

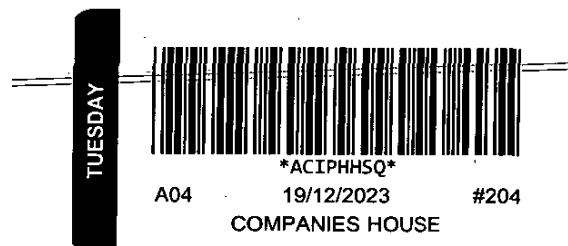
Registered number: 03768311

**HAMMERSON MGLP LIMITED**

**UNAUDITED**

**DIRECTORS' REPORT AND FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 31 DECEMBER 2022**



## **HAMMERSON MGLP LIMITED**

### **COMPANY INFORMATION**

<b>Directors</b>	Harry Alexander Badham Himanshu Haridas Raja Richard Geoffrey Shaw
<b>Company secretary</b>	Hammerson Company Secretarial Limited
<b>Registered number</b>	03768311
<b>Registered office</b>	Marble Arch House 66 <i>Seymour Street</i> London W1H 5BX

## **HAMMERSON MGLP LIMITED**

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## **HAMMERSON MGLP LIMITED**

### **DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2022**

The Directors present their report and the financial statements for the year ended 31 December 2022.

#### **Principal activity**

The principal activity of the Company is to act as an investment holding company in the United Kingdom.

The Company has a 33.18% interest in The Martineau Galleries Limited Partnership (the "Partnership"). The Partnership holds for investment the Martineau Galleries Shopping Centre in Birmingham. The Directors do not anticipate any significant change in the Company's or the Partnership's principal activity in the foreseeable future.

#### **Directors**

The Directors who served during the year were:

Harry Alexander Badham  
Paul Justin Denby (resigned 28 April 2023)  
Himanshu Haridas Raja  
Richard Geoffrey Shaw

#### **Going concern**

The Directors have considered the use of the going concern basis in the preparation of the financial statements in light of the net current liability position on the balance sheet as at 31 December 2022 and concluded that it was appropriate. More information is provided in note 2.4 to the financial statements.

#### **Qualifying third party indemnity provisions**

The Company's ultimate parent company, Hammerson plc, has made qualifying third party indemnity provisions for the benefit of the Company's Directors which were in place throughout the year and which remain in place at the date of this report.

#### **Small companies note**

In preparing this report, the Directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

This report was approved by the board and signed on its behalf.



Richard Geoffrey Shaw  
Director

Date: 15 December 2023

# HAMMERSON MGLP LIMITED

## STATEMENT OF COMPREHENSIVE LOSS FOR THE YEAR ENDED 31 DECEMBER 2022

	Note	2022 £000	2021 £000
Increase in impairment provision on investments		(1,644)	(669)
<b>Operating loss</b>		<u>(1,644)</u>	<u>(669)</u>
<b>Loss before tax</b>		<u>(1,644)</u>	<u>(669)</u>
Tax on loss		-	-
<b>Loss for the financial year</b>		<u><u>(1,644)</u></u>	<u><u>(669)</u></u>

The notes on pages 5 to 9 form part of these financial statements.

**HAMMERSON MGLP LIMITED**  
**REGISTERED NUMBER: 03768311**

**BALANCE SHEET**  
**AS AT 31 DECEMBER 2022**

		2022 £000	2021 £000
<b>Fixed assets</b>			
Investments		26,259	27,903
		<u>26,259</u>	<u>27,903</u>
<b>Current liabilities</b>			
Payables - due within one year	7	(17,085)	(17,085)
		<u>(17,085)</u>	<u>(17,085)</u>
<b>Net current liabilities</b>			
		<u>(17,085)</u>	<u>(17,085)</u>
<b>Total assets less current liabilities</b>		<u>9,174</u>	<u>10,818</u>
<b>Net assets</b>		<u>9,174</u>	<u>10,818</u>
<b>Capital and reserves</b>			
Called up share capital	8	12,000	12,000
Accumulated losses	9	(2,826)	(1,182)
		<u>9,174</u>	<u>10,818</u>

The members have not required the Company to obtain an audit for the year in question in accordance with section 476 of the Companies Act 2006.

The Company was entitled to exemption from audit under section 477 of the Companies Act 2006.

The Directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of financial statements.

The Company's financial statements have been prepared in accordance with the provisions applicable to entities subject to the small companies regime.

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:



**Richard Geoffrey Shaw**  
Director

Date: 15 December 2023

The notes on pages 5 to 9 form part of these financial statements.

