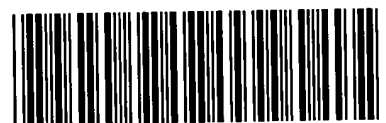


Company Number: 4170271

**HAMMERSON (KINGSTON) LIMITED**  
**ANNUAL REPORT AND FINANCIAL STATEMENTS**  
Year ended 31 December 2015

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## **HAMMERSON (KINGSTON) LIMITED**

### **REPORT OF THE DIRECTORS** **Year ended 31 December 2015**

The Directors' Report has been prepared in accordance with the provisions applicable to companies subject to the small companies' regime and consequently no Strategic Report has been prepared.

#### **1. PRINCIPAL ACTIVITIES**

The principal activity of the Company is property investment in the United Kingdom. On 14 December 2015, the Company disposed of its property. The Directors anticipate there will be residual property related activities in the foreseeable future.

#### **2. CHANGE IN ACCOUNTING FRAMEWORK**

The Company has adopted Financial Reporting Standard 101 *Reduced Disclosure Framework* ("FRS 101") for the first time this year. In previous years, the Company had applied applicable UK accounting standards. The impact of this change is described in note 17.

#### **3. RESULTS AND DIVIDENDS**

The profit for the year after tax was £22,000 (2014: loss £509,000). The Directors do not recommend the payment of a dividend for the year (2014: £nil).

#### **4. DIRECTORS**

- a) Mr. A.J. Berger-North, Mr. P.W.B. Cole and Mr. M. Plocica were Directors of the Company throughout the year.
- b) In accordance with the Articles of Association of the Company, the Directors are not required to retire by rotation.
- c) No Director has any interests in contracts entered into by the Company.

#### **5. SECRETARY**

Hammerson Company Secretarial Limited was Secretary of the Company throughout the year.

#### **6. INDEMNITY**

The Company's ultimate parent company, Hammerson plc, has put in place 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 approval of this report.

#### **7. AUDITOR**

BDO LLP shall be deemed to be re-appointed as auditor for a further term under the provisions of section 487(2) of the Companies Act 2006.

BDO LLP have indicated their willingness to continue in office.

**HAMMERSON (KINGSTON) LIMITED**

**REPORT OF THE DIRECTORS**

Year ended 31 December 2015

**8. PROVISION OF INFORMATION TO THE AUDITOR**

Each of the persons who is a Director of the Company at the date of approval of this report has confirmed that:

- (a) so far as he is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- (b) he has taken all the steps that he ought to have taken as a Director in order to make himself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of section 418(2) of the Companies Act 2006.

By order of the Board



B. Lees  
For and on behalf of  
Hammerson Company Secretarial Limited  
acting as Secretary  
Date: 18 May 2016

Registered Office:  
Kings Place, 90 York Way  
London N1 9GE  
Registered in England and Wales No. 4170271

## **HAMMERSON (KINGSTON) LIMITED**

### **DIRECTORS' RESPONSIBILITIES STATEMENT**

The Directors are responsible for preparing the annual report and 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 Financial Reporting Standard 101 *Reduced Disclosure Framework* ("FRS 101"), 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; 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.

## **HAMMERSON (KINGSTON) LIMITED**

### **INDEPENDENT AUDITOR'S REPORT TO THE SOLE MEMBER OF HAMMERSON (KINGSTON) LIMITED**

We have audited the financial statements of Hammerson (Kingston) Limited Limited for the year ended 31 December 2015, which comprise the statement of comprehensive income, the balance sheet, the statement of changes in equity and the related notes. 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), including Financial Reporting Standard 101 *Reduced Disclosure Framework*.

This report is made solely to the Company's sole member, 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 sole member 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 sole member, for our audit work, for this report, or for the opinions we have formed.

#### **Respective responsibilities of directors and auditor**

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. 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 Financial Reporting Council's (FRC's) Ethical Standards for Auditors.

#### **Scope of the audit of the financial statements**

A description of the scope of an audit of financial statements is provided on the FRC's website at [www.frc.org.uk/auditscopeukprivate](http://www.frc.org.uk/auditscopeukprivate).

