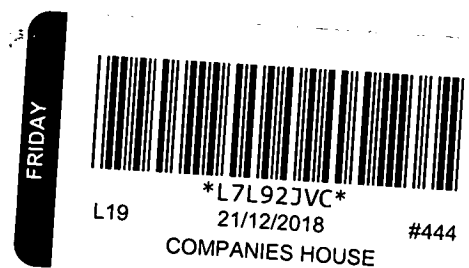


**COMPANY REGISTRATION NUMBER: 501607**

**HENRY DAVIES (HOLBORN) LIMITED**

**FINANCIAL STATEMENTS**

**31 MARCH 2018**



**COHEN ARNOLD**  
Chartered accountants & statutory auditor  
New Burlington House  
1075 Finchley Road  
London  
NW11 0PU

**HENRY DAVIES (HOLBORN) LIMITED**  
**FINANCIAL STATEMENTS**  
**YEAR ENDED 31 MARCH 2018**

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# **HENRY DAVIES (HOLBORN) LIMITED**

## **DIRECTORS' REPORT**

**YEAR ENDED 31 MARCH 2018**

The directors present their report and the financial statements of the company for the year ended 31 March 2018.

### **PRINCIPAL ACTIVITIES AND BUSINESS REVIEW**

The principal activity of the company is share investment. There has been no significant change in the nature of the company's business activities during the year under review, nor is any envisaged in the immediate future.

### **DIRECTORS**

The directors who served the company during the year were as follows:

Mr B S E Freshwater

Mr L Stempel

The Articles of Association of the company do not require the directors to retire by rotation. Neither director has a service contract with the company.

The majority of the day-to-day management of the company's operations is carried out by Highdorn Co. Limited. Mr BSE Freshwater is a director of, but has no beneficial interest in the share capital of, Highdorn Co. Limited.

### **RESULTS AND DIVIDENDS**

The results for the year are set out in the attached profit and loss account and explanatory notes. The financial position of the company at the year end is set out in the attached balance sheet and explanatory notes.

The company did not pay a dividend in the year (2017: £nil). The directors do not propose a final dividend for the year (2017: £nil).

### **DIRECTORS' RESPONSIBILITIES STATEMENT**

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 the profit or loss of the company for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

**HENRY DAVIES (HOLBORN) LIMITED**

**DIRECTORS' REPORT** *(continued)*

**YEAR ENDED 31 MARCH 2018**

**DONATIONS**

During the year the company made no charitable donation nor political contribution.

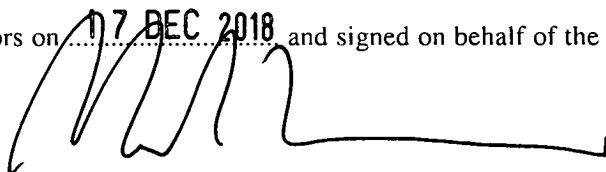
**AUDITOR**

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

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

The auditor is deemed to have been re-appointed in accordance with section 487 of the Companies Act 2006.

This report was approved by the board of directors on 17 DEC 2018 and signed on behalf of the board by:



**M R M Jenner, F.C.I.S.**  
Company Secretary

Registered office:  
Freshwater House  
158 - 162 Shaftesbury Avenue  
London  
WC2H 8HR

**HENRY DAVIES (HOLBORN) LIMITED**  
**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF HENRY DAVIES**  
**(HOLBORN) LIMITED**  
**YEAR ENDED 31 MARCH 2018**

**OPINION**

We have audited the financial statements of Henry Davies (Holborn) Limited (the 'company') for the year ended 31 March 2018 which comprise the profit and loss account and other comprehensive income, balance sheet, statement of changes in equity and the related notes, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2018 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
- have been prepared in accordance with the requirements of the Companies Act 2006.

