

Company Registration No 01698321 (England and Wales)

ROGERS STIRK HARBOUR + PARTNERS (HOLDINGS) LIMITED
ANNUAL REPORT AND CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2012

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ROGERS STIRK HARBOUR + PARTNERS (HOLDINGS) LIMITED

DIRECTORS AND ADVISERS

Directors	Lord R G Rogers G C Stirk I Harbour M J P Davies A Morris L Grut R T Paul I Birtles S J B Smithson
Secretary	M White
Company number	01698321
Registered office	Thames Wharf Studios Rainville Road London W6 9HA
Statutory auditors	HW Lee Associates LLP New Derwent House 69 - 73 Theobalds Road London WC1X 8TA
Business address	Thames Wharf Studios Rainville Road London W6 9HA
Bankers	Lloyds TSB Bank Plc Pall Mall St James 8-10 Waterloo Place London SW1Y 4BE HSBC Bank plc Kings Mall King Street Hammersmith London W6 0QF
Solicitors	Jones Day 21 Tudor Street London EC4Y 0DJ

ROGERS STIRK HARBOUR + PARTNERS (HOLDINGS) LIMITED

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ROGERS STIRK HARBOUR + PARTNERS (HOLDINGS) LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 30 JUNE 2012

The directors present their report and financial statements for the year ended 30 June 2012

Principal activities and review of the business

The group's principal activity during the year remained that of architects and design consultants. The company's principal activity remained that of holding company. As in previous years the work undertaken by the group companies covers the full range of architecture services, working on master planning, the design and construction of residential schemes, commercial office developments, museums and transportation infrastructure. Rogers Stirk Harbour + Partners (Architects) Limited commenced the provision of corporate member services.

On 1st July 2011 the group restructured its affairs by forming an LLP (Rogers Stirk Harbour + Partners LLP) to carry out the majority of the group's trade. As a consequence of this restructure, not only were most of the on-going projects novated from Rogers Stirk Harbour + Partners (Architects) Ltd to the LLP, but the majority of fixed asset investments were also transferred to RSHP Holdings Ltd a newly formed company wholly owned by the LLP.

Rogers Stirk Harbour + Partners (Holdings) Ltd does however continue to own Rogers Stirk Harbour + Partners (Architects) Ltd, KK Rogers Stirk Harbour Partners Japan & RSHAC (Shanghai) Co Ltd, whose results have been consolidated in these financial statements.

As a result of the above, turnover reported in these financial statements has dropped from £26.7m to £13.6m in the year. However in line with forecasts reported last year the turnover of the whole group of Rogers Stirk Harbour + Partners companies, including the LLP, has increased to £27.7m excluding transactions between group members.

We continue to operate under a group constitution which defines the basis on which the group conducts business. It directs that the majority of profits generated by the group be distributed as profit shares to staff and LLP members in recognition of their outstanding efforts made in the year and as charitable donations, providing that sufficient working capital is retained for the coming year. Therefore, as in previous years, we retain only those reserves necessary to maintain that working capital. A decision that is taken by the directors in anticipating the financial risks predicted for the year ahead.

Rogers Stirk Harbour + Partners (Architects) Ltd is a member of the new LLP and as such continues to receive a share of the profits thus maintaining an income stream into Rogers Stirk Harbour + Partners (Holdings) Ltd. As a result of the restructuring, turnover has fallen significantly, however profit on ordinary activities before taxation is expected to continue to be at similar levels.

The management of the business and the execution of the company's strategy are subject to a number of risks, the key ones of which are considered to be -

- ongoing competition for new commissions by other national and international practices
- the reduced global market for construction projects
- financial risks
- the generation of adequate liquidity

ROGERS STIRK HARBOUR + PARTNERS (HOLDINGS) LIMITED

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2012

Results and dividends

The consolidated profit and loss account for the year is set out on page 7

The ordinary shares of the company do not carry dividend rights

The directors have approved a payment of a preference dividend amounting to £393,343 (2011 - £442,875) More detail regarding the dividend is shown in charitable donations below

Market value of land and buildings

In the opinion of the directors the market value of land and buildings exceeds the current net book value

Future developments

The directors believe that the group will maintain profitability in the short term but that the long term outlook is uncertain in light of current economic conditions They however remain optimistic that the quality and creativeness of the group's output will continue to attract clients globally and that the work generated will see the group through the current economic downturn

Directors

The following directors have held office since 1 July 2011

Lord R G Rogers

G C Stirk

I Harbour

M J P Davies

A Morris

L Grut

R T Paul

M Darbon

(Resigned 31 January 2013)

I Birtles

S J B Smithson

Charitable donations

2012

2011

£

£

During the year the group made the following donations

Charitable donations

262,228

300,350

During the year, the group has provided for general charitable donations totalling £262,228 (2011 - £300,350) Donations in excess of £2,000 were payable to, The Richard Rogers Charitable Settlement (Regd Charity No 283252) £157,337 (2011 - £177,150) and the Michael Davies Charitable Settlement (Regd Charity No 1000574) £14,891 (2011 - £118,100)

