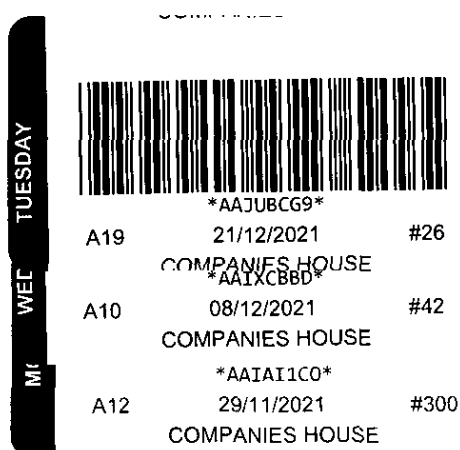


Registration number: 11863746

BL Paddington Holding Company 2 Limited

Annual Report and Unaudited Financial Statements

for the Year Ended 31 March 2021



BL Paddington Holding Company 2 Limited

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BL Paddington Holding Company 2 Limited

Strategic Report for the Year Ended 31 March 2021

The directors present their Strategic Report for the year ended 31 March 2021.

Business review and principal activities

BL Paddington Holding Company 2 Limited ("the company") is a wholly owned subsidiary of The British Land Company PLC and operates as a constituent of The British Land Company PLC group of companies ("the group").

The company's principal activity is that of an investment holding company in the United Kingdom (UK).

As shown in the company's Profit and Loss Account on page 5, the company's turnover is £nil, which is consistent with the prior period.

Profit on ordinary activities before taxation is £123,022 compared to a loss on ordinary activities before taxation of £86,385,867 in the prior period. The movement is driven by an investment write-back in the current period (detailed below), compared with an investment write-down in the prior period.

The write back of investments in the period was £123,022. This was based upon the underlying net asset value compared to the carrying value of investments held as detailed in the accounting policies of the company on page 10. Details of the movement can be found in note 6 to the company's balance sheet.

The Balance Sheet on page 7 shows the company's financial position at the end of the financial year with net assets of £770,376,738, increased by £123,022, comparing to the prior year.

The company is a subsidiary of The British Land Company PLC. The company's strategy is the same as the group's strategy - to deliver an above average annualised total return to shareholders, which is achieved by creating attractive environments in the right places focused around the people who work, shop and live in them.

The Board of the group uses total return, to monitor the performance of the group. This is a measure of growth in total equity per share, adding back any current year dividend.

Any expected future developments of the company are determined by the strategy of the group.

For more information also see The British Land Company PLC group annual report.

The performance of the group, which includes the company, is discussed in the group's annual report which does not form part of this report.

Principal risks and uncertainties

This company is part of a large property investment group. As such, the fundamental underlying risks for this company are those of the property group as discussed below.

The group generates returns to shareholders through long-term investment decisions requiring the evaluation of opportunities arising in the following areas:

BL Paddington Holding Company 2 Limited

Strategic Report for the Year Ended 31 March 2021 (continued)

- demand for space from occupiers against available supply;
- identification and execution of investment and development strategies which are value enhancing;
- availability of financing or refinancing at an acceptable cost;
- economic cycles, including their impact on tenant covenant quality, interest rates, inflation and property values;
- legislative changes, including planning consents and taxation;
- engagement of development contractors with strong covenants;
- key staff changes; and
- environmental and health and safety policies.

These opportunities also represent risks, the most significant being change to the value of the property portfolio. This risk has high visibility to directors and is considered and managed on a continuous basis. Directors use their knowledge and experience to knowingly accept a measured degree of market risk.

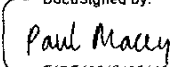
The group's preference for prime assets and their secure long term contracted rental income, primarily with upward only rent review clauses, presents lower risks than many other property portfolios.

The financial and political risks for the company are managed in accordance with the group financial risk management policy, as disclosed in the consolidated group financial statements.

The company has no third party debt and no associated third party interest rate exposure.