**BASIS FOR OPINION**

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**CONCLUSIONS RELATING TO GOING CONCERN**

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

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

## **HENRY DAVIES (HOLBORN) LIMITED**

### **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF HENRY DAVIES (HOLBORN) LIMITED *(continued)***

**YEAR ENDED 31 MARCH 2018**

#### **OTHER INFORMATION**

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

#### **OPINIONS ON OTHER MATTERS PRESCRIBED BY THE COMPANIES ACT 2006**

In our opinion, based on the work undertaken in the course of the audit:

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

#### **MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION**

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the directors' report.

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 prepare the financial statements in accordance with the small companies regime and take advantage of the small companies exemption from the requirement to prepare a strategic report.

## **HENRY DAVIES (HOLBORN) LIMITED**

### **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF HENRY DAVIES (HOLBORN) LIMITED *(continued)***

**YEAR ENDED 31 MARCH 2018**

#### **RESPONSIBILITIES OF DIRECTORS**

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

#### **AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs (UK), we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

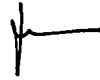
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

**HENRY DAVIES (HOLBORN) LIMITED**  
**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF HENRY DAVIES**  
**(HOLBORN) LIMITED** *(continued)*  
**YEAR ENDED 31 MARCH 2018**

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

**USE OF OUR REPORT**

This report is made solely to the company's members, as a body, in accordance with chapter 3 of part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.



JOSHUA NEUMANN (Senior Statutory Auditor)

For and on behalf of  
Cohen Arnold  
Chartered accountants & statutory auditor

New Burlington House  
1075 Finchley Road  
London  
NW11 0PU  
**17 DEC 2018**

**HENRY DAVIES (HOLBORN) LIMITED**  
**PROFIT AND LOSS ACCOUNT AND OTHER COMPREHENSIVE INCOME**  
**YEAR ENDED 31 MARCH 2018**

|                                                                            | Note     | 2018<br>£          | 2017<br>£   |
|----------------------------------------------------------------------------|----------|--------------------|-------------|
| <b>TURNOVER</b>                                                            | <b>4</b> | <b>1,895,408</b>   | 1,798,704   |
| <b>GROSS PROFIT</b>                                                        |          | <b>1,895,408</b>   | 1,798,704   |
| Administrative expenses                                                    |          | (933)              | (933)       |
| Net valuation (deficit)/gains on listed investments                        |          | <b>(8,606,701)</b> | 12,668,289  |
| <b>OPERATING (LOSS)/PROFIT</b>                                             | <b>5</b> | <b>(6,712,226)</b> | 14,466,060  |
| Interest receivable                                                        |          | <b>3,397</b>       | 4,187       |
| Interest payable                                                           | <b>7</b> | <b>—</b>           | (30)        |
| <b>(LOSS)/PROFIT BEFORE TAXATION</b>                                       |          | <b>(6,708,829)</b> | 14,470,217  |
| Tax on (loss)/profit                                                       | <b>8</b> | <b>1,530,189</b>   | (1,091,583) |
| <b>(LOSS)/PROFIT FOR THE FINANCIAL YEAR AND TOTAL COMPREHENSIVE INCOME</b> |          | <b>(5,178,640)</b> | 13,378,634  |

All the activities of the company are from continuing operations.

The notes on pages 10 to 16 form part of these financial statements.

# HENRY DAVIES (HOLBORN) LIMITED

## BALANCE SHEET

31 MARCH 2018

|                                                       | Note | 2018<br>£           | 2017<br>£           |
|-------------------------------------------------------|------|---------------------|---------------------|
| <b>FIXED ASSETS</b>                                   |      |                     |                     |
| Investments                                           | 9    | 115,851,991         | 124,458,692         |
| <b>CURRENT ASSETS</b>                                 |      |                     |                     |
| Debtors                                               | 10   | 20,694,767          | 16,343,939          |
| Cash at bank and in hand                              |      | 208,531             | 2,659,717           |
|                                                       |      | <u>20,903,298</u>   | <u>19,003,656</u>   |
| <b>CREDITORS: amounts falling due within one year</b> | 11   | <u>(5,149,202)</u>  | <u>(5,146,964)</u>  |
| <b>NET CURRENT ASSETS</b>                             |      | <u>15,754,096</u>   | <u>13,856,692</u>   |
| <b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>          |      | <u>131,606,087</u>  | <u>138,315,384</u>  |
| <b>PROVISIONS FOR LIABILITIES &amp; CHARGES</b>       | 12   | <u>(17,565,281)</u> | <u>(19,095,938)</u> |
| <b>NET ASSETS</b>                                     |      | <u>114,040,806</u>  | <u>119,219,446</u>  |
| <b>CAPITAL AND RESERVES</b>                           |      |                     |                     |
| Called up share capital                               | 14   | 100                 | 100                 |
| Other reserves                                        | 15   | 115,254             | 115,254             |
| Profit and loss account                               | 15   | 113,925,452         | 119,104,092         |
| <b>TOTAL EQUITY</b>                                   |      | <u>114,040,806</u>  | <u>119,219,446</u>  |

