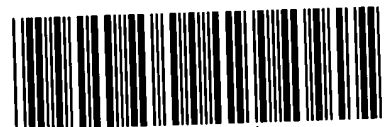


280 BISHOPSGATE PROPERTY INVESTMENTS LIMITED

Directors' Report and Financial Statements

For the year ended 31 December 2016

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COMPANIES HOUSE

280 Bishopsgate Property Investments Limited

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

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280 Bishopsgate Property Investments Limited

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

M H Filer (resigned 7 April 2017)

D J Wynne (appointed 20 March 2017)

Wilmington Trust SP Services (London) Limited

SECRETARY

Wilmington Trust SP Services (London) Limited

Third Floor

1 King's Arms Yard

London

EC2R 7AF

REGISTERED OFFICE

c/o Wilmington Trust SP Services (London) Limited

Third Floor

1 King's Arms Yard

London

EC2R 7AF

LAWYERS

Clifford Chance LLP

10 Upper Bank Street

London

E14 5JJ

BANKERS

Citibank N.A

London Branch

5 Carmelite Street

London

EC4Y 0PA

AUDITOR

SRG LLP

London

280 Bishopsgate Property Investments Limited

DIRECTORS' REPORT

For the year ended 31 December 2016

The directors present their report on the affairs of 280 Bishopsgate Property Investments Limited ("the Company"), together with the financial statements and auditor's report for the year ended 31 December 2016.

The Directors' Report has been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

PRINCIPAL ACTIVITIES

The Company's principal activity continues to be that of holding an interest in a property at Premier Place, Devonshire Square, London EC2 ("Premier Place").

BUSINESS REVIEW AND FUTURE DEVELOPMENTS

The Company is a member of the Bishopsgate Premier Group of Companies (the "Group") which is headed by Bishopsgate Premier Holdings Limited.

In 2004 the Company granted a 299 year Head Lease to Premier Place Finance Limited in relation to Premier Place. The annual rent, which is increased or decreased by reference to the Retail Prices Index at half-yearly intervals, is payable throughout the first 30 years until the rent payment date falling due on 25 March 2034. After this the annual rental will be a peppercorn.

The Company has also entered into an Overriding Lease for a period of 299 years with 2 ½ Devonshire Square Limited the legal title holder of Premier Place. Drybarn Limited, the parent company of 2 ½ Devonshire Square Limited, holds a beneficial interest in Premier Place. 2 ½ Devonshire Square Limited and Drybarn Limited are fellow Group undertakings. Under the arrangements surrounding the Overriding Lease, 280 Bishopsgate Property Investments Limited, paid an upfront premium and also pays the on-going annual rent to Drybarn Limited for a period of 30 years until the rent payment date falling due on 25 March 2034. After this the annual rental will be a peppercorn.

The results for the year and the state of the Company's affairs are set out in the accompanying financial statements.

The profit for the year of £858k is slightly higher than the profit for the prior year of £856k. This is due to additional interest income this year.

Capital and reserves of the Company increased to £27,657k (2015: £26,799k), an increase of 3.2% during the year.

There are no plans to change the activities of the Company in the future.

The directors do not recommend the payment of a dividend (2015: £nil).

GOING CONCERN

As there has been no identifiable deterioration in the ongoing cash flows of the Company, and 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 financial statements.

DIRECTORS

The directors who served throughout the year are as follows:

M H Filer (resigned 7 April 2017)

D J Wynne (appointed 20 March 2017)

Wilmington Trust SP Services (London) Limited

SECRETARY

Wilmington Trust SP Services (London) Limited acted as secretary throughout the year.

EMPLOYEES

Apart from the directors, the Company has no employees. Wilmington Trust SP Services (London) Limited provided corporate management services to the Company.

280 Bishopsgate Property Investments Limited

DIRECTORS' REPORT (continued)

For the year ended 31 December 2016

DIRECTORS' RESPONSIBILITIES STATEMENT

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 prepared the financial statements in accordance with with International Financial Reporting Standards (IFRS) and applicable law. Under company law, the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. 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;
- provide additional disclosures when compliance with the specific requirements in IFRSs are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance; 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, 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.

