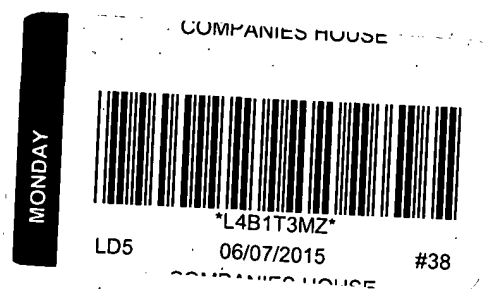


CANARY WHARF HOLDINGS (FC2) LIMITED
Registered Number: 5389385

REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2014



CANARY WHARF HOLDINGS (FC2) LIMITED

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CANARY WHARF HOLDINGS (FC2) LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2014

The directors present their report with the audited financial statements for the year ended 31 December 2014. The company qualifies as a small company under section 382 of the Companies Act 2006 and accordingly has not produced a Strategic Report.

PRINCIPAL ACTIVITIES

The principal activity of the company is property investment. The company holds properties directly and via a Jersey Property Unit Trust.

DIVIDENDS AND RESERVES

The profit and loss account for the year ended 31 December 2014 is set out on page 5. The company made neither a profit or loss for the year (2013: £Nil). No dividends have been paid or proposed (2013: £Nil).

DIRECTORS

The directors of the company throughout the year ended 31 December 2014 were:

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

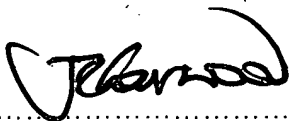
The company provides an indemnity to all directors (to the extent permitted by law) in respect of liabilities incurred as a result of their office. The company also has in place liability insurance covering the directors and officers of the company. Both the indemnity and insurance were in force during the year ended 31 December 2014 and at the time of the approval of this Directors' Report. Neither the indemnity nor the insurance provide cover in the event that the director is proven to have acted dishonestly or fraudulently.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO THE AUDITOR

Each director holding office at the date of this report has taken all the steps that he ought to have taken as a director in order to make himself aware of relevant audit information and to establish that the company's auditor is aware of that information. As far as the directors are aware, there is no relevant audit information of which the company's auditor is unaware.

This confirmation is given and should be interpreted in accordance with the provisions of Section 418(2) of the Companies Act 2006.

BY ORDER OF THE BOARD



..... Company Secretary
J R Garwood

25 June 2015

Registered office:
30th Floor
One Canada Square
Canary Wharf
London
E14 5AB

Registered Number: 5389385

CANARY WHARF HOLDINGS (FC2) LIMITED

STATEMENT OF THE DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE FINANCIAL STATEMENTS

The directors are responsible for preparing the report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards 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; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

CANARY WHARF HOLDINGS (FC2) LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CANARY WHARF HOLDINGS (FC2) LIMITED

We have audited the financial statements of Canary Wharf Holdings (FC2) Limited for the year ended 31 December 2014 which comprise the Profit and Loss Account, Statement of Total Recognised Gains and Losses, Balance Sheet and the related Notes 1 to 15. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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 Statement of Directors' Responsibilities, 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 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 2014 and of its result 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.

CANARY WHARF HOLDINGS (FC2) LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CANARY WHARF HOLDINGS (FC2) LIMITED

Opinion on other matters 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.

Matters on which we are required to report by exception

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 take advantage of the small companies exemption in preparing the Strategic Report.



**James Wright FCA (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Chartered Accountant and Statutory Auditor
LONDON, UK**

25 June 2015

CANARY WHARF HOLDINGS (FC2) LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2014

	Note	Year Ended 31 December 2014 £	Year Ended 31 December 2013 £
Administrative expenses		(4,800)	(4,800)
OPERATING LOSS	2	(4,800)	(4,800)
Share of income from investment in Jersey Property Unit Trust	6	1,004,290	916,955
Interest payable and similar charges	3	(999,490)	(912,155)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		—	—
Tax on profit on ordinary activities	4	—	—
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION FOR THE YEAR	11	—	—

Movements in reserves are shown in Note 11 of these financial statements.