The directors would also like to draw attention to the preference dividend payable, which is received by The Thames Wharf Charity, and is in addition to the above Total funds generated by the group and payable to charities amounted to £655,571 (2011 - £743,225)

ROGERS STIRK HARBOUR + PARTNERS (HOLDINGS) LIMITED

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2012

Financial instruments

Treasury operations and financial instruments

The group operates a centralised treasury function which is responsible for managing the liquidity, credit and foreign currency risks associated with the group's activities

The group's principal financial instruments include derivative financial instruments, the purpose of which is to manage currency risks and interest rate risks arising from the group's activities, and bank overdrafts, loans and corporate bonds, the main purpose of which is to raise finance for the group's operations. In addition, the group has various other financial assets and liabilities such as trade debtors and trade creditors arising directly from its operations. Derivative transactions which the group enters into principally comprise forward exchange contracts. In accordance with the group's treasury policy, derivative instruments are not entered into for speculative purposes.

Liquidity risk

The group manages its cash and borrowing requirements centrally in order to maximise interest income and minimise interest expense, whilst ensuring that the group has sufficient liquid resources to meet the operating needs of its businesses.

Foreign currency risk

The group's principal foreign currency exposures arise from trading with overseas companies. Group policy permits but does not demand that these exposures be hedged in order to fix the cost in sterling. This hedging activity involves the use of foreign exchange forward contracts.

Credit risk

Investments of cash surpluses, borrowings and derivative instruments are made through banks and companies which must fulfil credit rating criteria approved by the Board.

All customers who wish to trade on credit terms are subject to credit verification procedures.

Auditors

In accordance with the company's articles, a resolution proposing that HW Lee Associates LLP be reappointed as auditors of the company will be put at a General Meeting.

ROGERS STIRK HARBOUR + PARTNERS (HOLDINGS) LIMITED

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2012

Statement of directors' responsibilities

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the group and of the profit or loss of the group for that period. In preparing these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and accounting estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the group 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 the group 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 the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Statement of disclosure to auditors

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

By order of the board



M White
Secretary

19/6/2013

ROGERS STIRK HARBOUR + PARTNERS (HOLDINGS) LIMITED

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF ROGERS STIRK HARBOUR + PARTNERS (HOLDINGS) LIMITED

We have audited the group and parent company financial statements (the "financial statements") of Rogers Stirk Harbour + Partners (Holdings) Limited for the year ended 30 June 2012 set out on pages 7 to 29. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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

Respective responsibilities of directors and auditors

As explained more fully in the Directors' Responsibilities Statement set out on pages 1 - 4, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Annual Report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the group's and parent company's affairs as at 30 June 2012 and of the group's 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.

ROGERS STIRK HARBOUR + PARTNERS (HOLDINGS) LIMITED

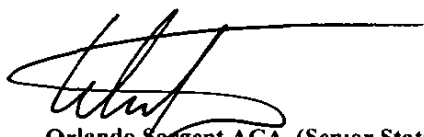
INDEPENDENT AUDITORS' REPORT (CONTINUED)

TO THE MEMBERS OF ROGERS STIRK HARBOUR + PARTNERS (HOLDINGS) LIMITED

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us, or
- the parent company 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



Orlando Sargent ACA (Senior Statutory Auditor)
for and on behalf of HW Lee Associates LLP

Chartered Accountants
Statutory Auditor

15/6/2013

New Derwent House
69 - 73 Theobalds Road
London
WC1X 8TA

ROGERS STIRK HARBOUR + PARTNERS (HOLDINGS) LIMITED

CONSOLIDATED PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 30 JUNE 2012

	Notes	2012 £	2011 £
Turnover	3 and 4	13,578,254	26,668,846
Cost of sales		(11,713,623)	(17,351,780)
Gross profit		1,864,631	9,317,066
Administrative expenses		(931,143)	(8,531,379)
Operating profit	5	933,488	785,687
Other interest receivable and similar income	6	39,578	48,314
Interest payable and similar charges	7	(10,242)	(19,755)
Profit on ordinary activities before taxation		962,824	814,246
Tax on profit on ordinary activities	8	(334,192)	(793,017)
Profit on ordinary activities after taxation		628,632	21,229

The profit and loss account has been prepared on the basis that all operations are continuing operations (see note 2)

ROGERS STIRK HARBOUR + PARTNERS (HOLDINGS) LIMITED

STATEMENT OF RECOGNISED GAINS AND LOSSES

FOR THE YEAR ENDED 30 JUNE 2012

	2012 £	2011 £
Profit for the financial year	628,632	21,229
Currency translation differences on foreign currency net investments	(29,493)	55,065
Total recognised gains and losses relating to the year	<u>599,139</u>	<u>76,294</u>

