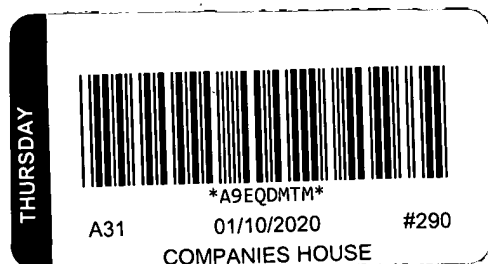


Company number: 05308784

LMS Offices Limited
Annual report and financial statements
31 December 2019



LMS Offices Limited

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Directors

N Q George
S P Silver
D G Silverman
P M Williams
D M A Wisniewski

Secretary and registered office

D A Lawler
25 Savile Row
London
W1S 2ER

Company number

05308784

Independent auditors

PricewaterhouseCoopers LLP
7 More London Riverside
London
SE1 2RT

LMS Offices Limited

Strategic report

Review of the business

LMS Offices Limited (the 'Company') is a property investment company and a subsidiary of Derwent London plc (the 'Group'). It invests primarily in central London office space.

The Company's strategy is the same as the Group's strategy – to deliver an above average annualised total return to shareholders and benefits to all our stakeholders. This is achieved by adding value to buildings and sites through creative planning, imaginative design and enterprising lease management.

The London office market has remained resilient against the background of extended Brexit negotiations with occupational and investment demand holding up. Letting and asset management initiatives are also reflected in the results.

Principal risks and uncertainties

The principal risks and uncertainties that the Company faces are consistent with those of the Group and are set out below with the potential effects, controls and mitigating factors. In addition, the Company's ultimate parent undertaking, Derwent London plc, has a risk committee that is responsible for non-financial internal control, monitoring and reviewing a risk register and implementing controls and processes to minimise any risks to the Company. Further information on how risks are managed and mitigated are included in the 2019 Annual Report of Derwent London plc on pages 46 to 57.

Strategic risks

Strategic risk is the risk that the Company does not create the anticipated shareholder value or fails to meet shareholder expectations. The main strategic risk facing the Company is that its strategy is inconsistent with the market and the economy. Following the UK decision to leave the EU, there continues to be uncertainty surrounding Brexit negotiations and the potential impact this could have on London as a major global city. Actions taken by the Company to manage strategic risk include seeking pre-lets of its developments and refurbishments, developing properties in locations where there is greatest potential future demand, anticipating occupier trends and designing office space that is innovative and sustainable.

In addition, the Group's strong financing and covenant headroom enables it to weather a downturn, whilst monitoring the Company's performance in comparison with forecasts set by the Company's ultimate parent undertaking help mitigate the risks further. These include a five year strategic review each year, an annual budget and three rolling forecasts a year. In the course of preparing these documents different economic scenarios and sensitivities are tested.

Financial risks

Financial risk is the risk that the Company becomes unable to meet its financial obligations or finance the business appropriately. The Group has a number of debt facilities which are subject to financial covenants. The COVID-19 pandemic has increased the risk of a fall in rental income as it could impact the Company's occupiers and the wider economy. This has become the key financial risk for the Company, as a fall in rental income would lead to lower interest cover under these financial covenants. It would also normally have an adverse impact upon the property valuation. The Group controls and mitigates this risk by regularly monitoring and forecasting rental income levels and the impact of any rent concessions or tenant defaults. In addition, new leases and lease variations are subject to credit committee approval in order to monitor the effect of any changes.

Operational risks

Operational risk is the risk that the Company suffers either a financial loss or adverse consequences due to processes being inadequate or not operating correctly. Risks include business interruption (for example, terrorism, cyber-attacks or a pandemic), regulatory non-compliance, reputational damage, our resilience to climate change, 'on-site' risk (the risk of project delays and/or cost overruns caused by unidentified issues), reduced development returns and contractor/sub-contractor default.

LMS Offices Limited

Strategic report – continued

Energy and carbon reporting

The Company's energy use and carbon emissions are included within the group reporting of Derwent London plc which can be found on page 82 of its 2019 Annual Report and within its Annual Responsibility Report. Both reports are downloadable from the Derwent London plc website – www.derwentlondon.com

Business relationships

The importance of business relationships with our suppliers and occupiers is disclosed in the s172(1) statement below.

