# Citigroup Centre 1 Limited

(Registered Number: 06255166)

# ANNUAL REPORT AND FINANCIAL STATEMENTS

For the year ended 31 December 2020



#### **DIRECTORS' REPORT**

for the year ended 31 December 2020

The Directors present their Report and the audited financial statements of Citigroup Centre 1 Limited ('the Company') for the year ended 31 December 2020.

#### **Business** environment

The Company is a wholly owned subsidiary of Citibank Investments Limited ('CIL', 'the parent'). The principal activity of the Company is the provision of office accommodation and related facilities to Citibank N.A. and other subsidiary undertakings of Citigroup Inc. ('Citi', 'the ultimate parent') in the United Kingdom ('the UK group').

In recent years, Citi, as an organisation has continued to make sustained efforts to consolidate office space in a systematically responsible and cost effective manner. At present, Citi's London headquarters comprise a combination of Citigroup Centre 1 ('CGC1'), 33 Canada Square, Canary Wharf, London and Citigroup Centre 2 ('CGC2'), 25 Canada Square, Canary Wharf, London, however post the lease expiry of CGC1 in 2026, Citi's London headquarters will be at CGC2. In line with the future strategy and requirements of the UK group, on 6 July 2018, Citi executed a modification and improvement of the lease terms and conditions of the CGC2 lease resulting in a material reduction in the costs of occupying the building going forward. On the 12 April 2019 Citi purchased CGC2 further reinforcing Citi's long-term intent to occupy CGC2.

Looking forward, the Directors are considering multiple strategic options for the Company.

#### Events after the reporting period

At the date on which these financial statements were approved, there were no significant events affecting the Company since the year end.

#### Going concern

The financial statements are prepared on a going concern basis. The Directors are satisfied that the Company has the resources to continue in business for the foreseeable future. In making this assessment, the Directors have considered a wide range of information relating to present and future conditions, the forward looking cash-flows and the liquidity position of the entity, and also the implications from the pandemic ("COVID-19") outbreak.

The Directors are confident that the Company will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements. In addition, Citigroup Inc. continues to provide confirmation that it will provide sufficient funding to the Company to ensure that it maintains a sound financial situation and is in a position to meet its debt obligations for the foreseeable future.

#### Dividends

The Company did not pay an interim dividend during the year (2019: £nil) and the Directors do not recommend the payment of a final dividend in respect of the year (2019: £nil).

#### **Directors**

The Directors who held office during the year ended 31 December 2020 and since year end were:

K M Harrison-Thomas (appointed on 18 June 2021)

J R Killey

JDR Smith (resigned on 12 October 2020)

J Warren

# Directors' indemnity

Throughout the year and at the date of this report the Company is party to a group-wide indemnity policy which benefits all of its current directors and is a qualifying third party indemnity provision for the purpose of section 236 of the Companies Act 2006.

#### DIRECTORS' REPORT

for the year ended 31 December 2020

#### Statement of Directors' responsibilities in respect of the Strategic Report, the Directors' Report and the Financial Statements

The directors are responsible for preparing the Annual Report, 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 they have elected to prepare the financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 101 Reduced Disclosure Framework.

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 estimates that are reasonable and prudent;
- state whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- · assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

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 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, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

#### Stakeholder engagement statement

To ensure the most efficient and effective approach, stakeholder engagement is led by Citigroup, in particular where matters are of group-wide significance or have an impact on Citigroup's reputation.

The Company's Board considers and discusses information from across the organisation to help it understand the impact on the Company's operations and the interests and views of our key stakeholders. The Board also reviews strategy and financial performance as well as information such as operational and financial risks and regulator priorities. The Board receives this information in advance of each quarterly meeting.

Using all of the above actions, the Board has an overview of engagement with stakeholders, which enables the Directors to comply with their legal duty under section 172 of the Companies Act 2006.

# Disclosures concerning greenhouse gas ('GHG') emissions

# Sustainable Operations

Citigroup Centre 1 Limited, as part of Citigroup Inc., has been measuring its environmental footprint for two decades and began reporting on its direct operational impacts in 2002. In 2020, Citi finished tracking progress against its third generation of operational footprint goals, first announced in 2015. These goals cover energy use, water consumption, recycling, waste and green building design. By the end of 2020, Citi had achieved its goals of 100% use of renewable electricity for facilities globally and a 30% reduction in energy consumption from a 2005 baseline.

#### **DIRECTORS' REPORT**

for the year ended 31 December 2020

#### Disclosures concerning greenhouse gas ('GHG') emissions (continued)

#### Sustainable Operations (continued)

To build on this success and reduce its operational footprint further, Citi is committed to the following goals for increasing its energy efficiency and reducing GHG emissions by 2025, from a 2010 baseline:

- a 45% reduction in location-based GHG emissions (CO2e)
- a 40% reduction in energy consumption and maintain 100% renewable electricity sourcing
- certifying 40% of floor area to be LEED, WELL or equivalent standard, with a focus on Citi owned building to operate at the highest level of sustainability.

