

Registered number: 3452890

DIRECTORS' REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2018

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## STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2018

### INTRODUCTION

The directors, in preparing this Strategic Report, have complied with section 414C of the Companies Act 2006.

This Strategic Report has been prepared for the company and not for the group of which it is a member and therefore focuses only on matters which are significant to the company.

### **BUSINESS MODEL**

The company is an investment holding company.

### **BUSINESS REVIEW**

As shown in the company's statement of comprehensive income, the company's profit after tax for the year was £Nil (2017 - £100,777).

The balance sheet shows the company's financial position at the year end and indicates that net assets were £100,777 (2017 - £100,778).

### PRINCIPAL RISKS AND UNCERTAINTIES

The risks and uncertainties facing the business are monitored through continuous assessment, regular formal quarterly reviews and discussion at the Canary Wharf Group Investment Holdings plc audit committee and board. Such discussion focuses on the risks identified as part of the system of internal control which highlights key risks faced by the Group and allocates specific day to day monitoring and control responsibilities to management. As a member of Canary Wharf Group, the current key risks of the company include the cyclical nature of the property market, concentration risk and financing risk.

### Cyclical Nature of the Property Market

The valuation of the Group's assets is subject to many external economic and market factors. Following the turmoil in the financial markets and uncertainty in the Eurozone experienced in recent years and the implications of Brexit, the London real estate market has had to cope with fluctuations in demand. The market has, however, been assisted by the depreciation of sterling since the EU referendum and the continuing presence of overseas investors attracted by the relative transparency of the real estate market in London which is viewed as both stable and secure. Although the residential market has also been underpinned by continuing demand, there is now evidence that demand at the top of the residential market has cooled. Previous Government announcements, in particular the changes to stamp duty on the residential property market have contributed to a slowing of residential land prices. The full implications of Brexit are, moreover, not yet clear. In the meantime, there is increasing uncertainty which is unhelpful to confidence across the whole real estate sector.

Changes in financial and property markets are kept under constant review so that the Group can react appropriately and tailor the business plans of the Group accordingly.

### **Financing Risk**

The broader economic cycle inevitably leads to movements in inflation, interest rates and bond yields. The company finances its operations largely through surplus cash and intercompany finance.

### **Concentration Risk**

The majority of the Canary Wharf Group's real estate assets are currently located on or adjacent to the Canary Wharf Estate. Although a majority of tenants are linked to the financial services industry, this proportion has now fallen to around only 55.0% of the tenants being in the financial services sector. Wherever possible steps are taken to mitigate or avoid material consequences arising from this concentration and to diversify the tenant base.

# STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2018

## **KEY PERFORMANCE INDICATORS**

The Canary Wharf Group (comprising Canary Wharf Group plc and its subsidiaries) manages its operations on a unified basis. For this reason, the company's directors believe that key performance indicators specific to the company are not necessary or appropriate for an understanding of the development, performance or position of its business. The performance of the Canary Wharf Group, which includes the company, is discussed in the Annual Report of Canary Wharf Group plc, which does not form part of this report.

This report was approved by the board on 5 August 2019 and signed on its behalf.

R J J Lyons

Director

## DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2018

The directors present their report and the financial statements for the year ended 31 December 2018.

## **RESULTS AND DIVIDENDS**

The profit for the year, after taxation, amounted to £NIL (2017 -£100,777).

A dividend of £1 (2017 - £64,176,358) has been paid during the year.

### **DIRECTORS**

The directors who served during the year were:

A P Anderson II Sir George Iacobescu CBE R J J Lyons

The company provides an indemnity to all directors (to the extent permitted by law) in respect of liabilities incurred as a result of their office. The company also has in place liability insurance covering the directors and officers of the company. Both the indemnity and insurance were in force during the year ended 31 December 2018 and at the time of the approval of this Directors' Report. Neither the indemnity nor the insurance provide cover in the event that the director is proven to have acted dishonestly or fraudulently.

### **FUTURE DEVELOPMENTS**

There have been no significant events since the balance sheet date.

## FINANCIAL INSTRUMENTS

The financial risk management objectives and policies together with the principal risks and uncertainties of the company are contained within the Strategic Report.

