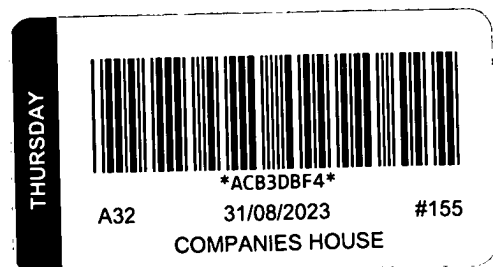


Registration number: 12135675

Capco Investment London 2 Limited

Annual Report and Financial Statements

for the year ended 31 December 2022



Capco Investment London 2 Limited

Directors' Report for the year ended 31 December 2022

The Directors present their report and the audited financial statements of Capco Investment London 2 Limited (the "Company") for the year ended 31 December 2022.

Incorporation

The Company was incorporated and registered in England and Wales and domiciled in the United Kingdom, with Company number 12135675, on 2 August 2019 as a private company limited by shares. The registered office of the Company is Regal House, 14 James Street, London, United Kingdom, WC2E 8BU.

Principal activities

The principal activity of the Company is to act as a holding company for group undertakings. All activities are based in the United Kingdom.

Business review

Review of the business and future developments

The Company's results for and financial position at the year ended 31 December 2022 are set out in full in the Statement of Comprehensive Income, the Balance Sheet, the Statement of Changes in Equity and the notes relating thereto.

Both the level of business during the year and the year end financial position were as expected. There was no profit or loss before taxation for the year ended 31 December 2022 (2021: £20k loss). Total shareholders' deficit at 31 December 2022 were £25k (2021: £25k).

Given the straightforward nature of the business, the Directors are of the opinion that analysis using KPIs is not necessary for an understanding of its development, performance or position.

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:

I D Hawksworth

S S Jobanputra

The following director was appointed after the year end:

C P A Ward (appointed 6 March 2023)

Auditors

The Company is exempt under section 480 of the Companies Act 2006 from the provisions of part 16 of this Act relating to the audit of financial statements.

Approved by the Board on 29/08 2023 and signed on its behalf by:

DocuSigned by:

Situl Jobanputra

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S S Jobanputra
Director

Date: 29/08 2023

Capco Investment London 2 Limited**Balance Sheet
as at 31 December 2022**

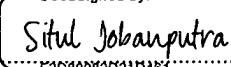
	Note	2022 £ 000	2021 £ 000
Fixed assets			
Investments	4	3,301	3,301
Creditors: Amounts falling due within one year	6	<u>(3,326)</u>	<u>(3,326)</u>
Net liabilities		<u>(25)</u>	<u>(25)</u>
Capital and reserves			
Profit and loss account		<u>(25)</u>	<u>(25)</u>
Total shareholders' deficit		<u>(25)</u>	<u>(25)</u>

For the year ending 31 December 2022, the Company was entitled to exemption from audit under section 480 of the Companies Act 2006 relating to dormant companies.

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.

The Directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

The notes on pages 3 to 7 form part an integral part of these financial statements. These financial statements on pages 2 to 7 have been Approved by the Board on 29/08 2023 and signed on its behalf by:

DocuSigned by:

 F2D80082D21D481...
 S S Jobanputra
 Director

Date: 29/08 2023

Capco Investment London 2 Limited

Notes to the Financial Statements for the period ended 31 December 2022

1 Accounting policies

Basis of preparation

The financial statements have been prepared in accordance with Financial Reporting Standard 101, 'Reduced Disclosure Framework' (FRS 101). The financial statements have been prepared under the historical cost convention, as modified by the revaluation of property, derivative financial instruments and financial instruments measured at fair value through profit or loss, and in accordance with the Companies Act 2006.

Changes in accounting policy

New standards, interpretations and amendments effective

In the current year, the Company has applied the below amendments to IFRS Standards and Interpretations issued by the Board that are effective for annual periods that begin on or after 1 January 2022. Their adoption has not had any material impact on the disclosures or on the amounts reported in these financial statements.