ROGERS STIRK HARBOUR + PARTNERS (HOLDINGS) LIMITED

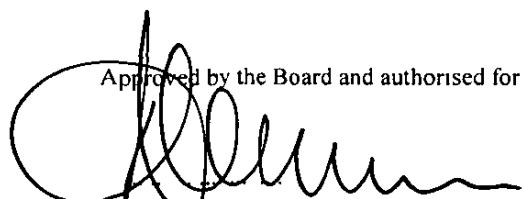
BALANCE SHEETS

AS AT 30 JUNE 2012

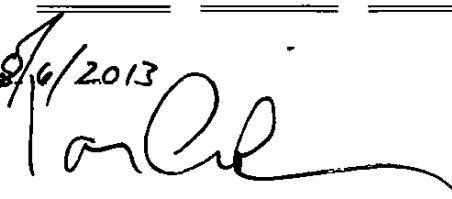
	Notes	Group 2012 £	2011 £	Company 2012 £	2011 £
Fixed assets					
Tangible assets	11	272,001	742,946	-	-
Investments	12	6,381,558	-	89,902	93,311
		<u>6,653,559</u>	<u>742,946</u>	<u>89,902</u>	<u>93,311</u>
Current assets					
Debtors	13	4,662,617	12,673,048	587,250	388,078
Cash at bank and in hand		3,021,120	4,497,550	2,983	2,983
		<u>7,930,653</u>	<u>17,170,598</u>	<u>590,233</u>	<u>391,061</u>
Creditors: amounts falling due within one year	15	(4,169,909)	(13,451,287)	(414,832)	(464,364)
		<u>3,760,744</u>	<u>3,719,311</u>	<u>175,401</u>	<u>(73,303)</u>
Net current assets					
		<u>10,414,303</u>	<u>4,462,257</u>	<u>265,303</u>	<u>20,008</u>
Total assets less current liabilities					
		<u>10,414,303</u>	<u>4,462,257</u>	<u>265,303</u>	<u>20,008</u>
Creditors, amounts falling due after more than one year	16	(5,746,250)	-	-	-
		<u>4,668,053</u>	<u>4,462,257</u>	<u>265,303</u>	<u>20,008</u>
Capital and reserves					
Called up share capital	18	20,008	20,008	20,008	20,008
Profit and loss account	19	4,648,045	4,442,249	245,295	-
		<u>4,668,053</u>	<u>4,462,257</u>	<u>265,303</u>	<u>20,008</u>
Shareholders' funds	20				
		<u>4,668,053</u>	<u>4,462,257</u>	<u>265,303</u>	<u>20,008</u>

Approved by the Board and authorised for issue on

12/6/2013



A. Morris
Director



I. Birtles
Director

Company Registration No. 01698321

ROGERS STIRK HARBOUR + PARTNERS (HOLDINGS) LIMITED

CONSOLIDATED CASH FLOW STATEMENT

FOR THE YEAR ENDED 30 JUNE 2012

	2012	2011
	£	£
Net cash (outflow)/inflow from operating activities	(505,428)	3,521,096
Returns on investments and servicing of finance		
Interest received	39,578	48,314
Interest paid	(10,242)	(19,755)
Non equity dividends paid	(442,875)	(991,976)
Net cash outflow for returns on investments and servicing of finance	(413,539)	(963,417)
Taxation	(580,459)	(109,106)
Capital expenditure and financial investment		
Payments to acquire tangible assets	(93,458)	(664,269)
Receipts from sales of tangible assets	-	1,980
Net cash outflow for capital expenditure	(93,458)	(662,289)
Group reorganisation (see note 2)		
Cash transferred with trade on group reorganisation	(14,227)	-
Cash transferred with subsidiaries on group reorganisation	(376,058)	-
Net cash inflow for group reorganisation	(390,285)	-
Net cash (outflow)/inflow before management of liquid resources and financing	(1,983,169)	1,786,284
(Decrease)/increase in cash in the year	(1,983,169)	1,786,284

ROGERS STIRK HARBOUR + PARTNERS (HOLDINGS) LIMITED

NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT

FOR THE YEAR ENDED 30 JUNE 2012

1	Reconciliation of operating profit to net cash (outflow)/inflow from operating activities	2012	2011
		£	£
	Operating profit	933,488	785,687
	Depreciation of tangible assets	32,467	403,432
	(Profit)/loss on disposal of tangible assets	(33)	8,902
	(Increase) in debtors	(7,121,274)	(98,124)
	Increase in creditors within one year	5,678,029	2,368,368
	Net effect of foreign exchange differences	(28,105)	52,831
	Net cash (outflow)/inflow from operating activities	(505,428)	3,521,096

2	Analysis of net funds	1 July 2011	Cash flow	Other non-cash changes	30 June 2012
		£	£	£	£
	Net cash				
	Cash at bank and in hand	4,497,550	(1,476,430)	-	3,021,120
	Bank overdrafts	(3,429)	(506,740)	-	(510,169)
		<u>4,494,121</u>	<u>(1,983,170)</u>	<u>-</u>	<u>2,510,951</u>

3	Reconciliation of net cash flow to movement in net funds	2012	2011
		£	£
	(Decrease)/increase in cash in the year	(1,983,170)	1,660,175
	Opening net funds	4,494,121	2,461,316
	Closing net funds	2,510,951	4,121,491

4 Major non-cash transactions

As detailed in note 2, the group underwent a reorganisation in the year which included the transfer of subsidiaries by Rogers Stirk Harbour + Partners (Holdings) Limited and assets and liabilities by Rogers Stirk Harbour + Partners (Architects) Limited. The subsidiaries were transferred for a value of £248,704 to RSHP Holdings Limited and which remained due at the year end. The value of assets and liabilities transferred by Rogers Stirk Harbour + Partners (Architects) Limited was £6,381,558 of which £14,227 related to cash assets. The remaining balance of £6,367,331 was made up of £348,412 fixed assets, £13,318,163 debtors and £7,299,244 creditors.