### **DISCLOSURE OF INFORMATION TO AUDITOR**

Each of the persons who are directors at the time when this Directors' Report is approved has confirmed 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 ought to have been taken as a director in order to be aware of any
  relevant audit information and to establish that the company's auditor is aware of that information.

This report was approved by the board on 5 August 2019 and signed on its behalf.

J R Garwood Secretary

## DIRECTORS' RESPONSIBILITIES STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2018

The directors are responsible for preparing the Strategic Report, the 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 elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. 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 for the company's financial statements and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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 to 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 MEMBERS OF CWCB HOLDINGS LIMITED

### REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

### **OPINION**

In our opinion the financial statements of CWCB Holdings Limited (the 'company'):

- give a true and fair view of the state of the company's affairs as at 31 December 2018 and of its result for the year then ended:
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the statement of comprehensive income;
- the statement of financial position:
- the statement of changes in equity; and
- the related notes 1 to 12.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (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 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**

We are required by ISAs (UK) to report in respect of the following matters where:

- the directors' use of the going concern basis of accounting in preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may
  cast significant doubt about the company's ability to continue to adopt the going concern basis of
  accounting for a period of at least twelve months from the date when the financial statements are
  authorised for issue.

We have nothing to report in respect of these matters.

## OTHER INFORMATION

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. 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.

### INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CWCB HOLDINGS LIMITED

In connection with our audit of the financial statements, 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 audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement of the other information. 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 respect of these matters.

### **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 Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

## 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 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 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 strategic report or 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.

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CWCB HOLDINGS LIMITED

## **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.

James Wright FCA (Senior statutory auditor)

For and on behalf of Deloitte LLP

Statutory Auditor

London, United Kingdom

5 August 2019

# STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2018

	Note	2018 £	2017 £
Interest receivable and similar income	6	· -	100,777
PROFIT BEFORE TAX		-	100,777
Tax on profit	7	_	<u>-</u>
PROFIT FOR THE FINANCIAL YEAR		-	100,777
Other comprehensive income for the year		-	-
TOTAL COMPREHENSIVE INCOME FOR THE YEAR			100,777

The notes on pages 11 to 16 form part of these financial statements.

CWCB HOLDINGS LIMITED REGISTERED NUMBER: 3452890

# STATEMENT OF FINANCIAL POSITION AS AT 31 DECEMBER 2018

Note ·	2018 • £	2017 £
		•
8	121,613	121,615
_	121,613	121,615
9	(20,836)	(20,837)
_	(20,836)	(20,837)
_	100,777	100,778
<u></u>	100,777	100,778
10	1	1
·	100,776	100,777
. =	100,777	100,778
	9	Note £  8

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 5 August 2019.

R J J Lyons Director

The notes on pages 11 to 16 form part of these financial statements.

# STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2018

	Called up share capital	Retained earnings	Total equity
	£	£	£
At 1 January 2018	1	100,777	100,778
TOTAL COMPREHENSIVE INCOME FOR THE YEAR  Dividends: Equity capital	-	- (1)	(1)
AT 31 DECEMBER 2018	1	100,776	100,777
STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2017			
	Called up share capital	Retained earnings	Total equity
·	£	£	£
At 1 January 2017	1	64,176,538 <sup>-</sup>	64,176,539
COMPREHENSIVE INCOME FOR THE YEAR		•	
Profit for the year	<del></del>	100,777	100,777
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		100,777	100,777
Dividends: Equity capital	-	(64,176,538)	(64,176,538)
AT 31 DECEMBER 2017	1	100,777	100,778

The notes on pages 11 to 16 form part of these financial statements.

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018

### 1. GENERAL INFORMATION

CWCB Holdings Limited is a company limited by shares incorporated in the UK under the Companies Act 2006 and registered in England and Wales at One Canada Square, Canary Wharf, London, E14 5AB.

The nature of the company's operations and its principal activities are set out in the Strategic Report.

## 2. ACCOUNTING POLICIES

### 2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention, modified to include certain items at fair value and in accordance with United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice, including FRS 102 "the Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland").

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the company's accounting policies (see Note 3).

The principal accounting policies have been applied consistently throughout the year and the preceding year and are summarised below:

## 2.2 Going concern

At the year end, the company is in a net asset position, but has net current liabilities.