Amendments to References to the Conceptual Framework in IFRS Standards:

IFRS 3 'Business Combinations' (amendment) (Reference to the Conceptual Framework)

IAS 16 'Property, Plant and Equipment' (amendment) (Proceeds before intended use)

IAS 37 'Provisions, Contingent Liabilities and Contingent Assets' (amendment) (Onerous Contracts - Cost of Fulfilling a Contract)

Amendments to IFRS (Annual improvements cycle 2018-2020)

At the date of approval of the financial statements the following standards and interpretations which have not been applied in these financial statements were in issue but not effective, and in some cases have not been adopted for use in the UK-adopted international accounting standards:

IAS 1 'Presentation of Financial Statements' (amendment) (Classification of Liabilities as Current and Non-Current)

IAS 1 'Presentation of Financial Statements' and IFRS Practice Statement 2 (amendment) (Disclosure of Accounting Policies)

IAS 8 'Accounting Policies, Changes in Accounting Estimates, and Errors' (amendment) (Definition of Accounting Estimates)

IAS 12 'Income Taxes' (amendment) (Deferred Tax related to Assets and Liabilities arising from a Single Transaction)

The Company has assessed the impact of these new standards and interpretations and does not anticipate any material impact on the financial statements.

Capco Investment London 2 Limited

Notes to the Financial Statements for the period ended 31 December 2022

Summary of disclosure exemptions

FRS 101 sets out a reduced disclosure framework that addresses the financial reporting requirements of and disclosure exemptions available in the individual financial statements of qualifying entities that otherwise apply the recognition, measurement and disclosure requirements of International Financial Reporting Standards ("IFRS"). Amendments are made to the requirements of IFRS where necessary so as to comply with the Companies Act 2006.

The Company, as a qualifying entity, is a member of a group where the parent of that group, being Shaftesbury Capital PLC (formerly Capital & Counties Properties PLC), prepares publicly available consolidated financial statements that are intended to give a true and fair view and the Company is included in the consolidation. Details of where the 2022 Annual Report of Capital & Counties Properties PLC (which changed its name to Shaftesbury Capital PLC with effect from 6 March 2023) can be obtained are disclosed in note 7.

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

The requirements of paragraphs 10(d), 10(f), 16, 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D, 111 and 134 to 136 of IAS 1 'Presentation of Financial Statements';

The requirements of IFRS 7 'Financial Instruments: Disclosures';

The requirements of IAS 7 'Statement of Cash Flows';

The requirements of paragraphs 91 to 99 of IFRS 13, 'Fair value measurements' (disclosure of valuation techniques and inputs used for fair value measurement of assets and liabilities);

The requirements of paragraphs 30 and 31 of IAS 8 'Accounting Policies, Changes in Accounting Estimates and Errors'; and

The requirements in IAS 24 'Related Party Disclosures' to disclose related party transactions entered into between two or more members of a group.

Going concern

Based on their analysis the Directors are satisfied that the Company has adequate resources to continue trading for the foreseeable future and there is a reasonable expectation that the Company will be able to meet its ongoing and future commitments for at least 12 months from the date of approval of the financial statements and have therefore resolved that the financial statements be prepared on a going concern basis.

As a consequence of this, the Directors consider that the Company is well placed to manage its business risks successfully despite the current, heightened economic and political uncertainty resulting from the pandemic and geo-political events. Accordingly, they believe the going concern basis of preparation is appropriate.

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. The Directors believe there have been no key accounting estimates made in the preparation of these financial statements.

Investments

Investment in subsidiaries are carried at cost less impairment losses, if any. Impairment losses are determined with reference to the investment's fair value less estimated selling costs. Fair value is derived from the subsidiary's, and their subsidiaries, net assets at the balance sheet date. On disposal, the difference between the net disposal proceeds and its carrying amount is included in the income statement.

Capco Investment London 2 Limited

Notes to the Financial Statements for the period ended 31 December 2022

Share capital

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

Amounts owed to and from group undertakings

Amounts owed to and from group undertakings are recognised at fair value and subsequently measured at amortised cost until settled. These balances are assessed annually for impairment in accordance with IFRS 9 'Financial Instruments' using the expected credit loss model. If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the original impairment was recognised, the impairment reversal is recognised in the income statement on a basis consistent with the original charge.

