, including FRS 101 have been followed, subject to any material departures disclosed and explained in the financial statements;
- notify its shareholders in writing about the use of disclosure exemptions, if any, of FRS 101 used in the preparation of financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are responsible for the maintenance and integrity of the company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

**Disclosure of information to the auditors**

All directors at the date of approval of the Directors' Report confirm that:

- as far as the directors are aware, there is no relevant audit information of which the Company's auditor is unaware; and
- the directors have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

**Hamptons Group Limited**  
**(Registration number: 3145691)**

**Directors' Report for the Year Ended 31 December 2015 (continued)**

**Independent auditors**

The auditor, PricewaterhouseCoopers LLP, has indicated its willingness to continue in office and a resolution to reappoint will be proposed at the Annual General Meeting.

Approved by the Board on 24 May 2016 and signed on its behalf by:



.....  
J Clarke

Director

**Hamptons Group Limited**  
**(Registration number: 3145691)**

**Independent auditors' report to the members of Hamptons Group Limited**

In our opinion, Hamptons Group Limited's financial statements (the "financial statements"):

- give a true and fair view of the state of the company's affairs as at 31 December 2015 and of its result for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

**What we have audited**

The financial statements, included within the Directors' Report and Financial Statements (the "Annual Report"), comprise:

- the Balance Sheet as at 31 December 2015;
- the Income Statement for the year then ended;
- the Statement of Changes in Equity for the year then ended;
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

The financial reporting framework that has been applied in the preparation of the financial statements is United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law (United Kingdom Generally Accepted Accounting Practice).

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

**Opinion on other matter prescribed by the Companies Act 2006**

In our opinion, the information given in the Strategic and Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

**Other matters on which we are required to report by exception**

**Adequacy of accounting records and information and explanations received**

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

- we have not received all the information and explanations we require for our audit; or
- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

**Directors' remuneration**

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.



**Hamptons Group Limited**  
**(Registration number: 3145691)**

**Independent auditors' report to the members of Hamptons Group Limited (continued)**

**Responsibilities for the financial statements and the audit**

**Our responsibilities and those of the directors**

As explained more fully in the the Statement of directors' responsibilities set out on page 4, 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) ("ISAs (UK & Ireland)"). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

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

**What an audit of financial statements involves**

We conducted our audit in accordance with ISAs (UK & Ireland). 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.

We primarily focus our work in these areas by assessing the directors' judgements against available evidence, forming our own judgements, and evaluating the disclosures in the financial statements.

We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

In addition, we read all the financial and non-financial information in the Annual Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.



Christopher Burns (Senior Statutory Auditor)  
for and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
London  
25 May 2016

**Hamptons Group Limited**  
**(Registration number: 3145691)**

**Income Statement for the Year Ended 31 December 2015**

	Note	2015 £'000	2014 £'000
Other income	4	-	13,339
Result/profit for the year		-	13,339

The above results were derived from continuing operations.

A statement of comprehensive income has not been prepared as there was no other comprehensive income for the year other than that included in the results above.

The notes on pages 11 to 17 form an integral part of these financial statements.

**Hamptons Group Limited**  
(Registration number: 3145691)

**Balance Sheet as at 31 December 2015**

	Note	2015 £'000	2014 £'000
<b>Fixed assets</b>			
Investments in subsidiaries	8	3,171	3,171
<b>Current assets</b>			
Trade and other receivables	9	6,441	6,441
<b>Creditors: Amounts falling due within one year</b>			
Trade and other payables	10	(72)	(72)
Net current assets		6,369	6,369
Net assets		9,540	9,540
<b>Capital and reserves</b>			
Share capital	11	114	114
Share premium		3,937	3,937
Capital redemption reserve		2,369	2,369
Profit and loss account		3,120	3,120
Total shareholders' funds		9,540	9,540

The financial statements on pages 8 to 17 were approved by the Board and signed on its behalf by:

.....  
J Clarke  
Director

24 May 2016

The notes on pages 11 to 17 form an integral part of these financial statements.

**Hamptons Group Limited**  
**(Registration number: 3145691)**

**Statement of Changes in Equity for the Year Ended 31 December 2015**

	Share capital £'000	Share premium £'000	Capital redemption reserve £'000	Profit and loss account £'000	Total £ 000
<b>At 1 January 2014</b>	114	3,937	2,369	3,120	9,540
Profit for the year	-	-	-	13,339	13,339
Total comprehensive income	-	-	-	13,339	13,339
Dividends	-	-	-	(13,339)	(13,339)
<b>At 31 December 2014</b>	114	3,937	2,369	3,120	9,540
Total comprehensive income	-	-	-	-	-
<b>At 31 December 2015</b>	114	3,937	2,369	3,120	9,540

The notes on pages 11 to 17 form an integral part of these financial statements.

**Hamptons Group Limited**  
**(Registration number: 3145691)**

**Notes to the Financial Statements for the Year Ended 31 December 2015**

**1 General information**

Hamptons Group Limited ('the company') is a holding company for a group of companies providing estate agency and related services.