Section 172(1) Statement

The Board of Directors confirm that during the year under review, it has acted to promote the long-term success of the Company for the benefit of its shareholder, whilst having due regard to the matters set out in section 172(1)(a) to (f) of the Companies Act 2006.

s172 factor	Disclosure
The likely consequences of any decision in the long term	When making decisions the directors have due regard for the interests of other stakeholders, the long-term impact of the company's activities on the community and environment and broader matters that may affect the company's performance over the longer term. Identifying the likely consequences of decisions in the long-term, and having regard to those likely consequences, forms part of the Board's risk management processes.
The interests of the Company's employees	During the year ended 31 December 2019, the company did not have employees.
The need to foster the Company's business relationships with suppliers, customers and others	We outsource many of our activities to third-party suppliers and providers. As a result, it is crucial that we develop strong working relationships with our suppliers, so we can enhance the efficiency of our business and create value. Through effective collaboration, we aim to build long-term relationships with our suppliers so that we can develop and operate great spaces for our occupiers. We are clear about our payment practices and we expect our suppliers to adopt similar practices throughout their supply chains to ensure fair and prompt treatment of all creditors.
The impact of the Company's operations on the community and the environment	We are committed to supporting the communities in which we operate, including local businesses, residents and the wider public. As part of the Derwent London Group, the Company is aiming to be net zero carbon by 2030.
The desirability of the Company maintaining a reputation for high standards of business conduct	The protection of our brand and reputation is important to the future success of the Company and the wider Derwent London plc Group. The Board's low overall risk tolerance and established procedures mitigate against the risk of internal wrongdoing.
The need to act fairly between members of the Company	Our sole shareholder, Derwent Valley Limited, play an important role in monitoring and safeguarding the governance of the Company.

The principal activities and decisions taken by the Board in 2019 are detailed in the Directors report and relate primarily to property investment. Due to the nature of these decisions, a variety of stakeholders had to be factored into the Board's discussions.

Corporate governance arrangements

As a subsidiary of the Derwent London plc Group, the company is governed by the principles of good governance found in the UK Corporate Governance Code 2018. Further information on the Code can be found on the Financial Reporting Council's website at: www.frc.org.uk

LMS Offices Limited

Strategic report – continued

Performance and position of the business

Net assets decreased by 2.5% during the year, but this was after payment of a dividend of £26m. Excluding this, the Company generated a total return of 2.9%. The property revaluation deficit in the year was the main driver of the decrease in operating profit of 69.6% and the 51.0% decrease in profit and total comprehensive income for the financial year.

Performance indicators:

	2019	2018	% movement
Net assets (£)	476,852,090	488,885,225	(2.5)
Operating profit (£)	6,364,502	20,901,491	(69.6)
Profit and total comprehensive income for the financial year (£)	13,966,865	28,515,755	(51.0)
Total return (%)	2.9	5.6	n/a

The Board uses the total return measure to monitor the performance of the Company. This is a measure of growth in Shareholders' funds per share, adding back any current year dividend.

For more information also see the Derwent London plc group annual report.

By order of the board



D A Lawler
Secretary
25 Savile Row
London
W1S 2ER

18 September 2020

LMS Offices Limited

Directors' report

Principal activities and future developments

The Company is a private company limited by shares and is incorporated and domiciled in the UK. The address of its registered office is 25 Savile Row, London, W1S 2ER. The Company is a property investment company. The Directors foresee no material change in the nature of the Company's activities.

Financial review and dividends

The results for the year are set out in the statement of comprehensive income on page 8. In 2019, the Company paid a dividend of £26,000,000 on Ordinary Shares (2018: £50,000,000).

The Directors do not recommend payment of a final 2019 dividend (2018: £nil).

Going concern

There is a risk that the impact of COVID-19 on its business, stakeholders and on the economy in general could have a material adverse effect on the Company. The extent of the impact will depend on future developments, which are highly uncertain and cannot be predicted. Notwithstanding this, the Directors believe that it is appropriate to prepare the financial statements on a going concern basis due to the Company's financial position and in the knowledge that the ultimate parent company is well placed to navigate through this uncertainty as it focuses on maintaining a strong liquidity position.