# HAMMERSON MGLP LIMITED

## STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2022

	Called up share capital £000	Accumulate d losses £000	Total equity £000
<b>At 1 January 2021</b>	12,000	(513)	11,487
<b>Comprehensive loss for the year</b>			
Loss for the year	-	(669)	(669)
<b>At 1 January 2022</b>	12,000	(1,182)	10,818
<b>Comprehensive loss for the year</b>			
Loss for the year	-	(1,644)	(1,644)
<b>At 31 December 2022</b>	12,000	(2,826)	9,174

The notes on pages 5 to 9 form part of these financial statements.

## HAMMERSON MGLP LIMITED

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

#### 1. General information

Hammerson MGLP Limited is a private company limited by shares, domiciled and incorporated in England and Wales under the Companies Act. The nature of the Company's operations and its principal activities are set out in the Directors' Report. The address of the registered office is Marble Arch House, 66 Seymour Street, London, England, W1H 5RX

#### 2. Accounting policies

##### 2.1 Basis of preparation of financial statements

*The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' and the Companies Act 2006.*

The preparation of financial statements in compliance with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the Company's accounting policies (see note 3).

The presentational and functional currency of these financial statements is GBP. Values are rounded to the nearest thousand.

The following principal accounting policies have been applied:

##### 2.2 Financial Reporting Standard 101 - reduced disclosure exemptions

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

- the requirements of IFRS 7 Financial Instruments: Disclosures
- the requirements of paragraphs 91-99 of IFRS 13 Fair Value Measurement
- the requirement in paragraph 38 of IAS 1 'Presentation of Financial Statements' to present comparative information in respect of:
  - paragraph 79(a)(iv) of IAS 1;
  - paragraphs 76 and 79(d) of IAS 40 Investment Property; and
- the requirements of paragraphs 10(d), 10(f), 16, 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D, 111 and 134-136 of IAS 1 Presentation of Financial Statements
- the requirements of IAS 7 Statement of Cash Flows
- the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors
- the requirements of paragraph 17 and 18A of IAS 24 Related Party Disclosures
- the requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member
- the requirements of paragraphs 130(f)(ii), 130(f)(iii), 134(d)-134(f) and 135(c)-135(e) of IAS 36 Impairment of Assets.

*This information is included in the consolidated financial statements of Hammerson PLC as at 31 December 2022 and these financial statements may be obtained from Marble Arch House, 66 Seymour Street, London, England, W1H 5BX..*

The above disclosure exemptions have been adopted because equivalent disclosures are included in the consolidated financial statements of Hammerson plc into which the Company is consolidated. The financial statements of Hammerson plc are publicly available and can be obtain as described in note 10.



## HAMMERSON MGLP LIMITED

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

#### 2. Accounting policies (continued)

##### 2.3 Impact of new international reporting standards, amendments and interpretations

There are no amendments to accounting standards or IFRIC interpretations that are effective for the year ended 31 December 2022 that have had a material impact on the Company.

##### 2.4 Going concern

The Company has net current liabilities as at 31 December 2022 and is reliant on the support of its ultimate parent company, Hammerson plc, to be able to meet its liabilities as they fall due. These liabilities relate primarily to amounts due to the ultimate parent company and other group undertakings. The Directors consider that the Company is an integral part of Hammerson plc's structure and strategy and this is evidenced by a letter of support from Hammerson plc, which states its intent to provide the necessary financial support to ensure that the Company is a going concern for at least 12 months from the date of signing of these financial statements.

After making enquiries and taking account of the factors noted above, the Directors have a reasonable expectation that the Company will have access to adequate resources to continue in existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

##### 2.5 Valuation of investments

Investments are stated at cost less provision for impairment. Decreases or increases in the impairment provision occur when the carrying value of the asset increases or decreases respectively as a result of revaluation gains or losses.

##### 2.6 Financial instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are initially measured at transaction price (including transaction costs). Financial assets are subsequently carried at amortised cost using the effective interest method, less loss allowance. Financial liabilities, including intercompany loans are subsequently carried at amortised cost using the effective interest method.

Financial assets and liabilities are only offset in the Balance Sheet when, and only when there exists a legally enforceable right to set off the recognised amounts and the Company intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Financial assets are derecognised when and only when a) the contractual rights to the cash flows from the financial asset expire or are settled, b) the Company transfers to another party substantially all of the risks and rewards of ownership of the financial asset, or c) the Company, has transferred control of the asset to another party. Financial liabilities are derecognised only when the obligation specified in the contract is discharged, cancelled or expires.

## HAMMERSON MGLP LIMITED

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

#### 3. Judgements in applying accounting policies and key sources of estimation uncertainty

In the application of the Company's accounting policies, the Directors are required to make judgements, estimates and assumptions about the carrying value of assets and liabilities. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from those estimates. Estimates and the underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both the current and future periods.