The company is a private company limited by share capital which is incorporated and domiciled in UK.

**2 Summary of significant accounting policies**

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

**Basis of preparation**

The financial statements of the company have been prepared in accordance with Financial Reporting Standard 101, 'Reduced Disclosure Framework' (FRS 101). The financial statements have been prepared under the historical cost convention and in accordance with the Companies Act 2006.

The preparation of financial statements in accordance with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 3.

These are the first financial statements of the company prepared in accordance with FRS 101. The company's date of transition to FRS 101 is 1 January 2014. The company has notified its shareholders in writing about, and they do not object to, the use of the disclosure exemption used by the company in these financial statements.

FRS 101 sets out amendments to EU adopted IFRS that are necessary to achieve compliance with the Companies Act 2006 and related regulations. Note 15 gives details of the impact of these amendments to the company's previously adopted accounting policies in accordance with FRS 101.

Countrywide plc, the company's ultimate holding company in the United Kingdom, produces a consolidated cash flow statement and is included in the consolidated financial statements. Consequently the company has taken advantage of the exemption not to produce its own cash flow statement.

**Hamptons Group Limited**  
**(Registration number: 3145691)**

**Notes to the Financial Statements for the Year Ended 31 December 2015 (continued)**

**2 Summary of significant accounting policies (continued)**

**Summary of disclosure exemptions**

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

- Paragraph 38 of IAS 1, 'Presentation of financial statements' comparative information requirements in respect of:

(i) paragraph 79(a)(iv) of IAS 1

- The following paragraphs of IAS 1, 'Presentation of financial statements':

(i) 10(d), (statement of cash flows)

(ii) 10 (f) (a statement of financial position as at the beginning of the preceding period when an entity applies an accounting policy retrospectively or makes a retrospective restatement of items in its financial statements, or when it reclassifies items in its financial statements)

(iii) 16 (statement of compliance with all IFRS)

(iv) 38A (requirement for minimum of two primary statements, including cash flow statements)

(v) 38B-D (additional comparative information)

(vi) 40A-D (requirements for a third statement of financial position)

(vii) 111 (cash flow statement information)

(viii) 134-136 (capital management disclosures)

- IAS 7, 'Statement of cash flows';

- Paragraph 30 and 31 of IAS 8, 'Accounting policies, changes in accounting estimates and errors (requirement for the disclosure of information when an entity has not applied a new IFRS that has been issued but is not yet effective);

- Paragraph 17 of IAS 24, 'Related party disclosures' (key management compensation); and

- The requirements in IAS 24, 'Related party disclosures' to disclose related party transactions entered into between two or more members of a group.

**Going concern**

The financial statements have been prepared on a going concern basis, which assumes that the company will be able to meet its liabilities when they fall due for the foreseeable future.

**New standards, amendments and interpretations**

The annual improvements to existing standards which are mandatory for the company for the first time for the financial year beginning on or after 1 January 2015 (IFRS 1, IFRS 3, IFRS 13, IAS 40 and IFRIC 21) have had no impact on the company.

**Investments in subsidiaries**

Investments in subsidiaries are accounted for at cost less impairment and transfers to goodwill.

**Hamptons Group Limited**  
**(Registration number: 3145691)**

**Notes to the Financial Statements for the Year Ended 31 December 2015 (continued)**

**2 Summary of significant accounting policies (continued)**

**Trade and other receivables**

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

**Share capital**

Ordinary shares are classified as equity.

**Trade and other payables**

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade payables are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities.

Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

**Current income tax**

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in shareholders' funds. In this case, the tax is also recognised in other comprehensive income or directly in shareholders' funds, respectively.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

**Dividends**

Dividend distributions to the company's shareholders are recognised as a liability in the company's financial statements in the period in which the dividends are approved by the company's shareholders.

**3 Critical accounting judgements and key sources of estimation uncertainty**

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. There are no estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

**Hamptons Group Limited**  
(Registration number: 3145691)

**Notes to the Financial Statements for the Year Ended 31 December 2015 (continued)**

**4 Other income**

	2015 £ 000	2014 £ 000
Dividends receivable from subsidiary	-	13,339

**5 Employees and directors**

No employees (2014: nil) were wholly involved in the management and administration of the company in the year, and as a result no staff costs were incurred.

None of the directors received any emoluments in respect of their qualifying services to the company (2014: £nil). All of the directors' salaries are paid by other group companies. Key management comprises only the directors.

**6 Auditors' remuneration**

Auditors remuneration of £7,500 is borne by Hamptons Estate Limited (2014: £6,000).