2 Interest payable and similar expenses

	2022 £ 000	2021 £ 000
Interest paid to group undertakings	-	20

3 Income tax

The differences between the tax assessed for the period and the amount that would arise by applying the standard rate of corporation tax in the United Kingdom of 19 per cent are shown below:

	2022 £ 000	2021 £ 000
Loss before tax	-	(20)
Current standard United Kingdom corporation tax at 19% (2021: 19%)	-	(4)
Adjusted for the effects of:		
Transfer pricing adjustments	-	4
Total tax charge/(credit)	-	-

The UK Budget announced on 3 March 2021 confirmed an increase in the main corporation tax rate from 19 to 25 per cent with effect from 1 April 2023. This change was substantively enacted on 24 May 2021 and no further amendments to the corporation tax rate have been enacted to date.

The Company's ultimate parent, Shaftesbury Capital PLC (formerly Capital & Counties Properties PLC), is a UK Real Estate Investment Trust ('REIT'). As a member of the REIT group, the Company is exempt from UK Corporation Tax on income and chargeable gains arising from its Qualifying REIT activities. Non-REIT activities will continue to be subject to UK Corporation Tax.

Capco Investment London 2 Limited

Notes to the Financial Statements for the period ended 31 December 2022

4 Investments

Subsidiaries	£ 000
Cost	
At 1 January 2022	3,301
At 31 December 2022	3,301
Provision	
At 1 January 2022	-
Provision	-
At 31 December 2022	-
Carrying amount	
At 31 December 2022	3,301

Investments in subsidiary undertakings are reviewed at least annually for impairment. Where an indication of impairment exists, the recoverable amount of the investment is determined. The recoverable amount is based on the greater of the investments continued value in use and its fair value less costs to sell. Fair value is derived from the net assets attributable to the subsidiary at the balance sheet date. The resulting impairment charge is recognised immediately in the statement of comprehensive income.

Details of the subsidiary undertakings as at 31 December are as follows:

Name of subsidiary	Principal activity	Registered office	Holding	Proportion of ownership interest and voting rights held	
				2022	2021
Capco Investment London (No.3) Limited	Investment company	Regal House, 14 James Street, London, WC2E 8BU	Ordinary Shares	100%	100%
Capco Investment London (No.4) Limited	Investment company	Regal House, 14 James Street, London, WC2E 8BU	Ordinary Shares	100%	100%
Capco Investment London (No.5) Limited	Investment company	Regal House, 14 James Street, London, WC2E 8BU	Ordinary Shares	100%	100%

Capco Investment London 2 Limited

Notes to the Financial Statements for the period ended 31 December 2022

5 Called up share capital

Allotted, called up and fully paid shares

	2022		2021	
	No.	£	No.	£
Ordinary shares of £1 each	<u>1</u>	<u>1</u>	<u>1</u>	<u>1</u>

6 Creditors: Amounts falling due within one year

	2022	2021
	£ 000	£ 000
Amounts owed to group undertakings	<u>3,326</u>	<u>3,326</u>

Amounts owed from group undertakings were unsecured, repayable on demand and interest bearing.

7 Parent and ultimate parent undertaking

The immediate and ultimate parent company of the largest group and smallest group of which the Company is a member and for which consolidated financial statements are prepared is Shaftesbury Capital PLC (formerly Capital & Counties Properties PLC), a company incorporated and registered in England and Wales, copies of whose financial statements may be obtained from the Company Secretary, Regal House, 14 James Street, London, WC2E 8BU.

8 Events after the financial period

On 16 June 2022, Capital & Counties Properties PLC and Shaftesbury PLC ('Shaftesbury') announced that they had reached an agreement on the terms of a recommended all-share merger which would form Shaftesbury Capital PLC.

The all-share merger completed on 6 March 2023 by way of a scheme of arrangement of Shaftesbury PLC, which resulted in the Capital & Counties Properties PLC group now owning 100 per cent of the issued and to be issued share capital of Shaftesbury PLC.

Immediately following completion of the all-share merger, effective 6 March 2023, Capital & Counties Properties PLC (which is the ultimate parent of this entity) changed its name to Shaftesbury Capital PLC.