STATEMENT OF DISCLOSURE OF INFORMATION TO THE AUDITOR

The directors confirm that:

- so far as the directors are aware, there is no relevant audit information of which the Company's auditor is unaware; and
- each of the directors have taken all steps that they ought to have taken as directors in order to make themselves 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 of 2006.

AUDITOR

The Company has by elective resolution dispensed with the obligation to reappoint the auditor annually.

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



Mignon Clarke-Whelan for and on behalf of

Wilmington Trust SP Services (London) Limited

Director

26 September 2017

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF 280 BISHOPSGATE PROPERTY INVESTMENTS LIMITED

We have audited the financial statements of 280 Bishopsgate Property Investments Limited for the year ended 31 December 2016 which comprise the statement of comprehensive income, the statement of financial position, the statement of changes in equity, the statement of cash flows and the related notes 1 to 11. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standard (IFRS) as adopted by European Union. 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.

Respective responsibilities of directors and auditor

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. 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 Auditing Practices Board'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 annual report to identify material inconsistencies with the audited financial statements. 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 the Company's profit before other comprehensive income for the year then ended;
- have been properly prepared in accordance with IFRSs as adopted by the European Union; and
- have been properly prepared in accordance with the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements the Directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatement in the strategic report and the director's 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 by the Company, 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 take advantage of the small companies exemption in preparing the Directors' Report.

Haydn Wood BA FCA (Senior Statutory Auditor)
for and on behalf of SRG LLP
Chartered Accountants and Statutory Auditor
London, United Kingdom
26 September 2017

280 Bishopsgate Property Investments Limited

STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 December 2016

| | Notes | 2016 £'000 | 2015 £'000 |
|---|-------|---------------|---------------|
| TURNOVER | | 14 | 14 |
| Cost of sales | | (5) | (5) |
| | | <hr/> | <hr/> |
| GROSS PROFIT | | 9 | 9 |
| Administrative expenses | | (4) | (4) |
| | | <hr/> | <hr/> |
| OPERATING PROFIT/(LOSS) | | 5 | 5 |
| Other interest receivable and similar income | 3 | 853 | 851 |
| | | <hr/> | <hr/> |
| PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION | 4 | 858 | 856 |
| Income tax expense | 5 | - | - |
| | | <hr/> | <hr/> |
| PROFIT FOR THE YEAR FROM CONTINUING OPEARATIONS | | 858 | 856 |
| Other comprehensive income | | - | - |
| TOTAL COMPREHENSIVE INCOME FOR THE YEAR ATTRIBUTABLE TO EQUITY HOLDERS | | <u>858</u> | <u>856</u> |

The notes on pages 9 to 12 form part of these financial statements

280 Bishopsgate Property Investments Limited

STATEMENT OF FINANCIAL POSITION

As at 31 December 2016

| | | 31 December 2016 £'000 | 31 December 2015 £'000 |
|-------------------------------------|-------|------------------------------|------------------------------|
| | Notes | | |
| ASSETS | | | |
| CURRENT ASSETS | | | |
| Debtors | 6 | 28,221 | 27,369 |
| Cash and cash equivalents | | <u>590</u> | <u>579</u> |
| TOTAL ASSETS | | <u>28,811</u> | <u>27,948</u> |
| LIABILITIES | | | |
| Current liabilities | | | |
| Creditors | 7 | <u>1,154</u> | <u>1,149</u> |
| TOTAL LIABILITIES | | 1,154 | 1,149 |
| EQUITY | | | |
| Share capital | 8 | - | - |
| Retained earnings | | <u>27,657</u> | <u>26,799</u> |
| Total Equity | | <u>27,657</u> | <u>26,799</u> |
| Total Equity and Liabilities | | <u>28,811</u> | <u>27,948</u> |

These financial statements of 280 Bishopsgate Property Investments Limited, Company Registration 4365004, on pages 5 to 12 were approved and authorised for issue by the directors on 26 September 2017 and signed on its behalf by:



Mignon Clarke-Whelan for and on behalf of

Wilmington Trust SP Services (London) Limited

Director

The notes on pages 9 to 12 form part of these financial statements

280 Bishopsgate Property Investments Limited

STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2016

| | Attributable to the owners of the parent | | |
|---|--|-------------------|---------------|
| | Share capital | Retained earnings | Total equity |
| | £'000 | £'000 | £'000 |
| Balance as at 1 January 2015 | - | 25,943 | 25,943 |
| Profit for the year | - | 856 | 856 |
| Other comprehensive income for the year | - | - | - |
| Balance at 31 December 2015 | - | <u>26,799</u> | <u>26,799</u> |
| | Share capital | Retained earnings | Total equity |
| | £'000 | £'000 | £'000 |
| Balance at 1 January 2016 | - | 26,799 | 26,799 |
| Profit for the year | - | 858 | 858 |
| Other comprehensive income for the year | - | - | - |
| Balance at 31 December 2016 | - | <u>27,657</u> | <u>27,657</u> |

The notes on pages 9 to 12 form part of these financial statements

280 Bishopsgate Property Investments Limited

STATEMENT OF FINANCIAL POSITION

As at 31 December 2016

| | 2016 £'000 | 2015 £'000 |
|--|-------------------|-------------------|
| Cash flows from operating activities | £ | £ |
| Profit before tax for the year | 858 | 856 |
| <i>Adjustments for:</i> | | |
| Bank interest received | - | (1) |
| (Increase) in trade and other receivables | (852) | (850) |
| Increase in other liabilities | <u>5</u> | <u>9</u> |
| Net cash from operating activities | 11 | 14 |
| Tax paid | <u>-</u> | <u>-</u> |
| Net cash from operating activities after tax | 11 | 14 |
| Investing activities | | |
| Bank interest received | <u>-</u> | <u>1</u> |
| Net cash from investing activities | - | 1 |
| Financing activities | | |
| Repayments loan during the year | <u>-</u> | <u>-</u> |
| Net cash used in financing activities | - | - |
| Net increase in cash and cash equivalents | 11 | 15 |
| Cash and cash equivalents at beginning of year | <u>579</u> | <u>564</u> |
| Cash and cash equivalents at 31 December | <u>590</u> | <u>579</u> |

The notes on pages 9 to 12 form part of these financial statements

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2016

1. ACCOUNTING POLICIES

The principal accounting policies are summarised below. They have all been applied consistently throughout the current and prior year.

Basis of preparation

The Company's financial statements have been prepared in accordance with International Financial Reporting Standards (IFRSs) issued by the International Accounting Standards Board as adopted by the European Union.

For periods up to and including the year ended 31 December 2014, the company prepared its financial statements in accordance with UK generally accepted accounting practice.

The transition date was 1 January 2014 and there were no transitional adjustments.

The financial statements are presented in Pounds Sterling. The financial statements have been prepared on a historical cost basis as modified for the revaluation of certain financial instruments under IAS 39 Financial Instruments: Recognition and Measurement.

Going concern

The Company's business activities and future developments are set out in the Directors' Report on page 2.

As there has been no identifiable deterioration in the ongoing cash flows of the Company, and 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 financial statements.

Turnover

Turnover represents rent receivable which is accounted for on an accruals basis. Turnover is derived from the United Kingdom.

Cost of sales

Cost of sales represents rent payable which is accounted for on an accruals basis.

Interest income

Interest income is accounted for on an accruals basis.

Interest expense

Interest paid on the debt is accounted for on an accruals basis.

Taxation

Current tax, including United Kingdom corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is provided in full in respect of taxation deferred by timing differences between the treatment of certain items for taxation and accounting purposes.

A net deferred tax asset is regarded as recoverable and therefore recognised only to the extent that, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is not recognised when fixed assets are revalued unless by the balance sheet date there is a binding agreement to sell the revalued assets and the gain or loss expected to arise on sale has been recognised in the financial statements.

280 Bishopsgate Property Investments Limited

NOTES TO THE FINANCIAL STATEMENTS (Continued)

For the year ended 31 December 2016

2. DIRECTORS AND EMPLOYEES

None of the directors received any emoluments for their services to the Company during the current and prior year apart from Wilmington Trust SP Services (London) Limited who received £1k (2015: £1k) for corporate management services. Mr M H Filer is a director of Wilmington Trust SP Services (London) Limited.

None of the directors had any interests in the Company at the end of the current or prior year end.