**7 Current income tax**

Tax expense included in income statement

	2015 £'000	2014 £'000
UK corporation tax on result for the year	-	-
<b>Total current tax charge</b>	-	-

The tax charge for the year is the same as the standard rate of corporation tax in the UK of 20.25% (2014: lower than 21.49%). The differences are explained below:

	2015 £'000	2014 £'000
Result/profit on ordinary activities before tax	-	13,339
Result/profit on ordinary activities multiplied by the rate of corporation tax in the UK of 20.25% (2014: 21.49%)	-	2,867
<b>Effects of:</b>		
Income not taxable	-	(2,867)
<b>Total taxation charge</b>	-	-



**Hamptons Group Limited**  
**(Registration number: 3145691)**

**Notes to the Financial Statements for the Year Ended 31 December 2015 (continued)**

**7 Current income tax (continued)**

The changes to the main rate of corporation tax for UK companies announced in the Summer 2015 Budget were substantively enacted for financial reporting purposes in Finance (No 2) Act 2015 on 18 November 2015. The main rate of corporation tax will reduce to 19% from 1 April 2017 and will reduce to 18% from 1 April 2020.

A further reduction to the main rate of corporation tax has been announced. The change, which is expected to be enacted later this year, proposes to reduce the main rate of corporation tax to 17% effective from 1 April 2020.

**8 Investments in subsidiaries**

	<b>Subsidiary undertakings £'000</b>
<b>Cost</b>	
At 1 January 2014 and 1 January 2015	3,171
Carrying amount at 31 December 2014 and 2015	<u>3,171</u>

**Details of subsidiary undertakings of the company as at 31 December 2015**

<b>Company name</b>	<b>Country of incorporation</b>	<b>% owned</b>	<b>Direct/indirect (Group interest)</b>
Hamptons Estates Limited	UK	100%	Direct
Hamptons Estates (Mauritius) Limited	Mauritius	100%	Direct
Hamptons Franchise Ltd	UK	100%	Direct
Hamptons International (Hong Kong) Limited	Hong Kong	100%	Direct
Hamptons International Mortgages Limited	UK	100%	Direct
Hamptons Property Consultancy Limited	Barbados	100%	Direct
The London Residential Agency Limited	UK	100%	Direct
Aeromind Limited	UK	100%	Indirect
Elite Property (Berks) Ltd	UK	100%	Indirect
Gatlink Limited	UK	100%	Indirect
Greene & Co Maintenance Limited	UK	100%	Indirect
Hamptons International (India) Private Limited	India	100%	Indirect
Ikon Consultancy Limited	UK	100%	Indirect
John Curtis Lettings & Management Limited	UK	100%	Indirect
John Curtis Limited	UK	100%	Indirect
Preston Bennett Holdings Limited	UK	100%	Indirect
Preston Bennett Limited	UK	100%	Indirect
PSP Lettings Limited	UK	100%	Indirect

**Hamptons Group Limited**  
**(Registration number: 3145691)**

**Notes to the Financial Statements for the Year Ended 31 December 2015 (continued)**

**8 Investments in subsidiaries (continued)**

<b>Company name</b>	<b>Country of incorporation</b>	<b>% owned</b>	<b>Direct/indirect (Group interest)</b>
Statehold Limited	UK	100%	Indirect
Sundale Properties Limited	UK	100%	Indirect
The Greene Corporation Limited	UK	100%	Indirect
Watts Regeneration Limited	UK	100%	Indirect

**9 Trade and other receivables**

	<b>2015</b>	<b>2014</b>
	<b>£'000</b>	<b>£'000</b>
Amounts owed by group undertakings	<u>6,441</u>	<u>6,441</u>

Amounts owed by group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand.

**10 Trade and other payables**

	<b>2015</b>	<b>2014</b>
	<b>£'000</b>	<b>£'000</b>
Amounts owed to group undertakings	<u>72</u>	<u>72</u>

Amounts owed to group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand.

**11 Share capital**

**Allotted, called up and fully paid shares**

		2015		2014
	No. 000	£ 000	No. 000	£ 000
Ordinary shares of £0.01 each	11,433	114	11,433	114

**Hamptons Group Limited**  
**(Registration number: 3145691)**

**Notes to the Financial Statements for the Year Ended 31 December 2015**  
**(continued)**

**12 Dividends**

	2015	2014
	£'000	£'000
Dividend of £nil (2014: £1.17) per ordinary share	-	13,339
	-	13,339

**13 Contingent liabilities**

The company, along with other fellow subsidiaries, has given a joint and several liability guarantee in respect of the bank borrowings of Countrywide plc, amounting to £200 million at the year end (2014: £120 million).

**14 Controlling parties**

The immediate parent undertaking is Countrywide Group plc. The ultimate parent undertaking and ultimate controlling party is Countrywide plc, a public limited company, which is listed on the London Stock Exchange and incorporated and domiciled in the UK. Countrywide plc is the parent undertaking of the only group of undertakings to consolidate these financial statements. The consolidated financial statements of Countrywide plc can be obtained from 100 New London Road, Chelmsford, Essex, CM2 0RG.

**15 Transition to FRS 101**

These financial statements are the first published financial statements of the company that have been prepared in accordance with FRS 101 having been previously prepared in accordance with UK GAAP. Some of the FRS 101 recognition, measurement, presentation and disclosure requirements and accounting policy choices differ from UK GAAP and consequently the directors have amended certain accounting policies to comply with FRS 101.

The transition to FRS 101 has not resulted in any changes to the figures that would have been reported under previous UK GAAP.