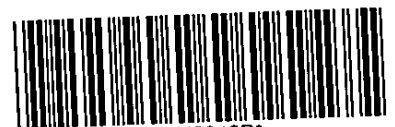


Vico Properties Scotland Limited

Reports and Financial Statements for the year ended 31 December 2013

Company Registration No : SC122287

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VICO PROPERTIES SCOTLAND LIMITED
REPORTS AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2013

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VICO PROPERTIES SCOTLAND LIMITED
DIRECTORS AND OTHER INFORMATION

DIRECTORS

Charles J. Carvill
Thomas Carvill
Michael Carvill

SECRETARY

Thomas Carvill (Resigned 1 June 2013)

INDEPENDENT AUDITORS

Deloitte & Touche
Chartered Accountants & Statutory Audit Firm
Deloitte & Touche House
Earlsfort Terrace
Dublin 2

SOLICITORS

MacRoberts LLP
Capella
60 York Street
Glasgow
G2 8JX

REGISTERED OFFICE

150 West George St
Glasgow
G2 2HG

BANKERS

Northern Bank Limited (trading as Danske Bank)
Donegall Square North
Belfast
BT1 6JS

VICO PROPERTIES SCOTLAND LIMITED

DIRECTORS' REPORT

The directors submit their report, together with the audited financial statements, for the year ended 31 December 2013.

PRINCIPAL ACTIVITIES

The principal activity of the company is the development of commercial property.

RESULTS AND DIVIDENDS

The loss after taxation for the year was £5,159,682 (2012: £456,591). No dividend was paid during the year (2012: £Nil).

RISKS AND UNCERTAINTIES

The principal risks and uncertainties facing the property industry include a downturn in the property market, an increase in interest rates, a shortage of available development land and delays in securing planning permissions. These risks are monitored by the directors on an ongoing basis.

FUTURE DEVELOPMENTS

The company will continue to develop its properties and expects to investigate further projects and acquisitions as an expansion of its existing base of operations.

DIRECTORS

The present membership of the board is set out on page 2.

Thomas Carvill resigned as company secretary on 1 June 2013.

DIRECTORS' AND SECRETARY'S INTERESTS

None of the directors or secretary who held office at 31 December 2013 had an interest in the share capital of the company at 31 December 2013 or 1 January 2013.

The following shares were held by the directors who held office at 31 December 2013 in the ultimate parent undertaking, Vico Properties plc, at 31 December 2013 and 1 January 2013:

	Number of Ordinary Shares of Stg10p each	
	31/12/2013	01/01/2013
Charles J. Carvill	336,420	336,420
Thomas Carvill	328,410	328,410
Michael Carvill	970,157	732,915
	<hr/>	<hr/>

VICO PROPERTIES SCOTLAND LIMITED

DIRECTORS' REPORT (CONTINUED)

AUDITORS

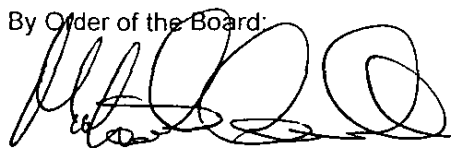
Each of the persons who is a director at the date of approval of this report confirms that:

- 1) so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware; and
- 2) the director has taken all the steps that he/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

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

Deloitte & Touche have expressed a willingness to continue in office as auditors and a resolution to reappoint them will be proposed at the forthcoming Annual General Meeting.

By Order of the Board:



Michael Carvill
Director

Date: 26 August 2014

VICO PROPERTIES SCOTLAND LIMITED

STATEMENT OF DIRECTORS' RESPONSIBILITIES

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 period. 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). 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;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions 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 VICO PROPERTIES SCOTLAND LIMITED

We have audited the financial statements of Vico Properties Scotland Limited for the year ended 31 December 2013 which comprise the Profit and Loss account, the Balance Sheet, the Statement of Accounting Policies 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 (United Kingdom Generally Accepted Accounting Practice).

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.