Political contributions

There were no political contributions in the year (2018: £nil).

Directors

The Directors who held office during the year and up to the date of signing were as follows:

J D Burns (Resigned on 17 May 2019)
N Q George
S P Silver
D G Silverman
P M Williams
D M A Wisniewski

None of the above Directors has an interest in the ordinary share capital of the Company. The interests of the Directors in the share capital of Derwent London plc, the Company's parent company, are disclosed in the financial statements of that company.

Disclosure of information to the Auditors

The Directors who held office at the date of approval of this Directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's Auditors are unaware; and each Director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the Company's Auditors are aware of that information.

Independent Auditors

PricewaterhouseCoopers LLP have expressed a willingness to continue in office. Under the Companies Act 2006 section 487 (2) they will be automatically re-appointed as Auditors 28 days after these financial statements are sent to the members, unless the members exercise their rights under the Companies Act 2006 to prevent their re-appointment.

LMS Offices Limited

Directors' report - continued

Statement of Directors' responsibilities

The Directors are responsible for preparing the accounts and the financial statements in accordance with applicable law and regulation.

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 United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", 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 the financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 101, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. The Directors 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.

The Directors' report has been approved by the Board of Directors and signed on its behalf by:



D A Lawler
Secretary
25 Savile Row
London
W1S 2ER

18 September 2020

Independent auditors' report to the members of LMS Offices Limited

Report on the audit of the financial statements

Opinion

In our opinion, LMS Offices Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2019 and of its profit 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 December 2019; The Statement of Comprehensive Income for the year ended 31 December 2019; The Statement of Changes in Equity for the year ended 31 December 2019; 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 where:

- 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.

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 December 2019 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 the directors for the financial statements

As explained more fully in the Statement of Directors' responsibilities set out on page 5, 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.

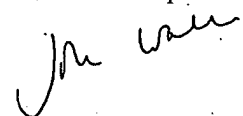
Other required reporting

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.

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
18 September 2020

LMS Offices Limited

Statement of comprehensive income for the year ended 31 December

	Note	2019 £	2018 £
Gross property and other income	3	15,298,501	15,565,095
Net property and other income	3	12,543,295	12,978,978
Administrative expenses		(903,577)	(10,510)
Revaluation (deficit)/surplus		(5,275,216)	8,256,920
Loss on disposal of investment properties	5	-	(323,897)
Operating profit	4	6,364,502	20,901,491
Interest receivable and similar income	6	9,816,111	7,614,264
Interest payable and similar expenses	7	(2,213,748)	-
Profit and total comprehensive income for the financial year		13,966,865	28,515,755

All amounts relate to continuing activities

The notes on pages 11 to 20 form part of these financial statements.

LMS Offices Limited

Company no. 05308784

Balance sheet as at 31 December

	Note	2019 £	2018 £
Non-current assets			
Investment properties	10	315,113,360	317,621,592
		315,113,360	317,621,592
Current assets			
Debtors: amounts falling due within one year	11	244,162,524	224,085,930
Debtors: amounts falling due after more than one year	11	3,875,613	3,393,587
		248,038,137	227,479,517
Current liabilities			
Creditors: amounts falling due within one year	12	(86,299,407)	(56,215,884)
		161,738,730	171,263,633
Net current assets		476,852,090	488,885,225
Net assets		476,852,090	488,885,225
Capital and reserves			
Called up share capital	13	28,353,569	28,353,569
Retained earnings		448,498,521	460,531,656
		476,852,090	488,885,225
Total equity		476,852,090	488,885,225

The financial statements on pages 8 to 20 were approved by the Board of Directors on 18 September 2020 and were signed on its behalf by:



D M A Wisniewski

The notes on pages 11 to 20 form part of these financial statements.

LMS Offices Limited

Statement of changes in equity for the year ended 31 December

	Note	Called up share capital £	Retained earnings £	Total equity £
At 1 January 2019		28,353,569	460,531,656	488,885,225
Profit and total comprehensive income for the financial year		-	13,966,865	13,966,865
Dividends paid	9	-	(26,000,000)	(26,000,000)
At 31 December 2019		28,353,569	448,498,521	476,852,090
At 1 January 2018		28,353,569	482,015,901	510,369,470
Profit and total comprehensive income for the financial year		-	28,515,755	28,515,755
Dividends paid	9	-	(50,000,000)	(50,000,000)
At 31 December 2018		28,353,569	460,531,656	488,885,225

The notes on pages 11 to 20 form part of these financial statements.

