



CANARY WHARF  
GROUP PLC

## **CANARY WHARF HOLDINGS (FC2) LIMITED**

Registered number: 05389385

### **DIRECTORS' REPORT AND FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 31 DECEMBER 2019**



## **CANARY WHARF HOLDINGS (FC2) LIMITED**

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## **CANARY WHARF HOLDINGS (FC2) LIMITED**

### **DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2019**

The directors present their report and the financial statements for the year ended 31 December 2019.

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

#### **PRINCIPAL ACTIVITY**

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

#### **RESULTS AND DIVIDENDS**

The profit for the year, after taxation, amounted to £1,698,025 (2018 - £1,625,858).

No dividends have been paid or proposed for the year (2018 - £NIL).

#### **DIRECTORS**

The directors who served during the year were:

A P Anderson II (resigned 31 December 2019)  
Sir George Iacobescu CBE  
S Z Khan (appointed 31 December 2019)  
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 2019 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.

#### **DISCLOSURE OF INFORMATION TO AUDITOR**

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 auditor is 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 auditor is aware of that information.

This report was approved by the board on 14 August 2020 and signed on its behalf.



**C E Hillsdon**  
Secretary

## **CANARY WHARF HOLDINGS (FC2) LIMITED**

### **DIRECTORS' RESPONSIBILITIES STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2019**

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 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 to 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**

#### **REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS**

##### **OPINION**

In our opinion the financial statements of Canary Wharf Holdings (FC2) Limited (the 'company'):

- 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 including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the statement of comprehensive income;
- the statement of financial position;
- the statement of changes in equity; and
- the related notes 1 to 18.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

##### **BASIS FOR OPINION**

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs(UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report.

We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

##### **CONCLUSIONS RELATING TO GOING CONCERN**

We are required by ISAs (UK) to report in respect of the following matters where:

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

We have nothing to report in respect of these matters.

##### **OTHER INFORMATION**

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

## **CANARY WHARF HOLDINGS (FC2) LIMITED**

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

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 such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in 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 in respect of these matters.

#### **RESPONSIBILITIES OF DIRECTORS**

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, and for such internal control as the directors 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.

#### **AUDITOR'S 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 auditor's 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 Financial Reporting Council's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditor's report.

#### **REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS**

##### **Opinions on other matters prescribed by the Companies Act 2006**

In our opinion, based on the 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.

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified any material misstatements in the directors' report.

##### **Matters on which we are required to report by exception**

Under the Companies Act 2006 we are required to report in respect of the following matters 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 directors' report and from the requirement to prepare a strategic report.

We have nothing to report in respect of these matters.

**CANARY WHARF HOLDINGS (FC2) LIMITED**

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

**USE OF OUR REPORT**

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.

A handwritten signature in black ink, appearing to read 'Simon Letts', with a stylized flourish at the end.

Simon Letts (Senior statutory auditor)  
For and on behalf of Deloitte LLP  
Statutory Auditor  
London, United Kingdom  
14 August 2020

**CANARY WHARF HOLDINGS (FC2) LIMITED**

**STATEMENT OF COMPREHENSIVE INCOME  
FOR THE YEAR ENDED 31 DECEMBER 2019**

	Note	2019 £	2018 £
Income from Jersey Property Unit Trust	8	1,194,962	2,821,012
Interest payable and similar charges	6	(1,194,962)	(862,506)
<b>PROFIT BEFORE TAX</b>		-	1,958,506
Tax on profit	7	1,698,025	(332,648)
<b>PROFIT FOR THE FINANCIAL YEAR</b>		1,698,025	1,625,858
Other comprehensive income for the year		-	-
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>		<u>1,698,025</u>	<u>1,625,858</u>

The notes on pages 9 to 19 form part of these financial statements.

