

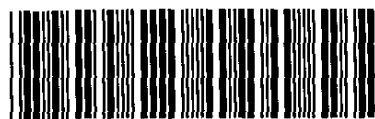
Registration number: 02740378

British Land Offices (Non-City) Limited

Annual Report and Unaudited Financial Statements

for the Year Ended 31 March 2019

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British Land Offices (Non-City) Limited

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British Land Offices (Non-City) Limited

Strategic Report for the Year Ended 31 March 2019

The directors present their Strategic Report for the year ended 31 March 2019

Business review and principal activities

British Land Offices (Non-City) Limited ("the company") is a wholly owned subsidiary of The British Land Company PLC and operates as a constituent of The British Land Company PLC group of companies ("the group").

The company's principal activity is property investment in the United Kingdom (UK).

As shown in the company's Profit and Loss Account on page 5, the company's turnover of £510,737 has increased by £75,737 compared with turnover of £435,000 in the prior year, due to an increase in base rent receivable

Profit on ordinary activities before taxation is £576,039 compared to a profit on ordinary activities before taxation of £385,911 in the prior year.

The revaluation of investment properties in the year was a surplus of £98,883 (2018: deficit of £50,000).

Dividends of £nil (2018: £nil) were paid in the year.

The Balance Sheet on page 7 shows that the company's financial position at the year end has, in net assets terms, increased compared with the prior year.

The value of investment properties held as at 31 March 2019 has increased by 0.9% from 31 March 2018 as shown in note 8 to the company's Balance Sheet. Details of how investment properties are valued can be found in note 8 to the company's balance sheet. The movement is determined by the prevailing market conditions at the balance sheet date.

The company is a subsidiary of The British Land Company PLC. The company's strategy is the same as the group's strategy - to deliver an above average annualised total return to shareholders, which is achieved by creating attractive environments in the right places focused around the people who work, shop and live in them.

The Board of the group uses total return, to monitor the performance of the group. This is a measure of growth in total equity per share, adding back any current year dividend.

The expected future developments of the company are determined by the strategy of the group.

For more information also see The British Land Company PLC group annual report.

The performance of the group, which includes the company, is discussed in the group's annual report which does not form part of this report.

British Land Offices (Non-City) Limited

Strategic Report for the Year Ended 31 March 2019 (continued)

Principal risks and uncertainties

This company is part of a large property investment group. As such, the fundamental underlying risks for this company are those of the property group as discussed below.

The company generates returns to shareholders through long-term investment decisions requiring the evaluation of opportunities arising in the following areas:

- demand for space from occupiers against available supply;
- identification and execution of investment and development strategies which are value enhancing;
- availability of financing or refinancing at an acceptable cost;
- economic cycles, including their impact on tenant covenant quality, interest rates, inflation and property values;
- legislative changes, including planning consents and taxation;
- engagement of development contractors with strong covenants,
- key staff changes; and
- environmental and health and safety policies.

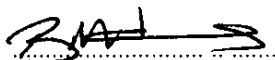
These opportunities also represent risks, the most significant being change to the value of the property portfolio. This risk has high visibility to directors and is considered and managed on a continuous basis. Directors use their knowledge and experience to knowingly accept a measured degree of market risk.

The company's preference for prime assets and their secure long term contracted rental income, primarily with upward only rent review clauses, presents lower risks than many other property portfolios.

The financial and political risks for the company are managed in accordance with the group financial risk management policy, as disclosed in the consolidated group financial statements. The general risk environment in which the group operates has heightened over the course of the year, which is largely due to the continued level of uncertainty associated with the future impact of the UK's exit from the EU, the significant deterioration in the UK retail market and weaker investment markets.

The company has no third party debt and no associated third party interest rate exposure

Approved by the Board on 11 October 2019 and signed on its behalf by:



B JAMES

British Land Company Secretarial Limited
Company secretary

British Land Offices (Non-City) Limited

Directors' Report for the Year Ended 31 March 2019

The directors present their report and the unaudited financial statements for the year ended 31 March 2019

Directors of the company

The directors, who held office during the year, and up to the date of signing the financial statements, were as follows

C J Middleton

J C McNuff

P S Macey

N M Webb

Directors' responsibilities statement

The directors acknowledge their responsibilities for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", 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 apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 101, have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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.

