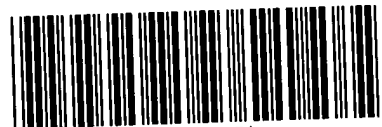


ASTIGAN

ASTIGAN LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED
30 MARCH 2020

Company Registration No. 08885906

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ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 MARCH 2020

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OFFICERS AND PROFESSIONAL ADVISERS FOR THE YEAR ENDED 30 MARCH 2020

The Board of Directors

J Blackman
S Lake

Registered business address

Oceana House
39-49 Commercial Road
Southampton
Hampshire
SO15 1GA
United Kingdom

Registered office

Oceana House
39-49 Commercial Road
Southampton
Hampshire
SO15 1GA
United Kingdom

Auditor

Deloitte LLP
Statutory Auditor
Mountbatten House
1 Grosvenor Square
Southampton
SO51 2BZ
United Kingdom

Bankers

NatWest Bank
1 Romsey Road
Shirley
Southampton
SO16 9QQ

DIRECTORS' REPORT FOR THE YEAR ENDED 30 MARCH 2020

The Directors present their Annual Report and the audited financial statements of Astigan Limited for the year ended 30 March 2020. The Directors' Report has been prepared in accordance with the special provisions applicable to companies entitled to the small companies' exemption. Accordingly, the Directors have elected to take advantage of the exemption from preparing a Strategic Report.

Principal activities

The Company is a technology start-up venture whose principal activity is research and development into aerial platforms and techniques.

As explained in note 1 to the financial statements the company has ceased its principal activity and the financial statements have been prepared on a basis other than that of the going concern basis. This basis includes writing down assets to net realisable value. No provision has been made for the future costs of terminating the business unless such costs were committed at the reporting date.

Results

The results of the Company are set out in the Profit and Loss account on page 10. During the financial year 2019-20 work continued on the principal activities described above.

Directors

The following Directors held office during the year ended 30 March 2020 and up to the date of signing of this Annual Report and the audited financial statements:

J Blackman (appointed 1 July 2019)
S Lake (appointed 1 July 2019)
M Carr (resigned 30 June 2019)
N Ackroyd (resigned 13 December 2019)
J Bowman (resigned 31 March 2020)
B Jones (resigned 7 May 2020)
A Morgan (resigned 8 June 2020)

Financial risk management

The Company's activities expose it to a number of financial risks including cashflow risk, liquidity risk and credit risk.

Cashflow Risk

The Company monitors cashflow risk by maintaining cashflow forecasts and ensuring that adequate cash facilities are maintained.

Liquidity Risk

In order to maintain liquidity to ensure that sufficient funds are available for ongoing operations and future developments the Company primarily utilises intercompany loans.

Credit Risk

The Company's principal financial assets are cash at bank and other debtors. The Company has no significant concentration of customer credit risk, and cash is held with high credit rated banks.

DIRECTORS' REPORT FOR THE YEAR ENDED 30 MARCH 2020 (CONTINUED)

Auditor

Deloitte LLP have indicated their willingness to continue in office as the Company's auditor and a resolution for their reappointment will be proposed at the annual general meeting in accordance with section 487(2) of the Companies Act 2006.

Provision of information to auditor

In so far as the Directors are aware:

- there is no relevant audit information of which the Company's auditor is unaware;
- the Directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Approved for issue by the Board of Directors



J Blackman

Approved by the Directors on 8 February 2021

DIRECTORS' RESPONSIBILITIES STATEMENT FOR THE YEAR ENDED 30 MARCH 2020

The Directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including FRS 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 and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ASTIGAN LIMITED

Report on the audit of the financial statements

Opinion

In our opinion the financial statements of Astigan Limited (the 'company'):

- give a true and fair view of the state of the company's affairs as at 30 March 2020 and of its loss 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 profit and loss account;
- the statement of changes in equity;
- the balance sheet; and
- the related notes 1 to 14.

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 Financial Reporting Council's (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.

Emphasis of matter – Financial statements prepared other than on a going concern basis

We draw attention to note 1.1 in the financial statements, which indicates that the financial statements have been prepared on a basis other than that of a going concern. Our opinion is not modified in respect of this matter.

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.