Respective responsibilities of directors and auditors

As explained more fully in the Statement of Directors' Responsibilities, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and to express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2013 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

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INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF VICO PROPERTIES SCOTLAND LIMITED

Emphasis of matter – going concern

In forming our opinion on the financial statements, which is not modified, we have considered the adequacy of the disclosures given in note 1 to the financial statements in relation to going concern. The company incurred a loss for the year of £5,159,682 and had net liabilities and net current liabilities of £7,447,387 at the balance sheet date. Bank loans at the balance sheet date amounted to £6,207,390 which are currently due for renewal. These conditions indicate the existence of a material uncertainty which may cast significant doubt about the company's ability to continue as a going concern. The directors are confident that on-going discussions with the company bankers will have a satisfactory outcome and that bank facilities will continue to be available to meet the directors forecast of the cash requirements of the company for a minimum period of at least twelve months from the date of approval of the financial statements. The directors are satisfied that it is appropriate to continue to prepare the financial statements of the company on a going concern basis. The financial statements do not include any adjustments that would arise if the company were unable to continue as a going concern.

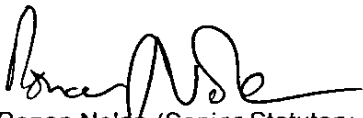
Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us 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; or
- the directors were not entitled to take advantage of the small companies exemption from preparing a Strategic Report.



Ronan Nolan (Senior Statutory Auditor)
for and on behalf of Deloitte & Touche
Chartered Accountants and Statutory Auditor

Deloitte & Touche House
Earlsfort Terrace
Dublin 2

Date:

26/8/14

VICO PROPERTIES SCOTLAND LIMITED
STATEMENT OF ACCOUNTING POLICIES

The significant accounting policies adopted by the company are as follows:

BASIS OF PREPARATION

The financial statements have been prepared in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

The financial statements have been prepared on the going concern basis. The company's liabilities have been guaranteed by its ultimate parent undertaking, Vico Properties plc. Bank debt is reliant on the operation of cross guarantees that are in place within the group. Vico Properties plc has net liabilities of £14,616,687 (2012: £4,411,188).

ACCOUNTING CONVENTION

The financial statements are prepared under the historical cost convention.

TURNOVER

Turnover comprises receipts from property sales and rental income, net of value added tax. Property sales are recognised when the related contracts of sales are completed.

STOCKS

Sites held for development or sites for which no contract of sale exists are stated at the lower of cost and net realisable value.

Cost represents the expenditure incurred on site, materials, direct labour and overheads in bringing the work in progress to its present condition.

FINANCE COSTS

For properties in the course of development, cost includes finance costs from the commencement of development. These costs are normally calculated with reference to the actual interest rate applicable to the borrowing specific to the development.

The period of development for the purpose of capitalising finance costs is deemed to be completed as follows:

- (i) When the property is substantially let. Substantially let is defined as the date when 80% of the gross rental income becomes receivable.
- (ii) When the building is occupied in the case of pre-let properties.
- (iii) When income exceeds outgoings.

Finance costs are reduced by rental income received during the period of development.

TAXATION

Current tax is provided on the Company's taxable profits at amounts expected to be paid or recovered using the tax rates and laws that have been enacted or substantially enacted by the balance sheet date.

Deferred taxation is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

Deferred tax is measured at the average 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 that have been enacted or substantially enacted by the balance sheet date.

Deferred tax assets are recognised only to the extent that they are regarded as recoverable.

VICO PROPERTIES SCOTLAND LIMITED

PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 DECEMBER 2013

	Notes	12 months to 31/12/2013 £	18 months to 31/12/2012 £
TURNOVER	2	200,000	416,325
Cost of sales		(522,908)	(869,693)
GROSS LOSS		(322,908)	(453,368)
Administrative expenses		(81)	(232)
Impairment charge	5	(4,836,693)	(3,000)
Interest receivable		-	9
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION	3	(5,159,682)	(456,591)
Taxation	4	-	-
LOSS ON ORDINARY ACTIVITIES AFTER TAXATION	8/9	(5,159,682)	(456,591)

All recognised gains and losses have been reflected in this profit and loss account. There were no movements in shareholders' funds other than the recognised gains and losses in the current year and prior period. All profits and losses arose from continuing activities in the current year and prior period.

