Registration number: 03710294

Broadgate Property Holdings Limited

Annual Report and Financial Statements

for the Year Ended 31 March 2018



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Strategic Report for the Year Ended 31 March 2018

The directors present their Strategic Report for the year ended 31 March 2018.

Business review and principal activities

Broadgate Property Holdings Limited ("the company") is a wholly owned subsidiary of British Land Broadgate 2005 Limited and operates as a constituent of Broadgate REIT Limited group of companies ("the group"). Broadgate REIT Limited operates as a joint venture between Euro Bluebell LLP, an affiliate of GIC, Singapore's sovereign wealth fund, and BL Bluebutton 2014 Limited, a wholly owned subsidiary of The British Land Company PLC.

The company's principal activity is investment holding in the United Kingdom (UK). Through this activity, the company supports the strategy of its fellow joint venture companies.

As shown in the company's Profit and Loss Account on page 8, consistent with the prior year the company has derived no turnover. Loss on ordinary activities before taxation is £67,970 compared to a loss on ordinary activities before taxation of £51,911,896 in the prior year, due to impairment of investments in subsidiaries in the prior year.

Dividends of £nil (2017: £nil) were paid in the year.

The Balance Sheet on page 10 shows that the company's financial position at the year end has, in net assets terms, decreased compared with the prior year.

The value of investments held as at 31 March 2018 has decreased by 50.0%, as shown in note 9 to the company's Balance Sheet.

The expected future developments of the company are determined by the strategy of the group. There are no future developments outside of the company's current operations planned.

Key performance indicators

The directors measure how the group, of which this company is a member, is delivering its strategy through the key performance indicators.

The directors consider the primary measure of performance of the group to be turnover and net asset value.

Principal risks and uncertainties

This company is part of a large property investment group. As such, the fundamental underlying risks for this company are those of the property group as discussed below.

The group generates returns to shareholders through long-term investment decisions requiring the evaluation of opportunities arising in the following areas:

- demand for space from occupiers against available supply;
- · · identification and execution of investment and development strategies which are value enhancing;
- availability of financing or refinancing at an acceptable cost;
- economic cycles, including their impact on tenant covenant quality, interest rates, inflation and property values;
- legislative changes; including planning consents and taxation;
- engagement of development contractors with strong covenants;
- · key staff changes; and
- environmental and health and safety policies.

These opportunities also represent risks, the most significant being change to the value of the property portfolio. This risk has high visibility to directors and is considered and managed on a continuous basis. Directors use their knowledge and experience to knowingly accept a measured degree of market risk.

The group's preference for prime assets and their secure long term contracted rental income, primarily with upward only rent review clauses, presents lower risks than many other property portfolios.

Strategic Report for the Year Ended 31 March 2018 (continued)

The company is financed by a loan from British Land Broadgate 2005 Limited. Interest is charged at a variable rate agreed between the parties.

Approved by the Board on 26 Submer 218 and signed on its behalf by:

BLICE JAMES

British Land Company Secretarial Limited Company secretary

Directors' Report for the Year Ended 31 March 2018

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

Directors of the company

The directors, who held office during the year, and up to the date of signing the financial statements, were as follows:

M Cosgrave (resigned 17 January 2018)

D Devani (resigned 17 January 2018)

T A Roberts

H Shah

D I Lockyer

C Forshaw (resigned 5 April 2017)

Directors' responsibilities statement

The directors acknowledge their responsibilities 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 Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 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 apply them consistently;
- · make judgements and accounting estimates that are reasonable and prudent;
- state whether FRS 101 has been followed, subject to any material departures disclosed and explained in the 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.

One or more of the current directors have been indemnified. The indemnity arrangements are qualifying indemnity provisions under the Companies Act 2006 and are currently in force at the date of this Annual Report.

Going concern

The directors consider the company to be a going concern and the accounts are prepared on this basis. Details of this are shown in note 2 of the financial statements.