All amounts relate to continuing activities in the United Kingdom.

The Notes on pages 8 to 14 form an integral part of these financial statements.

CANARY WHARF HOLDINGS (FC2) LIMITED

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES FOR THE YEAR ENDED 31 DECEMBER 2014

	Year Ended 31 December 2014 £	Year Ended 31 December 2013 £
Profit for the financial year	—	—
Unrealised surplus on investment in Jersey Property Unit Trust attributable to the company (Note 6)	979,253	489,627
Total recognised gains relating to the year	<u>979,253</u>	<u>489,627</u>

The Notes on pages 8 to 14 form an integral part of these financial statements.

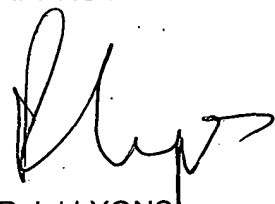
CANARY WHARF HOLDINGS (FC2) LIMITED

BALANCE SHEET AS AT 31 DECEMBER 2014

	Note	31 December 2014 £	31 December 2013 £
FIXED ASSETS			
Tangible assets	5	10,000	10,000
Investments	6	15,912,863	14,933,610
		<u>15,922,863</u>	<u>14,943,610</u>
CURRENT ASSETS			
Debtors	7	275,438	216,122
CREDITORS: Amounts falling due within one year	8	<u>(4,801)</u>	<u>(4,801)</u>
NET CURRENT ASSETS		<u>270,637</u>	<u>211,321</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		16,193,500	15,154,931
CREDITORS: Amounts falling due after more than one year	9	<u>(12,510,691)</u>	<u>(12,451,375)</u>
NET ASSETS		<u>3,682,809</u>	<u>2,703,556</u>
CAPITAL AND RESERVES			
Called-up share capital	10	5,001	5,001
Revaluation reserve	11	4,146,863	3,167,610
Profit and loss account	11	(469,055)	(469,055)
SHAREHOLDERS' FUNDS	12	<u>3,682,809</u>	<u>2,703,556</u>

The Notes on pages 8 to 14 form an integral part of these financial statements.

APPROVED BY THE BOARD ON 25 JUNE 2015 AND SIGNED ON ITS BEHALF BY:


 R J J LYONS
 DIRECTOR

CANARY WHARF HOLDINGS (FC2) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

1. PRINCIPAL ACCOUNTING POLICIES

A summary of the principal accounting policies of the company, all of which have been applied consistently throughout the year and the preceding year, is set out below.

Accounting convention

The financial statements have been prepared under the historical cost convention, modified to include the revaluation of investment properties and certain investments and in accordance with applicable United Kingdom accounting standards.

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

In accordance with the provisions of FRS 1 (Revised) the company is exempt from the requirements to prepare a cash flow statement, as it is a wholly-owned subsidiary of Canary Wharf Group plc, which has prepared a consolidated cash flow statement.

Interest receivable and interest payable

Interest receivable and payable are recognised on an accruals basis in the period in which they fall due.

Investment properties

Investment properties are revalued annually and in accordance with SSAP 19 (Accounting for Investment Properties) no provision is made for depreciation. This departure from the requirements of the statutory accounting rules, which requires all properties to be depreciated is, in the opinion of the directors, necessary for the accounts to show a true and fair view. Depreciation is only one of the factors reflected in the annual valuation and the amount attributable to this factor is not capable of being separately identified or quantified. Surpluses or deficits are transferred to the revaluation reserve, unless a deficit exceeds previous surpluses recognised on the same property, in which case the excess is charged to the profit and loss account.

Investments

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

Investments in Jersey Property Unit Trusts are carried by reference to the company's share of net assets. The investment is initially recognised at historical cost with the company's share of the realised profits and losses recorded in the profit and loss account and the company's share of the unrealised gains and losses taken to the revaluation reserve.

Trade and other debtors

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

CANARY WHARF HOLDINGS (FC2) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

Trade and other creditors

Trade and other creditors are stated at cost.