LMS Offices Limited

Notes to the financial statements

1. Basis of preparation

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.

The financial statements of LMS Offices Limited have been prepared in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' (FRS 101). The financial statements have been prepared under the historical cost convention, as modified by the revaluation of investment properties and owner-occupied property and in accordance with the Companies Act 2006 as applicable to companies using FRS 101.

The Company is a qualifying entity for the purpose of FRS 101. Note 16 gives details of the Company's ultimate parent company and from where its consolidated financial statements prepared in accordance with IFRS may be obtained.

FRS 101 sets out amendments to EU-adopted IFRS that are necessary to achieve compliance with the Act and related Regulations. The disclosure exemptions adopted by the Company in accordance with FRS 101 are as follows:

- the requirements of paragraphs 91 to 99 of IFRS 13 Fair Value Measurement;
- the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors;
- the requirements of IFRS 7 Financial Instruments: Disclosures;
- the requirements of IAS 7 Statement of Cash Flows; and
- the requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group.

Going concern

After making enquiries, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. The Company therefore continues to adopt the going concern basis in preparing its financial statements.

As at the date of signing the financial statements, the Directors have assessed the possible impact of the ongoing COVID-19 pandemic and have prepared the financial statements on a going concern basis as a result of the Company's financial position and in view of both the financial position of the ultimate parent company and its focus on maintaining a strong liquidity position.

Changes in accounting policies

New standards adopted during the year

The following standards, amendments and interpretations endorsed by the EU were effective for the first time for the Company's 31 December 2019 year end and had no material impact on the financial statements.

IFRIC 23 – Uncertainty over Income Tax Treatments;

IFRS 9 (amended) – Prepayment Features with Negative Compensation and modifications of financial liabilities;

IAS 28 (amended) – Long-term interests in Associates and Joint Ventures;

IAS 19 (amended) – Plan Amendment, Curtailment or Settlement; and

Annual Improvements to IFRSs (2015 – 2017 cycle).

IFRS 16 Leases (effective 1 January 2019)

IFRS 16, which replaces IAS 17 and SIC-15, removes the distinction between operating and finance leases for lessees and results in almost all leases being recognised on balance sheet. The Company adopted IFRS 16 on 1 January 2019, using the modified retrospective approach under which comparatives are not restated and there has been no financial impact on adoption.

LMS Offices Limited

Notes to the financial statements - continued

1. Basis of preparation - continued

In applying IFRS 16 for the first time, the Company has used the following practical expedients permitted by the standard:

- Applying a single discount rate to a portfolio of leases with reasonably similar characteristics.
- Excluding initial direct costs for the measurement of the right-of-use asset at the date of initial application.
- Using hindsight in determining the lease term where the contract contains options to extend or terminate the lease.

The Company has elected not to reassess whether contracts entered into before the transition date were leases, or contained leases, at the date of initial application and instead have relied on their initial assessment made when applying IAS 17 and IFRIC 4 'Determining whether an Arrangement Contains a Lease'.

Standards and interpretations in issue but not yet effective

The following standards, amendments and interpretations were in issue at the date of approval of these financial statements but were not yet effective for the current accounting year and have not been adopted early. Based on the Company's current circumstances the Directors do not anticipate that their adoption in future periods will have a material impact on the financial statements of the Company.

References to Conceptual Framework in IFRSs (amended);

IFRS 17 – Insurance Contracts; and

IFRS 10 and IAS 28 (amended) – Sale or Contribution of Assets between an investor and its Associate or Joint Venture.

Significant judgements, key assumptions and estimates

The preparation of financial statements in conformity with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. The Company's significant accounting policies are stated in note 2. Not all of these accounting policies require management to make difficult, subjective or complex judgements or estimates. Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results may differ from those estimates.