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime.

These financial statements were approved by the board of directors and authorised for issue on 17 DEC 2018 and are signed on behalf of the board by:

  
B S E Freshwater  
Director

Company registration number: 501607

The notes on pages 10 to 16 form part of these financial statements.

**HENRY DAVIES (HOLBORN) LIMITED**  
**STATEMENT OF CHANGES IN EQUITY**  
**YEAR ENDED 31 MARCH 2018**

|                                                    | Called up<br>share capital<br>£ | Other<br>reserves<br>£ | Profit and<br>loss account<br>£ | Total<br>£                |
|----------------------------------------------------|---------------------------------|------------------------|---------------------------------|---------------------------|
| <b>AT 1 APRIL 2016</b>                             | 100                             | 115,254                | 105,725,458                     | 105,840,812               |
| Profit for the year                                | —                               | —                      | 13,378,634                      | 13,378,634                |
| <b>TOTAL COMPREHENSIVE INCOME FOR<br/>THE YEAR</b> | —                               | —                      | 13,378,634                      | 13,378,634                |
| <b>AT 31 MARCH 2017</b>                            | 100                             | 115,254                | 119,104,092                     | <b>119,219,446</b>        |
| Loss for the year                                  | —                               | —                      | (5,178,640)                     | <b>(5,178,640)</b>        |
| <b>TOTAL COMPREHENSIVE INCOME FOR<br/>THE YEAR</b> | —                               | —                      | (5,178,640)                     | <b>(5,178,640)</b>        |
| <b>AT 31 MARCH 2018</b>                            | <u>100</u>                      | <u>115,254</u>         | <u>113,925,452</u>              | <u><b>114,040,806</b></u> |

The balance on the profit and loss account at 31 March 2018 includes £96,308,302 of unrealised profits which are not available for distribution.

**HENRY DAVIES (HOLBORN) LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**YEAR ENDED 31 MARCH 2018**

**1. GENERAL INFORMATION**

Henry Davies (Holborn) Limited (the "Company") is a company limited by shares and incorporated in the UK. The Company's Registered Office is Freshwater House, 158-162 Shaftesbury Avenue, London WC2H 8HR. The presentation currency of these financial statements is sterling.

**2. STATEMENT OF COMPLIANCE**

These financial statements have been prepared in compliance with the provisions applicable to companies subject to the small companies' regime and voluntarily adopting the disclosure requirements of FRS 102, 'The Financial Reporting Standard applicable in the UK and the Republic of Ireland'.

**3. ACCOUNTING POLICIES**

**Basis of preparation**

The financial statements have been prepared under the historical cost convention except that investments are measured at fair value.

The financial statements have been prepared in accordance with the accounting principles appropriate to a going concern, as the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future by meeting its liabilities as they fall due, based on the net current asset position of the company and available sources of finance.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

There are no judgements made by the directors in the application of these accounting policies that have significant effect on the financial statements nor any estimates with a significant risk of material adjustment in the next year.

**Disclosure exemptions**

The Company's ultimate parent undertaking, Highdorn Co. Limited, includes the Company in its consolidated financial statements. The consolidated financial statements of Highdorn Co. Limited are prepared in accordance with FRS 102 and are available to the public and may be obtained from Freshwater House, 158-162 Shaftesbury Avenue, London WC2H 8HR.

