

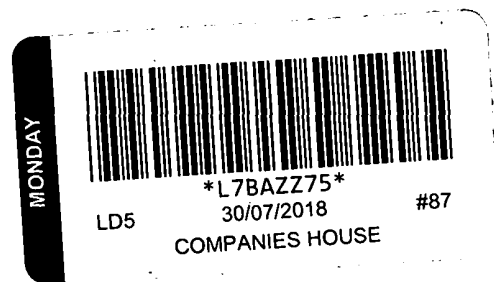
COMPANY REGISTRATION NUMBER: 00600416

FARMHOLD INVESTMENTS LIMITED

Financial Statements

For the year ended

30 November 2017



COHEN ARNOLD

Chartered accountant & statutory auditor

New Burlington House

1075 Finchley Road

LONDON

NW11 0PU

FARMHOLD INVESTMENTS LIMITED

Financial Statements

Year ended 30 November 2017

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FARMHOLD INVESTMENTS LIMITED

Officers and Professional Advisers

THE BOARD OF DIRECTORS

Mr E Englander
Mrs S Englander
Mrs H Z Weiss

COMPANY SECRETARIES

Mrs S Englander
Mrs H Z Weiss

REGISTERED OFFICE

New Burlington House
1075 Finchley Road
London
NW11 0PU

AUDITOR

Cohen Arnold
Chartered accountant & statutory auditor
New Burlington House
1075 Finchley Road
LONDON
NW11 0PU

FARMHOLD INVESTMENTS LIMITED

Directors' Report

Year ended 30 November 2017

The directors present their report and the financial statements of the company for the year ended 30 November 2017.

Principal activities

The principal activity of the Company during the year was property investment which has remained unchanged during the year and no change is envisaged in the immediate future.

Directors

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

Mr E Englander
Mrs S Englander
Mrs H Z Weiss

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.

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.

FARMHOLD INVESTMENTS LIMITED


Directors' Report *(continued)*

Year ended 30 November 2017

Small company provisions

This report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption.

This report was approved by the board of directors on 27 July 2018 and signed on behalf of the board by:


.....
Mrs S Englander
Director

FARMHOLD INVESTMENTS LIMITED

Independent Auditor's Report to the Members of Farmhold Investments Limited

Year ended 30 November 2017

Opinion

We have audited the financial statements of Farmhold Investments Limited (the 'company') for the year ended 30 November 2017 which comprise the income statement, statement of income and retained earnings, balance sheet 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).

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.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 30 November 2017 and of its profit 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.

FARMHOLD INVESTMENTS LIMITED

Independent Auditor's Report to the Members of Farmhold Investments Limited

(continued)

Year ended 30 November 2017

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 in relation to which 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' exemptions in preparing the directors' report and from the requirement to prepare a strategic report.

FARMHOLD INVESTMENTS LIMITED

Independent Auditor's Report to the Members of Farmhold Investments Limited (continued)

Year ended 30 November 2017

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.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.



Asher Sternlicht (Senior Statutory Auditor)

For and on behalf of
Cohen Arnold
Chartered accountant & statutory auditor
New Burlington House
1075 Finchley Road
LONDON
NW11 0PU

Date: 27 July 2018

FARMHOLD INVESTMENTS LIMITED

Income Statement

Year ended 30 November 2017

	Note	2017 £	2016 £
Turnover	4	469,166	488,855
Cost of sales		<u>(111,367)</u>	<u>(130,770)</u>
Gross profit		357,799	358,085
Administrative expenses		<u>(666,261)</u>	<u>(207,701)</u>
Other operating income		1,922	1,773
Net valuation gains on investment properties		<u>795,122</u>	<u>305,902</u>
Operating profit		488,582	458,059
Interest receivable and similar income		<u>379</u>	<u>38,897</u>
Profit before taxation	5	488,961	496,956
Tax on profit	6	<u>(102,299)</u>	<u>(26,706)</u>
Profit for the financial year		<u>386,662</u>	<u>470,250</u>

All the activities of the company are from continuing operations.

The company has no other recognised items of income and expenses other than the results for the year as set out above.

The notes on pages 10 to 17 form part of these financial statements.