Included in this are group creditors of £20,836, which to the extent that the company cannot pay, will not be called in for at least a period of 12 months from the signing date of the financial statements.

In addition, as a member of the Canary Wharf Group, the company has access to considerable resources.

Having made the requisite enquiries and assessed the resources at the disposal of the company, the directors have a reasonable expectation that the company will have adequate resources to continue its operation for the foreseeable future. Accordingly they continue to adopt the going concern basis in preparing the financial statements.

## 2.3 Cash flow statement

The company has taken the exemption from preparing the cash flow statement under Section 1.12(b) as it is a member of a group where the parent of the group prepares publicly available consolidated accounts which are intended to give a true and fair view.

## 2.4 Investments

Investments in subsidiaries are stated at cost less any provision for impairment.

Income from investments is recognised as the company becomes entitled to receive payment. Dividend income from investments in companies is recognised when received or irrevocably declared.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018

## 2. ACCOUNTING POLICIES (CONTINUED)

#### 2.5 Financial instruments

The directors have taken advantage of the exemption in paragraph 1.12c of FRS 102 allowing the company not to disclose the summary of financial instruments by the categories specified in paragraph 11.41.

### Trade and other receivables

Trade and other receivables are recognised initially at fair value. A provision for impairment is established where there is objective evidence that the company will not be able to collect all amounts due according to the original terms of the debtor concerned.

### Loans receivable

loans receivable are recognised initially at the transaction price including transaction costs.

Subsequent to initial recognition, loans receivable are stated at amortised cost with any difference between the amount initially recognised and redemption value being recognised in the Income Statement over the period of the loan, using the effective interest method.

### Trade and other payables

Trade and other creditors are stated at cost.

### **Borrowings**

Standard loans payable are recognised initially at fair value less attributable transaction costs, unless the total cost does not represent the value of a financing transaction on an arm's length basis. In this case the present value of future payments discounted at a market rate of interest for a similar debt instrument is used in place of proceeds and the difference between the two amounts is accounted for as a capital contribution.

Subsequent to initial recognition, loans payable are stated at amortised cost with any difference between the amount initially recognised and the redemption value being recognised in the Income Statement over the period of the loan, using the effective interest method.

### 2.6 Taxation

Current tax is provided at amounts expected to be paid or recovered using the tax rates and laws that have been enacted or substantively enacted at the balance sheet date.

## 3. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

The preparation of financial statements in conformity with generally accepted accounting principles requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results ultimately may differ from those estimates.

For the year ended 31 December 2018, there were no items which the directors believe are significant to the financial statements.

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018

## 4. AUDITOR'S REMUNERATION

Auditor's remuneration of £800 (2017 - £800) for the audit of the company has been borne by another group undertaking.

## 5. EMPLOYEES

7.

The Company has no employees other than the directors, who did not receive any remuneration (2017 - £NIL).

## 6. INTEREST RECEIVABLE AND SIMILAR INCOME

**TAXATION ON PROFIT ON ORDINARY ACTIVITIES** 

	2018 £	2017 £
Interest receivable from group companies	-	100,777
	<del></del>	100,777
	· · · · · ·	
TAXATION		
	2018 £	.2017 £
Current tax on profits for the year	-	

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018

## 7. TAXATION (CONTINUED)

### FACTORS AFFECTING TAX CHARGE FOR THE YEAR

The tax assessed for the year is different to the standard rate of corporation tax in the UK of 19.0% (2017 -19.25%). The differences are explained below:

	2018 £	2017 £
Profit on ordinary activities before tax	-	100,777
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19.0% (2017 -19.25%)  EFFECTS OF:	-	19,400
Group relief	-	(19,400)
TOTAL TAX CHARGE FOR THE YEAR		-

On 29 March 2018, Stork Holdings Limited, a direct subsidiary of Stork HoldCo L.P., listed its shares on The International Stock Exchange in Jersey and the group headed by Stork Holdings Limited, which includes the company, converted to a REIT. As a consequence of the conversion, all qualifying property rental business is exempt from corporation tax. Only income and expenses relating to non-qualifying activities will continue to be taxable.

## **FACTORS THAT MAY AFFECT FUTURE TAX CHARGES**

Enacted in the Finance Act (No.2) 2015 is a reduction in the corporation tax rate to 17.0% on 1 April 2020.