In these financial statements, the company is considered to be a qualifying entity (for the purposes of this FRS) and has applied the exemptions available under FRS 102 in respect of the following disclosures:

- Reconciliation of the number of shares outstanding from the beginning to the end of the period;
- Cash Flow Statement and related notes;
- Key Management Personnel compensation; and
- Basic and Other Financial Instruments.

**Turnover**

Turnover represents income from listed investments.

**HENRY DAVIES (HOLBORN) LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS** *(continued)*

**YEAR ENDED 31 MARCH 2018**

**3. ACCOUNTING POLICIES** *(continued)*

**Taxation**

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is expected tax payable or receivable on the taxable income or loss for the year, using rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Provision is made for consideration payable to or receivable from other group undertakings for the surrender of losses under group relief provisions.

Deferred tax is provided on timing differences which arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements. The following timing differences are not provided for: differences between accumulated depreciation and tax allowances for the cost of a fixed asset if and when all conditions for retaining the tax allowances have been met. Deferred tax is not recognised on permanent differences arising because certain types of income or expense are non-taxable or are disallowable for tax or because certain tax charges or allowances are greater or smaller than the corresponding income or expense.

Deferred tax is provided in respect of the additional tax that will be paid or avoided on differences between the amount at which an asset (other than goodwill) or liability is recognised in a business combination and the corresponding amount that can be deducted or assessed for tax.

Deferred tax is measured at the tax rate that is expected to apply to the reversal of the related difference, using tax rates enacted or substantively enacted at the balance sheet date. For listed investments that are measured at fair value, deferred tax is provided at the rate and allowances applicable to the sale of the listed investments.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

**Investments**

Listed investments are initially recorded at cost, and subsequently stated at fair value with changes in fair value being recognised in the profit and loss account.

**HENRY DAVIES (HOLBORN) LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS** *(continued)*  
**YEAR ENDED 31 MARCH 2018**

**3. ACCOUNTING POLICIES** *(continued)*

**Financial instruments**

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the entity after deducting all its financial liabilities.

**Basic financial instruments**

**Cash and cash equivalents**

Cash and cash equivalents comprise cash balances and call deposits.

**Trade and other debtors**

Trade and other debtors are recognised initially at transaction price plus attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses. If the arrangement constitutes a financing transaction, for example if payment is deferred beyond normal business terms, then it is measured at the present value of future payments discounted at a market rate for a similar debt instrument.

**Trade and other creditors**

Trade and other creditors are recognised initially at transaction price less attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method. If the arrangement constitutes a financing transaction, for example if payment is deferred beyond normal business terms, then it is measured at the present value of future payments discounted at a market rate for a similar debt instrument.

**Income and expenses**

**Interest receivable and interest payable:**

Interest income and interest payable are recognised in the profit and loss account as they accrue, using the effective interest method.

Interest receivable and similar income include interest receivable on intercompany loans.

**Related party transactions**

The company has taken advantage of the exemptions in FRS102 in order to dispense with the requirements to disclose transactions with other companies in the Highdorn Co. Limited group.

**4. TURNOVER**

Turnover arises from:

|                                | 2018             | 2017             |
|--------------------------------|------------------|------------------|
|                                | £                | £                |
| Income from listed investments | <u>1,895,408</u> | <u>1,798,704</u> |

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

**HENRY DAVIES (HOLBORN) LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS** *(continued)*  
**YEAR ENDED 31 MARCH 2018**

**5. OPERATING PROFIT**

Operating profit or loss is stated after charging:

|                                                        | <b>2018</b>       | <b>2017</b>       |
|--------------------------------------------------------|-------------------|-------------------|
|                                                        | <b>£</b>          | <b>£</b>          |
| Fees payable for the audit of the financial statements | <b><u>920</u></b> | <b><u>920</u></b> |

Amounts receivable by the company's auditor in respect of services to the company, other than the audit of the company's financial statements, have not been disclosed as the information is required instead to be disclosed on a consolidated basis in the consolidated financial statements of the company's ultimate parent undertaking, Highdorn Co. Limited.

