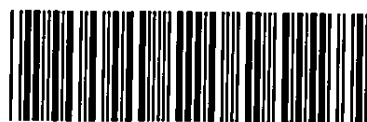


Company Registration No. SC274858 (Scotland)

PRINCES STREET INVESTMENTS LIMITED
DIRECTORS' REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 AUGUST 2012

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PRINCES STREET INVESTMENTS LIMITED

COMPANY INFORMATION

Directors	S Carlin A. Rowell
Secretary	L. Jefferson Hibberd
Company number	SC274858
Registered office	123 St Vincent Street Glasgow, G2 5EA
Auditors	Wilson Wright LLP, Chartered Accountants, Thavies Inn House, 3-4 Holborn Circus, London, EC1N 2HA.
Bankers	National Westminster Bank plc

PRINCES STREET INVESTMENTS LIMITED

CONTENTS

	Page
Directors' report	1 - 2
Independent auditors' report	3 - 4
Profit and loss account	5
Statement of total recognised gains and losses	6
Balance sheet	7
Cash flow statement	8
Notes to the cash flow statement	9
Notes to the financial statements	10 - 15

PRINCES STREET INVESTMENTS LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 AUGUST 2012

The directors present their annual report and financial statements for the year ended 31 August 2012.

Principal activities and review of the business

The company's principal activity is property investment for rental return.

The company owns a portfolio of 22 petrol stations, located throughout England.

The service stations all of which trade well, are principally located in prominent areas beside busy arterial roads.

The portfolio is let to Malthurst Limited, a prominent UK petrol station operator. The most southerly of these properties is located in Cornwall in the South West and the furthest north in Northumberland. The average size is approximately 0.5 acres in size.

The 22 petrol stations provide stable income generating an annual current yield of 6.96%.

The sites were all tenanted as at 31 August 2012.

Principal risks and uncertainties

The company is subject to commercial property risk. Property is essentially a defensive asset class, which provides excellent diversification benefits.

Although over the long-term property is considered a low risk asset, investors must be aware that significant short and medium-term risk factors are inherent in the asset class.

Investments in properties are relatively illiquid and usually more difficult to realise than listed equities or bonds. Investment in property cannot therefore necessarily be converted to cash on demand.

Property is inherently difficult to value due to the individual nature of each property. As a result, valuations are subject to uncertainty. There is no assurance that the estimates resulting from the valuation process will reflect the actual sales price even where a sale occurs shortly after the valuation date. In order to eliminate interest rate risk the company has entered in to a swap agreement in respect of the payment of interest on one of its loans and has fixed the rate of interest on the other interest bearing loan.

Key performance indicators

	2012	2011	2010
	£	£	£
Rental receivable	1,763,584	1,761,792	1,489,448
Rental receivable per trading day	<u>4,818</u>	<u>4,827</u>	<u>4,446</u>

The above key performance indicators are based on trading periods of 366, 365 and 335 days respectively.

Results and dividends

The results for the year are set out on page 5.

No dividend has been proposed.

Future developments

The company sold 3 petrol filling stations on 7 September 2012. The company does not have any other major plans for future development.

Directors

The following directors have held office since 1 September 2011:

S Carlin

A. Rowell

PRINCES STREET INVESTMENTS LIMITED

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 31 AUGUST 2012

Creditor payment policy

The company's policy in relation to the payment of trade creditors, is to agree its terms of payment with each supplier on an individual basis.

Statement of directors' responsibilities

The directors are responsible for preparing the 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 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 judgements 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;
- 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.

Auditors

The auditors, Wilson Wright LLP, will be proposed for re-appointment in accordance with Section 485 of the Companies Act 2006.

Statement of disclosure to auditors

So far as the directors are aware, there is no relevant audit information of which the company's auditors are unaware. Additionally, the directors have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditors are aware of that information.

On behalf of the board

.....
A. Rowell

Director

12 April 2013

PRINCES STREET INVESTMENTS LIMITED

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF PRINCES STREET INVESTMENTS LIMITED

We have audited the financial statements of Princes Street Investments Limited for the year ended 31 August 2012 set out on pages 5 to 15. 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 auditors' 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 Directors' Responsibilities Statement set out on page 2, 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 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 Directors' Report to identify material inconsistencies with the audited financial statements. 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 August 2012 and of its profit 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.