Key sources of estimation uncertainty: Property portfolio valuation

The Company uses the valuation carried out by its independent valuers as the fair value of its property portfolio. The valuation is based upon assumptions including future rental income, property yields, anticipated maintenance costs, future development costs and the appropriate discount rate. The valuers also make reference to market evidence of transaction prices for similar properties.

2. Accounting policies

Gross property income

Gross property income arises from two main sources:

- (i) **Rental income** – This arises from operating leases granted to tenants. An operating lease is a lease other than a finance lease. A finance lease is one whereby substantially all the risks and rewards of ownership are passed to the lessee.
Rental income is recognised in the statement of comprehensive income on a straight-line basis over the term of the lease in accordance with IFRS 16 Leases. This includes the effect of lease incentives given to tenants, which are normally in the form of rent free or half rent periods or capital contributions in lieu of rent free periods, and the effect of contracted rent uplifts and payments received from tenants on the grant of leases.
For income from property leased out under a finance lease, a lease receivable asset is recognised in the balance sheet at an amount equal to the net investment in the lease, as defined in IFRS 16 Leases. Minimum lease payments receivable, again defined in IFRS 16, are apportioned between finance income and the reduction of the outstanding lease receivable so as to produce a constant periodic rate of return on the remaining net investment in the lease. Contingent rents, being the difference between the rent currently receivable and the minimum lease payments when the net investment in the lease was originally calculated, are recognised in property income in the years in which they are receivable.
- (iii) **Surrender premiums** – Payments received from tenants to surrender their lease obligations are recognised immediately in the statement of comprehensive income.

Expenses

- (i) **Lease payments** – The leasehold interest in investment properties is classified as if it were held under a finance lease, which is recognised at its fair value on the balance sheet, within the investment property carrying value. Upon initial recognition, a corresponding liability is included as a finance lease liability. Minimum lease payments are apportioned between the finance charge and the reduction of the outstanding liability so as to produce a constant periodic rate of interest on the remaining finance lease liability. Contingent rents payable, being the difference between the rent currently payable and the minimum lease payments when the lease liability was originally calculated, are charged as expenses within property expenditure in the years in which they are payable.
- (iii) **Dilapidations** – Dilapidations monies received from tenants in respect of their lease obligations are recognised immediately in the statement of comprehensive income, unless they relate to future capital expenditure. In the latter case, where the costs are considered to be recoverable they are capitalised as part of the carrying value of the property.
- (iiii) **Reverse surrender premiums** – Payments made to tenants to surrender their lease obligations are charged directly to the statement of comprehensive income unless the payment is to enable the probable redevelopment of a property. In the latter case, where the costs are considered to be recoverable, they are capitalised as part of the carrying value of the property.
- (iv) **Other property expenditure** – Vacant property costs and other property costs are expensed in the year to which they relate, with the exception of the initial direct costs incurred in negotiating and arranging leases which are, in accordance with IFRS 16 Leases, added to the carrying value of the relevant property and recognised as an expense over the lease term on the same basis as the lease income.

Investment property

- (i) **Valuation** – Investment properties are those that are held either to earn rental income or for capital appreciation or both, including those that are undergoing redevelopment. Investment properties are measured initially at cost, including related transaction costs. After initial recognition, they are carried in the Company balance sheet at fair value adjusted for the carrying value of leasehold interests and lease incentive and letting cost receivables. Fair value is the price that would be received to sell an investment property in an orderly transaction between market participants at the measurement date. The valuation is undertaken by independent valuers who hold recognised and relevant professional qualifications and have recent experience in the locations and categories of properties being valued.
- Surpluses or deficits resulting from changes in the fair value of investment property are reported in the statement of comprehensive income in the year in which they arise.
- Capital expenditure – Capital expenditure, being costs directly attributable to the redevelopment or refurbishment of an investment property, up to the point of it being completed for its intended use, are capitalised in the carrying value of that property. In addition, in accordance with IAS 23 Borrowing Costs, finance costs that are directly attributable to such expenditure are capitalised using the Group average cost of borrowings during each quarter.