ROGERS STIRK HARBOUR + PARTNERS (HOLDINGS) LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2012

1 Accounting policies

1.1 Accounting convention

The financial statements are prepared under the historical cost convention

1.2 Compliance with accounting standards

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

1.3 Basis of consolidation

The consolidated profit and loss account and balance sheet include the financial statements of the company and its subsidiary undertakings made up to 30 June 2012. The results of subsidiaries sold or acquired are included in the profit and loss account up to, or from the date control passes. Intra-group sales and profits are eliminated fully on consolidation.

The results of the Mexican participating interest have been consolidated as a joint arrangement vehicle using the 'direct accounting' method.

1.4 Turnover

Turnover represents amounts receivable for architectural and corporate member services provided in the year, and is stated net of VAT.

Profit is recognised on long-term contracts, if the final outcome can be assessed with reasonable certainty, including in the profit and loss account turnover and related costs as contract activity progresses. Turnover is calculated as that proportion of total contract value which costs to date bear to total expected costs for that contract.

1.5 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life, as follows:

Land and buildings Freehold	Over 50 years by the straight line method
Land and buildings Leasehold	Over the life of the lease
Computer equipment	Over 4 years by the sum of digits method
Fixtures, fittings & equipment	Over 6 years by the sum of digits method
Motor vehicles	Over 4 years by the sum of digits method

1.6 Leasing

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

1.7 Investments

Fixed asset investments are stated at cost less provision for diminution in value.

1.8 Long term contracts

Amounts recoverable on long term contracts, which are included in debtors, are stated at the net sales value of the work done after provision for contingencies and anticipated future losses on contracts, less amounts received as progress payments on account. Excess progress payments are included in creditors as payments on account.

1.9 Deferred taxation

Deferred taxation is provided in full in respect of taxation deferred by timing differences between the treatment of certain items for taxation and accounting purposes. Deferred tax assets are recognised to the extent that they are considered to be recoverable. The deferred tax balance has not been discounted.

ROGERS STIRK HARBOUR + PARTNERS (HOLDINGS) LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2012

1 Accounting policies

(Continued)

1.10 Foreign currency translation

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. All differences are taken to profit and loss account except for unrealised differences arising on unremitted subsidiary and branch reserves.

1.11 Employee Benefit Trust

Assets and liabilities held in the EBT are recognised in accordance with the provisions of UITF32 - 'Employee Benefit Trusts'.

2 Group reorganisation

The company and its group, have undertaken a significant reorganisation, to enable the trade to operate as an LLP, in common with many other professional practices.

With effect from 1 July 2011, the main part of the trade within the subsidiary, Rogers Stirk Harbour + Partners (Architects) Limited, was transferred to Rogers Stirk Harbour + Partners LLP, of which that company is a corporate member.

Some project contracts including those relating to the Mexican branch of Rogers Stirk Harbour + Partners (Architects) Limited and Rogers Stirk Harbour Architecture Consulting (Shanghai) Co Ltd were retained within the group. All UK based group staff employment contracts were transferred to the the LLP, and, subject to their agreement, all supplier contracts and lease commitments were also novated in favour of the LLP.

As part of the same reorganisation, the following companies ceased to be subsidiaries in the Rogers Stirk Harbour + Partners (Holdings) Limited group -

WTC3 Limited
RSH+P Barangaroo Limited
Rogers Design Services Inc
RSHP Australia Pty Limited
Rogers Stirk Harbor & Partners S L
Javits UK Limited
20XS Limited
RSHP 20 XS Inc

ROGERS STIRK HARBOUR + PARTNERS (HOLDINGS) LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2012

3 Segmental analysis by class of business

The analysis by class of business of the group's turnover is set out as below

Turnover

	2012	2011
	£	£
Class of business		
Architectural services	12,980,974	26,668,846
Corporate member services	597,280	-
	<u>13,578,254</u>	<u>26,668,846</u>

Segmental analysis by geographical area

The analysis by geographical area of the group's turnover is set out as below

	2012	2011
	£	£
Geographical segment		
United Kingdom	4,243,820	7,555,968
Europe	582,204	4,903,676
North America	443,407	1,481,166
Australia	5,033,923	6,792,080
Rest of the World	3,274,900	5,935,956
	<u>13,578,254</u>	<u>26,668,846</u>

ROGERS STIRK HARBOUR + PARTNERS (HOLDINGS) LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2012

5	Operating profit	2012 £	2011 £
	Operating profit is stated after charging		
	Depreciation of tangible assets	32,467	403,432
	Loss on disposal of tangible assets	-	10,124
	Loss on foreign exchange transactions	49,442	118,689
	Operating lease rentals	46,383	1,239,011
	and after crediting		
	Profit on disposal of tangible assets	(33)	(1,222)
	Profit on foreign exchange transactions	(11,044)	(374,364)

Due to the reorganisation, the group and company's audit fees, except those pertaining to RSHAC (Shanghai) Co Ltd, have been borne by Rogers Stirk Harbour + Partners LLP. A recharge has been made by that entity as part of its administrative charge, although it is not possible to quantify the absolute amount.