12th of
November 2021

Approved by the Board on and signed on its behalf by:

DocuSigned by:

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Paul Macey

Director

BL Paddington Holding Company 2 Limited

Directors' Report for the Year Ended 31 March 2021

The directors present their report and the unaudited financial statements for the year ended 31 March 2021.

Directors of the company

The directors, who held office during the year, and up to the date of signing the financial statements, were as follows:

P S Macey

C J Middleton

Directors' responsibilities statement

The directors acknowledge their responsibilities 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 prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 101, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006.

The directors 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.

Environmental matters

Across the group, The British Land Company PLC recognises the importance of its environmental responsibilities, monitors its impact on the environment and designs and implements policies to reduce any damage that might be caused by the group's activities. The company operates in accordance with group policies. The group's full sustainability report is available online at:

www.britishland.com/sustainability/reporting/latest-reporting

Going concern

The Balance Sheet shows that the company has net current liabilities. The principal creditor is the ultimate parent company and the terms of the borrowing include the right of the subsidiary to request that the amount of the loan equal to any deficit be eliminated by converting the loan into share capital. The going concern of the company is therefore dependent on the going concern of the Group. The Directors feel that the Group is well placed to manage its business risks successfully despite the current economic climate as detailed in pages 100 and 165 of the annual report. Moreover the directors consider that the company has adequate resources to continue trading for the foreseeable future, and a working capital cycle enabling the company to meet all liabilities as they fall due.

As a consequence of this the directors feel that the company is well placed to managed its business risks successfully despite the continued impact that the Covid-19 pandemic has had on the economy. Accordingly, they believe the going concern basis is an appropriate one.

Subsequent Events

Details of significant events since the Balance Sheet date, if any, are contained in note 11.

BL Paddington Holding Company 2 Limited

Directors' Report for the Year Ended 31 March 2021 (continued)

Audit exemption taken for the year ended 31 March 2021

The company is exempt from the requirements of the Companies Act 2006 relating to the audit of individual accounts by virtue of Section 479A of that Act, as disclosed on pages 193-194 of The British Land Company PLC Annual Report and Accounts 2021. The ultimate holding company and controlling party is The British Land Company PLC.

Approved by the Board on 12th of November 2021 and signed on its behalf by:

DocuSigned by:

Paul Macey

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Paul Macey

Director

BL Paddington Holding Company 2 Limited**Profit and Loss Account for the Year Ended 31 March 2021**

	Note	2021 £	2020 £
Turnover		<u>-</u>	<u>-</u>
Operating profit/(loss)		<u>-</u>	<u>-</u>
Write back/(impairment) of investments	6	<u>123,022</u>	<u>(86,385,867)</u>
Profit/(loss) on ordinary activities before taxation		<u>123,022</u>	<u>(86,385,867)</u>
Taxation	5	<u>-</u>	<u>-</u>
Profit/(loss) for the year		<u><u>123,022</u></u>	<u><u>(86,385,867)</u></u>

Turnover and results were derived from continuing operations within the United Kingdom.

The notes on pages 9 to 14 form an integral part of these financial statements.

BL Paddington Holding Company 2 Limited

Statement of Comprehensive Income for the Year Ended 31 March 2021

	2021 £	2020 £
Profit/(loss) for the year	<u>123,022</u>	<u>(86,385,867)</u>
Total comprehensive income/(expense) for the year	<u><u>123,022</u></u>	<u><u>(86,385,867)</u></u>

The notes on pages 9 to 14 form an integral part of these financial statements.