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

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ASTIGAN LIMITED

Report on the audit of the financial statements (continued)

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 FRC's website at: 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

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ASTIGAN LIMITED

Report on the audit of the financial statements (continued)

- 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;
- The directors were not entitled to take advantage of the small companies' exemption from the requirement to prepare a strategic report.

We have nothing to report in respect of these matters.

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.



Nicki Pickering, FCA (Senior statutory auditor)
For and on behalf of Deloitte LLP
Statutory Auditor
Southampton, United Kingdom
10 February 2021

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30 MARCH 2020

	Notes	2020 £	2019 £
Other operating income		129,706	3,709
Administrative expenses	3	<u>(2,229,181)</u>	<u>(2,193,167)</u>
Operating loss		(2,099,475)	(2,189,458)
Interest payable and similar expenses	6	<u>(575,272)</u>	<u>(441,093)</u>
Loss before taxation	4	(2,674,747)	(2,630,551)
Tax on loss	7	<u>-</u>	<u>-</u>
Loss for the financial year		<u>(2,674,747)</u>	<u>(2,630,551)</u>

There was no other comprehensive income in either the current or previous year other than as stated above. Accordingly, no separate statement of comprehensive income has been presented. The above amounts are derived from discontinued activities.

The notes on pages 13 to 20 form part of these financial statements.

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 MARCH 2020

	Profit and loss account	Called-up Share Capital	Total
	£	£	£
At 1 April 2018	(8,248,482)	612,244	(7,636,238)
Loss for the financial year	(2,630,551)	-	(2,630,551)
At 30 March 2019	<u>(10,879,033)</u>	<u>612,244</u>	<u>(10,266,789)</u>

	Profit and loss account	Called-up Share Capital	Total
	£	£	£
At 31 March 2019	(10,879,033)	612,244	(10,266,789)
Loss for the financial year	(2,674,747)	-	(2,674,747)
At 30 March 2020	<u>(13,553,780)</u>	<u>612,244</u>	<u>(12,941,536)</u>

The notes on pages 13 to 20 form part of these financial statements.

BALANCE SHEET AS AT 30 MARCH 2020

	Notes	2020 £	2019 £
Fixed assets			
Tangible assets	8	<u>79,145</u>	<u>114,656</u>
		79,145	114,656
Current assets			
Debtors	9	123,769	85,498
Cash at bank and in hand		<u>65,511</u>	<u>114,131</u>
		189,280	199,629
Creditors: Amounts falling due within one year	10	<u>(12,422,205)</u>	<u>(9,793,318)</u>
Net current liabilities		(12,232,924)	(9,593,689)
Creditors: Amounts falling due after more than one year	11	<u>(787,756)</u>	<u>(787,756)</u>
Net liabilities		<u>(12,941,536)</u>	<u>(10,266,789)</u>
Capital and reserves			
Called-up share capital	12	612,244	612,244
Profit and loss account		<u>(13,553,780)</u>	<u>(10,879,033)</u>
Shareholders' deficit		<u>(12,941,536)</u>	<u>(10,266,789)</u>

The financial statements of Astigan Limited, registered number 08885906, were approved by the Board and authorised for issue on 8 February 2021

Signed on behalf of the Board by:



J Blackman
Director

The notes on pages 13 to 20 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 MARCH 2020

1. Accounting policies

The principal accounting policies are summarised below.

1.1 General information and basis of accounting

Astigan Limited is a private company limited by shares incorporated in the United Kingdom under the Companies Act 2006 and is registered in England and Wales. The address of the registered office is given on page 3. The nature of the Company's operations and its principal activities are set out in the Directors' report on page 4.

The financial statements have been prepared under the historical cost convention and in accordance with Section 1A of Financial Reporting Standard 102 (FRS 102) "The Financial Reporting Standard applicable in the UK and Republic of Ireland" issued by the Financial Reporting Council.

Going Concern

The company has ceased its principal activity and the financial statements have been prepared on a basis other than that of the going concern basis. This basis includes writing down assets to net realisable value. No provision has been made for the future costs of terminating the business unless such costs were committed at the reporting date.

Functional and presentation currency

The Company's functional and presentation currency is pound sterling because that is the currency of the primary economic environment in which the company operates.

The Company meets the definition of a qualifying entity under FRS 102 and has therefore taken advantage of the disclosure exemptions available to it in respect of its separate financial statements. Exemptions have been taken in these separate company financial statements in relation to financial instruments, presentation of a cashflow statement and remuneration of key management personnel.