Citi reports Scope 1, Scope 2 and Scope 3 Business Travel GHG emissions in both its Environmental Impact Report and its CDP response. Scope 1 emissions are direct emissions from owned or controlled sources. Scope 2 emissions are indirect emissions from the generation of purchased energy. Scope 3 emissions are all indirect emissions (not included in Scope 2) that occur in the value chain of the reporting company, including both upstream and downstream emissions. Citi's global energy consumption and GHG emissions can be found in the annual Environmental, Social and Governance Report. Citi's GHG emissions and environmental data are verified and assured by SGS, a leading third-party inspection, verification, testing and certification company.

#### Streamlined Energy and Carbon Reporting

The company consumed less than 40,000 kWh of energy during the period and, as such, has not provided the disclosure required by Part 7 of Schedule 7 (disclosures concerning greenhouse gas emissions) of S.I. 2008/410.

#### Energy efficiency in action

As part of a financial services provider, the main sources of greenhouse emissions from Citigroup Centre I Limited's operations are the running of data centres, the offices in which the majority of employees are based and the Scope 3 business travel of employees travelling for work.

Whether undertaking new construction or renovating existing buildings, Citi prioritise efficiency and sustainability to minimise the environmental impact of its facilities. In the company's UK-based sites as part of its energy management system, interval data analysis is conducted fortnightly to track savings from energy efficiency measures. This allows the company to consistently review the efficacy of proposed measures and identify any problems.

In 2020, as the result of the COVID-19 pandemic and associated lockdowns from March onward, employee occupation of offices was heavily reduced resulting in a 20-30% decrease in energy consumption during lockdown months. The company told all employees to work from home where possible and invested in upgrading video conferencing and online meeting tools in order to facilitate this transition. The travel restrictions put in place also greatly reduced Scope 3 emissions associated with air and rail travel, as well as the number of car journeys taken by employees in 2020.

With a return to office scheduled for Q4 2021, the company's video conferencing and remote-working tools will stay in place, ensuring employees don't travel for work unless necessary. In 2019, through energy audits undertaken in compliance with the Energy Saving Opportunity Scheme (ESOS) several opportunities were identified to reduce energy consumption in the Citigroup Centre office and Riverdale Data Centre. This included a programme to convert all remaining non-LED lights to LEDs. These recommendations will be implemented as part of the current programme of renovations at Citigroup Centre in London, due to be completed in 2021 and 2022.

#### **Employees**

There were no persons employed by the Company during the year and no persons have been employed by the Company since the year end.

#### **Political contributions**

The Company made no political contributions nor incurred any political expenditure during the year (2019: £nil).

#### Disclosure of information to auditor

In accordance with, and subject to all the provisions of, section 418 of the Companies Act 2006, it is stated by the Directors who held office at the date of approval of this Directors' Report that

- so far as each is 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 / she ought to have taken as a director to make himself / herself aware of any relevant audit information and to establish that the Company's Auditors are aware of that information.

# **DIRECTORS' REPORT**

for the year ended 31 December 2020

#### Auditor

In accordance with section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

By order of the Board

J Warren

Director

16 September 2021

Incorporated in England and Wales

Registered Office: Citigroup Centre, Canada Square, Canary Wharf, London, E14 5LB

Registered Number: 06255166

#### STRATEGIC REPORT

for the year ended 31 December 2020

The Directors present their Strategic Report for Citigroup Centre 1 Limited ('the Company') for the year ended 31 December 2020.

#### Overview and principal activities

The Company holds the lease for Citigroup Centre 1 ('CGC1'), 33 Canada Square, Canary Wharf, London. The building, alongside Citigroup Centre 2 ('CGC2'), 25 Canada Square, acts as Citigroup's EMEA headquarters and contains a significant portion of Citigroup's UK employee base and core business operating activities.

The costs incurred in respect of the building's occupancy are charged to Citigroup businesses by expense allocation and via direct charges on actual space occupied. The Company does not sublet space to any third parties and the only property lease held by the Company is for CGC1.

In recent years, Citi, as an organisation has continued to make sustained efforts to consolidate office space in a systematically responsible and cost effective manner. At present, Citi's London headquarters comprise a combination of CGC1 and CGC2, however post the lease expiry of CGC 1 in 2026, Citi's London headquarters will be at CGC2. In line with the future strategy and requirements of the UK group, on 6 July 2018, Citi executed a modification and improvement of the lease terms and conditions of the CGC2 lease resulting in a material reduction in the costs of occupying the building going forward. On the 12 April 2019 Citi purchased CGC2 further reinforcing Citi's long-term intent to occupy CGC2.

As part of Citigroup's aim to effectively manage its UK resources, management continues to make concerted efforts to utilise its space in the most cost effective manner, in order to achieve its strategic aim of a simpler and more efficient operating model. This strategy has resulted in non-chargeable vacant space existing, for a limited time during the current and prior year, on certain floors within CGC1, as management aims to develop and utilise this space in the most effective way. This strategy has had implications on the level of income achieved by the Company during the current and prior year and this trend is expected to continue to impact the Company in the short term. As Citi's current long term strategy involves CGC2 becoming Citi's London headquarters (post the lease expiry of CGC1), the Company's performance and position will continue to be closely monitored by the Board to ensure that the Company remains solvent and appropriately capitalised as and when UK resources are consolidated into CGC2.