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.

PRINCES STREET INVESTMENTS LIMITED

INDEPENDENT AUDITORS' REPORT (CONTINUED)

TO THE MEMBERS OF PRINCES STREET INVESTMENTS LIMITED

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.

Warren Baker FCA (Senior Statutory Auditor)
for and on behalf of Wilson Wright LLP,
Chartered Accountants and Statutory Auditors,
Thavies Inn House,
3-4 Holborn Circus,
London, EC1N 2HA.

15 April 2013

PRINCES STREET INVESTMENTS LIMITED

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31 AUGUST 2012

		2012	2011
	Notes	£	£
Turnover		1,763,584	1,761,792
Administrative expenses		(163,930)	(91,975)
Operating profit	2	1,599,654	1,669,817
Interest payable	3	(1,474,766)	(1,709,569)
Profit/(loss) on ordinary activities before taxation		124,888	(39,752)
Tax on profit/(loss) on ordinary activities	4	-	-
Profit/(loss) for the financial year	10	124,888	(39,752)

The profit and loss account has been prepared on the basis that all operations are continuing operations.

PRINCES STREET INVESTMENTS LIMITED

**STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES
FOR THE YEAR ENDED 31 AUGUST 2012**

	Notes	2012 £	2011 £
Profit/(loss) for the financial year		124,888	(39,752)
Unrealised surplus/(deficit) on revaluation of properties		1,230,000	(70,000)
Total recognised gains and losses relating to the year		<u>1,354,888</u>	<u>(109,752)</u>

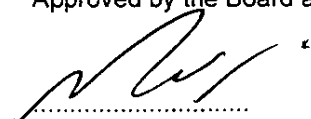
PRINCES STREET INVESTMENTS LIMITED

BALANCE SHEET

AS AT 31 AUGUST 2012

	Notes	2012 £	£	2011 £	£
Fixed assets					
Investment properties	5	25,090,000		23,860,000	
Current assets					
Debtors	6	195,330		32,699	
Cash at bank		254,028		55,906	
		<u>449,358</u>		<u>88,605</u>	
Creditors: amounts falling due within one year	7	<u>(1,147,725)</u>		<u>(24,579,903)</u>	
Net current liabilities			(698,367)		(24,491,298)
Total assets less current liabilities			24,391,633		(631,298)
Creditors: amounts falling due after more than one year	8		<u>(25,727,118)</u>		<u>(2,059,075)</u>
			<u>(1,335,485)</u>		<u>(2,690,373)</u>
Capital and reserves					
Called up share capital	9		1		1
Investment revaluation reserve	10		(614,283)		(1,844,283)
Profit and loss account	10		(721,203)		(846,091)
Shareholders' funds	11		<u>(1,335,485)</u>		<u>(2,690,373)</u>

Approved by the Board and authorised for issue on 12 April 2013


A. Rowell
Director

Company Registration No. SC274858

PRINCES STREET INVESTMENTS LIMITED

CASH FLOW STATEMENT

FOR THE YEAR ENDED 31 AUGUST 2012

	£	2012 £	£	2011 £
Net cash inflow from operating activities		1,598,167		1,547,767
Returns on investments and servicing of finance				
Interest paid	(1,267,336)		(1,769,734)	
Net cash outflow for returns on investments and servicing of finance		(1,267,336)		(1,769,734)
Net cash outflow before management of liquid resources and financing		330,831		(221,967)
Financing				
New long term bank loan (net of expenses)	11,447,291		-	
New Debenture	12,230,000		-	
Repayment of debenture	(24,000,000)		-	
Repayment of long term bank loan	(180,000)		-	
Drawdown of other long term loans	370,000		-	
Net cash outflow from financing		(132,709)		-
Increase / (Decrease) in cash in the year		198,122		(221,967)

PRINCES STREET INVESTMENTS LIMITED

NOTES TO THE CASH FLOW STATEMENT FOR THE YEAR ENDED 31 AUGUST 2012

1 Reconciliation of operating profit to net cash inflow from operating activities	2012	2011
	£	£
Operating profit	1,599,654	1,669,817
Increase in debtors	(162,631)	(1,243)
Increase/(decrease) in creditors within one year	161,144	(73,927)
Net cash inflow from operating activities	1,598,167	1,594,647

