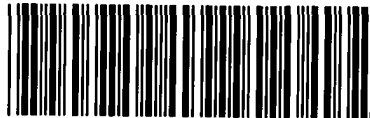


COMPANY REGISTRATION NUMBER: SC149767

Urban&Civic (Management) Limited
Financial Statements
30 September 2017

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Urban&Civic (Management) Limited

Financial Statements

Year ended 30 September 2017

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Urban&Civic (Management) Limited

Officers and Professional Advisers

The board of directors

P A J Leech
R E Butler
W N Hugill
D Wood

Company secretary

Urban&Civic (Secretaries) Limited

Registered office

4th Floor
115 George Street
Edinburgh
EH2 4JN

Auditor

BDO LLP
55 Baker Street
London
W1U 7EU

Urban&Civic (Management) Limited

Strategic Report

Year ended 30 September 2017

The directors present their strategic report together with the audited financial statements for the year ended 30 September 2017.

Principal activity

The principal activity of the company is the provision of management and administration services.

Review of the business

The company's results for the year and financial position are as shown in the financial statements. It is expected that the group will continue its activities and trade satisfactorily in the forthcoming year.

Key performance indicators

The key performance indicators, both financial and non-financial, disclosed in the annual report of Urban&Civic plc, its immediate parent company during the period, are equally applicable to the Company given its activity is consistent with the aims and objectives of the wider Group.

Risks and uncertainties

All financial and non-financial risks faced by the Company are contained within those detailed in the annual report of Urban&Civic plc, its immediate parent company during the period.

This report was approved by the board of directors on 28 March 2018 and signed on behalf of the board by:



Urban&Civic (Secretaries) Limited
Company Secretary

Registered office:
4th Floor
115 George Street
Edinburgh
EH2 4JN

Urban&Civic (Management) Limited

Directors' Report

Year ended 30 September 2017

The directors present their report and the financial statements of the company for the year ended 30 September 2017.

Directors

The directors who served the company during the year and to the date of this report were as follows:

P A J Leech
R E Butler
W N Hugill
D Wood

Dividends

The directors do not recommend the payment of a dividend.

Directors' responsibilities statement

The directors are responsible for preparing the strategic report, directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law 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 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.

Auditor

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

- so far as they are aware, there is no relevant audit information of which the company's auditor is unaware; and
- they have taken all steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information.

Urban&Civic (Management) Limited

Directors' Report *(continued)*

Year ended 30 September 2017

This report was approved by the board of directors on 28 March 2018 and signed on behalf of the board by:



Urban&Civic (Secretaries) Limited
Company Secretary

Registered office:
4th Floor
115 George Street
Edinburgh
EH2 4JN

Urban&Civic (Management) Limited

Independent Auditor's Report to the Members of Urban&Civic (Management) Limited

Year ended 30 September 2017

Opinion

We have audited the financial statements of Urban&Civic (Management) Limited (the 'Company') for the year ended 30 September 2017 which comprise the statement of comprehensive income, statement of financial position, statement of changes in equity and notes to the financial statements, including a summary of significant accounting policies. 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).

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 30 September 2017 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.

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 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.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the Directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the Directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the Company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Urban&Civic (Management) Limited

Independent Auditor's Report to the Members of Urban&Civic (Management) Limited (continued)

Year ended 30 September 2017

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 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 this regard.

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 strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

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 material misstatements in the strategic report or the Director's report.

We have nothing to report in respect of the following matters in relation to which 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.

Urban&Civic (Management) Limited

Independent Auditor's Report to the Members of Urban&Civic (Management) Limited (continued)

Year ended 30 September 2017

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

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.

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 Financial Reporting Council's website at www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.



Thomas Edward Goodworth (Senior Statutory Auditor)
For and on behalf of BDO LLP, statutory auditor
London

28 March 2018

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

Urban&Civic (Management) Limited

Statement of Comprehensive Income

Year ended 30 September 2017

	Note	2017 £	2016 £
Turnover	4	15,452,882	12,145,251
Gross profit		<u>15,452,882</u>	<u>12,145,251</u>
Administrative expenses		(15,769,629)	(15,281,197)
Operating loss	5	<u>(316,747)</u>	<u>(3,135,946)</u>
Other interest receivable and similar income	8	<u>459</u>	<u>745</u>
Loss before taxation		<u>(316,288)</u>	<u>(3,135,201)</u>
Tax on loss	9	<u>(5,920)</u>	<u>(3,385)</u>
Loss for the financial year and total comprehensive income		<u><u>(322,208)</u></u>	<u><u>(3,138,586)</u></u>

All the activities of the company are from continuing operations.