Looking forward, the Directors are considering multiple strategic options for the Company, including utilisation as a UK holding company or other suitable business activity.

#### **Business review**

The Company's loss after tax was £3.4 million compared to a £11.4 million loss in the prior year. Loss before tax for 2020 was £3.3 million compared to a loss of £11.2 million in 2019.

#### Company's performance

	2020 £ 000	2019 £ 000
Tumover	45,658	35,838
Operating loss	(163)	(7,422)
Loss before tax for the financial year	(3,279)	(11,184)

#### Turnover

There was a significant increase in turnover as the charge rate for standard CGC1 floor space increased to £8.61 /sq ft/ mth in 2020 compared to £6.83 /sq ft/ mth in 2019.

#### STRATEGIC REPORT

for the year ended 31 December 2020

#### **Operating Loss**

The Company made an operating loss of £163 thousands compared to an operating loss of £7.4 million in 2019, mainly due to the increase in turnover. Non chargeable space exists within specific areas of CGC1 for a limited time, typically for only a month or two, while it is developed by the Company to be utilised in the most effective way to accommodate Citigroup's strategy going forward.

#### **Balance Sheet**

	2020 £ 000	2019 £000
Non-current assets	145,861	169,201
Current assets Current liabilities	33,865 (18,240)	32,558 (19,724)
Net current assets	15,625	12,834
Non-current liabilities	(123,536)	(140,711)
Net assets	37,950	41,324

Net assets of £37.9 million decreased by £3.4 million compared to the prior year net assets of £41.3 million.

From 1 January 2019, leases are recognised as a right-of-use (ROU) asset and a corresponding liability at the date at which the leased asset is available for use by the Company. The decrease in non-current assets are mainly driven by the amortisation of the ROU asset during the year.

The decrease in the non-current liabilities relates to the decrease of lease liabilities as a result of the annual lease payments.

#### **Principal Risks**

The principal risks facing the Company are building outages, such as accidental technological failure, electrical or telecommunication outages, failures of computer servers or other damage to CGC1's property or assets, which would prevent the UK employee base from effectively performing their function. Detailed processes are in place to ensure that standards are maintained in relation to all health and safety regulations. Preventative maintenance programs mitigate the inherent risks of building outages. However, in the event of an unexpected outage comprehensive plans exist to ensure Citigroup can continue its normal day-to-day activities.

# Key financial and non-financial performance indicators

The Company's Directors consider that the financial results shown above are the key financial performance indicators for the operations of the Company. The ultimate parent manages its operations on a divisional basis and the Company's results are included in the results of the ultimate parent. Key performance indicators have been analysed in the financial statements of the ultimate parent. For that reason, the Directors believe that further key performance indicators for the Company are not necessary or appropriate for an understanding of the development, performance or position of the business.

#### STRATEGIC REPORT

for the year ended 31 December 2020

#### Section 172 statement

Section 172(1) of the Companies Act 2006 requires each director of the Company to act in a way in which he/she considers, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole, and in doing so have regard to a range of matters including:

- the likely consequences of any decision in the long-term;
- the interests of the Company's employees;
- the need to foster the Company's business relationships with suppliers, customers and others;
- the impact of the Company's operations on the community and the environment;
- the desirability of the Company maintaining a reputation for high standards of business conduct; and
- the need to act fairly as between the Company's members.

The Directors of the Company give careful consideration to the matters referred to in section 172(1) when discharging their legal duties. As a Board, we believe in taking decisions for the long-term benefit of the Company and look to safeguard the Company's reputation by upholding the highest standards of business conduct. Depending on the issue in question, the relevance of each stakeholder group and other relevant factors may vary. As such, the Board strives to understand the needs and priorities of each stakeholder group and the other factors relevant to the issue in question during its deliberations and as part of its decision-making.

The Board may seek advice about the implications of their legal duties at any time from our Company Secretary. The Company is in the process of developing series of refresher trainings for its current directors, and a comprehensive induction programme for new directors which includes training on their statutory duties.

#### Future outlook

As mentioned above, the strategy is to move the UK employee base from CGC1 to CGC2, following the expiry of the CGC1 lease in 2026. This will result in fluctuations of chargeable and non-chargeable space as the Company partners with CGC2 on the most efficient way to migrate staff. Management will continue to monitor the Company's performance and position during this transition.

By order of the Board

Warren

J Warren

Director

16 September 2021

Incorporated in England and Wales

Registered Office: Citigroup Centre, Canada Square, Canary Wharf, London, E14 5LB

Registered Number: 06255166

# INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF CITIGROUP CENTRE 1 LIMITED

#### **Opinion**

We have audited the financial statements of Citigroup Centre 1 Limited ("the company") for the year ended 31 December 2020 which comprise the Income Statement, Balance Sheet and Statement of Changes in Equity and related notes, including the accounting policies in note 1.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2020 and of its loss for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 101 Reduced Disclosure Framework;
   and
- have been prepared in accordance with the requirements of the Companies Act 2006.

#### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

#### Going concern

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the company or to cease its operations, and as they have concluded that the company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

In our evaluation of the directors' conclusions, we considered the inherent risks to the company's business model and analysed how those risks might affect the company's financial resources or ability to continue operations over the going concern period.