The directors 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.

Directors' indemnities

A number of associated companies within the group have indemnified one or more of their current directors. The indemnity arrangements are qualifying indemnity provisions under the Companies Act 2006 and are currently in force at the date of this Annual Report.

Environmental matters

Across the group, The British Land Company PLC recognises the importance of its environmental responsibilities, monitors its impact on the environment and designs and implements policies to reduce any damage that might be caused by the group's activities. The company operates in accordance with group policies. The group's full sustainability report is available online at:

www.britishland.com/sustainability/reports-and-publications/2019

Going concern

The directors consider the company to be a going concern and the financial statements are prepared on this basis. Details of this are shown in note 2 of the financial statements.

British Land Offices (Non-City) Limited

Directors' Report for the Year Ended 31 March 2019 (continued)

Subsequent Events

Details of significant events since the Balance Sheet date, if any, are contained in note 14.

Audit exemption taken for the year ended 31 March 2019

The company is exempt from the requirements of the Companies Act 2006 relating to the audit of individual accounts by virtue of Section 479A of that Act, as disclosed on pages 165-166 of The British Land Company PLC Annual Report and Accounts 2019. The ultimate holding company and controlling party is The British Land Company PLC.

Approved by the Board on 11 October 2019 and signed on its behalf by:



B James
British Land Company Secretarial Limited
Company secretary

British Land Offices (Non-City) Limited

Profit and Loss Account for the Year Ended 31 March 2019

	Note	2019 £	2018 £
Turnover	4	510,737	435,000
Cost of sales		<u>(33,263)</u>	<u>911</u>
Gross profit		477,474	435,911
Administrative expenses		<u>(318)</u>	<u>-</u>
Operating profit		<u>477,156</u>	<u>435,911</u>
Revaluation of investment properties	8	<u>98,883</u>	<u>(50,000)</u>
Profit on ordinary activities before taxation		576,039	385,911
Taxation	7	<u>-</u>	<u>-</u>
Profit for the year		<u>576,039</u>	<u>385,911</u>

Turnover and results were derived from continuing operations within the United Kingdom.

The notes on pages 9 to 15 form an integral part of these financial statements

British Land Offices (Non-City) Limited

Statement of Comprehensive Income for the Year Ended 31 March 2019

	2019 £	2018 £
Profit for the year	<u>576,039</u>	<u>385,911</u>
Total comprehensive income for the year	<u><u>576,039</u></u>	<u><u>385,911</u></u>

The notes on pages 9 to 15 form an integral part of these financial statements.

British Land Offices (Non-City) Limited

(Registration number: 02740378)

Balance Sheet as at 31 March 2019

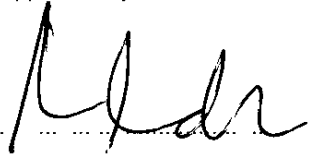
	Note	31 March 2019 £	31 March 2018 £
Fixed assets			
Investment properties	8	11,600,000	11,500,000
Current assets			
Debtors	9	144,908	-
Creditors due within one year		<u>(5,291,278)</u>	<u>(5,622,409)</u>
Net current liabilities		<u>(5,146,370)</u>	<u>(5,622,409)</u>
Net assets		<u>6,453,630</u>	<u>5,877,591</u>
Capital and reserves			
Called up share capital	11	100	100
Profit and loss account		<u>6,453,530</u>	<u>5,877,491</u>
Total shareholders' funds		<u>6,453,630</u>	<u>5,877,591</u>

For the financial year ending 31 March 2019 the company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

Directors' responsibilities:

- The members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476 of the Companies Act 2006; and
- The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

Approved by the Board on 11 October 2019 and signed on its behalf by:


C. MIDDLETON
Director

The notes on pages 9 to 15 form an integral part of these financial statements.