BL Paddington Holding Company 2 Limited

(Registration number: 11863746)

Balance Sheet as at 31 March 2021

	Note	31 March 2021 £	31 March 2020 £
Fixed assets			
Investments	6	<u>776,082,139</u>	<u>775,959,117</u>
		<u>776,082,139</u>	<u>775,959,117</u>
Creditors due within one year	7	<u>(5,705,401)</u>	<u>(5,705,401)</u>
Net current liabilities		<u>(5,705,401)</u>	<u>(5,705,401)</u>
Net assets		<u>770,376,738</u>	<u>770,253,716</u>
Capital and reserves			
Share capital	8	770,605,584	770,605,584
Profit and loss account		<u>(228,846)</u>	<u>(351,868)</u>
Total shareholders' funds		<u>770,376,738</u>	<u>770,253,716</u>

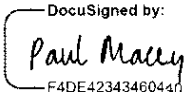
For the financial year ending 31 March 2021 the company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

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 of the Companies Act 2006; and
- The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

12th of
November 2021

Approved by the Board on and signed on its behalf by:

DocuSigned by:

F4DE42343480440.....
Paul Macey
 Director

The notes on pages 9 to 14 form an integral part of these financial statements.

BL Paddington Holding Company 2 Limited**Statement of Changes in Equity for the Year Ended 31 March 2021**

	Share capital £	Profit and loss account £	Total £
Balance at 6 March 2019	-	-	-
Loss for the period	-	(86,385,867)	(86,385,867)
Shares issued	856,639,583	-	856,639,583
Share capital reduction	(86,033,999)	86,033,999	-
Balance at 31 March 2020	770,605,584	(351,868)	770,253,716
	Share capital £	Profit and loss account £	Total £
Balance at 1 April 2020	770,605,584	(351,868)	770,253,716
Profit for the year	-	123,022	123,022
Balance at 31 March 2021	770,605,584	(228,846)	770,376,738

The notes on pages 9 to 14 form an integral part of these financial statements.

BL Paddington Holding Company 2 Limited

Notes to the Unaudited Financial Statements for the Year Ended 31 March 2021

1 General information

The company is a private company limited by share capital, incorporated and domiciled in England, United Kingdom.

The address of its registered office is:

York House
45 Seymour Street
London
W1H 7LX

2 Accounting policies

Summary of significant accounting policies and key accounting estimates

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Basis of preparation

These financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101").

The financial statements are prepared in accordance with international accounting standards in conformity with the requirements of the Companies Act 2006. Instances in which advantage of the FRS 101 disclosure exemptions have been taken are set out below.

The financial statements have been prepared under the historical cost convention. Historical cost is generally based on the fair value of the consideration given in exchange for the assets.

These financial statements are separate financial statements. The company is exempt from the preparation of consolidated financial statements in accordance with Companies Act 2006 Section 400, because it is included in the group financial statements of The British Land Company PLC.

Summary of disclosure exemptions

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

- (a) The requirements of IAS 1 to provide a Balance Sheet at the beginning of the year in the event of a prior year adjustment;
- (b) The requirements of IAS 1 to provide a Statement of Cash flows for the year;
- (c) The requirements of IAS 1 to provide a statement of compliance with IFRS;
- (d) The requirements of IAS 1 to disclose information on the management of capital;
- (e) The requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors to disclose new IFRS's that have been issued but are not yet effective;
- (f) The requirements in 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;
- (g) The requirements of paragraph 17 of IAS 24 Related Party Disclosures to disclose key management personnel compensation;
- (h) The requirements of IFRS 7 to disclose financial instruments; and

BL Paddington Holding Company 2 Limited

**Notes to the Unaudited Financial Statements for the Year Ended 31 March 2021
(continued)**

2 Accounting policies (continued)

- (i) The requirements of paragraphs 91-99 of IFRS 13 Fair Value Measurement to disclose information of fair value valuation techniques and inputs.

Disclosure exemptions for subsidiaries are permitted where the relevant disclosure requirements are met in the consolidated financial statements. Where required, equivalent disclosures are given in the group financial statements of The British Land Company PLC. The group financial statements of The British Land Company PLC are available to the public and can be obtained as set out in note 12.

Adoption status of relevant new financial reporting standards and interpretations

In the current financial year the Company has adopted a number of minor amendments to standards effective in the year issued by the IASB, none of which have had a material impact on the Company.