FARMHOLD INVESTMENTS LIMITED
Statement of Income and Retained Earnings
Year ended 30 November 2017

	Note	2017 £	2016 £
Profit for the financial year and total comprehensive income		386,662	470,250
Dividends paid and payable		(1,000,000)	—
Retained earnings at the start of the year		<u>74,607,152</u>	<u>74,136,902</u>
Retained earnings at the end of the year		<u>73,993,814</u>	<u>74,607,152</u>

The notes on pages 10 to 17 form part of these financial statements.

FARMHOLD INVESTMENTS LIMITED

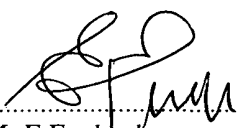
Balance Sheet

30 November 2017

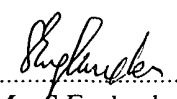
	Note	2017 £	2016 £
Fixed assets			
Tangible assets	7	8,050,000	7,250,000
Current assets			
Debtors	8	68,481,572	69,815,034
Creditors: amounts falling due within one year	9	<u>(61,970)</u>	<u>(84,393)</u>
Net current assets		<u>68,419,602</u>	<u>69,730,641</u>
Total assets less current liabilities		<u>76,469,602</u>	<u>76,980,641</u>
Provisions	10	<u>(227,829)</u>	<u>(125,530)</u>
Net assets		<u><u>76,241,773</u></u>	<u><u>76,855,111</u></u>
Capital and reserves			
Called up share capital	11	115	115
Share premium account		2,247,844	2,247,844
Profit and loss account		<u>73,993,814</u>	<u>74,607,152</u>
Shareholders funds		<u><u>76,241,773</u></u>	<u><u>76,855,111</u></u>

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

These financial statements were approved by the board of directors and authorised for issue on 27.5.4.2018 and are signed on behalf of the board by:



 Mr E Englander
 Director



 Mrs S Englander
 Director

Company registration number: 00600416

The notes on pages 10 to 17 form part of these financial statements.

FARMHOLD INVESTMENTS LIMITED

Notes to the Financial Statements

Year ended 30 November 2017

1. General information

The company is a private company limited by shares, registered in England and Wales. The address of the registered office is New Burlington House, 1075 Finchley Road, London, NW11 0PU.

2. Statement of compliance

These financial statements have been prepared in compliance with Section 1A 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 on the historical cost basis, as modified by the revaluation of certain financial assets and liabilities and investment properties measured at fair value through profit or loss.

The financial statements are prepared in sterling, which is the functional currency of the entity.

Transition to FRS 102

The entity transitioned from previous UK GAAP to FRS 102 as at 1 December 2015. Details of how FRS 102 has affected the reported financial position and financial performance is given in note 15.

Judgements and key sources of estimation uncertainty

In the application of the company's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The valuation of investment properties is inherently subjective, depending on many factors, including the individual nature of each property, its location and expected future net rental values, market yields and comparable market transactions. Therefore the valuations are subject to a degree of uncertainty and are made on the basis of assumptions which may not prove to be accurate, particularly in periods of difficult market or economic conditions.

Turnover

The turnover of the company is represented by rents and charges receivable in respect of its investment properties

FARMHOLD INVESTMENTS LIMITED

Notes to the Financial Statements *(continued)*

Year ended 30 November 2017

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.

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. 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 investment property that is measured at fair value, deferred tax is provided at the rate and allowances applicable to the sale of the property.

Investment properties

Investment properties are properties which are held either to earn rental income or for capital appreciation or for both. Investment properties are recognised initially at cost.

Subsequent to initial recognition -

- Investment properties whose fair value can be measured reliably without undue cost or effort are held at fair value. Any gains or losses arising from changes in the fair value are recognised in the profit and loss account in the period that they arise; and
- No depreciation is provided in respect of investment properties applying the fair value model.

Investment property fair value is determined by the Directors in consultation with RICS qualified surveyors, based on their understanding of property market conditions and the specific property concerned, using a sales valuation approach, derived from recent comparable transactions and market yields, adjusted by applying discounts to reflect status of occupation and condition.

Tangible assets

Tangible assets are initially recorded at cost, and subsequently stated at cost less any accumulated depreciation and impairment losses. Any tangible assets carried at revalued amounts are recorded at the fair value at the date of revaluation less any subsequent accumulated depreciation and subsequent accumulated impairment losses.

