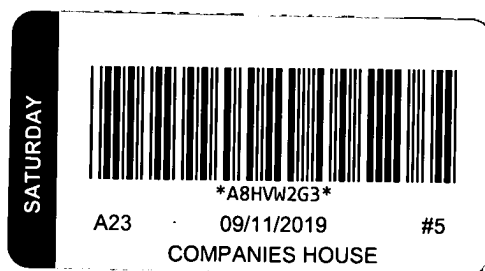


TESCO PROPERTY FINANCE 1 HOLDCO LIMITED
REPORT AND UNAUDITED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 22 FEBRUARY 2019

Registered Number: 05721633



TESCO PROPERTY FINANCE 1 HOLDCO LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 22 FEBRUARY 2019

The Directors present their report and the unaudited financial statements for Tesco Property Finance 1 Holdco Limited (the "Company") for the year ended 22 February 2019.

Incorporation

The Company is incorporated in England and Wales as a private limited company.

Results and dividends

The company remained dormant in the year.

The Directors do not recommend a payment of a dividend for the year ended 22 February 2019 (2018: £Nil).

The retained profit for the year amounted to £Nil (2018: £Nil).

Political contributions

There were no political donations for the year (2018: £Nil).

Employees

The Company had no employees during the year (2018: None).

Directors and their interests

The following Directors served during the year and up to the date of signing the financial statements:

S Drewett

S S Rao

Neil Townson (appointed 04/03/2019)

W Maunder-Taylor (resigned 20/02/2019)

R J Welch

Tesco Services Limited

None of the directors had any disclosable interests in the Company during this year except as shown below:

A qualifying third-party indemnity provision as defined in Section 234 of the Companies Act 2006 is in force for the benefit of the Tesco PLC company secretary (who is also a director of the Company) in respect of liabilities incurred as a result of their office, to the extent permitted by law. In respect of those liabilities for Tesco appointed directors may not be indemnified, Tesco PLC maintained a directors' and officers' liability insurance policy throughout the financial year.

Secretary

The Secretary who held office during the year and subsequently was:

Crestbridge Property Partnerships Limited (Formerly Kingfisher Property Partnerships Limited)

Small company exemption

For the year ended 22 February 2018 the Company applied the small companies' regime to the Directors' Report as stated in section 417(1) of the Companies Act 2006.

This report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006.

DIRECTORS' REPORT (continued)

FOR THE YEAR ENDED 22 FEBRUARY 2019

Statement of Directors' responsibilities

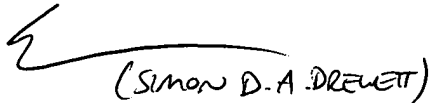
The Directors are responsible for preparing the financial statements in accordance with applicable law and regulations. Company law requires the Directors to prepare financial statements for each financial year. Under that law, the Directors have prepared the Company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), 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 year. 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;
- state whether applicable Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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

Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

On behalf of the Board



Director

Tesco Property Finance 1 Holdco Limited

Registered Number 05721633

Registered Office: Tesco House, Shire Park, Kestrel Way, Welwyn Garden City, AL7 1GA

TESCO PROPERTY FINANCE 1 HOLDCO LIMITED

STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 22 FEBRUARY 2019

	2019	2018
	£	£
INCOME		
	-	-
EXPENDITURE	-	-
	<hr/>	<hr/>
PROFIT/(LOSS)	-	-
BEFORE TAXATION		
Tax on profit/(loss)	-	-
	<hr/>	<hr/>
RESULT FOR THE YEAR	<hr/>	<hr/>

There was no other comprehensive income for 2019 (2018: £Nil)

The notes on pages 5 to 6 form part of these financial statements.

STATEMENT OF FINANCIAL POSITION

AS AT 22 FEBRUARY 2019

	Notes	£	2019	£	£	2018	£
FIXED ASSETS							
Investments	2		1			1	
CURRENT ASSETS							
Cash at bank	3		2,019			2,019	
NET CURRENT ASSETS			<u>2,020</u>			<u>2,020</u>	
CREDITORS: amounts falling due after one year	4		<u>(1,000)</u>			<u>(1,000)</u>	
NET ASSETS				<u>1,020</u>			<u>1,020</u>
CAPITAL AND RESERVES							
Share capital	5			1,001			1,001
Profit and loss account				19			19
TOTAL SHAREHOLDER'S FUNDS				<u>1,020</u>			<u>1,020</u>

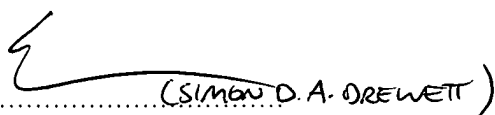
For the year ended 22 February 2019, the company was entitled to exemption from audit under section 480 of the Companies Act 2006 relating to dormant companies.