## 8. FIXED ASSET INVESTMENTS

	Investments in subsidiary companies £
COST OR VALUATION	
At 1 January 2018	121,615
Disposals	(2)
At 31 December 2018	121,613
	, <del></del>
NET BOOK VALUE	
At 31 December 2018	121,613
	· <del></del>
At 31 December 2017	121,615
,	

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018

## 8. FIXED ASSET INVESTMENTS (CONTINUED)

In connection with a Group restructuring during the year, the company transferred its investment in CWCB Investments (B1) Limited and HQCB Properties (HQ4(2)) Limited to another group company for a consideration of £1 each.

### SUBSIDIARY UNDERTAKINGS

The following were subsidiary undertakings of the company:

Name	Class of shares	Holding	Principal activity
CWBC Investments (BP1) Limited	Ordinary £1 shares	100 %	Property investment
CWCB Investments (DS6) Limited	Ordinary £1 shares	100 %	Property investment
CWCB Investments (DS8) Limited	Ordinary £1 shares	100 %	Property investment
CWCB Investments (RT2) Limited	Ordinary £1 shares	100 %	Property investment
CWCB Investments (WF9) Limited	Ordinary £1 shares	100 %	Property investment
CWBC Leasing (BP1) Limited	Ordinary £1 shares	100 %	Property investment
CWCB Leasing (DS6) Limited	Ordinary £1 shares	100 %	Property investment
CWCB Leasing (RT2) Limited	Ordinary £1 shares	100 %	Property investment
CWBC Properties (BP1) Limited	Ordinary £1 shares	100 %	Property investment
CWCB Properties (DS6) Limited	Ordinary £1 shares	100 %	Property investment
CWCB Properties (DS8) Limited	Ordinary £1 shares	100 %	Property investment
HQCB Properties (HQ5(2)) Limited	Ordinary £1 shares	100 %	Investment holding
HQCB Properties (RT3) Limited	Ordinary £1 shares	100 %	Property investment
HQCB Investments Limited	Held indirectly	100 %	Property investment
HQCB Properties (HQ1) Limited	Held indirectly	100 %	Property investment
HQCB Properties (HQ3) Limited	Held indirectly	100 %	Property investment

The subsidiaries are registered at One Canada Square, Canary Wharf, London E14 5AB.

In accordance with Section 400 of the Companies Act 2006, financial information is only presented in these financial statements about the company as an individual undertaking and not about its group because the company and its subsidiary undertakings are included in the consolidated financial statements of a larger group (Note 12).

The directors are of the opinion that the value of the company's investments at 31 December 2018 was not less than the amount shown in the company's balance sheet.

## 9. CREDITORS: Amounts falling due within one year

	2018 £	2017 £
Amounts owed to group undertakings	20,836	20,837
	20,836	20,837

Amounts owed to fellow subsidiary undertakings are interest free and repayable on demand.

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018

### 10. SHARE CAPITAL

•	2018	2017
	£	£
Allotted, called up and fully paid		
1 (2017 -1) Ordinary share of £1.00	1	1
	<del></del>	

### 11. OTHER FINANCIAL COMMITMENTS

As at 31 December 2018 and 31 December 2017 the company had given fixed and floating charges over substantially all its assets to secure the commitments of certain other group undertakings.

### 12. CONTROLLING PARTY

Until 28 February 2018, the company's immediate parent undertaking was Canary Wharf Holdings Limited. On that date, the shares in the company were transferred to Canary Wharf Investments Limited, a subsidiary of Canary Wharf Holdings Limited.

As at 31 December 2018 the smallest group of which the company is a member and for which group financial statements are drawn up is the consolidated financial statements of Canary Wharf Group Investment Holdings plc. Copies of the financial statements may be obtained from the Company Secretary, One Canada Square, Canary Wharf, London E14 5AB.

The largest group of which the company is a member for which group financial statements are drawn up is the consolidated financial statements of Stork HoldCo LP, an entity registered in Bermuda and the ultimate parent undertaking and controlling party. Stork HoldCo LP is controlled as to 50% by Brookfield Property Partners LP and as to 50% by Qatar Investment Authority.

The directors have taken advantage of the exemption in paragraph 33.1A of FRS 102 allowing the company not to disclose related party transactions with respect to other group companies.