LMS Offices Limited

Notes to the financial statements – continued

2. Accounting policies – continued

Investment property – continued

- (iii) Disposal – Properties are treated as disposed when the Company transfers control and the significant risks and rewards of ownership to the buyer. Generally this would occur on completion of contract. On disposal, any gain or loss is calculated as the difference between the net disposal proceeds and the carrying value at the last year end plus subsequent capitalised expenditure during the year. Where the net disposal proceeds have yet to be finalised at the balance sheet date, the proceeds recognised reflect the Directors' best estimate of the amounts expected to be received. Any contingent consideration is recognised at fair value at the balance sheet date. The fair value is calculated using future discounted cash flows based on expected outcomes with estimated probabilities taking account of the risk and uncertainty of each input.
- (iv) Development – When the Company begins to redevelop an existing investment property for continued use as an investment property or acquires a property with the subsequent intention of developing as an investment property, the property is classified as an investment property and is accounted for as such. When the Company begins to redevelop an existing investment property with a view to sale, the property is transferred to trading properties and held as a current asset. The property is remeasured to fair value as at the date of transfer with any gain or loss being taken to the statement of comprehensive income. The remeasured amount becomes the deemed cost at which the property is then carried in trading properties.

Financial assets

- (i) Cash and cash equivalents – Cash comprises cash in hand and on-demand deposits less overdrafts. Cash equivalents comprise short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.
- (ii) Trade receivables – Trade receivables are recognised and carried at the original transaction value. The Company applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables.
- (iii) Intercompany receivables – Intercompany receivables are recognised and carried at the original transaction value. The Company applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables.

Financial liabilities

Trade payables – Trade payables are recognised and carried at the original transaction value.

Taxation

The charge for taxation is based on the profit for the period and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes.

Dividends

Dividends payable on the ordinary share capital are recognised in the year in which they are declared.

LMS Offices Limited

Notes to the financial statements – continued

3. Property and other income

	2019 £	2018 £
Gross rental income	13,260,688	13,287,348
Gross property income	13,260,688	13,287,348
Service charge income	2,037,813	2,277,747
Gross property and other income	15,298,501	15,565,095
Property outgoing	(2,755,206)	(2,586,995)
Dilapidations received	-	878
Net property and other income	12,543,295	12,978,978

4. Operating profit

Audit fees of £1,500 (2018: £1,500) have been incurred by Derwent London plc on behalf of the Company.

The Company has no employees (2018: nil). Group employees are held in and remunerated by other Group companies.

The Company's Directors were not remunerated for their services to the Company, but instead received emoluments for their services to the other Group companies. For 2019, a management fee from the ultimate parent was recharged to the Company and included a proportion of Directors emoluments.

LMS Offices Limited

Notes to the financial statements – continued

5. Loss on disposal of investment properties

	2019 £	2018 £
Gross disposal proceeds	-	34,800,000
Net disposal proceeds	-	34,800,000
Carrying value	-	(35,123,897)
Loss on disposal of investment properties	-	(323,897)

On 1 May 2018, the Company disposed of its freehold interests in Monmouth House EC1 and 19/23 Featherstone Street EC1, resulting in a loss on disposal of £0.3m.

6. Interest receivable and similar income

	2019 £	2018 £
Receivable from Group undertakings	9,815,617	7,613,321
Other	494	943
	9,816,111	7,614,264

7. Interest payable and similar expenses

	2019 £	2018 £
Amounts payable to Group undertakings	2,207,687	-
Other	6,061	-
	2,213,748	-

LMS Offices Limited

Notes to the financial statements – continued

8. Tax on profit

There is no current taxation (2018: £nil) or deferred taxation (2018: £nil) charge for the year.

Factors affecting the tax for the year

The effective tax rate for the year is lower (2018: lower) than the standard rate of corporation tax in the UK. The differences are explained below.

	2019 £	2018 £
Profit before taxation	13,966,865	28,515,755
Current tax at 19% (2018: 19%)	2,653,704	5,417,993
Effects of:		
Differences between expenses and deductions for tax purposes	(181,255)	(232,382)
REIT exempt income	(2,040,376)	(2,100,887)
Revenue items capitalised	8,231	3,298
Group relief claimed not paid	(1,737,738)	(2,244,630)
Transfer pricing adjustment	2,911	(134,218)
REIT exempt disposal	-	61,542
Revaluation deficit/(surplus) attributable to REIT properties	1,002,291	(1,568,815)
Difference in interest rate on intercompany loans for tax purposes	292,232	798,099
Tax on profit	-	-

Changes to the UK corporation tax rates were substantively enacted as part of the Finance Bill 2015 (on 26 October 2015) and include reducing the main rate to 19%. The reduction to 17% from 1 April 2020 enacted as part of the Finance Bill 2016 has been cancelled as announced in the Budget on 11 March 2020, maintaining the rate of corporation tax at 19%.