Debt

Debt instruments are stated initially at the amount of the net proceeds. The finance costs of such debt instruments are allocated to periods over the term of the debt at a constant rate on the carrying amount. The carrying amount is increased by the finance cost in respect of the reporting period and reduced by payments made in respect of the debt of that period. Finance costs are charged to the profit and loss account.

Taxation

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

2. OPERATING LOSS

Operating loss is stated after charging:

	Year Ended 31 December 2014 £	Year Ended 31 December 2013 £
Remuneration of the auditor:		
• Audit fees for the audit of the company	4,000	4,000

None of the directors received any emoluments in respect of their services to the company during the year or the prior year.

No staff were employed by the company during the year or the prior year.

3. INTEREST PAYABLE AND SIMILAR CHARGES

	Year Ended 31 December 2014 £	Year Ended 31 December 2013 £
Interest payable to group undertakings	<u>999,490</u>	<u>912,155</u>

4. TAXATION

No charge for taxation has been made since the company recorded neither a profit or a loss, for tax purposes, for the year. There is no unprovided deferred taxation.

CANARY WHARF HOLDINGS (FC2) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

5. TANGIBLE FIXED ASSETS

	Leasehold Investment Property £
VALUATION	
At 1 January 2014 and 31 December 2014	<u>10,000</u>
NET BOOK VALUE	
At 31 December 2014	<u>10,000</u>
At 31 December 2013	<u>10,000</u>

On a historical cost basis, investment properties would have been included as follows:

	31 December 2014 £	31 December 2013 £
Historical cost	<u>10,000</u>	<u>10,000</u>

As at 31 December 2014 the company's leasehold property interest was valued by the group's external property advisers, CB Richard Ellis Limited, Surveyors and Valuers, on the basis of Market Value in accordance with the Appraisal and Valuation Manual published by the Royal Institution of Chartered Surveyors. No allowance was made for any expenses of realisation nor for any taxation which might arise in the event of disposal.

6. INVESTMENTS

	31 December 2014 £	31 December 2013 £
Investment in Jersey Property Unit Trust	15,912,863	14,933,610
Shares in group undertakings	<u>-</u>	<u>-</u>
	<u>15,912,863</u>	<u>14,933,610</u>

CANARY WHARF HOLDINGS (FC2) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

Investment in Jersey Property Unit Trust

At 31 December 2014 the company held 97.9% of the units in the 10 Cabot Square II Unit Trust.

	31 December 2014 £	31 December 2013 £
Historic cost of property contributed	11,766,000	11,766,000
Unrealised revaluation of property contributed	34,000	34,000
Cost of investment in Jersey Property Unit Trust	11,800,000	11,800,000
Cumulative revaluation of units	4,112,863	3,133,610
	<u>15,912,863</u>	<u>14,933,610</u>

At 31 December 2014, the net assets of the Jersey Property Unit Trust had increased. The company's share of the increase in net assets was £979,253, which was transferred to the revaluation reserve.

During the year the company received distributions as follows:

	31 December 2014 £	31 December 2013 £
Accrued distributions brought forward	(82,349)	(72,888)
Distributions received	944,974	907,494
Accrued distributions carried forward	141,665	82,349
Distributions relating to the year	<u>1,004,290</u>	<u>916,955</u>

CANARY WHARF HOLDINGS (FC2) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

Shares in group undertakings

	£
COST	
At 1 January 2014	5,001
At 31 December 2014	5,001
PROVISION FOR IMPAIRMENT	
At 1 January 2014	5,001
At 31 December 2014	5,001
NET BOOK VALUE	
At 31 December 2014	-
At 1 January 2014	-

At 31 December 2014 the company's subsidiary undertaking was as follows:

Name	Description of shares held	Principal activities
Canary Wharf Retail (FC2) Limited	Ordinary £1 shares	Property investment

The above is a wholly owned subsidiary registered in England and Wales.