VICO PROPERTIES SCOTLAND LIMITED
BALANCE SHEET AS AT 31 DECEMBER 2013

	Notes	31/12/2013 £	31/12/2012 £
CURRENT ASSETS			
Stocks	5	1,075,000	6,108,695
Cash at bank		32	622
		<u>1,075,032</u>	<u>6,109,317</u>
CREDITORS: (Amounts falling due within one year)	6	(8,522,419)	(8,397,022)
NET CURRENT LIABILITIES		(7,447,387)	(2,287,705)
TOTAL ASSETS LESS CURRENT LIABILITIES		(7,447,387)	(2,287,705)
NET LIABILITIES		(7,447,387)	(2,287,705)
CAPITAL AND RESERVES			
Called-up share capital	7	106	106
Profit and loss account – deficit	8	(7,447,493)	(2,287,811)
SHAREHOLDERS' DEFICIT	9	(7,447,387)	(2,287,705)

The financial statements of Vico Properties Scotland Limited, registered number SC122287, were approved by the Board of Directors on 26 August 2014 and signed on its behalf by:



Michael Carvill
Director

VICO PROPERTIES SCOTLAND LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2013

1. GOING CONCERN

The directors have given careful consideration to the appropriateness of the going concern basis in the preparation of the financial statements particularly as the Company Profit and Loss Account indicates that the Company incurred a loss of £5,159,682 for the year ended 31 December 2013 (31/12/2012: loss £456,591) and Note 7 to the Balance Sheet shows that the Company had Bank and Other Loans of £6,207,390 (31/12/2012: £6,200,000) on that date and that the Company had net liabilities of £7,447,387 (31/12/2012: £2,287,705).

The directors have reviewed the current and projected financial position of the group. The key areas reviewed include, the timing and value of property sales, committed future expenditure and the continued availability of existing banking facilities.

Subsequent to the year end the group has continued to work towards maximising the value of its assets. The directors are hopeful the group will secure planning permission on a number of other sites which would enable the group to make further sales in the coming twelve months.

The directors have taken further steps to reduce cash outflows by significantly reducing group overhead and by careful management of the professional fee expenditure required to keep existing projects moving forward.

All of the group's banking facilities fall due for renewal currently. The group has deferred interest payments on bank loans with some financial institutions due at the end of December 2013. Discussions continue with the group bankers and the directors are confident that there will be a successful outcome to these discussions and that the banking facilities will continue to be made available for a minimum period which will extend to at least twelve months from the date of approval of these financial statements.

These conditions indicate the existence of a material uncertainty which may cast significant doubt on the group's and company's ability to continue as a going concern. Having considered the uncertainties described above the directors are confident that the group and company will have adequate resources available to continue in operational existence for the foreseeable future. The directors are, therefore, of the opinion that it is appropriate to adopt the going concern basis in preparing these financial statements. The financial statements do not include the adjustments to the carrying amount or classification of assets and liabilities that would arise if the company was unable to continue as a going concern.

VICO PROPERTIES SCOTLAND LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2013

2. TURNOVER

The analysis of turnover by class of business and geographical market is as follows:

	12 months to 31/12/2013 £	18 months to 31/12/2012 £
(a) By class of business		
Sale of property	200,000	416,325
Rental income	-	-
	<u>200,000</u>	<u>416,325</u>
(b) By geographical market		
United Kingdom	<u>200,000</u>	<u>416,325</u>

3. LOSS ON ORDINARY ACTIVITIES
BEFORE TAXATION

12 months to 31/12/2013 £	18 months to 31/12/2012 £
------------------------------------	------------------------------------

The loss on ordinary activities before taxation
has been arrived at after charging:

Directors' remuneration	-	-
Auditor's remuneration	-	-
	<u>-</u>	<u>-</u>

Note: Auditor's remuneration is borne by another group company in the current year.

VICO PROPERTIES SCOTLAND LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2013

4. TAXATION	12 months to 31/12/2013 £	18 months to 31/12/2012 £
Taxation charge	-	-
Factors affecting tax charge for the year		
Loss on ordinary activities before taxation	(5,159,682)	(456,591)
Corporation tax at rate of 23% (2012: 25%)	(1,186,727)	(114,148)
Losses available to carry forward	1,186,727	114,148
	-	-

The company has tax losses of £6,671,916 (2012: £1,512,234) that are available for offset against future taxable profits. A deferred tax asset of £1,534,541 (2012: £378,059) has not been recognised in respect of these losses as there is uncertainty as to when sufficient future taxable profits will be available to utilise these losses.

