

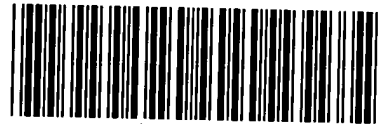
Company Registration No. 03315618

ANNINGTON NOMINEES LIMITED

Annual Report and Financial Statements

For the year ended 31 March 2022

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ANNINGTON NOMINEES LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

CONTENTS	Page
Directors' report	2
Statement of directors' responsibilities	4
Independent auditor's report	5
Balance sheet	8
Notes to the financial statements	9

ANNINGTON NOMINEES LIMITED

DIRECTORS' REPORT

The directors present their annual report and the audited financial statements for the year ended 31 March 2022. The directors' report has been prepared in accordance with the provisions applicable to companies entitled to the small companies' exemption under the Companies Act 2006. A strategic report has not been prepared in accordance with the exemption entitled to small companies under s414 of the Companies Act 2006.

DIRECTORS

The directors who served throughout the year and to the date of this report were:

Stephen Leung (Appointed 1 April 2021)

Ian Rylatt (Appointed 7 May 2021)

Nick Vaughan (Resigned effective 8 March 2022)

Andrew Chadd (Resigned effective 1 April 2021)

James Hopkins (Resigned effective 7 May 2021)

Qualifying third party indemnity provisions were in place for the directors of the Company for the current and preceding year.

FUTURE DEVELOPMENTS AND GOING CONCERN

Future developments and other factors not under the control of the Company, including the effects of rising inflation and interest rates, the war in Ukraine, the UK's exit from the European Union and of COVID-19, may impact on the ongoing operations of the business, however, the directors expect the business to continue, for the foreseeable future, in a manner consistent with its historical operations.

The Company operates in the real estate sector in the United Kingdom. In certain circumstances, the Company may have reason to look to the parent entity or wider Annington Limited group ("the Group") for support to continue as a going concern for the foreseeable future. The Directors have assessed the parent entity and the Group's ability to provide this support.

The Group, through Annington Funding plc, has issued £3.8 billion of unsecured corporate bonds in seven tranches. The Group has a further fully drawn £400 million term loan and an undrawn revolving credit facility of £100 million, both expiring in 2025.

Critical to the Group's future as a going concern is the ability to service and repay its debt. For the foreseeable future, at least until the maturity of the Euro denominated tranche of notes in 2024, the Group only needs to pay the interest on the debt. The debt has a number of covenants to comply with under both the bonds and loan facility. The covenants attaching to the debt are set out in the Financial Review section within the Annington Limited Annual Report and Financial Statements for the year ended 31 March 2022.

The Group's forecasts do not indicate any of these covenants will be breached in the foreseeable future. Further, the Group's forecasts do indicate that sufficient cash flow will be generated to cover payments of interest on its debt and generate significant additional free cash flows to allow for reinvestment or potential dividends to shareholders. Further, were this not possible, cash reserves and the undrawn revolving credit facility provides additional liquidity to the Group to allow the continued operation for the foreseeable future. The Group is satisfied that sufficient actions are available to mitigate any potential adverse impact on covenant compliance.

The Group meets its day-to-day working capital requirements from both rental income and property sales. In uncertain economic environments, such that there is uncertainty over the level of demand for properties, comfort is gained that the rental income is sufficient to meet debt service requirements without the need for sales. A significant number of Units could become void and the Group would still be able to service its debt obligations from the remaining rental income.

After making enquiries, including seeking assurances from the company's parent entity and receiving confirmation that it will provide financial assistance if required, the Directors have a reasonable expectation that the Company has access to adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the Annual Report and Financial Statements.

ANNINGTON NOMINEES LIMITED

DIRECTORS' REPORT (continued)

PRINCIPAL ACTIVITIES

The Company is a subsidiary of Annington Management Limited, which is part of the Annington Limited Group.

Annington Nominees Limited holds the controlling A share in all the resident management companies incorporated to manage and maintain common areas on sites that are base dependent and on sites where released units are served by private infrastructure. Each purchaser of a released unit on such sites obtains one B share in the resident management company and must pay an annual service charge for the resident management company's management services. Once all properties on such sites have been sold and any base separation issues are resolved, ANL's aim is to hand over the relevant resident management company to the B shareholders.

AUDITOR

Each of the persons who is a director at the date of approval of this annual report confirms that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- the director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Deloitte LLP have expressed their willingness to continue in office as auditor and arrangements have been put in place for them to be reappointed as auditor in the absence of an Annual General Meeting.

Approved by the Board of Directors and signed on behalf of the Board.