**6. PARTICULARS OF EMPLOYEES**

No salaries or wages have been paid to employees including the directors during the year (2017: £nil).

**7. INTEREST PAYABLE**

|                                            | <b>2018</b>     | <b>2017</b>      |
|--------------------------------------------|-----------------|------------------|
|                                            | <b>£</b>        | <b>£</b>         |
| Other interest payable and similar charges | <b><u>—</u></b> | <b><u>30</u></b> |

**8. TAX ON (LOSS)/PROFIT**

**Major components of tax (income)/expense**

|                                                | <b>2018</b>               | <b>2017</b>               |
|------------------------------------------------|---------------------------|---------------------------|
|                                                | <b>£</b>                  | <b>£</b>                  |
| <b>Current tax:</b>                            |                           |                           |
| Consideration Payable for Group Relief         | <b>468</b>                | <b>645</b>                |
| <b>Deferred tax:</b>                           |                           |                           |
| Origination and reversal of timing differences | <b>(1,530,657)</b>        | <b>2,091,216</b>          |
| Impact of change in tax rate                   | <b><u>—</u></b>           | <b><u>(1,000,278)</u></b> |
| Total deferred tax                             | <b><u>(1,530,657)</u></b> | <b><u>1,090,938</u></b>   |
| <b>Tax on (loss)/profit</b>                    | <b><u>(1,530,189)</u></b> | <b><u>1,091,583</u></b>   |

All tax is recognised in the profit and loss account.

# **HENRY DAVIES (HOLBORN) LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS** *(continued)*

### **YEAR ENDED 31 MARCH 2018**

#### **8. TAX ON (LOSS)/PROFIT** *(continued)*

##### **Reconciliation of tax (income)/expense**

The tax assessed on the (loss)/profit on ordinary activities for the year is lower than (2017: lower than) the standard rate of corporation tax in the UK of 19% (2017: 20%).

|                                                      | 2018<br>£                 | 2017<br>£               |
|------------------------------------------------------|---------------------------|-------------------------|
| (Loss)/profit on ordinary activities before taxation | <u>(6,708,829)</u>        | <u>14,470,217</u>       |
| (Loss)/profit on ordinary activities by rate of tax  | <u>(1,274,678)</u>        | <u>2,894,043</u>        |
| Non-taxable income                                   | <u>(360,127)</u>          | <u>(359,740)</u>        |
| Timing differences on unrealised gains               | <u>104,616</u>            | <u>(442,442)</u>        |
| Impact of change in tax rate                         | <u>–</u>                  | <u>(1,000,278)</u>      |
| Tax on (loss)/profit                                 | <u><u>(1,530,189)</u></u> | <u><u>1,091,583</u></u> |

##### **Factors that may affect future tax income**

A reduction in the UK corporation tax rate to 17% (effective from 1 April 2020) was substantively enacted on 15 September 2016. This will reduce the Company's future tax charge accordingly.

The deferred tax liability at 31 March 2018 has been calculated based on the rate of 17% (2017: 17%).

#### **9. INVESTMENTS**

|                                   | Listed<br>investments<br>£ |
|-----------------------------------|----------------------------|
| <b>Fair value</b>                 |                            |
| At 1 April 2017                   | 124,458,692                |
| Revaluations                      | <u>(8,606,701)</u>         |
| <b>At 31 March 2018</b>           | <u><u>115,851,991</u></u>  |
| <b>Impairment</b>                 |                            |
| At 1 April 2017 and 31 March 2018 | <u><u>–</u></u>            |
| <b>Carrying amount</b>            |                            |
| At 31 March 2018                  | <u><u>115,851,991</u></u>  |
| At 31 March 2017                  | <u><u>124,458,692</u></u>  |

The fair value of the listed investments at the balance sheet date is determined using quoted prices.

##### **Historical cost model**

The historical cost of listed investments at 31 March 2018 is £1,978,408 (2017: £1,978,408).