These amendments include IAS 1 and IAS 8 (amended) - Definition of Material, IFRS 3 (amended) - Definition of a Business, IFRS 9 (amended) - criteria for hedge accounting on transition from LIBOR to IBOR and IFRS 16 (amended).

Going concern

The Balance Sheet shows that the company has net current liabilities. The principal creditor is the ultimate parent company and the terms of the borrowing include the right of the subsidiary to request that the amount of the loan equal to any deficit be eliminated by converting the loan into share capital. The going concern of the company is therefore dependent on the going concern of the Group. The Directors feel that the Group is well placed to manage its business risks successfully despite the current economic climate as detailed in pages 100 and 165 of the annual report. Moreover the directors consider that the company has adequate resources to continue trading for the foreseeable future, and a working capital cycle enabling the company to meet all liabilities as they fall due.

As a consequence of this the directors feel that the company is well placed to managed its business risks successfully despite the continued impact that the Covid-19 pandemic has had on the economy. Accordingly, they believe the going concern basis is an appropriate one.

Taxation

Current tax is based on taxable profit for the year and is calculated using tax rates that have been enacted or substantively enacted. Taxable profit differs from net profit as reported in the Profit and Loss Account because it excludes items of income or expense that are not taxable (or tax deductible).

Deferred tax is provided on items that may become taxable at a later date, on the difference between the balance sheet value and tax base value, on an undiscounted basis.

Investments

Fixed asset investments are stated at the lower of cost and the underlying net asset value of the investments.

Creditors

Trade and other creditors are initially recognised at fair value and subsequently measured at amortised cost and discounted as appropriate.

3 Significant accounting judgements and key sources of estimation uncertainty

The key source of estimation uncertainty relates to the valuation of investments. The potential for management to make judgements or estimates relating to those items which would have a significant impact on the financial statements is considered, by the nature of the group's business, to be limited.

BL Paddington Holding Company 2 Limited**Notes to the Unaudited Financial Statements for the Year Ended 31 March 2021
(continued)****4 Staff costs**

No director received any remuneration for services to the company in either period. The remuneration of the directors was borne by another company, for which no apportionment or recharges were made.

Average number of employees, excluding directors, of the company during the period was nil.

5 Taxation

	2021 £	2020 £
Current taxation		
UK corporation tax	-	-
Tax charge in the profit and loss account	-	-
	Year ended 31 March 2021 £	6 March 2019 to 31 March 2020 £
Tax reconciliation		
Profit/(loss) on ordinary activities before taxation	123,022	(86,385,867)
Tax on profit/(loss) on ordinary activities at UK corporation tax rate of 19%	23,374	(16,413,315)
Effects of:		
(Increase)/decrease in fair value of property & investments	(23,374)	16,413,315
Total tax charge	-	-

In the Spring Budget 2021, the Government announced that from 1 April 2023 the corporation tax rate will increase to 25%. At the balance sheet date, the proposal to increase the rate to 25% had not been substantively enacted, substantive enactment occurred on 24 May 2021, therefore, its effects are not included in these financial statements. It is likely that the overall effect of the change, had it been substantively enacted by the balance sheet date, would not be material.

6 Investments

	Shares in subsidiaries £	Total £
Underlying net asset value of investment		
1 April 2020	775,959,117	775,959,117
Write back of investments	123,022	123,022
31 March 2021	776,082,139	776,082,139

BL Paddington Holding Company 2 Limited**Notes to the Unaudited Financial Statements for the Year Ended 31 March 2021
(continued)****6 Investments (continued)**