The notes on pages 11 to 19 form part of these financial statements.

Urban&Civic (Management) Limited

Statement of Financial Position

30 September 2017

	Note	2017 £	2016 £
Fixed assets			
Tangible assets	10	611,413	800,553
Current assets			
Debtors	11	16,031,828	12,564,852
Cash at bank and in hand		<u>104,828</u>	<u>156,849</u>
		16,136,656	12,721,701
Creditors: amounts falling due within one year	12	(11,218,661)	(10,796,069)
Net current assets		<u>4,917,995</u>	<u>1,925,632</u>
Total assets less current liabilities		<u>5,529,408</u>	<u>2,726,185</u>
Provisions			
Taxation including deferred tax	13	(55,002)	(49,082)
Net assets		<u><u>5,474,406</u></u>	<u><u>2,677,103</u></u>
Capital and reserves			
Called up share capital	16	300,000	300,000
Profit and loss account	17	<u>5,174,406</u>	<u>2,377,103</u>
Shareholders' funds		<u><u>5,474,406</u></u>	<u><u>2,677,103</u></u>

These financial statements were approved by the board of directors and authorised for issue on 28 March 2018, and are signed on behalf of the board by:



D Wood
Director

Company registration number: SC149767

The notes on pages 11 to 19 form part of these financial statements.

Urban&Civic (Management) Limited

Statement of Changes in Equity

Year ended 30 September 2017

	Called up share capital £	Profit and loss account £	Total £
At 1 October 2015	300,000	3,147,381	3,447,381
Loss for the year		(3,138,586)	(3,138,586)
Total comprehensive income for the year	—	(3,138,586)	(3,138,586)
Equity-settled share-based payments	—	2,368,308	2,368,308
Total investments by and distributions to owners	—	2,368,308	2,368,308
At 30 September 2016	300,000	2,377,103	2,677,103
Loss for the year		(322,208)	(322,208)
Total comprehensive income for the year	—	(322,208)	(322,208)
Equity-settled share-based payments	—	3,119,511	3,119,511
Total investments by and distributions to owners	—	3,119,511	3,119,511
At 30 September 2017	<u>300,000</u>	<u>5,174,406</u>	<u>5,474,406</u>

The notes on pages 11 to 19 form part of these financial statements.

Urban&Civic (Management) Limited

Notes to the Financial Statements

Year ended 30 September 2017

1. General information

The company is a private company limited by shares, registered in Scotland under the Companies Act. The address of the registered office is 4th floor, 115 George Street, Edinburgh, EH2 4JN. The principal activity of the company is the provision of management and administration services.

2. Statement of compliance

These financial statements have been prepared in compliance with FRS 102, 'The Financial Reporting Standard applicable in the UK and the Republic of Ireland'.

3. Accounting policies

Basis of preparation

The financial statements have been prepared on the historical cost basis.

In preparing the financial statements of this company, advantage has been taken of the following disclosure exemptions as permitted by FRS102, the Financial Reporting Standard applicable in the UK and Republic of Ireland:

- the requirements of Section 7 Statement of Cashflows.
- the requirements of Section 3 Financial Statement Presentation paragraph 3.17(d).
- the requirements of Section 11 Financial Instruments paragraph 11.39 to 11.48A.
- the requirements of Section 33 Related Party Disclosures paragraph 33.7.

This information is included in the consolidated financial statements of Urban&Civic Plc as at 30 September 2017 and these financial statements may be obtained from Companies House.

The financial statements are prepared in sterling, which is the functional currency of the entity.

Judgements and key sources of estimation uncertainty

The company makes certain estimates and assumptions regarding the future. These judgements and estimates affect the application of policies and reported amounts of assets, liabilities, income and expenses. Estimates are continually evaluated based on historical experience and expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions.

In preparing these financial statements, the directors have made the following judgements and estimates:

Share based payments

The value of share-based payments is estimated using an option pricing model as at the date of grant and using certain assumptions.

Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

Urban&Civic (Management) Limited

Notes to the Financial Statements (continued)

Year ended 30 September 2017

3. Accounting policies (continued)

Revenue recognition

Turnover represents fees receivable for services excluding VAT in the normal course of business.

Income tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except that a change attributable to an item of income or expenses recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the company's subsidiaries operate and generate taxable income.

