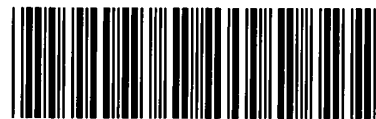


TTS PROPERTIES LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2016

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TTS PROPERTIES LIMITED

COMPANY INFORMATION

Directors

I Mahoney
J Penny
S Shah
C Waggett

Registered number

04055091

Registered office

Third Space
16-19 Canada Square
London
E14 5ER

Independent auditors

MHA MacIntyre Hudson
Chartered Accountants & Statutory Auditors
Abbey Place
24-28 Easton Street
High Wycombe
Buckinghamshire
HP11 1NT

TTS PROPERTIES LIMITED

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TTS PROPERTIES LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2016

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

Directors' responsibilities statement

The directors are responsible for preparing 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 judgments 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 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.

Directors

The directors who served during the year were:

I Mahoney
J Penny
S Shah
C Waggett

Qualifying third party indemnity provisions

Qualifying third party indemnity provisions for the benefit of the Directors were in force during the year and since the year end.

Disclosure of information to auditors

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 auditors are 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 auditors are aware of that information.

TTS PROPERTIES LIMITED

**DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2016**

Auditors

Under section 487(2) of the Companies Act 2006, MHA MacIntyre Hudson will be deemed to have been reappointed as auditors 28 days after these financial statements were sent to members or 28 days after the latest date prescribed for filing the accounts with the registrar, whichever is earlier.

Small companies note

In preparing this report, the directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

This report was approved by the board on 28 July 2017 and signed on its behalf.

.....
S Shah
Director



TTS PROPERTIES LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF TTS PROPERTIES LIMITED

We have audited the financial statements of TTS Properties Limited for the year ended 31 December 2016, which comprise the Statement of Comprehensive Income, the Balance Sheet, the Statement of Changes in Equity and the related notes. The relevant financial reporting framework that has been applied in their preparation is applicable law and the 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'.

This report is made solely to the Company's shareholders, 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 shareholders those matters we are required to state to them in an Auditors' 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 shareholders as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of Directors and Auditors

As explained more fully in the Directors' Responsibilities Statement on page 1, 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). Those standards require us to comply with the Financial Reporting Council's Ethical Standards for Auditors.

Scope of the audit of the financial statements

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. *In addition, we read all the financial and non-financial information in the Directors' 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.*

Opinion on financial statements

In our opinion 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 loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion, based on 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

TTS PROPERTIES LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF TTS PROPERTIES LIMITED (CONTINUED)

Matters on which we are required to report by exception

In the light of our knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Directors' Report.

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you 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; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies' regime and take advantage of the small companies' exemption in preparing the Directors' Report and take advantage of the small companies' exemption from the requirement to prepare a Strategic Report.

MHA MacIntyre Hudson

JUSTIN MOSS ACA (Senior Statutory Auditor)

for and on behalf of

MHA MacIntyre Hudson

Chartered Accountants
Statutory Auditors

Abbey Place
24-28 Easton Street
High Wycombe
Buckinghamshire
HP11 1NT

Date: *28 July 2017*

TTS PROPERTIES LIMITED

**STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2016**

	Note	2016 £	2015 £
Turnover	4	715,178	715,067
Gross profit		715,178	715,067
Administrative expenses		(725,729)	(677,058)
Operating (loss)/profit	5	(10,551)	38,009
Interest receivable and similar income	7	-	19,556
Interest payable and expenses	8	(20,499)	-
(Loss)/profit before tax		(31,050)	57,565
Tax on (loss)/profit	9	23,000	(99,634)
Loss for the year		(8,050)	(42,069)

There were no recognised gains and losses for 2016 or 2015 other than those included in the statement of comprehensive income.

There was no other comprehensive income for 2016 (2015:£NIL).

The notes on pages 8 to 17 form part of these financial statements.