British Land Offices (Non-City) Limited

Statement of Changes in Equity for the Year Ended 31 March 2019

	Share capital £	Profit and loss account £	Total £
Balance at 1 April 2017	100	5,491,580	5,491,680
Profit for the year	-	385,911	385,911
Total comprehensive income for the year	-	385,911	385,911
Balance at 31 March 2018	100	5,877,491	5,877,591
Balance at 1 April 2018	100	5,877,491	5,877,591
Profit for the year	-	576,039	576,039
Total comprehensive income for the year	-	576,039	576,039
Balance at 31 March 2019	100	6,453,530	6,453,630

The notes on pages 9 to 15 form an integral part of these financial statements.

British Land Offices (Non-City) Limited

Notes to the Unaudited Financial Statements for the Year Ended 31 March 2019

1 General information

The company is a private company limited by share capital, incorporated and domiciled in England, United Kingdom.

The address of its registered office is:

York House
45 Seymour Street
London
W1H 7LX

2 Accounting policies

Summary of significant accounting policies and key accounting estimates

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Basis of preparation

These financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101").

In preparing these financial statements, the company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the EU ("Adopted IFRSs"), but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

The financial statements have been prepared under the historical cost convention, modified to include the revaluation of investments properties. Historical cost is generally based on the fair value of the consideration given in exchange for the assets.

Summary of disclosure exemptions

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

- (a) The requirements of IAS 1 to provide a Balance Sheet at the beginning of the year in the event of a prior year adjustment;
- (b) The requirements of IAS 1 to provide a Statement of Cash flows for the year;
- (c) The requirements of IAS 1 to provide a statement of compliance with IFRS;
- (d) The requirements of IAS 1 to disclose information on the management of capital;
- (e) The requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors to disclose new IFRS's that have been issued but are not yet effective;
- (f) 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,
- (g) The requirements of paragraph 17 of IAS 24 Related Party Disclosures to disclose key management personnel compensation;
- (h) The requirements of IFRS 7 to disclose financial instruments, and
- (i) The requirements of paragraphs 91-99 of IFRS 13 Fair Value Measurement to disclose information of fair value valuation techniques and inputs.

British Land Offices (Non-City) Limited

Notes to the Unaudited Financial Statements for the Year Ended 31 March 2019 (continued)

2 Accounting policies (continued)

Disclosure exemptions for subsidiaries are permitted where the relevant disclosure requirements are met in the consolidated financial statements. Where required, equivalent disclosures are given in the group financial statements of The British Land Company PLC. The group financial statements of The British Land Company PLC are available to the public and can be obtained as set out in note 15.

Adoption status of relevant new financial reporting standards and interpretations

During the year the company adopted the following standards.

IFRS 9 – Financial instruments

The new standard addresses the classification, measurement and recognition of financial assets and financial liabilities. It simplifies the existing categories of financial instruments, redefines the criteria required for hedge effectiveness and introduces an expected credit loss model requiring expected credit loss to be recognised on all financial assets held at amortised cost. Adoption of IFRS 9 has not had a material impact on the financial statements of the company. The standard was applied using the modified retrospective approach.

IFRS 15 – Revenue from contracts with customers

The new standard sets out a five-step model for the recognition of revenue and establishes principles for reporting useful information to users of financial statements about the nature, timing and uncertainty of revenues and cash flows arising from an entity's contracts with customers. The new standard does not apply to rental income which is in the scope of IAS 17, but does apply to service charge income, management and performance fees and trading property disposals. Adoption of IFRS 15 has not had a material impact on the financial statements of the company. The standard was applied using the full retrospective approach.

Apart from the changes in the standards highlighted above, no other standards, interpretations and amendments effective for the first time from 1 April 2018 have had a material effect on the financial statements.

Going concern

The directors consider that the company has adequate resources to continue trading for the foreseeable future, with no external borrowings and the ability to meet all liabilities as they fall due.

As a consequence of this the directors feel that the company is well placed to manage its business risks successfully in the current economic climate. Accordingly, they believe the going concern basis is an appropriate one.

Turnover

Rental income from investment property

Rental income is recognised on an accruals basis. A rent adjustment based on open market estimated rental value is recognised from the rent review date in relation to unsettled rent reviews. Where a rent-free period is included in a lease, the rental income foregone is allocated evenly over the period from the date of lease commencement to the earliest termination date.