1.2 Taxation

The corporation tax payable is based on taxable loss for the period. Taxable profit differs from profit as reported in the profit and loss account because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible.

The tax liability or asset is calculated using tax rates that have been enacted, or substantially enacted by the end of the reporting period.

Deferred tax is calculated on an undiscounted basis at the tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

1.3 Cashflow statement

The Company is exempt from the requirement of Financial Reporting Standard 102 (FRS 102) to include a cashflow statement as part of its financial statements because the consolidated accounts of the parent undertaking, Ordnance Survey Limited, in which the cashflows of Astigan Limited are included, are publicly available.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 MARCH 2020 (CONTINUED)

1.4 Financial instruments

Financial instruments are classified and accounted for, according to the substance of the contractual arrangement, as financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities.

Financial assets and liabilities are initially measured at transaction price (including transaction costs) and subsequently measured at amortised cost.

Debt instruments that are classified as payable or receivable within one year are measured at the undiscounted amount of the cash or other consideration expected to be paid or received, net of impairment.

1.5 Research and development expenditure

Expenditure on research activities is recognised as an expense in the period in which it is incurred. Development expenditure is capitalised when criteria are met, in line with the intangible assets policy described below.

1.6 Tangible fixed assets

Tangible fixed assets are stated at cost less accumulated depreciation.

Depreciation of tangible assets is calculated so as to write off the cost of an asset, net of anticipated disposal proceeds, over the useful economic life of that asset as follows:

Plant and machinery – 33% (straight-line basis)
Motor vehicle – 33% (straight-line basis)

2. Critical accounting judgements and sources of estimation uncertainty

In the application of the Company's accounting policies, which are described in note 1, the Directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The 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 if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The Directors believe there are no critical accounting judgements or key sources of estimation uncertainty having a material impact on the financial statements.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 MARCH 2020 (CONTINUED)

3. Operating expenses

	Year ended 30 March 2020	Period ended 30 March 2019
	£	£
Other operating expenses	1,611,876	1,771,240
Staff costs	617,305	414,497
Loss on asset disposal	-	7,430
Impairment expense	-	-
	2,229,181	2,193,167

4. Loss before taxation

The loss before taxation is stated after charging

	Year ended 30 March 2020	Period ended 30 March 2019
	£	£
Depreciation of tangible fixed assets	35,511	43,860

The analysis of auditor's remuneration is as follows:

	Year ended 30 March 2020	Period ended 30 March 2019
	£	£
Fees payable to the auditor for the audit of the statutory annual accounts	14,700	14,050
Total audit fees	14,700	14,050

There were no non-audit fees paid to the Company's auditor in the current or prior year.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 MARCH 2020 (CONTINUED)

5. Staff costs and directors' remuneration

Staff costs during the year were as follows:

	Year ended 30 March 2020 £	Period ended 30 March 2019 £
Wages and salaries	545,371	362,654
Social security costs	56,959	37,777
Other pension costs	14,975	14,066
	617,305	414,497

The company operates a stakeholder defined contribution pension scheme for the benefit of the employees. The assets are administered by an independent pensions' provider. Pension payments recognised as an expense during the year amount to £14,975 (2019: £14,066).

The average monthly number of employees of the company during the year was:

	Year ended 30 March 2020	Period ended 30 March 2019
Employees	9	7
	9	7

In the current year, remuneration of £149,308 was paid to Directors (2019: £143,675) by Astigan Limited. Where Directors hold employment contracts in both Astigan Limited and Ordnance Survey Limited, compensation is borne by Ordnance Survey Limited, and is disclosed in the financial statements of that entity which are publicly available. Amounts paid to the Directors in respect of their services to the Company in either year have not been recharged as they are considered incidental to their duties. Director's remuneration of £nil for directorships held in Astigan Limited only has been capitalised during the year (2019: £nil) in accordance with the Company's accounting policy.