TTS PROPERTIES LIMITED
REGISTERED NUMBER:04055091

BALANCE SHEET
AS AT 31 DECEMBER 2016

	Note	2016 £	2015 £
Fixed assets			
Tangible assets	10	1,359,362	1,423,484
		<u>1,359,362</u>	<u>1,423,484</u>
Current assets			
Debtors	11	842,967	753,086
		<u>842,967</u>	<u>753,086</u>
Creditors: amounts falling due within one year	12	(757,210)	(334,286)
Net current assets		<u>85,757</u>	<u>418,800</u>
Total assets less current liabilities		<u>1,445,119</u>	<u>1,842,284</u>
Creditors: amounts falling due after more than one year	13	(503,885)	(870,000)
Provisions for liabilities			
Deferred tax	14	(138,000)	(161,000)
Other provisions	15	(160,000)	(160,000)
		<u>(298,000)</u>	<u>(321,000)</u>
Net assets		<u><u>643,234</u></u>	<u><u>651,284</u></u>
Capital and reserves			
Called up share capital	16	2	2
Profit and loss account	17	643,232	651,282
		<u>643,234</u>	<u>651,284</u>

The Company's financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime.

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



28 July 2017.

S Shah
Director

The notes on pages 8 to 17 form part of these financial statements.

TTS PROPERTIES LIMITED

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2016**

	Called up share capital	Profit and loss account	Total equity
	£	£	£
At 1 January 2016	2	651,282	651,284
Comprehensive income for the year			
Loss for the year	-	(8,050)	(8,050)
Total comprehensive income for the year	-	(8,050)	(8,050)
At 31 December 2015	2	643,232	643,234

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2015**

	Called up share capital	Profit and loss account	Total equity
	£	£	£
At 1 January 2015	2	693,351	693,353
Comprehensive income for the year			
Loss for the year	-	(42,069)	(42,069)
Total comprehensive income for the year	-	(42,069)	(42,069)
At 31 December 2015	2	651,282	651,284

The notes on pages 8 to 17 form part of these financial statements.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016**

1. Company information

TTS Properties Limited is a company limited by shares, incorporated in England and Wales, registration number 04055091. The address of its principal place of business is 16-19 Canada Square, London, E14 5ER.

The principal activity of the Company during the year was the letting of property.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

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

The following principal accounting policies have been applied:

2.2 Financial reporting standard 102 - reduced disclosure exemptions

The company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by the FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 3 Financial Statement Presentation paragraph 3.17(d);
- the requirements of Section 4 Statement of Financial Position paragraph 4.12(a)(iv);
- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 11 Financial Instruments paragraphs 11.41(b), 11.41(c), 11.41(e), 11.41(f), 11.42, 11.44 to 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b) and 11.48(c);
- the requirements of Section 12 Other Financial Instruments paragraphs 12.26 to 12.27, 12.29(a), 12.29(b) and 12.29A;
- the requirements of Section 33 Related Party Disclosures paragraph 33.7.

This information is included in the consolidated financial statements of Gordons96 Limited for the year ended 31 December 2016 and these financial statements may be obtained from Companies House.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016**

2. Accounting policies (continued)

2.3 Turnover

Turnover is recognised to the extent that it is probable that the economic benefits will flow to the Company and the turnover can be reliably measured. Turnover is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes. The following criteria must also be met before turnover is recognised:

Rendering of services

Turnover from a contract to provide services is recognised in the period in which the services are provided in accordance with the stage of completion of the contract when all of the following conditions are satisfied:

- the amount of turnover can be measured reliably;
- it is probable that the Company will receive the consideration due under the contract;
- the stage of completion of the contract at the end of the reporting period can be measured reliably, and;
- the costs incurred and the costs to complete the contract can be measured reliably.

2.4 Tangible fixed assets

Tangible fixed assets are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

The Company adds to the carrying amount of each fixed asset the cost of replacing part of such an item when that cost is incurred, if the replacement part is expected to provide incremental future benefits to the Company. The carrying amount of the replaced part is derecognised. Repairs and maintenance are charged to Statement of Comprehensive Income during the period in which they are incurred.