Rental income from fixed and minimum guaranteed rent reviews is recognised on a straight-line basis over the shorter of the entire lease term or the period to the first break option. Where such rental income is recognised ahead of the related cash flow, an adjustment is made to ensure that the carrying value of the related property including the accrued rent does not exceed the external valuation. Initial direct costs incurred in negotiating and arranging a new lease are amortised on a straight-line basis over the period from the date of lease commencement to the earliest termination date.

Where a lease incentive payment, including surrender premia paid, does not enhance the value of a property, it is amortised on a straight-line basis over the period from the date of lease commencement to the earliest termination date. Upon receipt of a surrender premium for the early determination of a lease, the profit, net of dilapidations and non-recoverable outgoings relating to the lease concerned, is immediately reflected in income.

Service charge income is recognised on an accruals basis in line with the service being provided.

British Land Offices (Non-City) Limited

Notes to the Unaudited Financial Statements for the Year Ended 31 March 2019 (continued)

2 Accounting policies (continued)

Taxation

Current tax is based on taxable profit for the year and is calculated using tax rates that have been enacted or substantively enacted. Taxable profit differs from net profit as reported in the Profit and Loss Account because it excludes items of income or expense that are not taxable (or tax deductible).

Deferred tax is provided on items that may become taxable at a later date, on the difference between the balance sheet value and tax base value, on an undiscounted basis.

Investment properties

Investment properties are measured initially at cost, including transaction costs. Subsequently to initial recognition, investment properties are stated at fair value, which reflects market conditions at the reporting date. Any surplus or deficit arising on revaluing investment properties is recognised in the Profit and Loss Account as a fair value movement.

Where properties held for investment are appropriated to trading stock, they are transferred at market value. If properties held for trading are appropriated to investment, they are transferred at book value.

Debtors

Trade and other debtors are initially recognised at fair value and subsequently measured at amortised cost and discounted as appropriate. The Company calculates the expected credit loss for debtors based on lifetime expected credit losses under the IFRS 9 simplified approach.

Creditors

Trade and other creditors are initially recognised at fair value and subsequently measured at amortised cost and discounted as appropriate.

3 Significant accounting judgements and key sources of estimation uncertainty

The key source of estimation uncertainty relates to the valuation of the property portfolio where an external valuation is obtained. In accounting for net rental income, the group is required to judge the recoverability of any income accrued and provides against the credit risk on these amounts. The potential for management to make judgements or estimates relating to those items which would have a significant impact on the financial statements is considered, by the nature of the group's business, to be limited.

4 Turnover

The analysis of the company's turnover for the year from continuing operations is as follows:

	2019	2018
	£	£
Rental income from investment property	481,518	435,000
Other revenue	5,196	-
Service charge income	24,023	-
	510,737	435,000

5 Auditors' remuneration

No non-audit fees (2018: £nil) were paid to PricewaterhouseCoopers LLP

British Land Offices (Non-City) Limited

**Notes to the Unaudited Financial Statements for the Year Ended 31 March 2019
(continued)**

6 Staff costs

No director (2018: £nil) received any remuneration for services to the company in either year. The remuneration of the directors was borne by another company, for which no apportionment or recharges were made. The value of this service was negligible.

Average number of employees, excluding directors, of the company during the year was nil (2018: nil)

7 Tax on profit on ordinary activities

	2019 £	2018 £
Current taxation		
UK corporation tax	-	-
Tax charge in the profit and loss account	-	-
	2019 £	2018 £
Tax reconciliation		
Profit on ordinary activities before taxation	576,039	385,911
Tax on profit on ordinary activities at UK corporation tax rate of 19% (2018: 19%)	109,447	73,323
Effects of:		
REIT exempt income and gains	(81,098)	(72,367)
Capital allowances	(8,574)	(10,456)
(Increase)/decrease in fair value of property & investments	(18,788)	9,500
Group relief	(987)	-
Total tax charge	-	-

A reduction in the UK corporation tax rate from 19% to 17% (effective from 1 April 2020) was substantially enacted on 6 September 2016. This rate reduction has been reflected in the calculation of deferred tax on the Balance Sheet date, where relevant.