The Company's critical judgement and area of estimation uncertainty is in respect of the valuation of investments. The Company's investments include its investment in The Martineau Galleries Limited Partnership (the "Partnership"), which is carried in the Balance Sheet at historical cost less provision for impairment, which is assessed by the Directors based upon the net assets of the Partnership in which the Company invests.

This approach involves applying capitalisation yields to estimated future rental income streams reflecting contracted income reverting to ERV with appropriate adjustments for income voids arising from vacancies, lease expiries or rent-free periods. These capitalisation yields and future income streams are derived from comparable property and leasing transactions and are considered to be key inputs to the valuations. Where comparable evidence of yield movement is lacking, valuers are reliant on sentiment or the movement of less comparable assets.

In addition, a significant judgement necessary in the preparation of these financial statements was the appropriateness of the going concern basis of preparation, further information on which is provided in note 2.4.

#### 4. Employees

The Company had no employees other than the Directors during the current or prior year.

The Directors did not receive any remuneration for their services from the Company in the year (2021: £Nil), having been paid by other group undertakings. It is deemed impractical to allocate their remuneration between group undertakings for the purpose of this disclosure. In addition there were no payments to key management personnel in either the current or preceding financial year.

#### 5. Taxation

The Company's ultimate parent company, Hammerson plc is taxed as a UK Real Estate Investment Trust ("UK REIT"), and as a consequence, group companies are exempted from UK corporation tax on the profits of a UK property rental business and on the gains on UK investment properties (including profits and gains from such activities conducted via a partnership).

Group companies remain subject to UK corporation tax on items other than UK property rental profits and gains on UK investment properties, but, as the Group has surplus tax losses, the Group's policy is for these taxable profits and losses to be fully offset by group relief surrendered without payment, so that individual subsidiaries do not bear tax.

The Company's share of the taxable interest income of The Martineau Galleries Limited Partnership was £Nil (2021: £Nil). Consequently the Company had no tax charge this year and any future profits would be expected to be offset by group relief which is expected to continue for the foreseeable future.

# HAMMERSON MGLP LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

### 6. Investments

	2022 £000	2021 £000
<b>Cost</b>		
At 1 January	36,450	36,450
<b>At 31 December</b>	<b>36,450</b>	<b>36,450</b>
<b>Impairment</b>		
At 1 January	(8,547)	(7,878)
Movement in impairment provision	(1,644)	(669)
<b>At 31 December</b>	<b>(10,191)</b>	<b>(8,547)</b>
<b>Carrying value</b>		
At 1 January	27,903	28,572
<b>At 31 December</b>	<b>26,259</b>	<b>27,903</b>

The Company has a 33.18% (2021: 33.18%) interest in The Martineau Galleries Limited Partnership (the "Partnership") that owns and manages a portfolio of properties in Birmingham. The remaining interests in the Partnership are held by fellow subsidiaries of Hammerson plc. The registered office of the Partnership is Marble Arch House, 66 Seymour Street, London, England, W1H 5BX.

### 7. Payables - due within one year

	2022 £000	2021 £000
Amounts owed to ultimate parent company	5,101	5,101
Amounts owed to The Martineau Galleries Limited Partnership	11,984	11,984
	<b>17,085</b>	<b>17,085</b>

All amounts owed are unsecured and repayable on demand. Amounts owed to the ultimate parent company were interest bearing at variable rates based on LIBOR. With effect from 1 January 2021 the amounts owed were non-interest bearing. Amounts owed to The Martineau Galleries Limited Partnership are non-interest bearing.

# HAMMERSON MGLP LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

### 8. Called up share capital

	2022 £000	2021 £000
<b>Authorised</b>		
25,000,000 (2021: 25,000,000) Ordinary shares of £1.00 each	<u>25,000</u>	<u>25,000</u>
<b>Allotted, called up and fully paid</b>		
12,000,000 (2021: 12,000,000) Ordinary shares of £1.00 each	<u>12,000</u>	<u>12,000</u>

### 9. Reserves

The following describes the nature and purpose of each reserve within equity:

#### Accumulated losses

This reserve represents cumulative profits and losses less any dividends paid.

### 10. Ultimate controlling party

At the end of the current and preceding year, the Company's ultimate parent company and controlling party was Hammerson plc, which is registered in England and Wales and is the largest and smallest group to consolidate these financial statements. At the end of the current and preceding year, the Company's immediate parent company was Hammerson UK Properties Limited, which is registered in England and Wales.

The consolidated financial statements of the ultimate parent company, Hammerson plc, are available from that company's registered office, Marble Arch House, 66 Seymour Street, London, England, W1H 5BX.