Our conclusions based on this work:

- we consider that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate;
- we have not identified, and concur with the directors' assessment that there is not, a material uncertainty related to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for the going concern period.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the above conclusions are not a guarantee that the company will continue in operation.

#### Fraud and breaches of laws and regulations - ability to detect

Identifying and responding to risks of material misstatement due to fraud

To identify risks of material misstatement due to fraud ("fraud risks") we assessed events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud. Our risk assessment procedures included:

- Enquiring of Directors.
- · Reading Board minutes; and
- Using analytical procedures to identify any unusual or unexpected relationships.

We communicated identified fraud risks throughout the audit team and remained alert to any indications of fraud throughout the audit.

As required by auditing standards, we perform procedures to address the risk of management override of controls, in particular the risk that management may be in a position to make inappropriate accounting entries. On this audit we do not believe there is a fraud risk related to revenue recognition because of limited opportunity to commit fraud due to the fact that revenue recognized is based on lease agreements and therefore there are no judgmental aspects involved.

We did not identify any additional fraud risks.

We performed procedures including identifying journal entries and other adjustments to test based on risk criteria and comparing the identified entries to supporting documentation. These included those posted over the holiday and weekends and those posted and approved the same user.

# INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF CITIGROUP CENTRE 1 LIMITED

#### Fraud and breaches of laws and regulations - ability to detect (continued)

Identifying and responding to risks of material misstatement due to non-compliance with laws and regulations

We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our general commercial and sector experience, and through discussion with the directors (as required by auditing standards), and discussed with the directors the policies and procedures regarding compliance with laws and regulations.

We communicated identified laws and regulations throughout our team and remained alert to any indications of non-compliance throughout the audit.

The potential effect of these laws and regulations on the financial statements varies considerably.

Firstly, the Company is subject to laws and regulations that directly affect the financial statements including financial reporting legislation (including related companies legislation), distributable profits legislation and taxation legislation and we assessed the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items.

Secondly, the Company is subject to many other laws and regulations where the consequences of non-compliance could have a material effect on amounts or disclosures in the financial statements, for instance through the imposition of fines or litigation. We identified the following areas as those most likely to have such an effect: health and safety, anti-bribery, property law, and certain aspects of company legislation recognizing the nature of the Company's activities and its legal form. Auditing standards limit the required procedures to identify non-compliance with these laws and regulations to enquiry of the directors and inspection of regulatory and legal correspondence, if any. Therefore if a breach of operational regulations is not disclosed to us or evident from relevant correspondence, an audit will not detect that breach.

Context of the ability of the audit to detect fraud or breaches of law or regulation

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. For example, the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely the inherently limited procedures required by auditing standards would identify it.

In addition, as with any audit, there remained a higher risk of non-detection of fraud, as these may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. Our audit procedures are designed to detect material misstatement. We are not responsible for preventing non-compliance or fraud and cannot be expected to detect non-compliance with all laws and regulations.

#### Strategic report and directors' report

The directors are responsible for the strategic report and the directors' report. Our opinion on the financial statements does not cover those reports and we do not express an audit opinion thereon.

Our responsibility is to read the strategic report and the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the strategic report and the directors' report;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

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

Under the Companies Act 2006 we are required 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.

We have nothing to report in these respects.

# INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF CITIGROUP CENTRE 1 LIMITED

# Directors' responsibilities

As explained more fully in their statement set out on page 3, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; 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; 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 they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

#### Auditor's responsibilities

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

#### The purpose of our audit work and to whom we owe our responsibilities

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.

Anthony Wither

Anthony Withers (Senior Statutory Auditor) for and on behalf of KPMG LLP, Statutory Auditor

Chartered Accountants

15 Canada Square London E14 5GL

16 September 2021

# **INCOME STATEMENT**

for the year ended 31 December 2020

,	Note	2020 £ 000	2019 £ 000
Tumover	3	45,658	35,838
Operating expenses	4	(45,821)	(43,260)
Operating loss		(163)	(7,422)
Interest payable and similar charges	6	(3,116)	(3,762)
Loss before income tax		(3,279)	(11,184)
Income tax charge	7	(95)	(233)
Loss and total comprehensive loss for the year		(3,374)	(11,417)

All amounts relate to continuing operations.

There were no recognised gains and losses for 2020 or 2019 other than those included in the Income Statement.

The accompanying notes on pages 15 to 25 form an integral part of these financial statement.

# **BALANCE SHEET**

for the year ended 31 December 2020

	Note	2020 £ 000	2019 £ 000
Non-current assets			
Tangible fixed assets	8	32,410	37,029
Investment property	9 _	113,451	132,172
		145,861	169,201
Current assets			
Cash at bank and in hand	10	20,477	32,190
Debtors	11 _	13,388	368
		33,865	32,558
Current liabilities			
Creditors: amounts falling due within one year	12	(362)	(2,271)
Other liabilities	15 _	(17,878)	(17,453)
		(18,240)	(19,724)
Net current assets		15,625	12,834
Total assets, less current liabilities	_	161,486	182,035
Non-current liabilities			
Provision for liabilities	13	(28,245)	(27,637)
Deferred tax liabilities	7	(878)	(783)
Other liabilities	15	(94,413)	(112,291)
	_	(123,536)	(140,711)
Net assets		37,950	41,324
Capital and reserves		٠.	
Called up share capital	14	-	
Capital reserve		74,000	74,000
Profit and loss acoount		(36,050)	(32,676)
Total equity		37,950	41,324_

The accompanying notes on pages 15 to 25 form an integral part of these financial statements.

