Registration number: 03145691

Hamptons Group Limited

Annual Report and Financial Statements

for the Year Ended 31 December 2016

A31

08/06/2017 COMPANIES HOUSE #74

Contents

Company Information	1
Strategic Report	2
Directors' Report	3 to 4
Independent Auditors' Report to the Members of Hamptons Group Limited	5 to 6
Income Statement	7
Balance Sheet	8
Statement of Changes in Equity	9
Notes to the Financial Statements	10 to 16

Company Information

Directors

Jim Clarke

Gareth Williams

Company secretary

Oakwood Corporate Secretary Limited

Gareth Williams

Registered office

7th Floor

United Kingdom House 180 Oxford Street

London WID INN

Independent auditors PricewaterhouseCoopers LLP

1 Embankment Place

London WC2N 6RH

Strategic Report for the Year Ended 31 December 2016

The directors present their strategic report for the year ended 31 December 2016.

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.

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 are set out in the Countrywide plc consolidated financial statements which are publicly available.

Approved by the fourd on 24 May 2017 and signed on its behalf by:

Jim Clarke

Directors' Report for the Year Ended 31 December 2016

The directors present their report and the audited financial statements for the year ended 31 December 2016.

Principal activity and future developments

The company is 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. Following a strategic review, the trade and assets of several subsidiaries were transferred to Countrywide Estate Agents on 1 April 2016.

Dividends

A dividend of £Nil was paid during the financial year (2015: £Nil). The directors do not recommend a final dividend payment to be made in respect of the financial year (2015: £Nil).

Financial Risk Management

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

Directors of the company

The directors who held office during the year were as follows:

Jim Clarke

Gareth Williams (appointed 31 October 2016)

Graham Bell (resigned 31 October 2016)

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.

Statement of directors' responsibilities

The directors are responsible for preparing the Annual Report and 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 United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law). 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.

Directors' Report for the Year Ended 31 December 2016 (continued)

Statement of directors' responsibilities (continued)

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

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 101, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; 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.

The directors 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

In the case of each director in office at the date the Directors' Report is approved:

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

Reappointment of independent auditors

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office and a resolution to reappoint will be proposed at the Annual General Meeting.

d My the Board on 24 May 2017 and signed on its behalf by:

Page 4

Independent Auditors' Report to the Members of Hamptons Group Limited

Report on the financial statements

Our opinion

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 2016 and of its result for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
- have been prepared in accordance with the requirements of the Companies Act 2006.

What we have audited

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

- the Balance Sheet as at 31 December 2016;
- the Income Statement for the year then ended;
- the Statement of Changes in Equity for the year then ended; and
- 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.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the Directors' Report have been prepared in accordance with applicable legal requirements.

In addition, in light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we are required to report if we have identified any material misstatements in the Strategic Report and the Directors' Report. We have nothing to report in this respect.

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.

Independent Auditors' Report to the Members of Hamptons Group Limited (continued)

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.

Responsibilities for the financial statements and the audit Our responsibilities and those of the directors

As explained more fully in the Statement of Directors' Responsibilities set out on pages 3 to 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. With respect to the Strategic Report and Directors' Report, we consider whether those reports include the disclosures required by applicable legal requirements.

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

Date: 75 M May 2017.

Page 6

Income Statement for the Year Ended 31 December 2016

	Note	2016 £'000	2015 £'000
Exceptional items	6	(255)	-
Operating profit		(255)	
Loss before taxation		(255)	-
Loss for the year		(255)	-

The above results were derived from continuing operations.