Deferred balances are recognised in respect of all timing differences that have originated but not reversed by the balance sheet date, except the recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred balances are not recognised in respect of permanent differences in respect of business combinations, when deferred tax is recognised on the differences between the fair value of assets acquired for the future tax deductions available for them and the differences between the fair value of liabilities acquired and the amount that will be assessed for tax.

Deferred income tax is determined using tax rates and laws that have been enacted or substantially enacted by the reporting date.

Tangible assets

Tangible assets are initially recorded at cost, and subsequently stated at cost less any accumulated depreciation and impairment losses. Any tangible assets carried at revalued amounts are recorded at the fair value at the date of revaluation less any subsequent accumulated depreciation and subsequent accumulated impairment losses.

An increase in the carrying amount of an asset as a result of a revaluation, is recognised in other comprehensive income and accumulated in equity, except to the extent it reverses a revaluation decrease of the same asset previously recognised in profit or loss. A decrease in the carrying amount of an asset as a result of revaluation, is recognised in other comprehensive income to the extent of any previously recognised revaluation increase accumulated in equity in respect of that asset. Where a revaluation decrease exceeds the accumulated revaluation gains accumulated in equity in respect of that asset, the excess shall be recognised in profit or loss.

Urban&Civic (Management) Limited

Notes to the Financial Statements *(continued)*

Year ended 30 September 2017

3. Accounting policies *(continued)*

Depreciation

Depreciation is calculated so as to write off the cost or valuation of an asset, less its residual value, over the useful economic life of that asset as follows:

Land & Building	- over the length of the lease
Ride to Work	- straight line over twelve months
Fixtures & Fittings	- 25% straight line
Equipment	- 25% straight line

Provisions

Provisions are recognised when the entity has an obligation at the reporting date as a result of a past event, it is probable that the entity will be required to transfer economic benefits in settlement and the amount of the obligation can be estimated reliably. Provisions are recognised as a liability in the statement of financial position and the amount of the provision as an expense.

Provisions are initially measured at the best estimate of the amount required to settle the obligation at the reporting date and subsequently reviewed at each reporting date and adjusted to reflect the current best estimate of the amount that would be required to settle the obligation. Any adjustments to the amounts previously recognised are recognised in profit or loss unless the provision was originally recognised as part of the cost of an asset. When a provision is measured at the present value of the amount expected to be required to settle the obligation, the unwinding of the discount is recognised as a finance cost in profit or loss in the period it arises.

Financial instruments

Financial instruments are classified and accounted for, according to the substance of the contractual arrangement, as either 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.

Defined contribution plans

Contributions to defined contribution pension schemes are charged to the profit and loss account in the year in which they become payable.

Share-based payments

The fair value of granting share awards under the Group's performance share plan, and the other share-based remuneration of the Directors and other employees, is recognised through the statement of comprehensive income. The fair value of shares awarded is calculated by using an option pricing model. The resulting fair value is amortised through the statement of comprehensive income on a straight line basis over the vesting period. The charge is reversed if it is likely that any non-market-based vesting criteria will not be met. The charge is not adjusted for failure to achieve a market vesting condition or where a non-vesting condition is not satisfied.

Urban&Civic (Management) Limited

Notes to the Financial Statements *(continued)*

Year ended 30 September 2017

Trade and other debtors

Trade and other debtors are initially recognised at fair value and subsequently at amortised cost or their recoverable amount. Impairment provisions are recognised when there is objective evidence (such as significant financial difficulties on the part of the counterparty or default or significant delay in payment) that the Company will be unable to collect all of the amounts due under the terms receivable. The amount of such a provision is the difference between the net carrying amount and the present value of the future expected cash flows associated with the impaired receivable. For trade debtors, which are reported net, such provisions are recorded in a separate allowance account with the loss being recognised within administrative expenses. On confirmation that the trade debtor will not be collectable the gross carrying value of the asset is written off against the associated provision.

Financial liabilities

Financial liabilities including trade creditors, other creditors, accruals and amounts due to Group undertakings are originally recorded at fair value and subsequently stated at amortised cost under the effective interest method.

4. Turnover

Turnover arises from:

	2017	2016
	£	£
Group management fees	15,412,447	12,105,084
Bike to work income	625	646
Other income	39,810	39,521
	<u>15,452,882</u>	<u>12,145,251</u>

The whole of the turnover is attributable to the principal activity of the company wholly undertaken in the United Kingdom.