Auditors' remuneration

Fees payable to the group's auditor for the audit of the group's annual accounts (company £-, 2011 £-)	-	60,000
Fees payable to subsidiary auditors for subsidiary company and branch office audits	7,522	6,458
Provision of taxation and related consultancy by group auditor	-	59,436
	7,522	125,894

6	Investment income	2012 £	2011 £
	Bank interest	39,578	44,500
	Other interest	-	3,814
		39,578	48,314

7	Interest payable	2012 £	2011 £
	On overdue tax	10,242	19,669
	Other interest	-	86

ROGERS STIRK HARBOUR + PARTNERS (HOLDINGS) LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2012

8	Taxation	2012 £	2011 £
	Domestic current year tax		
	U K corporation tax	250,000	714,698
	Adjustment for prior years	(4,855)	(4,289)
	Foreign tax credit	(73,361)	(33,890)
		<u>171,784</u>	<u>676,519</u>
	Foreign corporation tax		
	Foreign corporation tax	100,308	103,598
		<u>272,092</u>	<u>780,117</u>
	Deferred tax		
	Deferred tax charge	62,100	12,900
		<u>334,192</u>	<u>793,017</u>
	Factors affecting the tax charge for the year		
	Profit on ordinary activities before taxation	<u>962,824</u>	<u>814,246</u>
	Profit on ordinary activities before taxation multiplied by standard rate of UK corporation tax of 26.00% (2011 - 28.00%)	<u>250,334</u>	<u>227,989</u>
	Effects of		
	Non deductible expenses	8,205	209,687
	Depreciation add back	3,946	86,270
	Capital allowances	(36,581)	(75,090)
	Foreign tax adjustments	26,947	68,467
	Adjustments to previous periods	(4,855)	(4,289)
	Directors' remuneration adjustment	49,051	194,468
	Other tax adjustments	(24,955)	72,615
		<u>21,758</u>	<u>552,128</u>
	Current tax charge for the year	<u>272,092</u>	<u>780,117</u>

ROGERS STIRK HARBOUR + PARTNERS (HOLDINGS) LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2012

9 Profit for the financial year

As permitted by section 408 Companies Act 2006, the holding company's profit and loss account has not been included in these financial statements. The profit for the financial year is made up as follows:

	2012	2011
	£	£
Holding company's profit for the financial year	638,638	442,875

10 Dividends

	2012	2011
	£	£
Preference final payable	393,343	442,875
	393,343	442,875

The allocation of the profits of the company and the group are governed by a group constitution. This stipulates that a percentage of the global post corporate tax profits are paid over to The Thames Wharf Charity. This payment is made by means of a dividend on the preference shares. The directors consider that since the payment is a contractual liability of the company and the group, known and quantifiable as at the balance sheet date, that provision should be made in the financial statements.

ROGERS STIRK HARBOUR + PARTNERS (HOLDINGS) LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2012

11 Tangible fixed assets

Group	Land and buildings Freehold	Land and buildings Leasehold	Computer equipment	Fixtures, fittings & equipment	Motor vehicles	Total
	£	£	£	£	£	£
Cost						
At 1 July 2011	260,062	86,553	1,683,527	1,730,228	44,010	3,804,380
Exchange differences	-	-	(588)	(1,238)	(1,110)	(2,904)
Additions	-	-	29,058	64,401	-	93,459
Disposals	-	(86,553)	(1,681,850)	(1,722,444)	(30,980)	(3,521,827)
At 30 June 2012	260,062	-	30,179	70,947	11,920	373,108
Depreciation						
At 1 July 2011	57,200	40,388	1,425,774	1,525,921	12,151	3,061,434
Exchange differences	-	-	(338)	(746)	(432)	(1,516)
On disposals	-	(40,388)	(1,422,270)	(1,520,875)	(7,745)	(2,991,278)
Charge for the year	5,200	-	5,982	18,305	2,980	32,467
At 30 June 2012	62,400	-	9,148	22,605	6,954	101,107
Net book value						
At 30 June 2012	197,662	-	21,031	48,342	4,966	272,001
At 30 June 2011	202,862	46,165	257,753	204,307	31,859	742,946

ROGERS STIRK HARBOUR + PARTNERS (HOLDINGS) LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2012

12 Fixed asset investments

Group

	Unlisted investments £
Cost	
At 1 July 2011	-
Additions	6,381,558
At 30 June 2012	6,381,558
Net book value	
At 30 June 2012	6,381,558
At 30 June 2011	-