S Leung
Director
29 July 2022

REGISTERED OFFICE

1 James Street
London, United Kingdom
W1U 1DR

ANNINGTON NOMINEES LIMITED

STATEMENT OF DIRECTORS' RESPONSIBILITIES

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

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

INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF ANNINGTON NOMINEES LIMITED

Report on the audit of the financial statements

Opinion

In our opinion the financial statements of Annington Nominees Limited (the 'company'):

- give a true and fair view of the state of the company's affairs as at 31 March 2022;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 101 "Reduced Disclosure Framework"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the Balance sheet; and
- the related notes 1 to 9.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 "Reduced Disclosure Framework" (United Kingdom Generally Accepted Accounting Practice).

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report.

We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the Financial Reporting Council's (the 'FRC's') Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF ANNINGTON NOMINEES LIMITED (continued)

Responsibilities of directors

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Extent to which the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

We considered the nature of the company's industry and its control environment, and reviewed the company's documentation of their policies and procedures relating to fraud and compliance with laws and regulations. We also enquired of management about their own identification and assessment of the risks of irregularities.

We obtained an understanding of the legal and regulatory frameworks that the company operates in, and identified the key laws and regulations that:

- had a direct effect on the determination of material amounts and disclosures in the financial statements. These included UK Companies Act, tax legislation; and
- do not have a direct effect on the financial statements but compliance with which may be fundamental to the company's ability to operate or to avoid a material penalty.

We discussed among the audit engagement team including relevant internal specialists such as tax specialists regarding the opportunities and incentives that may exist within the organisation for fraud and how and where fraud might occur in the financial statements.

In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override. In addressing the risk of fraud through management override of controls, we tested the appropriateness of journal entries and other adjustments; assessed whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluated the business rationale of any significant transactions that are unusual or outside the normal course of business.

In addition to the above, our procedures to respond to the risks identified included the following:

- reviewing financial statement disclosures by testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- enquiring of management and in-house and external legal counsel concerning actual and potential litigation and claims, and instances of non-compliance with laws and regulations; and
- reading minutes of meetings of those charged with governance.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF ANNINGTON NOMINEES LIMITED (continued)

Report on other legal and regulatory requirements

Opinions on other matters prescribed by the Companies Act 2006

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

- the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report has been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified any material misstatements in the directors' report.

Matters on which we are required to report by exception

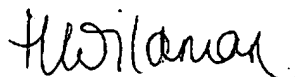
Under the Companies Act 2006 we are required to report in respect of the following matters if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

We have nothing to report in respect of these matters.

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.



Helen Wildman ACA (Senior statutory auditor)
For and on behalf of Deloitte LLP
Statutory Auditor
London, United Kingdom
29 July 2022

ANNINGTON NOMINEES LIMITED

BALANCE SHEET

At 31 March 2022

	Note	2022 £	2021 £
Non-current assets			
Investment in subsidiary companies	5	74	73
Total assets		<u>74</u>	<u>73</u>
Current liabilities			
Payables	6	(72)	(71)
Total liabilities		<u>(72)</u>	<u>(71)</u>
Net current liabilities		<u>(72)</u>	<u>(71)</u>
Total assets less current liabilities		<u>2</u>	<u>2</u>
Net assets		<u>2</u>	<u>2</u>
Capital			
Share capital	7	2	2
Total equity		<u>2</u>	<u>2</u>

The accompanying Notes (1 to 9) should be read in conjunction with these financial statements.

The financial statements of Annington Nominees Limited, registered number 03315618, were approved by the Board of Directors and authorised for issue on 29 July 2022.

Signed on behalf of the Board of Directors



S Leung
Director

ANNINGTON NOMINEES LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 March 2022

1. CORPORATE INFORMATION

Annington Nominees Limited ("the Company") is a company incorporated in the United Kingdom under the Companies Act 2006. The Company is a private company limited by shares and is registered in England and Wales. The Company's principal activities are set out in the Directors' report on page 2. The address of its registered office is 1 James Street, London, United Kingdom, W1U 1DR. Information on the Company's ultimate parent is presented in Note 9.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of preparation

The financial statements have been prepared in accordance with applicable United Kingdom accounting standards, including Financial Reporting Standard 101 'Reduced Disclosure Framework' ("FRS 101"), and with the Companies Act 2006.

The financial statements are presented in pound sterling (£). They have been prepared under the historical cost basis.

Exemptions for qualifying entities under FRS 101

FRS 101 permits a qualifying entity certain disclosure exemptions, subject to certain conditions, which have been applied by the Company. Therefore these financial statements do not include:

- certain comparative information as otherwise required by UK-adopted International Financial Reporting Standards, including an opening balance sheet;
- certain disclosures regarding the Company's capital;
- a statement of cash flows;
- certain disclosures in respect of financial instruments;
- the effect of future accounting standards not yet adopted; and
- disclosure of related party transactions with wholly owned members of the Group.