5. Operating loss

Operating profit or loss is stated after charging:

	2017	2016
	£	£
Depreciation of tangible assets	243,515	242,348
Gains on disposal of tangible assets	(2,815)	—
Equity-settled share-based payments expense	<u>3,119,511</u>	<u>2,463,599</u>

Auditor's remuneration is paid by the ultimate parent company.

6. Staff costs

The average number of persons employed by the company during the year amounted to 44 (2016: 36).

Urban&Civic (Management) Limited

Notes to the Financial Statements *(continued)*

Year ended 30 September 2017

6. Staff costs *(continued)*

The aggregate payroll costs incurred during the year, relating to the above, were:

	2017	2016
	£	£
Wages and salaries	11,283,956	10,884,209
Social security costs	1,087,862	1,256,222
Other pension costs	463,238	443,112
	<u>12,835,056</u>	<u>12,583,543</u>

Included within wages and salaries is an amount of £5,219,439 (2016: £7,117,296) which has been invoiced out and capitalised to development projects in fellow group companies. Gross wages for the year was £11,283,956 (2016: £10,884,209).

7. Directors' remuneration

The directors' aggregate remuneration in respect of qualifying services was:

	2017	2016
	£	£
Remuneration	1,337,750	1,583,300
Company contributions to defined contribution pension plans	187,897	193,540
	<u>1,525,647</u>	<u>1,776,840</u>

Remuneration of the highest paid director in respect of qualifying services:

	2017	2016
	£	£
Aggregate remuneration	397,000	552,300
Company contributions to defined contribution pension plans	59,000	38,540
	<u>456,000</u>	<u>590,840</u>

During the year the highest paid director exercised share options.

During the year the company paid cash in lieu of pension contributions to money purchase schemes to 3 directors (2016 - 4).

8. Other interest receivable and similar income

	2017	2016
	£	£
Interest on bank deposits	459	745

Urban&Civic (Management) Limited

Notes to the Financial Statements *(continued)*

Year ended 30 September 2017

9. Tax on loss

Major components of tax expense

	2017 £	2016 £
Deferred tax:		
Origination and reversal of timing differences	5,920	3,385
Tax on loss	<u>5,920</u>	<u>3,385</u>

Reconciliation of tax expense

The tax assessed on the loss on ordinary activities for the year varies from the standard rate of corporation tax in the UK of 19.51% (2016: 20%).

	2017 £	2016 £
Loss on ordinary activities before taxation	(316,288)	(3,135,201)
Loss on ordinary activities by rate of tax	(61,708)	(627,040)
Effect of expenses not deductible for tax purposes	628,654	689,309
Effect of capital allowances and depreciation	40,689	—
Group relief	(607,635)	(62,269)
Deferred tax charge (as above)	5,920	3,385
Tax on loss	<u>5,920</u>	<u>3,385</u>

10. Tangible assets

	Land and buildings £	Plant and machinery £	Fixtures and fittings £	Equipment £	Total £
Cost					
At 1 October 2016	706,681	20,244	202,600	382,126	1,311,651
Additions	36,468	—	1,316	31,709	69,493
Disposals	—	(14,560)	(1,273)	(37,399)	(53,232)
At 30 September 2017	<u>743,149</u>	<u>5,684</u>	<u>202,643</u>	<u>376,436</u>	<u>1,327,912</u>
Depreciation					
At 1 October 2016	220,937	19,511	78,899	191,751	511,098
Charge for the year	121,822	733	45,068	75,892	243,515
Disposals	—	(14,560)	(890)	(22,664)	(38,114)
At 30 September 2017	<u>342,759</u>	<u>5,684</u>	<u>123,077</u>	<u>244,979</u>	<u>716,499</u>
Carrying amount					
At 30 September 2017	<u>400,390</u>	<u>—</u>	<u>79,566</u>	<u>131,457</u>	<u>611,413</u>
At 30 September 2016	<u>485,744</u>	<u>733</u>	<u>123,701</u>	<u>190,375</u>	<u>800,553</u>

Urban&Civic (Management) Limited

Notes to the Financial Statements *(continued)*

Year ended 30 September 2017

11. Debtors

	2017	2016
	£	£
Trade debtors	1,847	2,853
Prepayments and accrued income	15,972,678	12,496,620
Other debtors	57,303	65,379
	<u>16,031,828</u>	<u>12,564,852</u>

12. Creditors: amounts falling due within one year

	2017	2016
	£	£
Trade creditors	197,057	171,115
Amounts owed to group undertakings	7,289,495	7,941,965
Accruals and deferred income	3,419,283	2,395,601
Social security and other taxes	296,947	277,698
Other creditors	15,879	9,690
	<u>11,218,661</u>	<u>10,796,069</u>

13. Provisions

	Deferred tax
	£
At 1 October 2016	49,082
Additions	5,920
At 30 September 2017	<u>55,002</u>

14. Employee benefits

Defined contribution plans

The amount recognised in profit or loss as an expense in relation to defined contribution plans was £463,238 (2016: £443,112).