9. Dividend

	2019 £	2018 £
Dividend paid - £0.92 per share (2018: £1.76 per share)	26,000,000	50,000,000

LMS Offices Limited

Notes to the financial statements – continued

10. Investment properties

Freehold investment properties

	2019 £	2018 £
Valuation		
Fair value at 1 January	321,925,000	347,925,000
Capital expenditure	2,766,984	1,271,730
Disposals	-	(35,123,897)
Revaluation	(4,416,984)	7,852,167
Fair value at 31 December	320,275,000	321,925,000
Lease incentives and costs included in prepayments	(5,161,640)	(4,303,408)
At 31 December	315,113,360	317,621,592
	2019 £	2018 £
Historical cost of revalued assets		
At 31 December	152,350,672	149,583,688

The property portfolio is subject to semi-annual external valuations and was revalued at 31 December 2019 by external valuers on the basis of fair value in accordance with The RICS Valuation – Professional Standards, which takes account of the properties' highest and best use. When considering the highest and best use of a property, the external valuers will consider its existing and potential uses which are physically, legally and financially viable. Where the highest and best use differs from the existing use, the external valuers will consider the costs and the likelihood of achieving and implementing this change in arriving at the property valuation.

LMS Offices Limited

Notes to the financial statements – continued

11. Debtors

	2019 £	2018 £
Amounts falling due within one year:		
Amounts due from Group undertakings	241,607,509	219,979,253
Trade debtors	256,207	1,013,963
Other debtors	-	508,118
Taxation and social security	-	12,055
Prepayments and accrued income	2,298,808	2,572,541
	<u>244,162,524</u>	<u>224,085,930</u>
	2019 £	2018 £
Amounts falling due after more than one year:		
Prepayments and accrued income	3,875,613	3,393,587
	<u>3,875,613</u>	<u>3,393,587</u>

Amounts owed by Group undertakings are unsecured, have no fixed date of repayment and are repayable on demand. Interest is charged at 4.32% (2018: 4.46%).

12. Creditors

	2019 £	2018 £
Amounts falling due within one year:		
Amounts owed to Group undertakings	79,331,851	51,124,164
Taxation and social security	1,369,513	1,214,076
Other creditors	1,047,753	758,968
Accruals and deferred income	4,550,290	3,118,676
	<u>86,299,407</u>	<u>56,215,884</u>

Amounts owed to Group undertakings are unsecured, have no fixed date of repayment and are repayable on demand. Interest is charged at 4.32% (2018: 4.46%).

13. Called up share capital

	2019 £	2018 £
Allotted, called up and fully paid		
28,353,569 (2018: 28,353,569) ordinary shares of £1 each	28,353,569	28,353,569
	<u>28,353,569</u>	<u>28,353,569</u>

LMS Offices Limited

Notes to the financial statements – continued

14. Leases

	2019 £	2018 £
Operating lease receipts:		
Minimum lease receipts under non-cancellable operating leases to be received:		
not later than one year	13,808,759	10,988,179
later than one year and not later than five years	33,079,082	25,856,359
later than five years	15,332,490	9,245,300
	62,220,331	46,089,838

15. Post balance sheet event

In July 2020, the Company paid a dividend of £115,000,000 from its retained earnings.

The impact of the COVID-19 pandemic has not been reflected in the carrying value of the assets in the financial statements because the Directors consider it to be a non-adjusting post balance sheet event.

16. Parent company

The Company's immediate parent undertaking is Derwent Valley Limited, a company incorporated in England and Wales.

The Company's ultimate parent company is Derwent London plc, a company incorporated in England and Wales, whose registered office is at 25 Savile Row, London, W1S 2ER. Copies of the consolidated Group financial statements can be obtained from this address.