Directors' responsibilities:

- the members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476.
- the directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

These accounts have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime and in accordance with the provisions of FRS 102 Section 1A –small entities.

The financial statements were approved and authorised for issue by the Board of Directors on 7 November 2019 and were signed below on its behalf by:

 (SIMON D. A. DREWETT)

Director
Tesco Property Finance 1 Holdco Limited
Registered Number 05721633

The notes on pages 5 to 6 form part of these financial statements.

1. ACCOUNTING POLICIES**Basis of accounting**

Tesco Property Finance 1 Holdco Limited is a private company, limited by shares and incorporated in England and Wales.

The registered office is:

Tesco House
Shire Park,
Welwyn Garden City,
AL7 1GA

The financial statements have been prepared under the historical cost convention and in accordance with Section 1A of Financial Reporting Standard 102, the Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland, and the Companies Act 2006.

As a dormant company within the Companies Act definition, the company has elected to retain its accounting policies for reported assets, liabilities and equity at the date of transition to this FRS until the company undertakes any new transactions.

Current taxation

The amount included in the Profit and Loss Account is based on the profit or loss on ordinary activities before taxation and is calculated at current local tax rates, taking into account timing differences and the likelihood of realisation of deferred tax assets and liabilities.

Group relief on taxation

The Company may receive or surrender group relief from group companies without payment and consequently there may be no tax charge in the Profit and Loss Account.

Investments

Investments are being held for the long term and are accordingly stated at cost, but written down to their realisable value if, in the Directors' opinion, there has been an impairment in their value.

Consolidation

In accordance with FRS 102 and Section 400 of the Companies Act 2006, group financial statements have not been prepared because the Company is a wholly owned subsidiary of Tesco Blue (GP) Limited, incorporated in England and Wales.

2. INVESTMENTS

	2019 £	2018 £
Tesco Property Finance 1 PLC	1	1

The Company owns 100% (50,000 ordinary shares) of Tesco Property Finance 1 PLC, a company incorporated in England and Wales. 49,999 partly paid shares are held directly by the Company and 1 fully paid share is held on trust on its behalf by Tesco Blue (GP) Limited. The principal activity of Tesco Property Finance 1 PLC is that of a financing party in a securitisation transaction set-up to acquire and lease a retail property portfolio occupied by Tesco Plc group companies. During the period ended 22 February 2019 the Issuer had a loss after tax of £222,352 (2018: profit of £15,998) and as at this date it had a surplus in net assets of £329,165 (2017: £551,517).

TESCO PROPERTY FINANCE 1 HOLDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

FOR THE YEAR ENDED 22 FEBRUARY 2019

3. CASH AT BANK	2019 £	2018 £
HSBC current account	1,019	1,019
Cash held by nominee	1,000	1,000
	<u>2,019</u>	<u>2,019</u>

Cash held on trust represents the amount received in terms of the loan (note 4) and is held on behalf of the Company by Tesco Blue Nominees Holdco Limited.

4. CREDITORS: amounts falling due after one year	2019 £	2018 £
Amounts owed to group undertakings	<u>1,000</u>	<u>1,000</u>

On 25 June 2009, the Company entered into a loan agreement with Tesco Property Finance 1 PLC. The loan is interest free, and is repayable within one month of 13 July 2039. No early repayment is permitted.

5. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The Company's immediate parent undertaking is Tesco Blue (GP) Limited. Tesco Blue (GP) Limited's immediate parent undertakings are Tesco Property Holdings (No2) Limited and Tesco Pension Trustees Limited. Tesco Pension Trustees Limited purchased the shares in Tesco Blue (GP) Limited on behalf of Tesco PLC Pension Scheme (the "Scheme") and is required to act in the best interests of the Scheme.

The Company's ultimate parent undertaking and controlling party is Tesco PLC, which is registered in England and Wales. Copies of the Tesco PLC financial statements can be obtained from the Company Secretary with registered address at Tesco PLC, Tesco House, Shire Park, Kestrel Way, Welwyn Garden City, AL7 1GA