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

Balance Sheet as at 31 December 2016

	Note	2016 £'000	2015 £'000
Fixed assets			
Investments in subsidiaries	8	249	3,171
Current assets			
Trade and other receivables	9	9,109	6,441
Creditors: Amounts falling due within one year			
Trade and other payables	10	(73)	(72)
Net current assets		9,036	6,369
Net assets		9,285	9,540
Capital and reserves			
Share capital	11	114	114
Share premium		3,937	3,937
Capital redemption reserve		2,369	2,369
Profit and loss account		2,865	3,120
Total shareholders' funds		9,285	9,540

The financial statements on pages 7 to 16 were approved by the Board on 24 May 2017 and signed on its behalf

by:

Jim Clarke

Statement of Changes in Equity for the Year Ended 31 December 2016

	Share capital	Share premium	Capital redemption reserve	Profit and loss account	Total shareholders' funds
	£'000	£'000	£'000	£'000	£'000
Balance at 1 January 2015	114	3,937	2,369	3,120	9,540
Result for the year	-	-	-	-	-
Total comprehensive income	-	-	-	-	-
Balance at 31 December 2015	114	3,937	2,369	3,120	9,540
Loss for the year	-	-	-	(255)	(255)
Total comprehensive loss	-	-	-	(255)	(255)
Balance at 31 December 2016	114	3,937	2,369	2,865	9,285

The notes on pages 10 to 16 form an integral part of these financial statements. Page $9\,$

Notes to the Financial Statements for the Year Ended 31 December 2016

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 the UK.

2 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.

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.

The company is a wholly-owned subsidiary of Countrywide plc and is included in the consolidated financial statements of Countrywide plc which are publicly available. Consequently, the company has taken advantage of the exemption from preparing consolidated financial statements under the terms of Section 400 of the Companies Act 2006.

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 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) 16 (statement of compliance with all IFRS)
- (iii) 38A (requirement for minimum of two primary statements, including cash flow statements)
- (iv) 38B-D (additional comparative information)
- (v) 40A-D (requirements for a third statement of financial position)
- (vi) 111 (cash flow statement information)
- 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);

Notes to the Financial Statements for the Year Ended 31 December 2016 (continued)

2 Significant accounting policies (continued)

Summary of disclosure exemptions (continued)

- 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

No new standards, amendments or interpretations effective for the first time for the financial year beginning on or after 1 January 2016 have had a material impact on the company.

Investments in subsidiaries

Investments in subsidiaries are held at cost less accumulated impairment losses.

Trade and other receivables

Trade and other receivables are amounts due from customers for services performed in the ordinary course of business. If collection is expected in one year or less, they are classified as current assets. If not, they are presented as non-current assets.

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.

Cash and cash equivalents

Cash and cash equivalents includes cash in hand and deposits held on call with banks.

Share capital

Ordinary shares are classified as equity.

Trade payables

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

Current and deferred income taxes

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.

Notes to the Financial Statements for the Year Ended 31 December 2016 (continued)

2 Significant accounting policies (continued)

Current and deferred income taxes (continued)

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.

Deferred income tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the company intends to settle the balances on a net basis.

Exceptional items

Certain items are presented separately in the income statement as exceptional where, in the judgement of the directors, they need to be disclosed separately by virtue of their nature, size or incidence in order to obtain a clear and consistent presentation of the company's underlying business performance.

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. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying values of assets and liabilities within the next financial year are addressed below.

Exceptional items

Certain items are presented separately in the income statement as exceptional where, in the judgement of the directors, they need to be disclosed separately by virtue of their nature, size or incidence in order to obtain a clear and consistent presentation of the company's underlying performance. Further details of material, non-recurring items the directors have disclosed as exceptional items are included in note 6.

Notes to the Financial Statements for the Year Ended 31 December 2016 (continued)

4 Employees and directors

No employees (2015: 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 (2015: £Nil). All of the directors' salaries are paid by other group companies. Key management comprises the directors only.

5 Auditors' remuneration

Auditors' remuneration of £11,000 is borne by Countrywide Estate Agents (2015: £7,500 borne by Hamptons Estates Limited).