The financial statements were approved and authorised for issue by the Directors and were signed on their behalf on 16 September 2021 by:

J Warren

Director

Registered Number: 06255166

# **STATEMENT OF CHANGES IN EQUITY** for the year ended 31 December 2020

	Share Capital £ 000	Capital reserves	Profit and loss account £ 000	Total £ 000
Balance as at 1 January 2019	-	74,000	(21,259)	52,741
Total comprehensive loss for the year	-	-	(11,417)	(11,417)
Balance as at 31 December 2019	-	74,000	(32,676)	41,324
Total comprehensive loss for the year	-	-	(3,374)	(3,374)
Balance as at 31 December 2020	-	74,000	(36,050)	37,950

The accompanying notes on pages 15 to 25 form an integral part of these financial statements.

#### NOTES TO THE FINANCIAL STATEMENTS

#### 1. Principal accounting policies

The accounting policies have been applied consistently throughout the current and preceding year.

#### 1.1 Basis of preparation

These financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101"). In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of international accounting standards in conformity with the requirements of the Companies Act 2006 ("Adopted IFRSs"), but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

The Company has taken advantage of the following disclosure exemptions available under FRS 101:

- the requirement in paragraph 38 of IAS 1 'Presentation of financial statements' to present comparative information in respect of paragraph 73(e) of IAS 16 'Property, Plant and Equipment' and of paragraphs 76 and 79(d) of IAS 40 'Investment Property':
- the requirements of IAS 7 'Statement of cash flows';
- the requirement in paragraphs 30 and 31 of IAS 8 'Accounting Policies, Changes in Accounting Estimates and Errors';
- the requirements of IAS 24 'Related party disclosures' to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member;
- the requirements of paragraphs 17 and 18A of IAS 24 that relate to transactions with key management personnel;
- the requirements of IFRS 7 'Financial Instruments: Disclosures' and the requirements of IFRS 13 'Fair Value Measurement'.

These financial statements have been prepared under the historical cost convention except where otherwise indicated. The functional and financial statements presentational currency of the Company is Pound Sterling ('£') and all values are rounded to the nearest thousand pounds, except where otherwise indicated.

The Company's results are consolidated in the financial statements of its ultimate parent company, Citigroup Inc., which are made available to the public annually.

The accounting policy set out below has, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

The risks and uncertainties faced by the Company are discussed further in the Strategic Report on pages 6-8.

The financial statements are prepared on a going concern basis. The Directors are satisfied that the Company has the resources to continue in business for the foreseeable future. In making this assessment, the Directors have considered a wide range of information relating to present and future conditions, the forward looking cash-flows and the liquidity position of the entity, and also the implications from the pandemic ("COVID-19") outbreak.

The Directors are confident that the Company will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements. In addition, Citigroup Inc. continues to provide confirmation that it will provide sufficient funding to the Company to ensure that it maintains a sound financial situation and is in a position to meet its debt obligations for the foreseeable future.

#### 1.2 Changes in accounting policy and disclosures

Standards issued and effective

There are a number of accounting standards that have been issued by the International Accounting Standards Board ("IASB"), which became effective from 1 January 2020. They include:

- Amendments to references to Conceptual Framework in IFRS Standards
- Definition of a Business (Amendments to IFRS 3)
- Definition of Material (Amendments to IAS 1 and IAS 8)
- COVID-19-Related Rent Concessions (Amendment to IFRS 16)

The above amended standards and interpretations did not have a significant impact on the Company's financial statements.

#### NOTES TO THE FINANCIAL STATEMENTS

#### 1. Principal accounting policies (continued)

#### 1.3 Turnover

Turnover represents the amounts (excluding value added tax) derived from the provision of office accommodation and related facilities services to group undertakings. Income from the provision of office accommodation and related facilities is recognised in the period in which the service is provided.

#### 1.4 Tangible fixed assets

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost of tangible fixed assets, less their estimated residual value, over their expected useful lives on the following bases:

Leasehold premises improvements

- Lesser of the life of the lease or 50 years

**Building fittings** 

5 to 10 years

Assets in the course of construction

- No depreciation

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the income statement during the financial period during which they are incurred.

Property and equipment is derecognised on disposal or when no future economic benefits are expected from its use. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognised in other operating income in the income statement in the year the asset is derecognised.

Interest costs incurred in funding assets in the course of construction are capitalised on projects where material. Interest ceases to be capitalised when the project is complete and ready for its intended use.

The accounting treatment for right-of-use assets, recognised subsequent to transition to IFRS 16, is described below in Note 1.6.