2 Analysis of net debt	1 September 2011	Cash flow	Other non-cash changes	31 August 2012
	£	£	£	£
Net cash:				
Cash at bank and in hand	55,906	198,122	-	254,028
Bank deposits	-	-	-	-
Debt:				
Debts falling due within one year	(24,000,000)	11,621,446	12,230,000	(148,554)
Debts falling due after one year	(2,059,075)	(11,488,737)	(12,179,306)	(25,727,118)
	(26,059,075)	132,709	50,694	(25,875,672)
Net debt	(26,003,169)	330,831	50,694	(25,621,644)

3 Reconciliation of net cash flow to movement in net debt	2012	2011
	£	£
Increase/(decrease) in cash in the year	198,122	(221,967)
Cash outflow from decrease in debt	183,403	107,045
Movement in net debt in the year	381,525	(114,922)
Opening net debt	(26,003,169)	(25,888,247)
Closing net debt	(25,621,644)	(26,003,169)

PRINCES STREET INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2012

1 Accounting policies

1.1 Accounting convention

The financial statements are prepared under the historical cost convention modified to include the revaluation of the investment properties.

1.2 Going concern

At 31 August 2012 the company had net liabilities amounting to £1,335,485 and net current liabilities amounting to £698,367.

The financial statements have been prepared on a going concern basis which is considered appropriate due to the continuing financial support of its parent company Redefine International P.L.C., which has undertaken to support the company for at least one year from the date of approval of the company's accounts for the year ended 31 August 2012.

1.3 Compliance with accounting standards

The financial statements are prepared in accordance with applicable United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), which have been applied consistently.

1.4 Turnover

Turnover represents rent receivable, excluding value added tax and arises solely in the United Kingdom.

1.5 Tangible fixed assets and depreciation

Tangible fixed assets include investment properties professionally valued by Chartered Surveyors and the directors on an open market value basis.

Although this accounting policy is in accordance with the applicable accounting standard, SSAP 19, Accounting for investment properties, it is a departure from the general requirement of the Companies Act 2006 for all tangible assets to be depreciated. In the opinion of the directors compliance with the standard is necessary for the financial statements to give a true and fair view.

Any aggregate surplus or deficit arising on revaluation is transferred to the investment revaluation reserve. Deficit on individual investment properties that are expected to be permanent are charged to the profit and loss account.

1.6 Leasing

Rentals payable under operating leases are charged against income on a straight line basis over the lease term.

1.7 Deferred taxation

Deferred taxation is provided in full in respect of taxation deferred by timing differences between the treatment of certain items for taxation and accounting purposes. A deferred tax asset is only recognised when it is more likely than not that the asset will be recoverable in the foreseeable future out of suitable taxable profits. Deferred tax balances are not discounted.

PRINCES STREET INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 AUGUST 2012

2	Operating profit	2012	2011
		£	£
	Operating profit is stated after charging:		
	Operating lease rentals	17,250	18,688
	Auditors remuneration for - Audit	5,750	6,500
	Directors remuneration	-	-
		<u> </u>	<u> </u>
3	Interest payable	2012	2011
		£	£
	On bank loan	535,351	-
	On debenture loan	939,415	1,709,569
		<u> </u>	<u> </u>
		1,474,766	1,709,569
		<u> </u>	<u> </u>
4	Taxation	2012	2011
		£	£
	Current tax charge	-	-
		<u> </u>	<u> </u>
	Factors affecting the tax charge for the year		
	Profit/(loss) on ordinary activities before taxation	124,888	(39,752)
		<u> </u>	<u> </u>
	Profit/(loss) on ordinary activities before taxation multiplied by standard rate of UK corporation tax of 24.00% (2011 - 26.00%)	29,973	(10,336)
		<u> </u>	<u> </u>
	Effects of:		
	Tax losses	(29,973)	10,336
		<u> </u>	<u> </u>
		(29,973)	10,336
		<u> </u>	<u> </u>
	Current tax charge	-	-
		<u> </u>	<u> </u>

The company has estimated losses of £ 237,000 (2011 - £ 610,000) available for carry forward against future trading profits.