**HENRY DAVIES (HOLBORN) LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS** *(continued)*  
**YEAR ENDED 31 MARCH 2018**

**10. DEBTORS**

|                                    | 2018              | 2017              |
|------------------------------------|-------------------|-------------------|
|                                    | £                 | £                 |
| Amounts owed by group undertakings | 20,694,767        | 16,343,930        |
| Other debtors                      | —                 | 9                 |
|                                    | <u>20,694,767</u> | <u>16,343,939</u> |

Amounts owed by group undertakings are interest-free sterling loans repayable on demand.

**11. CREDITORS: amounts falling due within one year**

|                                    | 2018             | 2017             |
|------------------------------------|------------------|------------------|
|                                    | £                | £                |
| Amounts owed to group undertakings | 5,145,992        | 5,145,347        |
| Other creditors                    | 3,210            | 1,617            |
|                                    | <u>5,149,202</u> | <u>5,146,964</u> |

Amounts owed to group undertakings are interest-free sterling loans repayable on demand.

**12. PROVISIONS FOR LIABILITIES & CHARGES**

|                     | Deferred tax<br>(note 13)<br>£ |
|---------------------|--------------------------------|
| At 1 April 2017     | 19,095,938                     |
| Credit for the year | (1,530,657)                    |
| At 31 March 2018    | <u>17,565,281</u>              |

**13. DEFERRED TAX**

The deferred tax included in the balance sheet is as follows:

|                                                            | 2018              | 2017              |
|------------------------------------------------------------|-------------------|-------------------|
|                                                            | £                 | £                 |
| Included in provisions for liabilities & charges (note 12) | <u>17,565,281</u> | <u>19,095,938</u> |

The deferred tax account consists of the tax effect of timing differences in respect of:

|                                   | 2018              | 2017              |
|-----------------------------------|-------------------|-------------------|
|                                   | £                 | £                 |
| Revaluation of listed investments | <u>17,565,281</u> | <u>19,095,938</u> |

**14. CALLED UP SHARE CAPITAL**

Issued, called up and fully paid

|                            | 2018 |        | 2017 |        |
|----------------------------|------|--------|------|--------|
|                            | No.  | £      | No.  | £      |
| Ordinary shares of £1 each | 100  | 100.00 | 100  | 100.00 |

## **HENRY DAVIES (HOLBORN) LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS** *(continued)*

#### **YEAR ENDED 31 MARCH 2018**

##### **15. CAPITAL AND RESERVES**

Called-up share capital represents the nominal value of shares that have been issued.

Other reserves include prior retained profits arising from the disposal of the company's investment properties. These profits are not available for distribution as stipulated in the Articles of Association of the company.

Profit and loss account includes all current and other prior period retained profits and losses.

##### **16. CHARGES ON ASSETS AND GUARANTEES**

The company has given an unlimited guarantee to the bankers of its ultimate parent undertaking, Highdorn Co. Limited, in respect of which the amount outstanding at 31 March 2018 was £nil (2017: £nil).

##### **17. RELATED PARTY TRANSACTIONS**

The majority of the day-to-day management of the company's operations is carried out by Highdorn Co. Limited ("Highdorn"). Mr BSE Freshwater is a director of, but has no beneficial interest in the share capital of, Highdorn.

During the year no charges were payable to Highdorn and no amounts were owing to Highdorn for these services at 31 March 2018 (2017: £nil).

Dividends receivable from listed investments relate to Daejan Holdings Plc, a company in which Mr B S E Freshwater and Mr D Davis are directors and are also interested in its share capital.

##### **18. PARENT COMPANY AND CONTROLLING PARTY**

The Company is controlled by its immediate parent undertaking, Norman Sinclair (Properties) Limited, a company incorporated in England and Wales.

The parent undertaking of the largest and smallest group of undertakings for which group financial statements are drawn up is Highdorn Co. Limited, a company incorporated in England and Wales.

Copies of these financial statements can be obtained from the following address:

Freshwater House, 158-162 Shaftesbury Avenue, London WC2H 8HR.

Highdorn Co. Limited is controlled by the Freshwater family and family interests.