Acquisitions and disposals of properties

Acquisitions and disposals are considered to have taken place at the date of legal completion and are included in the financial statements accordingly.

FARMHOLD INVESTMENTS LIMITED

Notes to the Financial Statements *(continued)*

Year ended 30 November 2017

3. Accounting policies *(continued)*

Impairment of fixed assets

A review for indicators of impairment is carried out at each reporting date, with the recoverable amount being estimated where such indicators exist. Where the carrying value exceeds the recoverable amount, the asset is impaired accordingly. Prior impairments are also reviewed for possible reversal at each reporting date.

For the purposes of impairment testing, when it is not possible to estimate the recoverable amount of an individual asset, an estimate is made of the recoverable amount of the cash-generating unit to which the asset belongs. The cash-generating unit is the smallest identifiable group of assets that includes the asset and generates cash inflows that largely independent of the cash inflows from other assets or groups of assets.

Financial instruments

Financial instruments are classified and accounted for, according to the substance of the contractual arrangement, as either financial assets, financial liabilities or equity instruments.

The company has financial assets and financial liabilities of a kind that qualify as basic financial instruments. Basic financial instruments are initially recognised at transaction value and subsequently measured at their settlement value.

Trade and other debtors are recognised at the settlement amount due. Prepayments are valued at the amount prepaid. Creditors and provisions are recognised where the company has a present obligation resulting from a past event that will probably result in the transfer of funds to a third party and the amount due to settle the obligation can be measured or estimated reliably. Creditors and provisions are normally recognised at their settlement amount.

An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

4. Turnover

The turnover of the company is represented by rents and charges receivable in respect of its investment properties.

The gross profit is comprised as follows:

	2017 £	2016 £
Rents and charges receivable	469,166	488,855
Property outgoings	(111,367)	(130,770)
Net rental income	<u>357,799</u>	<u>358,085</u>

5. Profit before taxation

Profit before taxation is stated after charging:

	2017 £	2016 £
Fees payable for the audit of the financial statements	<u>6,000</u>	<u>7,500</u>

FARMHOLD INVESTMENTS LIMITED

Notes to the Financial Statements *(continued)*

Year ended 30 November 2017

6. Tax on profit

Major components of tax expense

	2017 £	2016 £
Deferred tax:		
Origination and reversal of timing differences	<u>102,299</u>	<u>26,706</u>
Tax on profit	<u><u>102,299</u></u>	<u><u>26,706</u></u>

7. Tangible assets

	Freehold investment properties £
Valuation	
At 1 December 2016	7,250,000
Additions	4,878
Revaluations	<u>795,122</u>
At 30 November 2017	<u><u>8,050,000</u></u>
Carrying amount	
At 30 November 2017	<u><u>8,050,000</u></u>
At 30 November 2016	<u><u>7,250,000</u></u>

The company's investment properties are valued by Mr E Englander (a Director) in consultation with RICS qualified surveyors based on his understanding of property market conditions using a sales valuation approach, derived from recent comparable transactions and market yields, adjusted by applying discounts to reflect status of occupation and condition.

The historical cost of the Company's Investment Properties is as follows:

	2017 £
At 1 December 2016	6,389,254
Additions	<u>4,878</u>
At 30 November 2017	<u><u>6,394,132</u></u>

In accordance with the Company's stated accounting policy (Note 3) no depreciation has been provided in respect of the Freehold properties which are held for investment purposes.

FARMHOLD INVESTMENTS LIMITED

Notes to the Financial Statements *(continued)*

Year ended 30 November 2017

8. Debtors

	2017 £	2016 £
Trade debtors	42,255	37,846
Amounts owed by group undertakings	78,519	78,519
Other debtors	<u>68,360,798</u>	<u>69,698,669</u>
	<u>68,481,572</u>	<u>69,815,034</u>

Included in Other debtors is an amount of £68.34m due from a related company, Better Properties Limited, of which the Directors of this Company are also Directors. The loan is interest free and payable after more than one year. In the opinion of the Directors, the loan is fully recoverable.

9. Creditors: amounts falling due within one year

	2017 £	2016 £
Trade creditors	35,660	44,745
Social security and other taxes	–	10,028
Other creditors	<u>26,310</u>	<u>29,620</u>
	<u>61,970</u>	<u>84,393</u>

10. Provisions

	Deferred tax £
At 1 December 2016	125,530
Charge for the year	<u>102,299</u>
At 30 November 2017	<u>227,829</u>

The provision for deferred tax is in relation to timing differences in respect of the fair value adjustment of investment properties.