Company

	Shares in group undertakings £
Cost	
At 1 July 2011	133,311
Disposals	(3,409)
At 30 June 2012	129,902
Provisions for diminution in value	
At 1 July 2011 & at 30 June 2012	40,000
Net book value	
At 30 June 2012	89,902
At 30 June 2011	93,311

In the opinion of the directors, the aggregate value of the company's investment in subsidiary undertakings is not less than the amount included in the balance sheet

ROGERS STIRK HARBOUR + PARTNERS (HOLDINGS) LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2012

12 Fixed asset investments

(Continued)

Holdings of more than 20%

The company holds more than 20% of the share capital of the following companies

Company	Country of registration or incorporation	Class	Shares held
Subsidiary undertakings			
RSH+P (Architects) Ltd	England and Wales	Ordinary	100 00
KK Rogers Stirk Harbour Partners Japan	Japan	Ordinary	100 00
RSHAC (Shanghai) Co Ltd	China	Ordinary	100 00

The principal activity of these undertakings for the last relevant financial year was as follows

	Principal activity
RSH+P (Architects) Ltd	Architects and design
KK Rogers Stirk Harbour Partners Japan	Architects and design
RSHAC (Shanghai) Co Ltd	Architectural consultancy

LegoRogers Arquitectos SA de CV, is a joint arrangement vehicle incorporated in Mexico. The subsidiary company, Rogers Stirk Harbour + Partners (Architects) Limited, holds 50% of the issued ordinary share capital of that company. The investment has been treated as a joint arrangement vehicle accounted for under the 'direct accounting' method for the purposes of the consolidated financial statements.

Unlisted investments disclosed above represent the group's capital investment in Rogers Stirk Harbour + Partners LLP, an LLP registered in England and Wales of which Rogers Stirk Harbour + Partners (Architects) Limited is the corporate member. The LLP's principal activity is that of architecture and design.

ROGERS STIRK HARBOUR + PARTNERS (HOLDINGS) LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2012

13 Debtors

	Group 2012	2011	Company 2012	2011
	£	£	£	£
Trade debtors	1,157,061	7,746,945	-	-
Amounts owed by subsidiary undertakings	-	-	337,884	388,078
Amounts owed by other group undertakings	3,262,095	-	248,704	-
Corporation tax	-	6,196	-	-
Other debtors	222,434	572,694	662	-
Prepayments and accrued income	21,027	4,031,528	-	-
Deferred tax asset (see note 17)	246,916	315,685	-	-
	<u>4,909,533</u>	<u>12,673,048</u>	<u>587,250</u>	<u>388,078</u>

Amounts falling due after more than one year and included in the debtors above are

	2012	2011	2012	2011
	£	£	£	£
Deferred tax asset	<u>246,916</u>	<u>315,685</u>	<u>-</u>	<u>-</u>

The balance disclosed above as other debtors includes £140,000 (2011 - £140,000) of debtors as a consequence of the consolidation of the Rogers Stirk Harbour + Partners Limited EBT balances into the financial statements of the group, in accordance with UITF32 'Employee Benefit Trusts'. This amount is not available to the group for use in its general business (see note 25)

14 Cash at bank and in hand

The consolidated group cash at bank and in hand balance disclosed on the face of the balance sheet includes £76,000 (2011 - £9,500) as a consequence of the consolidation of the Rogers Stirk Harbour + Partners Limited EBT balances into the financial statements of the group in accordance with UITF32 - 'Employee Benefit Trusts'. This amount is not available to the group for use in its general business (see note 25)

ROGERS STIRK HARBOUR + PARTNERS (HOLDINGS) LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2012

15 Creditors amounts falling due within one year

	Group 2012	2011	Company 2012	2011
	£	£	£	£
Bank loans and overdrafts	510,169	3,429	-	-
Payments received on account	1,451,312	4,069,734	-	-
Trade creditors	15,438	799,961	-	-
Amounts owed to other group undertakings	6,452	-	-	-
Corporation tax	160,072	397,845	-	-
Taxes and social security costs	70,021	2,413,972	-	-
Other creditors	359,235	2,814,535	-	-
Accruals and deferred income	1,182,378	2,314,067	-	-
Dividends payable	414,832	464,364	414,832	464,364
	<u>4,169,909</u>	<u>13,451,287</u>	<u>414,832</u>	<u>464,364</u>

The banking facilities provided by both HSBC Bank plc and Lloyds TSB Bank plc are secured by fixed and floating charges over the present and future assets of the company and group

The balance disclosed above as other creditors includes £84,320 (2011 - £Nil) of creditors as a consequence of the consolidation of the Rogers Stirk Harbour + Partners Limited EBT into the financial statements of the group in accordance with UITF 32 - 'Employee Benefit Trusts'. This amount will not be settled by the group in the course of its general business (see note 25)

16 Creditors amounts falling due after more than one year

	Group 2012	2011	Company 2012	2011
	£	£	£	£
Amounts owed to other group undertakings	<u>5,746,250</u>	<u>-</u>	<u>-</u>	<u>-</u>

ROGERS STIRK HARBOUR + PARTNERS (HOLDINGS) LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2012

17 Provisions for liabilities

The other timing differences disclosed below primarily relate to the charity and profit share payments not paid by 30 June 2012 and not qualifying for deduction against the profits assessable for corporation tax in the year. The directors anticipate these balances will qualify for corporation tax relief in the year ended 30 June 2013 and that there will be sufficient profits for the deferred tax asset to be relieved in full.