#### 1.5 Income taxes

Income tax payable on profits is recognised as an expense based on the applicable tax laws in each jurisdiction in the period in which profits arise. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects uncertainty related to income taxes, if any. Generally, tax is recognised in the income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case tax is also recognised in other comprehensive income or directly in equity respectively. Deferred tax assets and liabilities are recognised for taxable and deductible temporary differences between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets are recognised to the extent that it is probable that there will be sufficient profits available against which these differences can be utilised. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the asset will be realised or the liability will be settled based on tax rates that are enacted or substantively enacted at the balance sheet date. Current and deferred tax balances are not discounted.

#### 1.6 Leases

Leases are recognised as a right-of-use (ROU) asset and a corresponding liability at the date at which the leased asset is available for use by the Company.

This policy is applied to contracts entered into, on or after 1 January 2019. At inception of a contract, the Company assesses whether a contract is, or contains, a lease. A contract is, or contains a lease if the contract conveys the right to control the use of identified asset for a period of time in exchange for consideration.

# NOTES TO THE FINANCIAL STATEMENTS

# 1. Principal accounting policies (continued)

#### 1.6 Leases (continued)

The following process is followed when determining if a contract is, or contains a lease:

- Identified Asset An asset is typically identified by being explicitly specified in a contract. However, an asset also can be identified by being implicitly specified at the time that the asset is made available for use. If the supplier has a substantive substitution right, then the asset is not identified;
- The Company has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use;
- The Company has the right to direct how and for what purpose the identified asset is used throughout the period of use;
- The Company has the right to operate the asset throughout the period of use without the supplier's having the right to change those operating instructions; and
- The Company designed the asset in a way that predetermines how and for what purpose the asset will be used throughout the period of use.

The Company recognises a ROU asset and a lease liability at the lease commencement date. The ROU asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the lease commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset, less any incentives received. The ROU assets are classified as investment property as the Company holds them to earn rentals.

If the lease transfers ownership of the underlying asset to the Company by the end of the lease term or if the cost of the ROU asset reflects that the Company will exercise a purchase option, the Company shall depreciate the ROU asset from the commencement date to the end of the useful life of the underlying asset. Otherwise, the Company shall depreciate the ROU asset from the commencement date to the earlier of the end of the useful life of the ROU asset or the end of the lease term.

Further, the ROU asset is assessed for impairment losses at each reporting period and adjusted for certain remeasurements in the lease liability.

Payments associated with short term leases of equipment and vehicles and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short term leases are leases with a lease term of 12 months or less. Low-value assets comprise IT equipment and small items of office furniture. The Company does not have any short term or low value leases.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is the case for leases in the Company, the lessee's incremental borrowing rate (IBR) is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions. The IBR is the rate of interest that the Company would have to pay to borrow on a collateralised basis over a similar term an amount equal to the lease payments in a similar economic environment.

Lease payments included in the measurement of the lease liability comprise the following:

- Fixed payments, including in-substance fixed payments;
- Variable lease payments that depend on an index or rate, initially measured using the index or rate as at commencement date; and
- Amounts expected to be payable under a residual guarantee.

The lease liability is measured at amortised cost using the effective interest rate method. The lease liability is remeasured to reflect changes in lease payments caused by a change in index or rate (other than in floating interest rates) and if the Company is reasonably certain to exercise a purchase option, or if there is a change in the amount the Company is expected to pay under a residual value guarantee.

# NOTES TO THE FINANCIAL STATEMENTS

# 1. Principal accounting policies (continued)

#### 1.6 Leases (continued)

When a lease liability is remeasured, a corresponding adjustment is made to the carrying amount of the ROU asset, or is recorded in profit or loss if the carrying amount of the ROU asset has been reduced to zero.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

#### 1.7 Dilapidation provision

A dilapidation provision has been recognised in 'Provisions for liabilities' in accordance with IAS 37 - 'Provisions, contingent liabilities and contingent assets' in relation to a commitment to make good dilapidations at the end of the lease period. As per IAS 37, a provision should be recognised when (i) an entity has a present obligation (legal or constructive) as a result of a past event, (ii) it is probable that a transfer of economic benefits will be required to settle the obligation; and (iii) a reliable estimate can be made of the amount of the obligation. Unless these conditions are met, no provision should be recognised. It is necessary that the entity has no realistic alternative to settling the obligation created by the event.

The provision continues to be subsequently remeasured in accordance with IFRIC 1 'Changes in Existing Decommissioning, Restoration and Similar Liabilities') and changes in the liability shall be added to, or deducted from, the cost of the related asset (i.e., the ROU asset) in the current period.

#### 1.8 Impairment of non-financial assets

At each reporting date, the Company assesses whether there is any indication that its non-financial assets are impaired. The non-financial assets are tested for impairment annually or more frequently if events or changes in circumstance indicate that they might be impaired. An impairment loss is recognised if the non-financial assets' carrying amount exceeds their recoverable amount. The recoverable amount is the higher of the non-financial assets' fair value less costs of disposal and value in use. Impairment losses are recognised in the profit and loss account.

#### 1.9 Foreign currencies

Transactions in foreign currencies are recorded using the rate of exchange at the date of transaction. Monetary assets and liabilities denominated in currencies other than the functional currency are translated into the functional currency using the year end spot exchange rates. Non-monetary assets and liabilities denominated in currencies other than the functional currency that are measured at fair value are translated into the functional currency using the date the fair value was determined. Non-monetary assets and liabilities, denominated in currencies other than the functional currency that are not measured at fair value, have been translated at the relevant historical exchange rates. Any gains or losses on exchange are generally taken to the income statement as incurred.