5. STOCKS	31/12/2013 £	31/12/2012 £
Sites held for development	1,075,000	6,108,695

Over the financial year the company continued to monitor the carrying value of stock. As a result of the continuing difficult market environment the directors have determined that the carrying value of the stocks has suffered a further impairment of £4,836,693 (2012: £3,000). As such the company has recorded a write down to bring the carrying value of inventories to be recorded in the balance sheet to the lower of cost and net realisable value.

Sites held for development include interest capitalised net of rent received of £Nil (2012: £912,176).

6. CREDITORS: (Amounts falling due within one year)	31/12/2013 £	31/12/2012 £
Bank loan	6,207,390	6,200,000
Amounts due to group companies	2,154,212	2,002,259
VAT	-	82,512
Accruals	160,817	112,251
	8,522,419	8,397,022

Bank loans are secured by:

First legal charges over development sites at Cupar and Dumbarton.

VICO PROPERTIES SCOTLAND LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2013

7. CALLED-UP SHARE CAPITAL	31/12/2013	31/12/2012
	£	£
Authorised:		
100,000 ordinary shares of £1 each	100,000	100,000
	<u> </u>	<u> </u>
Allotted, called-up and fully paid:		
106 ordinary shares of £1 each	106	106
	<u> </u>	<u> </u>
8. PROFIT AND LOSS ACCOUNT – DEFICIT	31/12/2013	31/12/2012
	£	£
At beginning of year/period	(2,287,811)	(1,831,220)
Loss for the year/period	(5,159,682)	(456,591)
	<u> </u>	<u> </u>
At end of year/period	(7,447,493)	(2,287,811)
	<u> </u>	<u> </u>
9. RECONCILIATION OF MOVEMENT IN SHAREHOLDERS DEFICIT	31/12/2013	31/12/2012
	£	£
At beginning of year/period	(2,287,705)	(1,831,114)
Loss for the year/period	(5,159,682)	(456,591)
	<u> </u>	<u> </u>
At end of year/period	(7,447,387)	(2,287,705)
	<u> </u>	<u> </u>

10. CONTINGENT LIABILITIES

Guarantees

The company has, together with fellow group companies, Vico Properties plc, Vico Properties (Northern) Limited, Vico Land & Estates Limited, Vico Projects Limited, Vico Securities Limited, Vico Properties East Anglia Limited and Vico Kent Limited, entered into an inter company unlimited cross letter of guarantee. The amount guaranteed at the balance sheet date was £13,196,794 (2012: £12,346,706).

VICO PROPERTIES SCOTLAND LIMITED

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2013**

11. GROUP MEMBERSHIP

In the opinion of the directors, the company's immediate parent undertaking is Vico Developments (Scotland) Limited, a company incorporated in Scotland. The parent undertaking is exempt from the requirement to prepare consolidated financial statements in accordance with Section 402 of the Companies Act 2006.

The company's ultimate parent undertaking is Vico Properties plc, a company incorporated in Northern Ireland. The parent undertaking of the largest and smallest group which includes the company and for which group financial statements are prepared, is Vico Properties plc.

Copies of the group financial statements of Vico Properties plc are available from

Companies House
Second Floor
The Linenhall
32 -38 Linenhall Street
Belfast
BT2 8BG

12. CASH FLOW STATEMENT

In accordance with Financial Reporting Standard 1 "Cash Flow Statements", a cash flow statement has not been prepared for the company as the cash flows of the group are disclosed in the consolidated financial statements of the ultimate parent undertaking.

13. RELATED PARTY TRANSACTIONS

The directors have availed of the exemption available under Financial Reporting Standard 8 "Related Party Disclosures" which permits subsidiaries 100% of whose voting rights are controlled within the group not to disclose transactions with other wholly owned entities of the group.

14. POST BALANCE SHEET EVENTS

There have been no significant events since the year end.