The above disclosure exemptions have been adopted because equivalent disclosures are included in the consolidated financial statements of Annington Limited, which are publicly available.

Going concern

After making enquiries, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the Annual Report and the Financial Statements.

Further details regarding the adoption of the going concern basis are to be found in the Directors' Report.

New Standards, interpretations and amendments effective from 1 April 2021

No new standards, amendments or interpretations, effective for the first time for the financial year beginning on or after 1 April 2021, have had a material impact on the company.

New Standards and interpretations issued but not yet effective

At the date of authorisation of these financial statements, a number of new and revised standards and amendments have been issued and adopted by the UK but are not yet effective. These standards and interpretations have not been early adopted by the Company and are not expected to have a material impact on the financial statements of the Company in future periods.

Critical accounting judgements and key estimation uncertainties

Management has not made any significant accounting judgements, estimates and assumptions concerning the future.

ANNINGTON NOMINEES LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 March 2022 (continued)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Group financial statements

The Company has taken advantage of the exemption from preparing consolidated financial statements afforded by Section 400 of the Companies Act 2006 because it is a wholly owned subsidiary of another company for which consolidated financial statements are prepared.

3. INCOME STATEMENT AND STATEMENT OF CHANGES IN EQUITY

No income statement or statement of changes in equity is presented within these financial statements because the Company has not received income, incurred expenditure or recognised any gains or losses during either the year under review or the preceding financial year. There have been no movements in shareholder's funds during the year under review or the preceding year.

The auditor's remuneration for the audit of the Company's financial statements was £3,800 (2021: £3,600) and was borne by another group company in the current and preceding year.

In accordance with SI 2008/489 the Company has not disclosed the fees payable to the Company's auditor for 'Other services' as this information is included in the consolidated financial statements of Annington Limited.

4. INFORMATION REGARDING DIRECTORS AND EMPLOYEES

The directors received no emoluments for their services to this Company in the current and preceding year. The Company had no employees of its own during the year (2021: nil).

5. INVESTMENT IN SUBSIDIARY COMPANIES

ACCOUNTING POLICY

Investment in subsidiary companies are carried at historical cost less provision for impairment based upon an assessment of the net recoverable amount of each investment. To the extent that the assessment of recoverable amount improves due to change in economic conditions, impairment provisions are reversed.

	2022 £	2021 £
Cost		
At 1 April	73	72
Additions	2	3
Disposals	(1)	(2)
At 31 March	<u>74</u>	<u>73</u>

ANNINGTON NOMINEES LIMITED

NOTES TO THE FINANCIAL STATEMENTS For the year ended 31 March 2022 (continued)

5. INVESTMENT IN SUBSIDIARY COMPANIES (continued)

The principal undertakings at 31 March 2022 are shown below:

Name of subsidiary undertaking	Holding %	Name of subsidiary undertaking	Holding %
Arborfield East Residents Company Limited	3.03	Innsworth Residents Company Limited	1.27
Ashchurch (St. Davids) Residents Company Limited	5.26	Keith Park Road (Uxbridge) Residents Company Limited	0.60
Beaconside Residents Company Limited	1.75	Kirton (York Road) Residents Company Limited	6.25
Biggin Hill Residents Company Limited	3.33	Lancaster Square Residents Company Limited	1.75
Bordon (St Lucia Park) Residents Company Limited	0.53	Longtown Rosetrees Residents Company Limited	7.14
Bordon Residents Company Limited	0.95	Marchwood (Africa Drive) Residents Company Limited	100.00
Boulmer Residents Company Limited	1.72	Marham Residents Company Limited	4.76
Britannia Crescent Residents Company Limited	1.10	Mayne Avenue Residents Company Limited	1.10
Bulford Residents Company Limited	2.13	Mostyn Road Bushey Residents Company Limited	3.33
Burgoyne Heights Residents Company Limited	0.75	North Luffenham Residents Company Limited	1.01
Butlers Meadow Residents Company Limited	1.32	Northwood Residents Company Limited	12.50
Canterbury Place Residents Company Limited	3.13	Nottingham Road Residents Company Limited	3.23
Cardiff Place Residents Company Limited	2.56	Petersfield (Kings Road) Residents Company Limited	10.00
Catterick Anzio Residents Company Limited	2.70	Ringwood Crescent Residents Company Limited	11.11
Chester (Dale Camp) Residents Company Limited	2.00	Riverside Rise (Allington) Residents Company Limited	100.00
Chicksands Residents Company Limited	0.85	Scampton Residents Company Limited	0.61
Chivenor Residents Company Limited	2.94	South Wigston Residents Company Limited	1.67
Coningsby (West Drive) Residents Company Limited	1.35	St. Columb Minor Residents Company Limited	1.67
Cove Residents Company Limited	100.00	St. Eval Parc Residents Company Limited	0.34
Cranwell Residents Company Limited	3.13	Stanbridge Residents Company Limited	10.00
Dale Road Residents Company Limited	0.77	Stanmore Crescent Residents Company Limited	1.22
Dewsbury Gardens (Little Thetford) Residents Company Limited	10.00	Stokesay Road Residents Company Limited	1.89
Dishforth Residents Company Limited	3.23	Strensall Residents Company Limited	2.86
Donnington (Richards Road) Residents Company Limited	1.59	Taranto Hill (Ilchester) Residents Company Limited	7.69
Donnington Residents Company Limited	1.25	Tedder Avenue (Henlow) Residents Company Limited	1.82
Driffild Ramsden Residents Company Limited	7.14	The Elstons Residents Management Association Limited*	4.35
East Vale Residents Company Limited	0.31	Thirsk Residents Company Limited	2.86
Elm Road (Marham) Residents Company Limited	1.41	Union Building (Aldershot) Residents Company Limited	5.56
Exmouth (York Close) Residents Company Limited	10.00	Uxbridge (Buchan) Residents Company Limited	1.96
Foulkes Terrace (Aldershot) Residents Company Limited	25.00	Waterbeach (Abbey Place) Residents Company Limited	1.00
Gamlingay Residents Company Limited	14.29	Watton Residents Company Limited	3.70
Garats Hay Residents Company Limited	7.69	West Vale Residents Company Limited	0.52
Greenmill Residents Company Limited	3.13	Whetstone Millson Close Residents Company Limited	1.03
Henlow Residents Company Limited	1.28	White Waltham Residents Company Limited	12.50
High Wycombe (Woodcock) Residents Company Limited	1.11	Wimbish Residents Company Limited	3.85
Honington (Poplar Close) Residents Company Limited	3.03	Wittering Residents Company Limited	0.28
Imber Road (Warminster) Residents Company Limited	4.00	Woodbridge West Residents Company Limited	2.44

ANNINGTON NOMINEES LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 March 2022 (continued)

5. INVESTMENT IN SUBSIDIARY COMPANIES (continued)

Each company in the above table is incorporated in the United Kingdom and the address of their registered office is Unit 8 Minerva Business Park, Lynch Wood, Peterborough PE2 6FT. Except as indicated, each company has issued one Class "A" share which represents Annington Nominees Limited's only equity investment in each vehicle. Class "B" shares are allotted to homeowners on the relevant sites. The Class "A" shareholders is entitled to receive notices of, attend, speak and vote at general meetings of the company. The Class "A" shareholder shall transfer its share to the purchaser of the last house on the site. On transfer, the share automatically becomes a Class "B" class share at that date. Class "B" shareholders are not entitled to receive notices of, attend, speak or vote at general meetings of the company until the Class "A" share is redesignated as a Class "B" share. In certain circumstances, where all Class "B" shares have been issued, the Class "A" share is converted to a Class "C" share, on 'handover of the company to resident control'. Class "C" shareholder is not entitled to receive notices of, attend, speak or vote at general meetings of the company.

*The Elstons Residents Management Association Limited has two Class "A" shares in issue, one of which is owned by the Company. The remaining Class "A" share is owned by a director of the Company, N P Vaughan.

6. PAYABLES

	2022	2021
	£	£
Amounts owed to group undertakings	72	71
Amounts owed to group undertakings are unsecured, interest free and repayable on demand.		

7. SHARE CAPITAL

	2022	2021
	£	£
Called up, issued and nil paid		
2 ordinary shares of £1 each	2	2

8. RELATED PARTY DISCLOSURES

The Company is a wholly owned subsidiary within the Annington Limited Group and is included in the consolidated financial statements of Annington Limited. The Company has taken advantage of the exemption provided in paragraph 8(k) of FRS 101 not to make disclosure of transactions with other wholly owned entities that are part of the same group.

9. CONTROLLING PARTY

Annington Management Limited, a company incorporated in the United Kingdom, is the immediate parent company.

The directors regard Terra Firma Holdings Limited, a company registered in Guernsey, as the ultimate parent entity. The ultimate controlling party is Guy Hands.

Annington Limited is the parent company of the largest and smallest group of which the Company is a member and for which group financial statements are drawn up. The Annual Report and Financial Statements for Annington Limited are available on request from the registered office at 1 James Street, London, United Kingdom, W1U 1DR.