Subsequent Events

Details of significant events since the Balance Sheet date, if any, are contained in note 15.

Disclosure of information to the auditors

Each director has taken 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. The directors confirm that there is no relevant information that they know of and of which they know the auditors are unaware.

Reappointment of independent auditors

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office and a resolution concerning their re-appointment will be proposed at the next Board Meeting.

Directors' Report for the Year Ended 31 March 2018 (continued)

BRUG JAMES

British Land Company Secretarial Limited Company secretary

Independent Auditors' Report to the Members of Broadgate Property Holdings Limited

Report on the audit of the financial statements

Opinion

In our opinion, Broadgate Property Holdings Limited's financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 March 2018 and of its loss for the year then ended:
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), which comprise: the Balance Sheet as at 31 March 2018; the Profit and Loss Account, the Statement of Comprehensive Income, and the Statement of Changes in Equity for the year then ended; and the Notes to the Financial Statements, which include a description of the significant accounting policies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which ISAs (UK) require us to report to you when:

- the Directors' use of the going concern basis of accounting in the 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.

However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the Company's ability to continue as a going concern.

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The Directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

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 an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or 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 based on these responsibilities.

With respect to the Strategic Report and Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require us also to report certain opinions and matters as described below.

Independent Auditors' Report to the Members of Broadgate Property Holdings Limited (continued)

Strategic Report and Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic Report and Directors' Report for the year ended 31 March 2018 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic Report and Directors' Report.

Responsibilities for the financial statements and the audit

Responsibilities of directors for the financial statements

As explained more fully in the Directors' responsibilities statement set out on page 3, the Directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The Directors are also responsible for such internal control as they 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.

Auditors' 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 auditors' 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 auditors' report.

Use of this report

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.

Other required reporting

Companies Act 2006 exception reporting

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 by the Company, or returns adequate for our audit have not been received from branches not visited by us; or
- · certain disclosures of Directors' remuneration specified by law are not made; or
- · the financial statements are not in agreement with the accounting records and returns.

Independent Auditors' Report to the Members of Broadgate Property Holdings Limited (continued)

We have no exceptions to report arising from this responsibility.

John Waters (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP,
Chartered Accountants and Statutory Auditors
London

Profit and Loss Account for the Year Ended 31 March 2018

	Note	2018 £	2017 £
Impairment of investments	9	-	(51,845,561)
Interest receivable and similar income	4	28,900	83,458
Interest payable and similar charges	5	(96,870)	(149,793)
Loss on ordinary activities before taxation		(67,970)	(51,911,896)
Tax on loss on ordinary activities	8	12,914	. 19,047
Loss for the year		(55,056)	(51,892,849)

Turnover and results were derived from continuing operations within the United Kingdom. The company has only one class of business, that of investment holding in the United Kingdom (UK).

Statement of Comprehensive Income for the Year Ended 31 March 2018

	2018 £	2017 £
Loss for the year	(55,056)	(51,892,849)
Total comprehensive expense for the year	(55,056)	(51,892,849)

(Registration number: 03710294)

Balance Sheet as at 31 March 2018

	Note	31 March 2018 £	31 March 2017 £
Fixed assets	11010	~	~
Investments	9	143,606,782	287,213,565
		143,606,782	287,213,565
Current assets			
Debtors due within one year	10	34,964,205	69,980,857
Debtors due after more than one year	10	445,278,982	890,538,917
		480,243,187	960,519,774
Creditors due within one year	11	(515,405,346)	(1,030,705,081)
Net current liabilities		(35,162,159)	(70,185,307)
Net assets		108,444,623	217,028,258
Capital and reserves			
Share capital	12	101,000	202,000
Profit and loss account		108,343,623	216,826,258
Shareholders' funds		108,444,623	217,028,258

Approved by the Board on ... 26 09 18 ... and signed on its behalf by:

Director

DAN IS LOCKIEL

Statement of Changes in Equity for the Year Ended 31 March 2018

	Share capital £	Profit and loss account £	Total £
Balance at 1 April 2016	202,000	268,719,107	268,921,107
Loss for the year		(51,892,849)	(51,892,849)
Total comprehensive expense for the year	<u> </u>	(51,892,849)	(51,892,849)
Balance at 31 March 2017	202,000	216,826,258	217,028,258
Balance at 1 April 2017	101,000	108,398,679	108,499,679
Loss for the year	-	(55,056)	(55,056)
Total comprehensive expense for the year	•	(55,056)	(55,056)
Balance at 31 March 2018	101,000	108,343,623	108,444,623

Notes to the Financial Statements for the Year Ended 31 March 2018

1 General information

The company is a private company limited by share capital, incorporated and domiciled in England, United Kingdom.

The address of its registered office is: York House 45 Seymour Street London W1H 7LX

2 Accounting policies

Summary of significant accounting policies and key accounting estimates

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

These financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101").

In preparing these financial statements, the company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the EU ("Adopted IFRSs"), but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

The financial statements have been prepared under the historical cost convention. Historical cost is generally based on the fair value of the consideration given in exchange for the assets.

These financial statements are separate financial statements. The company is exempt from the preparation of consolidated financial statements in accordance with Companies Act 2006 Section 400, because it is included in the group accounts of Broadgate REIT Limited.

Summary of disclosure exemptions

The company has taken advantage of the following disclosure exemptions under FRS 101:

- (a) The requirements of IAS 1 to provide a Balance Sheet at the beginning of the year in the event of a prior year adjustment;
- (b) The requirements of IAS 1 to provide a Statement of Cash flows for the year;
- (c) The requirements of IAS 1 to provide a statement of compliance with IFRS;
- (d) The requirements of IAS 1 to disclose information on the management of capital;
- (e) The requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors to disclose new IFRS's that have been issued but are not yet effective;
- (f) The requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member;
- (g) The requirements of paragraph 17 of IAS 24 Related Party Disclosures to disclose key management personnel compensation;
- (h) The requirements of IFRS 7 to disclose financial instruments; and

Notes to the Financial Statements for the Year Ended 31 March 2018 (continued)

2 Accounting policies (continued)

(i) The requirements of paragraphs 91-99 of IFRS 13 Fair Value Measurement to disclose information of fair value valuation techniques and inputs.

Disclosure exemptions for subsidiaries are permitted where the relevant disclosure requirements are met in the consolidated financial statements. Where required, equivalent disclosures are given in the group accounts of Broadgate REIT Limited. The group accounts of Broadgate REIT Limited are available to the public and can be obtained as set out in note 16.

Going concern

The balance sheet shows that the company has net current liabilities. The directors have reviewed the company's working capital and cash flow requirements, and along with considering that the company is part of a wider Group of companies whereby the company will not be called upon to repay its intercompany debt unless it has sufficient cash to do so.

As a consequence of this, the directors feel that the company can continue to trade for the foreseeable future and is well placed to manage its business risks successfully in the current economic climate. Accordingly, they believe the going concern basis is an appropriate one.

Changes in accounting policy

None of the standards, interpretations and amendments effective for the first time from 1 April 2017 have had a material effect on the financial statements.

Taxation

Current tax is based on taxable profit for the year and is calculated using tax rates that have been enacted or substantively enacted. Taxable profit differs from net profit as reported in the Profit and Loss Account because it excludes items of income or expense that are not taxable (or tax deductible).

Deferred tax is provided on items that may become taxable at a later date, on the difference between the balance sheet value and tax base value, on an undiscounted basis.

Investments

Fixed asset investments are stated at the lower of cost and the underlying net asset value of the investments.

3 Significant accounting judgements and key sources of estimation uncertainty

The key source of estimation uncertainty relates to the valuation of investments. The potential for management to make judgements or estimates relating to those items which would have a significant impact on the financial statements is considered, by the nature of the group's business, to be limited.