# 2. Use of assumptions, estimates and judgements

The results of the Company are sensitive to the accounting policies, assumptions and estimates that underlie the preparation of its financial statements. The accounting policies used in the preparation of the financial statements are described in detail above.

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

Information about estimates made in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements are included in Note 13 – *Provisions for Liabilities*.

# NOTES TO THE FINANCIAL STATEMENTS

#### 3. Turnover

	2020	2019
	£ 000	£ 000
Amounts receivable from group undertakings	45,658	35,838
	45,658	35,838

All turnover arose within the United Kingdom and related to the investment property.

#### 4. Operating expenses

2019 £ 000
66
5,917
19,819
2,156

There were no employees of the Company, nor any related costs. Operating expenses include recharges for services rendered by Citibank N.A. on behalf of the Company.

#### 5. Directors' remuneration

	2020	2019
	£ 000	£ 000
Aggregate emoluments	107	149
Company pension contributions to money purchase pension scheme	8	10
	115	159

Contributions to money purchase pension schemes are accruing to three (2019: four) of the Directors. Contributions to defined benefit pension schemes are accruing for none of the Directors (2019: one). Two of the Directors of the Company (2019: two) participate in parent company share plans.

The remuneration of the highest paid Director was £79,315 (2019: £86,244) and accrued pension of £6,312 (2019: £6,871).

The above remuneration is based on the apportionment of time incurred by the Directors for services to the Company, both in their capacity as a Director and, where applicable, their normal employment.

The cost of Directors' emoluments is borne by other group undertakings.

#### 6. Interest payable

	2020 £ 000	2019 £ 000
Interest on lease liability Interest accretion of liability provision (Note 13)	2,891 225	3,305 457
	3,116	3,762

The interest accretion of liability provision represents the effects of the time value of money specific to the dilapidation obligation provision.

# CITIGROUP CENTRE 1 LIMITED NOTES TO THE FINANCIAL STATEMENTS

# 7. Taxation

# 7a. Analysis of tax charge in the year

	2020 £ 000	2019 £ 000
Current tax	2 000	2000
Total current tax	-	-
Deferred tax		
Change in tax rate	92	(27)
Origination and reversal of temporary differences	3	260
Movement of total deferred tax (Note 7c)	95	233
Taxation for the year	95	233
7b. Factors affecting tax charge for the year:		
	2020 £ 000	2019 £ 000
Loss before tax	(3,279)	(11,184)
Loss multiplied by the standard rate of corporation tax in the UK of 19% (2019: 19%)  Effects of:	(623)	(2,125)
Expense not deductible for tax purposes	304	281
Losses surrendered for nil consideration	322	2,104
Adjustment due to change in tax rate	92	(27)
Income tax charge (Note 7a)	95	233

# Factors that may affect future tax charges

The main rate of corporation tax in the UK was 19% from 1 April 2017. Finance Act 2020, which was enacted on 22 July 2020, reversed a previously enacted reduction in the main rate of corporation tax to 17%. On 3 March 2021 in the 2021 Budget, it was announced that the UK corporation tax rate would be increasing to 25% from 1 April 2023, which was enacted on 10 June 2021 as part of Finance Act 2021.

# 7c. Deferred taxation

	2020 £ 000	2019 £ 000
At beginning of year	(783)	(550)
Charged for the year	(3)	(260)
Change in tax rate	(92)	27
At end of year	(878)	(783)

# NOTES TO THE FINANCIAL STATEMENTS

#### 7. Taxation (continued)

# 7c. Deferred taxation (continued)

The deferred tax liability is made up as follows:

	2020 £ 000	2019 £ 000
Accelerated capital allowances	(878)	(783)

The main rate of corporation tax in the UK was 19% from 1 April 2017. Finance Act 2020, which was enacted on 22 July 2020, reversed a previously enacted a reduction in the main rate of corporation tax to 17%. The corporation tax rate will increase from 19% to 25% on 1 April 2023, as announced as part of the March 2021 Spring Budget and enacted on 10 June 2021. The impact of the rate change has not been reflected as this was not substantively enacted at the balance sheet date. The impact of the rate change on the deferred tax asset is expected to be immaterial.

#### 8. Tangible fixed assets

	Building improvements	Assets in the course of	Total
	& fittings	construction	
	£ 000	£ 000	£ 000
Cost	0= 00.		05.450
At 1 January 2020	87,031	447	87,478
Additions	-	1,620	1,620
Trans fer from other group companies	286	-	286
Disposals	(242)	-	(242)
Transfer between classes	1,975	(1,975)	-
At 31 December 2020	89,050	92	89,142
Depreciation and amortisation			
At 1 January 2020	50,449	-	50,449
Charge for the year	6,381	<del>.</del>	.6,381
Transfer from other group companies	102	-	102
Disposals	(200)	-	(200)
At 31 December 2020	56,732	-	56,732
Net book value			
At 31 December 2020	32,318	92	32,410
At 31 December 2019	36,582	447	37,029

No impairment was recognised in relation to tangible fixed assets during the year or as at 31 December 2020 (2019: £nif).