British Land Offices (Non-City) Limited

**Notes to the Unaudited Financial Statements for the Year Ended 31 March 2019
(continued)**

8 Investment properties

	£
Fair value	
1 April 2018	11,500,000
Additions	1,117
Revaluation	<u>98,883</u>
31 March 2019	<u><u>11,600,000</u></u>
Fair value	
1 April 2017	11,550,000
Revaluation	<u>(50,000)</u>
31 March 2018	<u><u>11,500,000</u></u>
Analysis of cost and valuation	
31 March 2019	
Cost	7,807,289
Valuation	<u>3,792,711</u>
Net book value	<u><u>11,600,000</u></u>
31 March 2018	
Cost	7,806,172
Valuation	<u>3,693,828</u>
Net book value	<u><u>11,500,000</u></u>

At 31 March 2019 the book value of freehold investment properties owned by the company was £11,600,000 (2018: £11,500,000).

Investment properties are valued by adopting the "investment method" of valuation. This approach involves applying capitalisation yields to current and estimated future rental streams net of income voids arising from vacancies or rent-free periods and associated running costs. These capitalisation yields and rental values are based on comparable property and leasing transactions in the market, using the valuers' professional judgement and market observation. Other factors taken into account in the valuations include the tenure of the property, tenancy details and ground and structural conditions.

Properties were valued to fair value at 31 March 2019 by Cushman & Wakefield LLP, external valuers, in accordance with the RICS Valuation - Professional Standards 2014, Ninth Edition, published by The Royal Institution of Chartered Surveyors.

The company leases out all of its investment properties under operating leases. The future aggregate minimum rentals receivable under non-cancellable operating leases are as follows:

British Land Offices (Non-City) Limited

**Notes to the Unaudited Financial Statements for the Year Ended 31 March 2019
(continued)**

8 Investment properties (continued)

	31 March 2019 £	31 March 2018 £
Leases less than one year	480,275	435,000
Leases between one and five years	<u>1,427,667</u>	<u>1,728,082</u>
	<u>1,907,942</u>	<u>2,163,082</u>

9 Debtors

	31 March 2019 £	31 March 2018 £
Trade debtors	144,083	-
Provision for impairment of trade debtors	(319)	-
Net trade debtors	143,764	-
Prepayments	<u>1,144</u>	<u>-</u>
	<u>144,908</u>	<u>-</u>

Debtors from related parties relate to amounts due from group companies which are repayable on demand. There is no interest charged on these balances.

10 Creditors due within one year

	31 March 2019 £	31 March 2018 £
Accrued expenses	112,978	99,366
Amounts due to related parties	5,154,541	5,500,275
Social security and other taxes	23,759	21,750
Other creditors	<u>-</u>	<u>1,018</u>
	<u>5,291,278</u>	<u>5,622,409</u>

Amounts due to related parties relate to amounts owed to group companies which are repayable on demand. Interest is charged on these balances in accordance with the group policy on intercompany loan accounts.

British Land Offices (Non-City) Limited

**Notes to the Unaudited Financial Statements for the Year Ended 31 March 2019
(continued)**

11 Share capital

Allotted, called up and fully paid shares

	No.	31 March 2019 £	No.	31 March 2018 £
Ordinary shares of £1 each	100	100	100	100

12 Capital commitments

The total amount contracted for but not provided in the financial statements was £nil (2018: £nil)

13 Contingent liabilities

The company is jointly and severally liable with the ultimate holding company and fellow subsidiaries for all monies falling due under the group VAT registration.

14 Subsequent events

There have been no significant events since the year end.

15 Parent and ultimate parent undertaking

The immediate parent company is British Land Offices (Non-City) No. 2 Limited.

The British Land Company PLC is the smallest and largest group for which group financial statements are available and which include the company. The ultimate holding company and controlling party is The British Land Company PLC. Group financial statements for this company are available on request from British Land, York House, 45 Seymour Street, London, W1H 7LX.