PRINCES STREET INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 AUGUST 2012

5 Fixed asset investment properties

	£
At 1 September 2011	23,860,000
Revaluation	1,230,000
	<u>25,090,000</u>
At 31 August 2012	<u>25,090,000</u>

Investment properties were valued by DTZ Debenham Tie Leung Limited, an International Property Advisor as at 31 August 2012 on an open market value basis. No depreciation is provided in respect of these properties.

The comparable historic cost amounted to £25,704,283.

6 Debtors

	2012 £	2011 £
Amounts owed by parent company	168,067	-
Other debtors	27,263	32,699
	<u>195,330</u>	<u>32,699</u>

7 Creditors: amounts falling due within one year

	2012 £	2011 £
Debenture	-	24,000,000
Bank loan	148,554	-
Trade creditors	225	18,921
Amounts owed to parent undertakings	146,112	-
Accruals and deferred income	852,834	560,982
	<u>1,147,725</u>	<u>24,579,903</u>

PRINCES STREET INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 AUGUST 2012

8 Creditors: amounts falling due after more than one year	2012 £	2011 £
Debenture	12,230,000	-
Bank loan	11,068,043	-
Amount owed to Ciref Malthurst Limited	2,429,075	2,059,075
	<u>25,727,118</u>	<u>2,059,075</u>

The Debenture is secured by way of a fixed & floating charge over the assets of the company and bears interest at 7.1%, it is due for repayment on 30 September 2016.

The Bank loan is secured by way of a fixed & floating charge over the assets of the company and bears a composite interest rate of approximately 4.19%. The loan has been fixed using a swap. The loan is repayable at a rate of £240,000 per year and terminates in September 2016.

The amount owed to Ciref Malthurst Limited which is secured is repayable in 2014. There is no interest payable on this loan.

9 Share capital	2012 £	2011 £
Allotted, called up and fully paid		
1 Ordinary Share of £1	<u>1</u>	<u>1</u>

10 Statement of movements on reserves	Investment revaluation reserve £	Profit and loss account £
Balance at 1 September 2011	(1,844,283)	(846,091)
Profit for the financial year	-	124,888
Revaluation during the year	1,230,000	-
Balance at 31 August 2012	<u>(614,283)</u>	<u>(721,203)</u>

PRINCES STREET INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 AUGUST 2012

11 Reconciliation of movements in shareholders' funds	2012 £	2011 £
Profit/(Loss) for the financial year	124,888	(39,752)
Other recognised gains and losses	1,230,000	(70,000)
Net addition to/(depletion in) shareholders' funds	1,354,888	(109,752)
Opening shareholders' funds	(2,690,373)	(2,580,621)
Closing shareholders' funds	(1,335,485)	(2,690,373)

12 Financial commitments

At 31 August 2012 the company was committed to making the following payments under non-cancellable operating leases in the year to 31 August 2013:

	Land and buildings	
	2012 £	2011 £
Operating leases which expire: In over five years	17,250	17,250

13 Employees

Number of employees

There were no employees during the year apart from the directors.

14 Control

Ciref Malthurst Limited, a company registered in the British Virgin Islands is the company's immediate parent.

The largest group in which the results of the company are consolidated is headed by Redefine Properties Limited, which is incorporated in South Africa. The smallest group in which the results of the company are consolidated is headed by Redefine International P.L.C.

The consolidated financial statements of Redefine Properties Limited are available to the public and may be obtained from its offices Redefine Place, 2 Arnold Road, Rosebank 2196, Johannesburg, South Africa.

PRINCES STREET INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 AUGUST 2012

15 Related party relationships and transactions

During the year management fees of £127,676 (2011 - £nil) were charged by Redefine International Property Management Limited a sister subsidiary of the ultimate holding company. As at year end £127,676 (2011 - £nil) was owed to Redefine International Property Management Limited. During the year management fees of £nil (2011 - £25,500) were charged by Redefine International P.L.C. an intermediate holding company. As at year end £18,500 (2011 - £nil) was owed to Redefine International P.L.C. As at year end £168,067 (2011 - £nil) was owed by Ciref Malthurst Limited the company's parent.