4 Interest receivable and similar income

		2018 £	2017 £
Interest receivable on amounts owed by group companies		28,900	83,458
		28,900	83,458

Notes to the Financial Statements for the Year Ended 31 March 2018 (continued)

5 Interest payable and similar expenses

•	2018 £	2017 • £
Interest payable on amounts due to group companies	96,870	149,793
	96,870	149,793

6 Auditors' remuneration

A notional charge of £3,910 (2017: £3,800) is deemed payable to PricewaterhouseCoopers LLP in respect of the audit of the financial statements for the year ended 31 March 2018. Actual amounts payable to PricewaterhouseCoopers LLP are paid by Bluebutton Properties UK Limited.

No non-audit fees (2017: £nil) were paid to Pricewaterhouse Coopers LLP.

7 Staff costs

No director received any remuneration for services to the company in either year. The remuneration of the directors was borne by another company, for which no apportionment or recharges were made. The value of this service was negligible.

Average number of employees, excluding directors, of the company during the year was nil (2017: nil).

8 Tax on profit on ordinary activities

Tax charged/(credited) in the profit and loss account

rax chargeo/(credited) in the p		2018 £	2017 £
Current taxation			
UK corporation tax	,	 (12,914)	(19,047)
Tax credit in the profit and le	oss account	 (12,914)	(19,047)

Notes to the Financial Statements for the Year Ended 31 March 2018 (continued)

8 Tax on profit on ordinary activities (continued)

	2018 £	2017 £
Tax reconciliation		
Loss on ordinary activities	(67,970)	(103,881,592)
Tax on loss on ordinary activities at UK corporation tax rate of 19% (2017 : 20%)	(12,914)	(20,776,318)
Effects of:		
Expenses not allowable	-	20,738,224
Group Relief	12,914	38,094
Consideration paid for group relief	(12,914)	(19,047)
Total tax credit	(12,914)	(19,047)

A reduction in the UK corporation tax rate from 19% to 17% (effective from 1 April 2020) was substantially enacted on 6 September 2016. This rate reduction has been reflected in the calculation of deferred tax on the Balance Sheet date, where relevant.

9 Investments

	Shares in subsidiaries £	Total £
Underlying net asset value of investment	•	`
1 April 2017	143,606,782	143,606,782
31 March 2018	143,606,782	143,606,782
Underlying net asset value of investment		
1 April 2016	195,452,343	195,452,343
Provision for Impairment	(51,845,561)	(51,845,561)
31 March 2017	143,606,782	143,606,782
Provision for underlying net asset change		
1 April 2017	(56,613,785)	(56,613,785)
31 March 2018	(56,613,785)	(56,613,785)
Provision for underlying net asset change		
1 April 2016	(4,768,224)	(4,768,224)
Increase in provision	(51,845,561)	(51,845,561)

Notes to the Financial Statements for the Year Ended 31 March 2018 (continued)