The deferred tax asset (included in debtors, note 13) is made up as follows

	Group 2012 £		Company 2012 £
Balance at 1 July 2011	(315,685)		-
Profit and loss account	62,100		-
Transferred on group reorganisation	6,669		-
	<u>(246,916)</u>		<u>-</u>
Balance at 30 June 2012	<u>(246,916)</u>		<u>-</u>

	Group 2012 £	2011 £	Company 2012 £	2011 £
Decelerated capital allowances	(137,300)	(189,469)	-	-
Other timing differences	(109,616)	(126,216)	-	-
	<u>(246,916)</u>	<u>(315,685)</u>	<u>-</u>	<u>-</u>

18 Share capital

	2012 £	2011 £
Allotted, called up and fully paid		
8 Ordinary shares of £1 each	8	8
20,000 Preference shares of £1 each	20,000	20,000
	<u>20,008</u>	<u>20,008</u>

The ordinary shares carry voting rights, but no entitlement to dividends. The preference shares carry entitlement to dividends, but no voting rights.

Where one shareholder owns two or more ordinary shares only one of those shares carries voting rights, any additional shares held become non-voting.

ROGERS STIRK HARBOUR + PARTNERS (HOLDINGS) LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2012

19 Statement of movements on profit and loss account Group

	Profit and loss account £
Balance at 1 July 2011	4,442,249
Profit for the year	628,632
Foreign currency translation differences	(29,493)
Dividends paid	(393,343)
Balance at 30 June 2012	4,648,045

Company

	Profit and loss account £
Profit for the year	638,638
Dividends paid	(393,343)
Balance at 30 June 2012	245,295

The consolidated group profit and loss account includes £131,680 (2011 - £149,500) of retained profits as a consequence of consolidating the balances of the Rogers Stirk Harbour + Partners Limited EBT into the group financial statements in accordance with UITF32 - 'Employee Benefit Trusts'. This element of the consolidated profit and loss account reserve is not a distributable reserve of the group (see note 25)

ROGERS STIRK HARBOUR + PARTNERS (HOLDINGS) LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2012

20	Reconciliation of movements in shareholders' funds	2012	2011
	Group	£	£
	Profit for the financial year	628,632	21,229
	Dividends	(393,343)	(442,875)
		235,289	(421,646)
	Other recognised gains and losses	(29,493)	55,065
	Net addition to/(depletion in) shareholders' funds	205,796	(366,581)
	Opening shareholders' funds	4,462,257	4,828,838
	Closing shareholders' funds	4,668,053	4,462,257
		2012	2011
	Company	£	£
	Profit for the financial year	638,638	442,875
	Dividends	(393,343)	(442,875)
	Net addition to shareholders' funds	245,295	-
	Opening shareholders' funds	20,008	20,008
	Closing shareholders' funds	265,303	20,008

21 Contingent liabilities

Company

A cross guarantee has been given to HSBC Bank plc regarding the banking facilities provided to the company and the following entities, Rogers Stirk Harbour + Partners (Architects) Limited, RSHP Holdings Limited and Rogers Stirk Harbour + Partners LLP

ROGERS STIRK HARBOUR + PARTNERS (HOLDINGS) LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2012

22 Financial commitments

At 30 June 2012 the group had annual commitments under non-cancellable operating leases as follows

	Land and buildings	
	2012	2011
	£	£
Expiry date		
Within one year	149,682	149,682
Between two and five years	-	606,000
	<u>149,682</u>	<u>755,682</u>

The leases for the main UK office were assigned to Rogers Stirk Harbour + Partners LLP on 1 November 2012

23 Directors' emoluments

	2012	2011
	£	£
Emoluments for qualifying services	-	6,299,010
	<u>-</u>	<u>6,299,010</u>

Emoluments disclosed above include the following amounts paid to the highest paid director

Emoluments for qualifying services	-	1,252,282
	<u>-</u>	<u>1,252,282</u>

As a consequence of the group reorganisation and the formation of Rogers Stirk Harbour + Partners LLP (see note 2), the directors are no longer remunerated by the company or its group

ROGERS STIRK HARBOUR + PARTNERS (HOLDINGS) LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2012

24 Employees

Number of employees

The average monthly number of employees (including directors) during the year was

	2012 Number	2011 Number
Office and administration	2	52
Architects	16	116
Model shop	-	7
Project support staff	-	2
	18	177

Employment costs

	2012 £	2011 £
Wages and salaries	441,314	14,377,398
Social security costs	15,822	1,612,773
	457,136	15,990,171

25 Employee benefit trust

The group has an Employee Benefit Trust (EBT) which is a discretionary trust set up for the absolute benefit of all employees of the Rogers Stirk Harbour + Partners (Holdings) Limited group. All distributions are at the absolute discretion of the trustees. The trustees are not related to the group or any of its officers or employees.