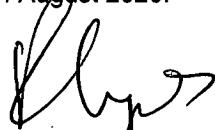


**CANARY WHARF HOLDINGS (FC2) LIMITED**  
**REGISTERED NUMBER: 05389385**

**STATEMENT OF FINANCIAL POSITION**  
**AS AT 31 DECEMBER 2019**

	Note	2019 £	2018 £
<b>FIXED ASSETS</b>			
Investments	8	21,788,382	21,788,382
Investment property	9	10,000	10,000
		<u>21,798,382</u>	<u>21,798,382</u>
<b>CURRENT ASSETS</b>			
Debtors: amounts falling due within one year	10	681,944	376,072
		<u>681,944</u>	<u>376,072</u>
Creditors: amounts falling due within one year	11	(552,973)	(247,101)
		<u>128,971</u>	<u>128,971</u>
<b>NET CURRENT ASSETS</b>			
		<u>21,927,353</u>	<u>21,927,353</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>			
Creditors: amounts falling due after more than one year	12	(12,369,026)	(12,369,026)
Deferred tax	13	-	(1,698,025)
<b>NET ASSETS</b>		<u>9,558,327</u>	<u>7,860,302</u>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	14	5,001	5,001
Retained earnings	15	9,553,326	7,855,301
		<u>9,558,327</u>	<u>7,860,302</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 14 August 2020.

  
**R J J Lyons**  
 Director

The notes on pages 9 to 19 form part of these financial statements.

**CANARY WHARF HOLDINGS (FC2) LIMITED****STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 31 DECEMBER 2019**

	Called up share capital £	Retained earnings £	Total equity £
At 1 January 2019	5,001	7,855,301	7,860,302
<b>COMPREHENSIVE INCOME FOR THE YEAR</b>			
Profit for the year	-	1,698,025	1,698,025
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>	-	1,698,025	1,698,025
<b>AT 31 DECEMBER 2019</b>	5,001	9,553,326	9,558,327

**STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 31 DECEMBER 2018**

	Called up share capital £	Retained earnings £	Total equity £
At 1 January 2018	5,001	6,229,443	6,234,444
<b>COMPREHENSIVE INCOME FOR THE YEAR</b>			
Profit for the year	-	1,625,858	1,625,858
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>	-	1,625,858	1,625,858
<b>AT 31 DECEMBER 2018</b>	5,001	7,855,301	7,860,302

The notes on pages 9 to 19 form part of these financial statements.

## **CANARY WHARF HOLDINGS (FC2) LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019**

#### **1. GENERAL INFORMATION**

Canary Wharf Holdings (FC2) Limited is a private company limited by shares incorporated in the UK under the Companies Act 2006 and registered in England and Wales at One Canada Square, Canary Wharf, London, E14 5AB.

The nature of the company's operations and its principal activities are set out in the Directors' Report.

#### **2. ACCOUNTING POLICIES**

##### **2.1 Basis of preparation of financial statements**

The financial statements have been prepared under the historical cost convention, modified to include certain items at fair value and in accordance with United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice, including FRS 102 "the Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland").

##### **Replacement of LIBOR as an interest rate benchmark**

It is anticipated that LIBOR will be replaced or discontinued after the end of 2021, as part of global financial regulators' project to reform interest rate benchmarks. The Company will therefore re-negotiate and/or otherwise amend to accommodate such change in benchmarks, where related instruments mature after 2021.

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

The principal accounting policies have been applied consistently throughout the year and the preceding year and are summarised below:

##### **2.2 Going concern**

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.

The impact of the Covid-19 virus is described in Note 17.

##### **2.3 Cash flow statement**

The company has taken the exemption from preparing the cash flow statement under Section 1.12(b) as it is a member of a group where the parent of the group prepares publicly available consolidated accounts which are intended to give a true and fair view.

## **CANARY WHARF HOLDINGS (FC2) LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019**

#### **2. ACCOUNTING POLICIES (CONTINUED)**

##### **2.4 Investment properties**

Investment properties, including land and buildings held for development and investment properties under construction, are measured initially at cost including related transaction costs. The finance costs associated with direct expenditure on properties under construction or undergoing refurbishment are capitalised.

Where an investment property interest is acquired under a lease the associated lease liability is initially recognised at the lower of the fair value and the present value of the minimum lease payments including any initial premium. Lease payments are apportioned between the finance charge and a reduction in the outstanding obligation for future amounts payable. The total finance charge is allocated to accounting periods over the lease term so as to produce a constant periodic charge to the remaining balance of the obligation for each accounting period.

Investment properties are subsequently revalued, at each reporting date, to an amount comprising the fair value of the property interest plus the carrying value of the associated lease liability less separately identified accrued rent, amortised lease incentives and negotiation costs. The gain or loss on remeasurement is recognised in the income statement.

##### **2.5 Investments**

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

Investments in partnerships and unit trusts are stated at fair value. The fair value is calculated by reference to the company's share of the net assets of the investment, as adjusted for assets and liabilities which are not carried at fair value. The movement that relates to income earned from unit trusts and partnerships is taken to the income statement. The remaining fair value movement is recognised in other comprehensive income unless the carrying amount of the investment falls below its original cost, after which the deficit is recognised in the income statement.