There were no capitalised borrowing costs related to the acquisition of fixed assets during the year (2019: £nil).

# NOTES TO THE FINANCIAL STATEMENTS

#### 9. Investment property

The ROU assets are classified as investment property as the Company holds them to earn rentals.

		Right-of-use assets
		£ 000
Cost		
At 1 January 2020		151,991
Remeasurement of restoration costs (Note 13)		383
At 31 December 2020		152,374
Depreciation and amortisation		
At I January 2020		19,819
Charge for the year		19,104
At 31 December 2020		38,923
Net book value		
At 31 December 2020		113,451
At 31 December 2019		132,172
No impairment was recognised in relation to the ROU asset as at 31 December 2020.		
31 De	cember	31 December
	2020	2019
	£ 000	£ 000
Fair value of the investment property	113,451	132,172

The carrying value of the right of use asset is a reasonable approximation of its fair value, as the lease was executed at arm's length, with periodic rent reviews reflecting market rates. In addition, the Company's current use of a non-financial asset is presumed to be its highest and best.

The fair value of the investment property as disclosed above is based on a valuation performed by the Company, and not on a valuation by an independent valuer.

# 10. Cash at bank and in hand

The following amounts are included within cash at bank and in hand.

	2020	2019
	£ 000	£ 000
	•	
Cash at bank held by other group undertakings	20,477	32,190

# NOTES TO THE FINANCIAL STATEMENTS

# 11. Debtors due within one year

	2020 £ 000	2019 £ 000
Amounts due from group undertakings	13,388	368
	13,388	368

Amounts due from group undertakings relate to management recharges due from Citibank N.A., which remained unpaid as at year-end for the whole year, while in prior year, only the last month's recharge amount was outstanding. The receivable of £13.4 million was settled subsequently in February 2021.

#### 12. Creditors due within one year

·	2020 £ 000	2019 £ 000
Amounts due to group undertakings	(362)	(2,271)
	(362)	(2,271)

Amounts due to group undertakings relate to other operating costs paid by other group companies on the Company's behalf.

# 13. Provisions for liabilities

	2020	2019
	£ 000	£ 000
As at 1 January	27,637	31,639
Trans fer from other group companies	-	937
Interest accretion during the year charged to interest expense (Note 6)	225	457
Revision of provision calculation	383	(5,396)
As at 31 December	28,245	27,637

In line with the requirements of IAS 37 - 'Provisions, contingent liabilities and contingent assets', the Company updates the market rates used to estimate the present value of its asset retirement and dilapidation obligation at each reporting date. An annual review of the appropriateness of future cash flows and the discount rate has resulted in a revision of the provision calculation.

#### 14. Called up share capital

	2020	2019
•	£	£
Allotted, called up and fully paid		
1 ordinary share of £1	1	1

# NOTES TO THE FINANCIAL STATEMENTS

#### 15. Leases

Information about leases for which the Company is a lessee is presented below.

Ri	ght-	of-use	assets
* * *,	5,,,,	c, asc	assers

	2020	2019
	£ 000	£ 000
Balance at 1 January 2020	132,172	157,007
Depreciation charge for the year	(19,104)	(19,819)
Transfer from other group companies	-	380
Remeasurement of restoration costs (Note 13)	383	(5,396)
Balance at 31 December 2020	113,451	132,172
Lease liabilities		
	31 December	31 December
Maturity analysis	2020	2019
	£ 000	£ 000
Expiring:		

17,453

74,166

38,125

129,744

17,878

75,971

18,442

112,291

Total cash outflow for the leases amounted to £20,344,032 (2019: £20,344,032).

Amounts recognised in profit or loss

Total undiscounted lease liabilities at 31 December

	2020	2019
Leases under IFRS 16	£ 000	£ 000
Interest on lease liabilities	2,891	3,306

#### 16. Capital reserves

- within one year

- between one and five year

- in five years and more

Capital reserves relate to capital contributions received from the Company's parent and are fully distributable. The Company has not received any capital contribution during the financial year (2019: £nil).

# 17. Capital commitments

As at 31 December 2020 the Company was committed to fit out costs in respect of assets in the course of construction of £5.2 million (2019: £8.2 million).

# NOTES TO THE FINANCIAL STATEMENTS

# 18. Ultimate parent company and parent companies

The Company's immediate parent undertaking is Citibank Investments Limited, incorporated in England and Wales. The audited financial statements of the immediate parent are made available to the public annually in accordance with Companies House regulations and may be obtained from its registered office at Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, United Kingdom.

The Company's ultimate parent company and ultimate controlling party is Citigroup Inc., incorporated in United States of America for which the audited consolidated financial statements of Citigroup Inc. are made available to the public annually in accordance with Securities and Exchange Commission regulations and may be obtained from its registered office at 1209 Orange Street, Wilmington, New Castle, DE, 19810, United States of America and <a href="https://www.citigroup.com/citi/corporategovernance/ar.htm">www.citigroup.com/citi/corporategovernance/ar.htm</a>.

#### 19. Events after the reporting period

At the date on which these financial statements were approved, there were no significant events affecting the Company since the year end.