In accordance with Section 400 of the Companies Act 2006, financial information is only presented in these financial statements about the company as an individual undertaking and not about its group because the company and its subsidiary undertakings are included in the consolidated financial statements of a larger group (Note 15).

The directors are of the opinion that the value of the company's investments at 31 December 2014 was not less than the amount shown in the company's balance sheet.

7. DEBTORS

	31 December 2014 £	31 December 2013 £
Amount owed by parent undertaking	1	1
Amount owed by fellow subsidiary undertaking	133,772	133,772
Prepayments and accrued income	141,665	82,349
	<u>275,438</u>	<u>216,122</u>

CANARY WHARF HOLDINGS (FC2) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

8. CREDITORS: Amounts falling due within one year

	31 December 2014 £	31 December 2013 £
Amount owed to subsidiary undertaking	1	1
Accruals	4,800	4,800
	<u>4,801</u>	<u>4,801</u>

9. CREDITORS: Amounts falling due after more than one year

	31 December 2014 £	31 December 2013 £
Loans from fellow subsidiary undertaking	<u>12,510,691</u>	<u>12,451,375</u>

The loan from a fellow subsidiary undertaking bears interest at 10%, subject to certain caps and is repayable on 22 April 2038.

10. CALLED-UP SHARE CAPITAL

Allotted, called up and fully paid:

	31 December 2014 £	31 December 2013 £
5,001 Ordinary shares of £1 each	<u>5,001</u>	<u>5,001</u>

11. RESERVES

	Revaluation reserve £	Profit and loss account £	Total £
At 1 January 2014	3,167,610	(469,055)	2,698,555
Revaluation of investments	979,253	—	979,253
At 31 December 2014	<u>4,146,863</u>	<u>(469,055)</u>	<u>3,677,808</u>

12. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	31 December 2014 £	31 December 2013 £
Opening shareholders' funds	2,703,556	2,213,929
Revaluation of investments	979,253	489,627
Closing shareholders' funds	<u>3,682,809</u>	<u>2,703,556</u>

CANARY WHARF HOLDINGS (FC2) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

13. POST BALANCE SHEET EVENTS

On 4 December 2014, Stork Holdings Limited, an entity jointly owned by Qatar Investment Authority and Brookfield Properties Partners LP, announced the terms of a final cash offer for the acquisition of the entire issued and to be issued ordinary share capital of Songbird Estates plc, the company's ultimate parent undertaking, at £3.50 per ordinary share. The offer became wholly unconditional on 5 February 2015. Having obtained more than 90.0% of the issued share capital, Stork Holdings Limited then announced a compulsory acquisition of Songbird Estates plc shares in respect of which acceptances of the offer had not been received.

This offer becoming unconditional triggered a mandatory equivalent cash offer for the issued and to be issued ordinary share capital of Canary Wharf Group plc at a price of £6.45 per share and the subsequent compulsory acquisition process of the Canary Wharf Group plc shares in respect of which acceptances of the offer had not been received.

The compulsory purchase periods lasted until 17 April 2015, at which time the shares were compulsorily purchased on the same terms as the original offers.

14. CONTINGENT LIABILITIES AND FINANCIAL COMMITMENTS

As at 31 December 2014 and 31 December 2013 the company had given fixed and floating charges over substantially all its assets to secure the commitments of certain other group undertakings.

15. ULTIMATE PARENT UNDERTAKING AND RELATED PARTY TRANSACTIONS

The company's immediate parent undertaking is Canary Wharf Funding (FC2/FC4) Limited. As at 31 December 2014, the smallest group of which the company is a member and for which group financial statements are drawn up is the consolidated financial statements of Canary Wharf Group plc. The largest group of which the company is a member for which group financial statements are drawn up is the consolidated financial statements of Songbird Estates plc, the ultimate parent undertaking and controlling party. Copies of the financial statements of both companies may be obtained from the Company Secretary, One Canada Square, Canary Wharf, London E14 5AB.

The directors have taken advantage of the exemption in paragraph 3(c) of FRS 8 allowing the company not to disclose related party transactions with respect to other group companies.