##### **2.6 Financial Instruments**

The directors have taken advantage of the exemption in paragraph 1.12c of FRS 102 allowing the company not to disclose the summary of financial instruments by the categories specified in paragraph 11.41.

###### **Trade and other receivables**

Trade and other receivables 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.

###### **Trade and other payables**

Trade and other creditors are stated at cost.

## **CANARY WHARF HOLDINGS (FC2) LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019**

#### **2. ACCOUNTING POLICIES (CONTINUED)**

##### **Borrowings**

Standard loans payable are recognised initially at transaction price including transaction costs. Subsequent to initial recognition, loans payable are stated at amortised cost with any difference between the amount initially recognised and the redemption value being recognised in the Income Statement over the period of the loan, using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash flows (including all fees that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability.

Where loans are subject to contractual terms and arrangements that are non-standard they are carried at fair value. The fair value is assessed as the present value of most likely cash flows, subject to the limitations of the underlying terms. Any movements are recognised in the income statement.

##### **2.7 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.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the company's taxable profits and its results as stated in financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in financial statements.

Unrelieved tax losses and other deferred tax assets are 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 measured using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date that are expected to apply to the reversal of timing difference. Deferred tax relating to investment property is measured using the tax rates and allowances that apply to the sale of the asset.

Where items recognised in other comprehensive income or equity are chargeable to or deductible for tax purposes, the resulting current or deferred tax expense or income is presented in the same component of comprehensive income or equity as the transaction or other event that resulted in the tax expenses or income.

## CANARY WHARF HOLDINGS (FC2) LIMITED

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

#### 3. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

The preparation of financial statements in conformity with generally accepted accounting principles requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results ultimately may differ from those estimates. The preparation of financial statements also requires use of judgements, apart from those involving estimation, that management makes in the process of applying the entity's accounting policies.

##### Valuation of investment properties

The company uses valuations performed by independent valuers as the fair value of its properties. The valuations are based upon assumptions including future rental income, anticipated void costs and the appropriate discount rate or yield. The valuers also make reference to market evidence of transaction prices for similar properties.

##### Valuation of investments

Investments in JPUTs are carried at fair value. The directors have valued the investment at the company's share of the JPUT's net asset value, as adjusted for the fair value of the JPUT's property interest.

##### Valuation of intercompany debt

In assessing the carrying value of non-standard loans, the company forecasts the present value of the most likely contractual cash flows of the underlying instrument. Estimates and judgments are made in the timing and quantum of the cash flows, the discount rate applied, as well as the impact of the underlying terms that can be triggered in the agreements to change the cash flows. These assessments are reviewed and amended annually.

For the year ended 31 December 2019, the financial statements of the company did not contain any significant items that required the application of judgements, apart from those involving estimation.

#### 4. AUDITOR'S REMUNERATION

Auditor's remuneration of £6,000 (2018 - £6,000) for the audit of the company for the year has been borne by another group undertaking.

#### 5. EMPLOYEES

The Company has no employees other than the directors, who did not receive any remuneration (2018 - £NIL).

#### 6. INTEREST PAYABLE AND SIMILAR CHARGES

	2019 £	2018 £
Loans from group undertakings	1,194,962	862,506
	<u>1,194,962</u>	<u>862,506</u>

## CANARY WHARF HOLDINGS (FC2) LIMITED

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

#### 7. TAXATION

	2019 £	2018 £
Current tax on profits for the year	-	-
<b>TOTAL CURRENT TAX</b>	<b>-</b>	<b>-</b>
<b>DEFERRED TAX</b>		
Origination and reversal of timing differences	(1,698,025)	332,648
<b>TOTAL DEFERRED TAX</b>	<b>(1,698,025)</b>	<b>332,648</b>
<b>TAXATION ON PROFIT ON ORDINARY ACTIVITIES</b>	<b>(1,698,025)</b>	<b>332,648</b>

#### FACTORS AFFECTING TAX CHARGE FOR THE YEAR

The tax assessed for the year is different to the standard rate of corporation tax in the UK of 19.0% (2018 - 19.0%). The differences are explained below:

	2019 £	2018 £
Profit on ordinary activities before tax	-	1,958,506
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19.0% (2018 - 19.0%)	-	372,116
<b>EFFECTS OF:</b>		
Property rental business	(84,197)	(102,442)
Expenses not deductible for tax purposes	-	69,049
Non-taxable income	(16,158)	-
Deferred tax eliminated by January Finance Act	(1,897,793)	(333)
Interest restriction	100,718	50,038
Changes in tax rates	199,768	(39,135)
Group relief	(363)	(16,645)
<b>TOTAL TAX (CREDIT)/CHARGE FOR THE YEAR</b>	<b>(1,698,025)</b>	<b>332,648</b>

#### FACTORS THAT MAY AFFECT FUTURE TAX CHARGES

Enacted in the Finance Act (No.2) 2015 is a reduction in the corporation tax rate to 17.0% on 1 April 2020. Deferred tax has been provided by reference to this enacted corporation tax rate.

Following the year end, in the 2020 Budget, HM Treasury announced their intention not to cut corporation tax beyond 19%.

The company is a member of a REIT headed by Stork Holdings Limited. As a consequence all qualifying property rental business is exempt from corporation tax. Only income and expenses relating to non-qualifying activities will continue to be taxable. The deferred tax liability relating to accumulated capital profits has been released.

# CANARY WHARF HOLDINGS (FC2) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

### 8. FIXED ASSET INVESTMENTS

	Investments in subsidiary companies £	Investment in Jersey Property Unit Trust £	Total £
<b>COST OR VALUATION</b>			
At 1 January 2019	5,001	21,788,382	21,793,383
At 31 December 2019	5,001	21,788,382	21,793,383
<b>IMPAIRMENT</b>			
At 1 January 2019	5,001	-	5,001
At 31 December 2019	5,001	-	5,001
<b>NET BOOK VALUE</b>			
At 31 December 2019	-	21,788,382	21,788,382
At 31 December 2018	-	21,788,382	21,788,382

### SUBSIDIARY UNDERTAKINGS

The following were subsidiaries of the company:

Name	Class of shares	Holding	Principal activity
Canary Wharf Retail (FC2) Limited	Ordinary	100%	Property investment

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 investment are included in the consolidated financial statements of a larger group (Note 18).

The directors are of the opinion that the value of the company's investments at 31 December 2019 was not less than the amount shown in the company's balance sheet.



## CANARY WHARF HOLDINGS (FC2) LIMITED

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

#### 8. FIXED ASSET INVESTMENTS (CONTINUED)

##### INVESTMENT IN JERSEY PROPERTY UNIT TRUST

At 31 December 2019 and 31 December 2018 the company held 97.9% of the units in the 10 Cabot Square II Unit Trust.

	2019 £	2018 £
Cost of interest in Jersey Property Unit Trust	11,800,000	11,800,000
Share of accumulated capital profits	9,988,382	9,988,382
	<u>21,788,382</u>	<u>21,788,382</u>

During the year the company received distributions as follows:

	2019 £	2018 £
Accrued distributions brought forward	(247,100)	53,431
Distributions received	889,090	561,974
Accrued distributions carried forward	552,972	247,100
Share of capital profits	-	1,958,507
<b>Income from Jersey Property Unit Trust</b>	<u>1,194,962</u>	<u>2,821,012</u>

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 investment are included in the consolidated financial statements of a larger group (Note 18).

# **CANARY WHARF HOLDINGS (FC2) LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019**

### **9. INVESTMENT PROPERTY**

Long term  
leasehold  
investment  
property  
£

#### **VALUATION**

At 1 January 2019

10,000

**AT 31 DECEMBER 2019**

**10,000**

At 31 December 2019, the property was valued externally by CBRE Limited, qualified valuers with recent experience in office properties at Canary Wharf. The fair value was determined in accordance with the Appraisal and Valuation Manual published by the Royal Institution of Chartered Surveyors, using:

- Discounted cash flows based on inputs provided by the company (current rents, terms and conditions of lease agreements) and assumptions and valuation models adopted by the valuers (estimated rental values, terminal values and discount rates).
- Yield methodology based on inputs provided by the company (current rents) and assumptions and valuation models adopted by the valuers (estimated rental values and market capitalisation rates).

The resulting valuations are cross checked against the initial yields and the fair market values per square foot derived from actual market transactions.

No allowance was made for any expenses of realisation nor for any taxation which might arise in the event of disposal.

If the investment properties had been accounted for under the historic cost accounting rules, the properties would have been measured as follows:

	2019 £	2018 £
Historic cost	10,000	10,000
	<u>10,000</u>	<u>10,000</u>

The property is let to the 10 Cabot Square II Unit Trust until August 2187 at a peppercorn rent.