6 Exceptional items

The following items have been included in arriving at profit before taxation:

	2016	2015
	£'000	£'000
Impairment of investment in subsidiary	255	-
•		

7 Taxation

The tax charge for the year is lower (2015: no charge) than the standard rate of corporation tax in the UK of 20% (2015: 20.25%). The difference is explained below:

	2016 £'000	2015 £'000
Loss before taxation	(255)	-
Loss multiplied by the rate of corporation tax in the UK of 20% (2015: 20.25%)	(51)	-
Effects of:		· .
Permanent difference relating to investment written off	51	-
Total taxation charge	•	-

The changes to the UK corporation tax rates were substantively enacted as part of Finance Bill 2015 (on 26 October 2015) and Finance Bill 2016 (on 7 September 2016). These include reductions to the main rate to reduce the rate to 19% from 1 April 2017 and to 17% from 1 April 2020.

Notes to the Financial Statements for the Year Ended 31 December 2016 (continued)

8 Investments in subsidiaries

	2016	2015
	£'000	£'000
At 1 January	3,171	3,171
Impairment (see note 6)	(255)	-
Transferred on hive-up of subsidiaries	(2,667)	-
At 31 December	249	-

Company name	Registered address (refer to note)	Country of incorporation	% owned	Direct / indirect
Hamptons Estates Limited*	1	UK	100%	Direct
Hamptons Franchising Limited	2	UK	100%	Direct
Hamptons International (Hong Kong) Limited	3	Hong Kong	100%	Direct
Hamptons International Mortgages Limited	1	UK	100%	Direct
The London Residential Agency Limited	2	UK	100%	Direct
Aeromind Limited*	1	UK	100%	Indirect
Elite Property (Berks) Limited*	2	UK	100%	Indirect
Gatlink Limited*	2	UK	100%	Indirect
Greene & Co Maintenance Limited*	2	UK	100%	Indirect
Hamptons International (India) Private Limited	4	India	100%	Indirect
Ikon Consultancy Limited*	1	UK	100%	Indirect
John Curtis Lettings & Management Limited*	2	UK	100%	Indirect
John Curtis Limited*	2	UK	100%	Indirect
Patterson Bowe*	1	UK	100%	Indirect
Preston Bennett Holdings Limited*	2	UK	100%	Indirect
Preston Bennett Limited*	2	UK	100%	Indirect
PSP Lettings Limited*	2	UK	100%	Indirect
Statehold Limited*	1	UK	100%	Indirect
Sundale Properties Limited*	2	UK	100%	Indirect
The Greene Corporation Limited*	1	UK	100%	Indirect
Watts Regeneration Limited*	2	UK	100%	Indirect

Notes to the Financial Statements for the Year Ended 31 December 2016 (continued)

8 Investments in subsidiaries (continued)

* The beneficial ownership of investments transferred to Countrywide Estate Agents on 1 April 2016, along with the trade and net assets. The legal ownership will transfer during 2017.

Registered offices:

- 1. 7th Floor, United Kingdom House, 180 Oxford Street, London, W1D 1NN
- 2. 3rd Floor, 1 Ashley Road, Altrincham, Cheshire, WA14 2DT
- 3. Unit 1001B, 10th Floor, Kinwick Center, 32 Hollywood Road, Central, Hong Kong
- 4. F-509, 5th Floor, Ashish Corporate Tower, Plot No. 18, Karkardooma Community Centre, New Delhi, India

9 Trade and other receivables

•	2016 £'000	2015 £'000
Amounts owed by group undertakings	9,109	6,441

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

	£'000	£'000
Amounts owed to group undertakings	72	72
Accruals and other payables	1	
	73	72

Amounts due 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

	2016	2015
	£'000	£'000
11,432,847 (2015: 11,432,847) ordinary shares of £0.01 each	114	114

12 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 £290 million at the year end (2015: £200 million).

Notes to the Financial Statements for the Year Ended 31 December 2016 (continued)

13 Parent and ultimate parent undertaking

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 County House, Ground Floor, 100 New London Road, Chelmsford, Essex, CM2 0RG.