The estimated useful lives range as follows:

Long-term leasehold property - 20 years

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within administration expenses in the Statement of Comprehensive Income.

2.5 Debtors

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016**

2. Accounting policies (continued)

2.6 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

2.7 Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

2.8 Finance costs

Finance costs are charged to the Statement of Comprehensive Income over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

2.9 Operating leases: lessee

Rentals paid under operating leases are charged to the Statement of Comprehensive Income on a straight line basis over the lease term.

2.10 Interest income

Interest income is recognised in the Statement of Comprehensive Income using the effective interest method.

2.11 Borrowing costs and interest payable

All borrowing costs are recognised in the Statement of Comprehensive Income in the year in which they are incurred.

2.12 Provisions for liabilities

Provisions are made where an event has taken place that gives the Company a legal or constructive obligation that probably requires settlement by a transfer of economic benefit, and a reliable estimate can be made of the amount of the obligation.

Provisions are charged as an expense to the Statement of Comprehensive Income in the year that the Company becomes aware of the obligation, and are measured at the best estimate at the Balance Sheet date of the expenditure required to settle the obligation, taking into account relevant risks and uncertainties.

When payments are eventually made, they are charged to the provision carried in the Balance Sheet.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016**

2. Accounting policies (continued)

2.13 Current and deferred taxation

The tax expense for the year comprises current and deferred tax. Tax is recognised in the Statement of Comprehensive Income, except that a change attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively. The tax expense for the year comprises current and deferred tax.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the Company operates and generates income.

Deferred balances are recognised in respect of all timing differences that have originated but not reversed by the balance sheet date, except that:

- the recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred income tax is determined using tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

3. Judgements in applying accounting policies and key sources of estimation uncertainty

Management has considered the nature of the work carried out by the company on its leased premises and estimated the extent to which reinstatement work will be necessary at the end of the lease. In management's opinion, the amount of the reinstatement work is likely to be material. Accordingly, £160,000 provision for dilapidations has been recognised at the year-end.

There are no other key sources of estimation uncertainty.

TTS PROPERTIES LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016**

4. Turnover

	2016 £	2015 £
Rent receivable	<u>715,178</u>	<u>715,067</u>

All turnover arose within the United Kingdom.

5. Operating (loss)/profit

The operating (loss)/profit is stated after charging:

	2016 £	2015 £
Depreciation of tangible fixed assets	76,518	76,286
Operating lease rentals	<u>640,235</u>	<u>603,480</u>

During the year no director received any emoluments (2015: £Nil).

Audit fees are paid by another group company.

6. Employees

The Company has no employees other than directors.

7. Interest receivable

	2016 £	2015 £
Other interest receivable	<u>-</u>	<u>19,556</u>

8. Interest payable and similar charges

	2016 £	2015 £
Other loan interest payable	<u>20,499</u>	<u>-</u>

TTS PROPERTIES LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016**

9. Taxation

	2016 £	2015 £
Total current tax	-	-
Deferred tax		
Origination and reversal of timing differences	(23,000)	99,634
Total deferred tax	(23,000)	99,634
Taxation on (loss)/profit on ordinary activities	(23,000)	99,634

Factors affecting tax charge for the year

The tax assessed for the year is higher than (2015 - higher than) the standard rate of corporation tax in the UK of 20% (2015 - 20%). The differences are explained below:

	2016 £	2015 £
(Loss)/profit on ordinary activities before tax	(31,050)	57,565
(Loss)/profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 20% (2015 - 20%)	(6,210)	11,513
Effects of:		
Capital allowances for year in excess of depreciation	(7,275)	(7,503)
Other timing differences leading to an increase (decrease) in taxation	(23,000)	99,634
Group relief	13,485	(4,010)
Total tax charge for the year	(23,000)	99,634

Factors that may affect future tax charges

There were no factors that may affect future tax charges.