	Shares in subsidiaries £	Total £
Underlying net asset value of investment		
6 March 2019	-	-
Additions	862,344,984	862,344,984
Impairment of investments	<u>(86,385,867)</u>	<u>(86,385,867)</u>
31 March 2020	<u>775,959,117</u>	<u>775,959,117</u>
Provision for underlying net asset change		
Write back of investments	<u>123,022</u>	<u>123,022</u>
31 March 2021	<u>123,022</u>	<u>123,022</u>
Provision for underlying net asset change		
6 March 2019	-	-
Impairment of investments	<u>(86,385,867)</u>	<u>(86,385,867)</u>
31 March 2020	<u>(86,385,867)</u>	<u>(86,385,867)</u>
At cost		
31 March 2021	<u>775,959,117</u>	<u>775,959,117</u>
31 March 2020	<u>862,344,984</u>	<u>862,344,984</u>

Details of the subsidiaries as at 31 March 2021 are as follows:

Subsidiary	Principal activity	Interest	Country
BL Paddington Property 1 Limited	Investment Holding	100%	United Kingdom
BL Paddington Property 2 Limited	Investment Holding	100%	United Kingdom
BL Paddington Property 3 Limited	Investment Holding	100%	United Kingdom
BL Paddington Property 4 Limited	Investment Holding	100%	United Kingdom
Paddington Central I Unit Trust	Investment Holding	100%	Jersey
Paddington Central II Unit Trust	Investment Holding	100%	Jersey
Paddington Central IV Unit Trust	Property Investment	100%	Jersey
One Sheldon Square Limited	Property Investment	100%	Jersey
Paddington Central I LP	Property Investment	100%	United Kingdom
Paddington Central II LP	Property Investment	100%	United Kingdom
Paddington Central I (GP) Limited	General Partner	100%	United Kingdom

BL Paddington Holding Company 2 Limited**Notes to the Unaudited Financial Statements for the Year Ended 31 March 2021
(continued)****6 Investments (continued)**

Subsidiary	Principal activity	Interest	Country
Paddington Central II (GP) Limited	General Partner	100%	United Kingdom
Paddington Central Management Company	Management Company	50%	United Kingdom
Paddington Central I Nominee Limited	Nominee	100%	United Kingdom
PC Canal Limited	Fixed asset leasing	100%	United Kingdom
PC Lease Nominee Limited	Nominee	100%	United Kingdom
PC Partnership Nominee Limited	Investment Holding	100%	United Kingdom
Paddington Block A (GP) Limited	General partner	100%	United Kingdom
Paddington Block A LP	Property Investment	100%	United Kingdom
Paddington Block B (GP) Limited	General partner	100%	United Kingdom
Paddington Block B LP	Property Investment	100%	United Kingdom
Paddington Kiosk (GP) Limited	General partner	100%	United Kingdom
Paddington Kiosk LP	Property Investment	100%	United Kingdom

All investments based in the United Kingdom have a registered address of York House, 45 Seymour Street, London, W1H 7LX.

7 Creditors due within one year

	31 March 2021 £	31 March 2020 £
Amounts due to related parties	5,705,401	5,705,401
	5,705,401	5,705,401

Amounts due to related parties relate to amounts owed to group companies which are repayable on demand. Interest is charged on these balances in accordance with the group policy on intercompany loan accounts.

8 Share capital**Allotted, called up and fully paid shares**

	No.	31 March 2021 £	No.	31 March 2020 £
Ordinary shares of £1 each	770,605,584	770,605,584	770,605,584	770,605,584

BL Paddington Holding Company 2 Limited

**Notes to the Unaudited Financial Statements for the Year Ended 31 March 2021
(continued)**

9 Capital commitments

The total amount contracted for but not provided in the financial statements was £nil.

10 Contingent liabilities

The company has no material contingent liabilities.

11 Subsequent events

There have been no significant events since the year end.

12 Parent and ultimate parent undertaking

The immediate parent company is BL Paddington Holding Company 1 Limited.

The British Land Company PLC is the smallest and largest group for which group financial statements are available and which include the company. The ultimate holding company and controlling party is The British Land Company PLC. Group financial statements for this company are available on request from British Land, York House, 45 Seymour Street, London, W1H 7LX.