#### **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 2015 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.

**HAMMERSON (KINGSTON) LIMITED**

**INDEPENDENT AUDITOR'S REPORT TO THE SOLE MEMBER OF HAMMERSON (KINGSTON) LIMITED (CONTINUED)**

**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 or in preparing the Directors' Report.



Russell Field (Senior Statutory Auditor)  
for and on behalf of BDO LLP, Statutory Auditor  
Gatwick, United Kingdom  
Date: 19 May 2016

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

**HAMMERSON (KINGSTON) LIMITED****STATEMENT OF COMPREHENSIVE INCOME**  
**For the year ended 31 December 2015**

	<b>Notes</b>	<b>2015 £'000</b>	<b>2014 £'000</b>
Gross rental income		<b>630</b>	724
Rents payable and other property outgoings		<b>(179)</b>	(208)
Net rental income		<b>451</b>	516
Administration expenses	2	<b>(86)</b>	(85)
Operating profit before loss on sale of properties and revaluation loss on properties		<b>365</b>	431
Loss on sale of properties	3	<b>(165)</b>	-
Revaluation loss on properties	6(a)	<b>-</b>	(676)
Operating profit/(loss)		<b>200</b>	(245)
Net finance costs	4	<b>(178)</b>	(264)
Profit/(Loss) on ordinary activities before and after taxation and total comprehensive income for the financial year		<b>22</b>	(509)

All amounts derive from continuing activities.

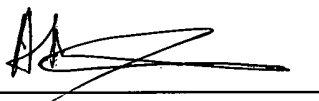
# HAMMERSON (KINGSTON) LIMITED

## BALANCE SHEET At 31 December 2015

	Notes	2015 £'000	2014 £'000
<b>Tangible fixed assets</b>			
Investment properties	6(a)	-	12,000
<b>Current assets</b>			
Receivables	7	12,265	258
Restricted monetary assets	8	-	12
Cash and deposits	9	34	19
		12,299	289
<b>Current liabilities</b>			
Payables	10	(8,593)	(8,593)
<b>Net current asset/(liabilities)</b>		3,706	(8,304)
<b>Total assets less current asset/(liabilities)</b>		3,706	3,696
<b>Non-current liabilities</b>			
Payables	11	-	(12)
<b>Net assets</b>		3,706	3,684
<b>Capital and reserves</b>			
Called up share capital	12	10,000	10,000
Accumulated deficit		(6,294)	(6,316)
<b>Shareholder's equity</b>		3,706	3,684

These financial statements were approved by the Board of Directors on 18 May 2016 and authorised for issue on 18 May 2016.

Signed on behalf of the Board of Directors



A. J. Berger-North  
Director  
Company Number: 4170271

# **HAMMERSON (KINGSTON) LIMITED**

## **STATEMENT OF CHANGES IN EQUITY** **For the year ended 31 December 2015**

	<b>Called up share capital £'000</b>	<b>Revaluation reserve £'000</b>	<b>Accumulated deficit £'000</b>	<b>Total equity £'000</b>
Balance at 1 January 2014				
- As previously stated	10,000	(7,998)	2,191	4,193
- Effect of restatement due to change in accounting framework (see note 17)	-	7,998	(7,998)	-
- As restated	10,000	-	(5,807)	4,193
Loss and other comprehensive income for the year	-	-	(509)	(509)
Balance at 31 December 2014	10,000	-	(6,316)	3,684
Profit and other comprehensive income for the year	-	-	22	22
Balance at 31 December 2015	<b>10,000</b>	<b>-</b>	<b>(6,294)</b>	<b>3,706</b>

## HAMMERSON (KINGSTON) LIMITED

### NOTES TO THE ACCOUNTS Year ended 31 December 2015

#### 1. ACCOUNTING POLICIES

The following principal accounting policies have been applied consistently throughout the current and preceding year, except as set out below.

##### a) Basis of accounting

###### *Basis of preparation*

Hammerson (Kingston) Limited is a Company incorporated in the United Kingdom under the Companies Act. The nature of the Company's operations and its principal activities are set out on page 1. The address of the registered office is given on page 2.

These financial statements were prepared in accordance with Financial Reporting Standard 101 *Reduced Disclosure Framework* ("FRS 101") as issued by the Financial Reporting Council. The prior year financial statements were prepared in accordance with previous UK GAAP and have been restated for material adjustments on adoption of FRS 101 in the current year. For more information see note 17.

The presentation currency used is sterling and amounts have been presented in round thousands ("£000s"). The financial statements have been prepared on a historical cost basis, except for the revaluation of investment properties. Historical cost is generally based on the fair value of the consideration given in exchange for the goods and services.

###### *Disclosure exemptions adopted*

In preparing these financial statements the Company has taken advantage of all disclosure exemptions conferred by FRS 101. Therefore these financial statements do not include:

- certain comparative information as otherwise required by EU endorsed IFRS;
- a statement of cash flows;
- certain disclosures regarding the Company's capital;
- certain disclosures in relation to financial instruments held by the Company;
- the effect of future accounting standards not yet adopted; and
- disclosure of related party transactions with wholly owned members of the group headed by the ultimate parent company, Hammerson plc.

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 can be obtained as described in note 16.