6. Interest payable and similar expenses

	Year ended 30 March 2020 £	Period ended 30 March 2019 £
Interest payable on loans	575,272	441,093
Total interest payable on loans	575,272	441,093

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 MARCH 2020 (CONTINUED)

7. Taxation

a) Corporation tax expense

	Year ended 30 March 2020 £	Period ended 30 March 2019 £
Current tax		
Current tax on loss for the period	-	-
Total current tax expense	-	-
Deferred income tax		
Current period timing differences	(508,202)	(499,805)
Movement in unrecognised deferred tax	508,202	499,805
Total deferred tax credit	-	-
Corporation tax expense	-	-

b) Reconciliation of corporation tax expense

	Year ended 30 March 2020 £	Period ended 30 March 2019 £
Loss before corporation tax expense	(2,674,747)	(2,630,551)
Tax on loss at standard rate of 19% (2019: 19%)	(508,202)	(499,805)
Reasons affecting charge for the period		
Movement in unrecognised deferred tax asset	508,202	499,805
Corporation tax expense	-	-

In the Spring Budget 2020, the Government announced that from 1 April 2020 the corporation tax rate would remain at 19% (rather than reducing to 17%, as previously enacted). This new law was substantively enacted on 17 March 2020 and closing deferred tax balances have therefore been measured at 19%.

The company has a deferred tax asset of £2,549,633 (2019: £1,849,458) that has not been recognised due to uncertainty over future taxable profits against which it could reverse. The unrecognised asset relates to tax losses and fixed assets.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 MARCH 2020 (CONTINUED)

8. Tangible Fixed Assets

	Plant and machinery £	Motor Vehicles £	Total £
At 30 March 2019			
Cost	171,679	29,607	201,286
Accumulated depreciation	(74,209)	(12,421)	(86,630)
Net book amount	97,470	17,186	114,656
Year ended 30 March 2020			
Opening net book value	97,470	17,186	114,656
Additions	-	-	-
Disposals	-	-	-
Depreciation	(28,641)	(6,870)	(35,511)
Depreciation eliminated on disposal	-	-	-
At 30 March 2020	68,829	10,316	79,145
At 30 March 2020			
Cost	171,679	29,607	201,286
Accumulated depreciation	(102,850)	(19,291)	(122,141)
Net book amount	68,829	10,316	79,145

Depreciation of £nil (2019: £nil) has been capitalised during the year in accordance with the Company's accounting policy.

9. Debtors: amounts falling due within one year

	Year ended 30 March 2020 £	Period ended 30 March 2019 £
Other receivables	84,416	19,292
Prepayments	36,809	35,771
VAT	2,544	30,434
	123,769	85,498

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 MARCH 2020 (CONTINUED)

10. Creditors: amounts falling due within one year

	Year ended 30 March 2020	Period ended 30 March 2019
	£	£
Loans	10,451,402	8,524,859
Trade creditors	50,447	113,511
Accruals	1,905,619	1,114,318
Taxation and social security payable	11,264	15,515
Other payables	3,473	25,115
	12,422,205	9,793,318

Astigan Limited has entered into loan agreements with Ordnance Survey Limited for £10,451,402 (2019: £8,524,859). The loans carry interest of 6% per annum and are repayable on demand. Ordnance Survey Limited has registered a charge over the intellectual property of Astigan Limited and a debenture over its assets in respect of the loans.

11. Creditors: amounts falling due after more than one year

	Year ended 30 March 2020	Period ended 30 March 2019
	£	£
Preference shares	787,756	787,756
	787,756	787,756

During the period ended 31 March 2015, 787,756 preference shares were issued at par for cash. Preference shares attract a fixed 6% dividend payment on distributable profits and are payable quarterly. Preference shares have no voting rights and are not repayable at the behest of the holder.

12. Share capital

	Year ended 30 March 2020	Period ended 30 March 2019
	£	£
Allotted, called-up and fully paid		
612,244 Ordinary shares of £1 each	612,244	612,244
	612,244	612,244

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 MARCH 2020 (CONTINUED)

13. Related party transactions

In preparing the financial statements, the Company has taken advantage of the provisions within Financial Reporting Standard 102 (FRS102) section 33.11 and has not disclosed transactions with other members of the group headed by Ordnance Survey Limited.

14. Control

The Company is controlled by Ordnance Survey Limited.

The ultimate controlling party is the Secretary of State for Business, Innovation and Skills on behalf of HM Government who hold the share capital of Ordnance Survey Limited.

The largest and smallest group which consolidates the financial statements is that headed by Ordnance Survey Limited. Copies of the group financial statements are available from Explorer House, Adanac Drive, Southampton, Hampshire, SO16 0AS.