9 Investments (continued)			
· · · · · · · · · · · · · · · · · · ·		Shares in subsidiaries £	Total
		_	
31 March 2017		(56,613,785)	(56,613,785)
At cost			
31 March 2018		200,220,567	200,220,567
31 March 2017		200,220,567	200,220,567
Details of the subsidiaries as at 31 March 2018	8 are as follows:		
Subsidiary	Principal activity	Interest	Country
Propheto Financina PLC	Funding	100%	United Kingdom
Broadgate Financing PLC Broadgate (Funding) 2005 Limited	Funding Funding	100%	United Kingdom
Broadgate (Funding) Limited Broadgate (Lending) Limited	Short term funding	100%	United Kingdom
Broadgate (Cash Management) Limited	Cash management	100%	United Kingdom
Bluebutton Circle Retail PHC 2013 Limited	Property investment	100%	United Kingdom
Broadgate (PHC 2) Limited	Property investment	100%	United Kingdom
Broadgate (PHC 3) Limited	Property investment	100%	United Kingdom
Broadgate (PHC 5) 2005 Limited	Property investment!	100%	United Kingdom
Broadgate (PHC 5) Limited	Property investment	100%	United Kingdom
Broadgate (PHC 6) 2005 Limited	Property investment	100%	United Kingdom
Broadgate (PHC 7) Limited	Property investment	100%	United Kingdom
Broadgate (PHC 8) 2008 Limited	Property investment	100%	United Kingdom
Broadgate (PHC 9) Limited	Property investment	100%	United Kingdom
Broadgate (PHC 11) 2005 Limited	Property investment	100%	United Kingdom
Broadgate (PHC 14) Limited	Property investment	100%	United Kingdom
Broadgate (PHC 15a) Limited	Property investment	100%	United Kingdom
Broadgate (PHC 15b) Limited	Property investment	100%	United Kingdom
Broadgate (PHC 15c) Limited	Property investment	100%	United Kingdom
Broadgate (PHC 16) 2005 Limited	Property investment	100%	United Kingdom
Broadgate PHC 2010 Limited	Property investment	100%	United Kingdom
201 Bishopsgate Limited	Property investment	100%	United Kingdom
Broadgate (PHC 11)	Dormant ·	100%	United Kingdom
Barstep Limited	Dormant	100%	United Kingdom
Broadgate Circle Management Limited	Estate management	64%	United Kingdom /
Broadgate Management (Bishopsgate) Limited	d Estate management	75%	United Kingdom
Exchange Square Management Limited	Estate management	65%	United Kingdom
			ı

Notes to the Financial Statements for the Year Ended 31 March 2018 (continued)

9 Investments (continued)

All investments based in the United Kingdom have a registered address of York House, 45 Seymour Street, London, W1H 7LX.

10 Debtors

•		31 March 2018	31 March 2017
Current debtors (receivable within one year)		£	£
Amounts owed by group companies - current accounts		34,964,205	69,980,857
		34,964,205	69,980,857

Debtors from related parties relate to amounts due from group companies which are repayable on demand. There is no interest charged on these balances.

Long-term debtors (receivable after more than one year) Amounts owed to group companies - Long term loans	31 March 2018 £ 445,278,982	31 March 2017 £ 890,538,917
	445,278,982	890,538,917
11 Creditors due within one year	. •	
	31 March 2018 £	31 March 2017 £
Amounts due to related parties	515,405,346	1,030,705,081
	515 405 346	1 030 705 081

Amounts owed to group companies are repayable on demand. There is only interest charged on the portion of debt due to British Land Broadgate 2005 Limited at a variable rate agreed between the parties.

12 Share capital

Allotted, called up and fully paid shares

		31 March 2018		31 March 2017	
	No.	£	No.	£	
Ordinary shares of £1 each	101,000	101,000	101,000	101,000	

Notes to the Financial Statements for the Year Ended 31 March 2018 (continued)

13 Capital commitments

The total amount contracted for but not provided in the financial statements was £nil (2017: £nil).

14 Contingent liabilities

The company has no contingent liabilities as at 31 March 2018 of £nil (2017: £nil)

15 Subsequent events

There have been no significant events since the year end.

16 Parent and ultimate parent undertaking

The immediate parent company is British Land Broadgate 2005 Limited.

The ultimate parent company is Broadgate REIT Limited. Broadgate REIT Limited operates as a joint venture between Euro Bluebell LLP, an affiliate of GIC, Singapore's sovereign wealth fund, and BL Bluebutton 2014 Limited, a wholly owned subsidiary of The British Land Company PLC.

Broadgate REIT Limited is the smallest and largest group for which group accounts are available and which include the company. The ultimate holding company and controlling party is Broadgate REIT Limited. Group accounts for this company are available on request from British Land, York House, 45 Seymour Street, London, W1H 7LX.