## **HAMMERSON (KINGSTON) LIMITED**

### **NOTES TO THE ACCOUNTS** **Year ended 31 December 2015**

#### **1. ACCOUNTING POLICIES (continued)**

##### **b) Going concern**

The financial position of the Company is as set out in the Balance Sheet. The Directors have reviewed the current and projected financial position of the Company, making reasonable assumptions about the future trading performance. After making enquiries, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

##### **c) Net rental income**

Rental income from investment property leased out under an operating lease is recognised in the statement of comprehensive income on a straight-line basis over the lease term. Contingent rents, such as turnover rents, rent reviews and indexation are recorded as income in the periods in which they are earned. Rent reviews are recognised when such reviews have been agreed with tenants.

Lease incentives and costs associated with entering into tenant leases are added to the costs of property and are amortised over the lease term or, if the probability that the break option will be exercised is considered high, over the period to the first break option.

Property operating expenses are expensed as incurred and any property operating expenditure not recovered from tenants through service charges is charged to the statement of comprehensive income.

##### **d) Investment properties**

The Company applies the fair value accounting model to investment properties, being market value determined by professionally qualified external valuers. Changes in fair value are recognised in profit or loss. All costs directly associated with the purchase and construction of a property are capitalised.

##### **e) Loss on sale of properties**

Loss on sale of properties are taken into account on completion of contract, and are calculated by reference to the carrying value at the end of the previous year, adjusted for subsequent capital expenditure and selling expenses.

## HAMMERSON (KINGSTON) LIMITED

### NOTES TO THE ACCOUNTS Year ended 31 December 2015

#### 1. ACCOUNTING POLICIES (continued)

##### f) Critical accounting policies and estimation uncertainties

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 property valuations. The Company's investment property, which is carried in the balance sheet at fair value, is valued six-monthly by professionally qualified external valuers and the Directors must ensure that they are satisfied that the valuation of the Company's property is appropriate for the accounts. Investment properties, excluding properties held for development, are valued by adopting the 'investment method' of valuation. This approach involves applying market-derived capitalisation yields to current and market-derived future income streams with appropriate adjustments for income voids arising from vacancies 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 in the valuation. Other factors that are taken into account in the valuations include the tenure of the property, tenancy details and ground and structural conditions.

In the case of on-site developments, the approach applied is the 'residual method' of valuation, which is the investment method of valuation as described above with a deduction for all costs necessary to complete the development, together with a further allowance for remaining risk, developers' profit and purchasers' costs. Properties held for future development are generally valued by adopting the higher of the residual method of valuation allowing for all associated risks, or the investment method of valuation for the existing assets.

#### 2. ADMINISTRATION EXPENSES

	2015 £'000	2014 £'000
Management fee payable to fellow group company	<u>86</u>	<u>85</u>

The average number of employees during the year, excluding Directors, was nil (2014: nil).

The Directors did not receive any remuneration for services to the Company in either the current or preceding financial year.

Another group company has paid the auditor's fees for the audit of the Company's annual accounts in both the current and preceding financial year. Fees for the audit of the Company were £2,750 (2014: £2,750).

## HAMMERSON (KINGSTON) LIMITED

### NOTES TO THE ACCOUNTS Year ended 31 December 2015

#### 3. LOSS ON SALE OF PROPERTIES

	2015 £'000	2014 £'000
Gross proceeds on sale	12,000	-
Carry value of properties sold	<u>(12,000)</u>	<u>-</u>
Surplus over carrying value	-	-
Selling expenses	<u>(165)</u>	<u>-</u>
Loss on sale of properties	<u>(165)</u>	<u>-</u>

#### 4. NET FINANCE COSTS

	2015 £'000	2014 £'000
Interest payable to ultimate parent company	<u>178</u>	<u>264</u>

#### 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.

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 therefore had no tax charge for the year, and this is expected to continue for the foreseeable future. The profits covered by group relief for the year ended 31 December 2015 are £nil (2014: £nil).

## HAMMERSON (KINGSTON) LIMITED

### NOTES TO THE ACCOUNTS Year ended 31 December 2015

#### 6. INVESTMENT PROPERTIES

- (a) The movements in the year on properties were:

	2015 £'000	2014 £'000
<b>Long leasehold</b>		
At 1 January	12,000	12,600
Additions at cost	-	76
Disposal	(12,000)	-
Deficit arising on revaluation	-	(676)
At 31 December	-	12,000

- (b) The Company disposed of its properties interests on the 14 December 2015. See note 3.
- (c) The historical cost of investment properties at 31 December 2015 was £nil (2014: £20,674,000).

#### 7. RECEIVABLES

	2015 £'000	2014 £'000
Trade receivables	-	46
Amounts owed by immediate parent company	12,200	98
Other receivables and prepayments	65	114
	<b>12,265</b>	<b>258</b>

All amounts shown under receivables fall due for payment within one year. Amounts owed by the immediate parent company are non-interest bearing.