## CANARY WHARF HOLDINGS (FC2) LIMITED

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

#### 10. DEBTORS

	2019 £	2018 £
Amounts owed by group undertakings	128,972	128,972
Prepayments and accrued income	552,972	247,100
	<u>681,944</u>	<u>376,072</u>

Amounts owed by group undertakings are interest free and repayable on demand.

#### 11. CREDITORS: Amounts falling due within one year

	2019 £	2018 £
Amounts owed to group undertakings	552,973	247,101
	<u>552,973</u>	<u>247,101</u>

Amounts owed to group undertakings are interest free and repayable on demand.

#### 12. CREDITORS: Amounts falling due after more than one year

	2019 £	2018 £
Loan from fellow subsidiary undertaking	12,369,026	12,369,026
	<u>12,369,026</u>	<u>12,369,026</u>

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

# CANARY WHARF HOLDINGS (FC2) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

### 13. DEFERRED TAXATION

	2019 £
At beginning of year	(1,698,025)
Credited to profit or loss	1,698,025
<b>AT END OF YEAR</b>	<b>-</b>

The deferred taxation balance is made up as follows:

	2019 £	2018 £
Share of accumulated capital profits	-	(1,698,025)
	<u>-</u>	<u>(1,698,025)</u>

### 14. SHARE CAPITAL

	2019 £	2018 £
<b>Allotted, called up and fully paid</b>		
5,001 (2018 - 5,001) Ordinary shares of £1.00 each	<u>5,001</u>	<u>5,001</u>

### 15. RESERVES

The company has no distributable reserves at 31 December 2019. The total of the company's realised gains and losses was as follows:

	2019 £	2018 £
Retained earnings	9,553,326	7,855,301
Revaluation of investments	(10,022,382)	(10,022,382)
Deferred tax on share of accumulated capital profits	-	1,698,025
<b>Distributable reserves</b>	<u>(469,056)</u>	<u>(469,056)</u>

The share of capital profits relates to the revaluation of an investment property recognised in the income statement of Jersey Property Unit Trust. The company recognises its share of this unrealised profit in the carrying value of its investment.

### 16. OTHER FINANCIAL COMMITMENTS

As at 31 December 2019 and 31 December 2018 the company had given fixed and floating charges over substantially all its assets to secure the commitments of certain other group undertakings.

## **CANARY WHARF HOLDINGS (FC2) LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019**

#### **17. POST BALANCE SHEET EVENTS**

Since 31 December 2019 the UK economy has been significantly impacted by the Covid-19 virus which has caused widespread disruption and economic uncertainty. This is considered to be a non-adjusting post balance sheet event and accordingly the valuation of assets and liabilities at the balance sheet date have not been adjusted for the subsequent uncertainty caused by these events.

Distributions from 10 Cabot Square II Unit Trust will be lower in 2020 as the Unit Trust's income is dependent on the rental income earned by Canary Wharf Retail (FC2) Limited. As a result of the UK wide lockdown at the end of March 2020, the retail areas were required to close and many tenants have outstanding rent from quarterly payments due in April and July. April rents received from tenants amount to £63,124 or 33% of the usual rent expected for this period. £20,641 was received in July, being 12% of the normal rent.

Interest payable on the company's debt caps quarterly to income received less attributable expenses. Therefore, to the extent the company's income reduces, interest payable will reduce ensuring that the company will have adequate resources to continue its operations for the foreseeable future.

#### **18. CONTROLLING PARTY**

The company's immediate parent undertaking is Canary Wharf Funding (FC2/FC4) Limited.

As at 31 December 2019, 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 Investment Holdings plc. Copies of the financial statements may be obtained from the Company Secretary, One Canada Square, Canary Wharf, London E14 5AB.

The largest group of which the company is a member for which group financial statements are drawn up is the consolidated financial statements of Stork HoldCo LP, an entity registered in Bermuda and the ultimate parent undertaking and controlling party. Stork HoldCo LP is registered at 73 Front Street, 5th Floor, Hamilton HM12, Bermuda.

Stork HoldCo LP is controlled as to 50% by Brookfield Property Partners LP and as to 50% by Qatar Investment Authority.

The directors have taken advantage of the exemption in paragraph 33.1A of FRS 102 allowing the company not to disclose related party transactions with respect to other wholly-owned group companies.