TTS PROPERTIES LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016**

10. Tangible fixed assets

	Long-term leasehold property £
Cost or valuation	
At 1 January 2016	1,530,357
Additions	12,396
At 31 December 2016	<u>1,542,753</u>
Depreciation	
At 1 January 2016	106,873
Charge for the period on owned assets	76,518
At 31 December 2016	<u>183,391</u>
Net book value	
At 31 December 2016	<u><u>1,359,362</u></u>
At 31 December 2015	<u><u>1,423,484</u></u>

11. Debtors

	2016 £	2015 £
Due after more than one year		
Other debtors	376,701	-
Due within one year		
Trade debtors	10,260	12,328
Amounts owed by group undertakings	211,109	178,394
Other debtors	24,001	421,200
Prepayments and accrued income	220,896	141,164
	<u><u>842,967</u></u>	<u><u>753,086</u></u>

TTS PROPERTIES LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016**

12. Creditors: Amounts falling due within one year

	2016 £	2015 £
Other loans	174,000	-
Trade creditors	38,404	33,451
Amounts owed to group undertakings	515,468	254,798
Accruals and deferred income	29,338	46,037
	<u>757,210</u>	<u>334,286</u>

13. Creditors: Amounts falling due after more than one year

	2016 £	2015 £
Other loans	<u>503,885</u>	<u>870,000</u>

Secured loans

A long-term loan of £503,885 (2015: £870,000) is secured on the assets of the Company and guaranteed by The Third Space Group Limited, the immediate parent company.

14. Deferred taxation

	2016 £
At beginning of year	(161,000)
Charged to the profit or loss	23,000
At end of year	<u>(138,000)</u>

The provision for deferred taxation is made up as follows:

	2016 £	2015 £
Accelerated capital allowances	<u>(138,000)</u>	<u>(161,000)</u>

TTS PROPERTIES LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016**

15. Provisions

	Dilapidation £
At 1 January 2016	160,000
At 31 December 2016	160,000

Dilapidation provision

This provision represents the estimated cost of rectifications under the full repairing leases.

16. Share capital

	2016 £	2015 £
Shares classified as equity		
Allotted, called up and fully paid		
1 Ordinary L share of £1	1	1
1 Ordinary S share of £1	1	1
	2	2

Ordinary L and S shares have full voting, dividend and capital distribution (including on winding up) rights.

17. Reserves**Profit and loss account**

The Profit and Loss Account includes all current and prior period retained profits and losses.

18. Contingent liabilities

The Company is party to a cross company guarantee for bank financing held in the parent company.

TTS PROPERTIES LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016**

19. Commitments under operating leases

At 31 December 2016 the Company had future minimum lease payments under non-cancellable operating leases as follows:

	2016 £	2015 £
Not later than 1 year	595,977	502,000
Later than 1 year and not later than 5 years	2,383,908	2,008,000
Later than 5 years	6,257,759	5,773,000
	<u>9,237,644</u>	<u>8,283,000</u>

20. Related party transactions

In accordance with the exemption under Section 33 of Financial Reporting Standard 102, the Company does not disclose transactions with other wholly owned companies within the Gordons96 group.

21. Controlling party

The Company's immediate parent company is The Third Space Group Limited, a company registered in England and Wales.

The Third Space Group Limited is also consolidated at the secondary level with Third Space Holdings Limited (formerly Canada Square Health and Fitness Holdings Limited). Copies of these consolidated financial statements are available from Companies House.

The ultimate parent company is Gordons96 Limited, a company registered in England and Wales. Copies of the consolidated financial statements are available from Companies House.

In the opinion of the directors there is no ultimate controlling party.



MHA MacIntyre Hudson

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Find Us

To find out more about the people behind the name visit
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MHA MacIntyre Hudson Wealth Management Independent financial advisers

Contact your local office - see details above

www.macintyreHUDSON.co.uk