#### 8. RESTRICTED MONETARY ASSETS

	2015 £'000	2014 £'000
Cash held on behalf of third parties	-	12

The Company's managing agent holds cash on behalf of its tenants to meet future service charge costs and related expenditure, which therefore has restricted use. The balance of £12,000 held at 31 December 2014 had previously been included within trade receivables and has been reclassified to restricted monetary assets in the current year.

## HAMMERSON (KINGSTON) LIMITED

### NOTES TO THE ACCOUNTS Year ended 31 December 2015

#### 9. CASH AND DEPOSITS

	2015 £'000	2014 £'000
Cash at bank	<u>34</u>	<u>19</u>

The Company's managing agent holds cash on behalf of the Company which is not restricted and is available to the Company and therefore has been included in cash and deposits. The balance of £19,000 held at 31 December 2014 had previously been included within trade receivables and has been reclassified to cash and deposits in the current year.

#### 10. PAYABLES: CURRENT LIABILITIES

	2015 £'000	2014 £'000
Trade payables	18	-
Accruals	93	10
Deferred income	-	26
Amounts owed to ultimate parent company	8,373	8,494
Amounts owed to fellow subsidiary undertakings	93	42
Other payables	<u>16</u>	<u>21</u>
	<u>8,593</u>	<u>8,593</u>

Interest is charged on amounts owed to the ultimate parent company at variable rates based on LIBOR. Amounts owed to fellow subsidiary undertakings are repayable on demand and are non-interest bearing.

#### 11. PAYABLES: NON CURRENT LIABILITIES

	2015 £'000	2014 £'000
Other payables		
- More than five years	<u>-</u>	<u>12</u>

#### 12. SHARE CAPITAL

	2015 £'000	2014 £'000
<b>Authorised:</b>		
50,000,000 ordinary shares of £1 each	<u>50,000</u>	<u>50,000</u>
<b>Allotted, called up and fully paid:</b>		
10,000,000 ordinary shares of £1 each	<u>10,000</u>	<u>10,000</u>

## HAMMERSON (KINGSTON) LIMITED

### NOTES TO THE ACCOUNTS Year ended 31 December 2015

#### 13. RESERVES

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

<u>Reserve</u>	<u>Description and purpose</u>
Share capital	Nominal value of share capital subscribed for
Accumulated deficit	The cumulative profits and losses recognised in retained earnings

#### 14. THE COMPANY AS LESSOR – OPERATING LEASE RECEIPTS

At the balance sheet date, the Company had contracted with tenants for the future minimum lease receipts as shown in the table below. The data is for the period to the first tenant break option.

	<b>2015</b> <b>£'000</b>	<b>2014</b> <b>£'000</b>
Within one year	-	438
From one to two years	-	352
From two to five years	-	427
	<hr/>	<hr/>
	-	1,217

#### 15. ADVANCES, CREDIT AND GUARANTEES

The Company did not grant any credits, advances or guarantees of any kind to the Directors during the year.

#### 16. ULTIMATE PARENT COMPANY AND CONTROLLING PARTY

At 31 December 2015, the Company's ultimate parent company was Hammerson plc, which is registered in England and Wales and is the largest and smallest group to consolidate these financial statements. At 31 December 2015, the Company's immediate parent company was Hammerson UK Properties plc.

The consolidated financial statements of the ultimate parent company, Hammerson plc, are available from that company's registered office, Kings Place, 90 York Way, London N1 9GE.

## HAMMERSON (KINGSTON) LIMITED

### NOTES TO THE ACCOUNTS Year ended 31 December 2015

#### 17. EXPLANATION OF TRANSITION TO FRS 101

This is the first year that the Company has presented its financial statements under Financial Reporting Standard 101 ("FRS 101") issued by the Financial Reporting Council. The following disclosures are required in the year of transition. The last financial statements under a previous GAAP (UK GAAP) were for the year ended 31 December 2014 and the date of transition to FRS 101 was therefore 1 January 2014.

##### **Reconciliation of equity**

In preparing the financial statements for the year ended 31 December 2014, the Company reflected investment property at market value in accordance with applicable UK accounting standards. Changes in market value (unless presenting a permanent diminution in value) were reflected in the statement of recognised gains and losses and accumulated in the revaluation reserve.

In accordance with FRS 101 (by virtue of IAS 40 Investment Property) investment property is included in the balance sheet at fair value with changes in fair value being reflected in profit or loss.

There has been no movement in total equity due to the change in accounting framework from UK GAAP to FRS 101. Movements within equity are detailed within the statement of changes in equity on page 8. There has been no further effect on the balance sheet as a result of the change in accounting framework.

The effect on the Company's profit for the year is shown below:

##### Reconciliation of loss for the year ended 31 December 2014

	2014 £'000
As previously reported in accordance with UK GAAP	167
Revaluation loss on properties	<u>(676)</u>
As reported in accordance with FRS 101	<u>(509)</u>