Urban&Civic (Management) Limited

Notes to the Financial Statements *(continued)*

Year ended 30 September 2017

15. Share-based payments

The company operates an equity-settled share-based payment scheme for all Executive Directors and certain employees. Options are granted over the parent company's shares that are capable of vesting on the third anniversary of issue dependent on certain performance conditions having been met. In the year ended 30 September 2017, options over 1,831,953 shares (30 September 2016: 1,133,924 shares) were awarded to Directors and other participating staff. The performance conditions attached to these awards are as follows:

- EPRA Net Asset Value must increase by greater than 3 per cent per annum more than RPI for 25 per cent vesting and must increase by greater than 12.5 per cent per annum more than RPI for 100 per cent vesting. Shares will vest on a pro-rated, straight line basis for outperformance between 3 per cent per annum and 12.5 per cent per annum; and
- Total Shareholder Return must be equal to the movement in the FTSE 350 Real Estate Index for 25 per cent vesting and must fall within the upper quartile of relative performance of the FTSE 350 Real Estate Index for 100 per cent vesting. Shares will vest on a pro-rated, straight line basis for outperformance between the medium and upper quartile.

Awards will lapse if not vested at the end of the vesting period.

The performance conditions for the awards granted in the period run from 1 October 2016 to 30 September 2019.

At 30 September 2016 there were 19,471 vested share awards outstanding that were acquired as part of the business combination in May 2014. During the year 9,126 of these awards were exercised and at 30 September 2017, 10,345 options remain vested but not exercised.

Details of the number and weighted average exercise prices (WAEP) of share options during the year are as follows:

	2017		2016	
	No.	WAEP	No.	WAEP
Outstanding at 1 October 2016	3,327,656	0.13	2,856,810	0.20
Granted during the year	1,831,953	—	1,133,924	—
Exercised during the year	(9,126)	0.20	(439,192)	0.20
Expired during the year	(91,439)	0.04	(223,886)	0.20
Outstanding at 30 September 2017	<u>5,059,044</u>	<u>0.08</u>	<u>3,327,656</u>	<u>0.13</u>
Exercisable at 30 September 2017	<u>10,345</u>	<u>—</u>	<u>19,471</u>	<u>—</u>

The total expense recognised in profit or loss for the year is as follows:

	2017	2016
	£	£
Equity-settled share-based payments	<u>3,119,511</u>	<u>2,463,599</u>

Urban&Civic (Management) Limited

Notes to the Financial Statements *(continued)*

Year ended 30 September 2017

15. Share-based payments *(continued)*

The fair value of the awards in the year ended 30 September 2017 was calculated by using an option pricing model involving six variables: share price, exercise price, expected term, expected dividend yield, expected volatility and risk free interest rate. For each valuation, the expected volatility was determined by reference to historical volatility over a period of time commensurate with the remainder of the performance period immediately prior to the date of grant. This value is charged to the statement of comprehensive income over the vesting period. The weighted average share price on the date of the awards exercised in the year was 193.0p (2016: 243.0p).

The inputs into the option pricing model are as follows:

	2017	2016
Expected volatility - %	24.03	20.68
Expected life - years	3.00	3.00
Risk-free interest rate - %	1.35	1.14
Grant date share price - £	2.15	2.41

16. Called up share capital

Issued, called up and fully paid

	2017		2016	
	No.	£	No.	£
Ordinary shares of £1 each	300,000	300,000	300,000	300,000

17. Reserves

Profit and loss account - This reserve records retained earnings and accumulated losses.

18. Related party transactions

The company has taken advantage of the exemption allowed by FRS 102 Section 33, 'Related Party Disclosures', not to disclose any transactions with entities that are included in the consolidated financial statements of Urban&Civic Plc and are 100% owned.

19. Controlling party

The ultimate parent company is Urban&Civic Plc, which is registered in Scotland.

Copies of the consolidated financial statements of Urban&Civic Plc are available from the company's registered office.