The trustees of the EBT take note of, but do not necessarily act in accordance with, the wishes expressed by the group. As the trustees do take note of the wishes of the group, the balances and transactions of the EBT have been consolidated into the financial statements of the group in accordance with the provisions of UITF32 - 'Employee Benefit Trusts'.

During the year the group made contributions of £Nil (2011 - £95,050). No contributions were outstanding at the year end.

The trust made sub-trust contributions of £Nil (2011 - £662,526), paid bank charges of £Nil (2011 - £5) and paid professional fees of £17,820 (2011 - £29,700).

The assets and liabilities consolidated are detailed in the relevant notes to the accounts. (See notes 13, 14, 15 and 19).

The trust is responsible for its own costs and no indemnity has been given by the group in respect of these costs or liabilities.

ROGERS STIRK HARBOUR + PARTNERS (HOLDINGS) LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2012

26 Related party relationships and transactions

Loans to directors

Transactions in relation to loans with directors during the year are outlined in the table below

Description	% Rate	Opening Balance £	Amounts Advanced £	Interest Charged £	Amounts Repaid £	Closing Balance £
A Morris	4.75	2,659	-	-	(2,659)	-
A Kalsi	4.75	21,614	-	-	(21,614)	-
R T Paul	4.20	65,632	-	-	(65,632)	-
		89,905	-	-	(89,905)	-

Advances and credits to directors

Advances and credits granted to the directors during the year are outlined in the table below

	% Rate	Opening Balance £	Amounts Advanced £	Interest Charged £	Amounts Repaid £	Closing Balance £
Lord R G Rogers	-	2,759	-	-	(2,759)	-
M J P Davies	-	31,547	-	-	(31,547)	-
G C Stirk	-	205	-	-	(205)	-
I Harbour	-	504	-	-	(504)	-
L Grut	-	51	-	-	(51)	-
A Kalsi	-	357	-	-	(357)	-
I Birtles	-	27	-	-	(27)	-
M Darbon	-	560	-	-	(560)	-
		36,010	-	-	(36,010)	-

ROGERS STIRK HARBOUR + PARTNERS (HOLDINGS) LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2012

26 Related party relationships and transactions

(Continued)

Rogers Stirk Harbour + Partners LLP is a related party of the group as Rogers Stirk Harbour + Partners (Architects) Ltd is a corporate member of that LLP and the directors of the company are all also members

At midnight on 30 June 2011, as part of the group reorganisation (see note 2), the company transferred some of its subsidiary undertakings to RSHP Holdings Limited, a 100% subsidiary of Rogers Stirk Harbor + Partners LLP. The subsidiaries were transferred at net asset value which totalled £248,704. The subsidiaries transferred were -

WTC3 Limited
Javits UK Limited
20XS Limited
Rogers Stirk Harbour & Partners S L
Rogers Design Services Inc
RSH+P Barangaroo Limited
RSHP 20XS Inc
RSHP Australia Pty Limited

At the same point Rogers Stirk Harbour + Partners (Architects) Limited transferred assets and liabilities in aggregate totalling £6,381,558 to the LLP. This balance represented the investment made by that company in becoming the corporate member of the LLP. During the year, that company traded with the LLP, buying architectural services and related costs amounting to £10,959,986, and also charged corporate member services to the LLP amounting to £597,280. At the year end, that company owed the LLP £5,746,250.

During the year, the group transacted with LegoRogers Arquitectos SA de CV, a joint arrangement vehicle registered in Mexico. This entity was related by virtue of the provisions of the joint venture agreement between Rogers Stirk Harbour + Partners (Architects) Limited and Legorreta Arquitectos SA de CV. Net assets of £604,328 (2011 - £559,375) relating to that entity have been included in trade debtors within the consolidated financial statements under the 'direct accounting' method.

Rogers Stirk Harbour + Partners (Architects) Limited was charged £10,977 in project management services by WTC3 Limited during the year. At the year end, WTC3 Limited owed £3,618.

Rogers Stirk Harbour + Partners (Architects) Limited was charged £107,277 in project management services by RSHP Barangaroo Limited during the year. At the year end, RSHP Barangaroo Limited owed £47,910.

Rogers Stirk Harbour + Partners (Architects) Limited made cash advances to RSHP Australia Pty Ltd. At the year end, Rogers Stirk Harbour + Partners (Architects) Limited was owed £1,964,497 by that company.

Rogers Stirk Harbour + Partners (Architects) Limited owed £6,452 to Rogers Design Services Inc.

During the year, Rogers Stirk Harbour Architectural Consultants (Shanghai) Co Ltd traded with Rogers Stirk Harbour + Partners LLP selling architectural consultancy services totalling £362,857. At the year end that company was owed £335,209 by the LLP.