11. Called up share capital

Issued, called up and fully paid

	2017		2016
	No.	£	No. £
Ordinary shares of £1 each	<u>115</u>	<u>115</u>	<u>115 115</u>

FARMHOLD INVESTMENTS LIMITED

Notes to the Financial Statements *(continued)*

Year ended 30 November 2017

12. Contingent liabilities and guarantees

The Company has guaranteed and charged certain of its investment properties for a bank loan of a related Company. The loan facility of £28.7m was entered into in July 2017 of which £28.6m was outstanding at the year end.

13. Related party transactions

(i) Amounts owed by Group Undertakings represents amounts due from Citywise Limited, the Parent Undertaking. The loan is interest free and payable after more than one year.

(ii) During the year, the Company made charitable donations totalling £620,000 to Keren Association Limited. The Directors of this Company are also Trustees of the donee Charitable Company.

(iii) During the year, the Company made charitable donations totalling £20,000 to Thornbirch Limited. Certain Directors of this Company are also Trustees of the donee Charitable Company.

(iv) The related Company referred to in Note 12 is Better Properties Limited.

Additional Related Party information is given in Note 8.

14. Parent undertaking and controlling party

The Parent Undertaking is Citywise Limited, a company registered in England.

15. Transition to FRS 102

These are the first financial statements that comply with FRS 102. The company transitioned to FRS 102 on 1 December 2015.

FARMHOLD INVESTMENTS LIMITED

Notes to the Financial Statements *(continued)*

Year ended 30 November 2017

15. Transition to FRS 102 *(continued)*

Reconciliation of equity

	1 December 2015			30 November 2016		
	As previously stated £	Effect of transition £	FRS 102 (as restated) £	As previously stated £	Effect of transition £	FRS 102 (as restated) £
Fixed assets	6,850,000	–	6,850,000	7,250,000	–	7,250,000
Current assets	69,683,384	–	69,683,384	69,815,034	–	69,815,034
Creditors: amounts falling due within one year	(49,699)	–	(49,699)	(84,393)	–	(84,393)
Net current assets	69,633,685	–	69,633,685	69,730,641	–	69,730,641
Total assets less current liabilities	76,483,685	–	76,483,685	76,980,641	–	76,980,641
Provisions	–	(98,824)	(98,824)	–	(125,530)	(125,530)
Net assets	76,483,685	(98,824)	76,384,861	76,980,641	(125,530)	76,855,111
Capital and reserves	76,483,685	(98,824)	76,384,861	76,980,641	(125,530)	76,855,111

Reconciliation of profit or loss for the year

	Year ended 30 November 2016		
	As previously stated £	Effect of transition £	FRS 102 (as restated) £
Turnover	488,855	–	488,855
Cost of sales	(130,770)	–	(130,770)
Gross profit	358,085	–	358,085
Administrative expenses	(207,701)	–	(207,701)
Other operating income	1,773	–	1,773
Net valuation gains on investment properties	–	305,902	305,902
Operating profit	152,157	305,902	458,059
Interest receivable and similar income	38,897	–	38,897
Tax on profit	–	(26,706)	(26,706)
Profit for the financial year	191,054	279,196	470,250

FARMHOLD INVESTMENTS LIMITED

Notes to the Financial Statements *(continued)*

Year ended 30 November 2017

15. Transition to FRS 102 *(continued)*

The following were changes in accounting policies arising from the transition to FRS102:

Investment properties:

Previously, the company's investment properties were held at market value, with aggregate surplus or deficit being recorded in the revaluation reserve, with the exception of permanent diminutions in value which were written off through the profit and loss account. Under FRS 102, these properties are held at fair value, with changes in fair value being recorded in the profit and loss account.

Deferred tax on unrealised investment property gains and losses:

Previously, no deferred tax was recognised on the timing differences between the accounting and tax treatment of the revaluation of the company's investment properties. Under FRS 102, deferred tax is recognised on the difference between the cost for tax purposes and the fair value of the company's investment properties, with movements recorded in the profit and loss account.