None of the directors had any material interest in any contract of significance in relation to the business of the Company in the current or prior year.

The Company does not have any employees (2015: none).

3. OTHER INTEREST RECEIVABLE AND SIMILAR INCOME

| | 2016 £'000 | 2015 £'000 |
|--|---------------|---------------|
| Interest on amounts owed by group undertakings | 853 | 850 |
| Interest on bank balance | - | 1 |
| | <u>853</u> | <u>851</u> |

4. PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

| | | |
|---|---------------|---------------|
| The profit on ordinary activities before taxation is stated after charging: | 2016 £'000 | 2015 £'000 |
| Auditor's fees for audit of the Company's accounts | 1 | 1 |
| Taxation services fee | - | - |
| | <u>-</u> | <u>-</u> |

280 Bishopsgate Property Investments Limited

NOTES TO THE FINANCIAL STATEMENTS (Continued)

For the year ended 31 December 2016

5. TAX ON PROFIT ON ORDINARY ACTIVITIES

| | 2016 £'000 | 2015 £'000 |
|---------------------------|---------------|---------------|
| The tax charge comprises: | | |
| Current tax | - | - |

Factors affecting the tax charge:

The differences between total current tax shown on the face of the Profit and Loss Account and the amount calculated by applying the standard rate of UK Corporation tax to the profit before tax is as follows:

| | 2016 £'000 | 2015 £'000 |
|---|---------------|---------------|
| Profit on ordinary activities before tax | 856 | 854 |
| Corporation tax at 20% (2015: 21.50%) | 171 | 184 |
| Utilisation of brought forward tax losses | (171) | (184) |
| Charge for the year | - | - |

A deferred tax asset has not been recognised in respect of the losses carried forward as there is insufficient evidence the asset will be recovered. The amount not recognised is £0.4m (2015: £0.6m).

6. DEBTORS

| | 2016 £'000 | 2015 £'000 |
|--------------------------------------|---------------|---------------|
| Amounts owed from group undertakings | 28,141 | 27,289 |
| Prepayments and accrued income | 80 | 80 |
| | 28,221 | 27,369 |

The amounts owed from group undertakings relate to loans granted to fellow group undertakings to manage the financing of the group as a whole and which bear interest at a rate of 5% or such other rate that may be agreed between the parties.

7. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

| | 2016 £'000 | 2015 £'000 |
|------------------------------------|---------------|---------------|
| Amounts owed to group undertakings | 1,154 | 1,149 |
| | 1,154 | 1,149 |

8. CALLED UP SHARE CAPITAL

| | 2016 | 2015 |
|------------------------------------|------|------|
| Called up, allotted and fully paid | | |
| 2 ordinary shares of £1 each | £2 | £2 |

The issued shares of the Company are held by 280 Bishopsgate Limited.

280 Bishopsgate Property Investments Limited

NOTES TO THE FINANCIAL STATEMENTS (Continued)

For the year ended 31 December 2016

9. RELATED PARTIES TRANSACTIONS

Amount owed by group undertakings is £28.2 million (2015: 27.3 million) to the company. The Company owes £1.1 million (2015: 1.1 million) to other companies in the group.

During the year Wilmington Trust SP Services (London) Limited, a director of the Company, received £1k (2015: £1k) for corporate services provided to the Company under the terms of a Corporate Services Agreement.

10. ULTIMATE PARENT COMPANY AND CONTROLLING PARTY

The Company's immediate holding company is 280 Bishopsgate Limited, a company incorporated in the United Kingdom and registered in England and Wales.

The ultimate holding and controlling party is Bishopsgate Premier Holdings Limited. The shares in Bishopsgate Premier Holdings Limited are held by Wilmington Trust SP Services (London) Limited under a Declaration of Trust for charitable purposes and the directors regard Bishopsgate Premier Holdings Limited as the ultimate parent undertaking.

The smallest and largest group for which consolidated accounts are prepared is Bishopsgate Premier Holdings Limited which is incorporated in the United Kingdom and registered in England and Wales. Copies of these accounts are publicly available from Companies House.

11. GENERAL INFORMATION

The company is limited by shares and incorporated in England and Wales and the registered office is at 1 King's Arms Yard London EC2R 7AF.