

REGISTERED NUMBER: 00892832 (England and Wales)

**Strategic Report, Report of the Directors and  
Financial Statements for the Year Ended 30 November 2018  
for  
St. Modwen Developments Limited**



**St. Modwen Developments Limited**

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for the Year Ended 30 November 2018**

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**St. Modwen Developments Limited**  
**Company Information**  
**for the Year Ended 30 November 2018**

**DIRECTORS:**

M C Allan  
A D Eames  
G C Gusterson  
M W Herbert  
R J Hudson  
R Joseland  
R S Powell  
D Smith  
R T Wood

**REGISTERED OFFICE:**

Park Point  
17 High Street  
Longbridge  
Birmingham  
B31 2UQ

**REGISTERED NUMBER:**

00892832 (England and Wales)

**AUDITOR:**

KPMG LLP  
Statutory Auditor  
One Snowhill  
Snow Hill Queensway  
Birmingham  
West Midlands  
B4 6GH

## St. Modwen Developments Limited

### Strategic Report for the Year Ended 30 November 2018

#### PRINCIPAL ACTIVITIES

The company operates within the property development and investment market. The core business, within that market, is of adding value by managing schemes through the planning process, remediating brownfield land and active asset management and development. During the year the company continued to operate within both the commercial and residential sectors of the market.

#### KEY PERFORMANCE INDICATORS

The financial and non-financial key performance indicators used to assess the financial performance and financial position of the company are as follows:

|   | <u>2018</u>    | <u>2017</u>    |
|---|----------------|----------------|
| <b>Turnover (£'000)</b>                                   | <b>168,549</b> | <b>165,863</b> |
| Rental income   | 30,161         | 31,379         |
| Development sales   | 137,880        | 133,034        |
| Other activities income                                   | 508            | 1,450          |
| <b>Profit before tax (£'000)</b>                          | <b>87,639</b>  | <b>73,028</b>  |
| <b>Net assets (£'000)</b>                                 | <b>290,128</b> | <b>219,079</b> |
| <b>Industrial and logistics space delivered (m sq ft)</b> | <b>0.7</b>     | <b>0.6</b>     |
| <b>Land prepared for development (acres)</b>              | <b>295</b>     | <b>174</b>     |

#### FINANCIAL REVIEW

The company traded well throughout the financial year reporting an increase in pre-tax profits of £14.6m up from £73.0m. This increase was a result of revaluation gains and higher margins achieved on the company's development sales, driven by profits achieved on completed developments reclassified from work in progress to investment property and partly offset by a decline in residential development sales. The company continued its intended wind-down of the Persimmon joint venture during the financial year. Rental income decreased by 3.9% driven by asset disposals, such as the key disposal of the company's largest retail assets at Longbridge Town Centre and Wembley Shopping Centre for £54m and £36m respectively. The company continues to focus on sectors with stronger long-term growth potential and realign its portfolio through the acceleration of commercial development activity. In line with this, the company disposed of a large proportion of its smaller asset portfolio during the year.

The decline in rental income was more than offset by an increase in development sales of £4.8m as the company increased its development agreement activities at Copthorne and Wantage and the forward-sold £75m private residential development at Uxbridge extensively progressed towards completion in the following financial year.

The parent company, St. Modwen Properties PLC, completely refinanced the group's debt portfolio at the start of the financial year implementing an unsecured revolving credit facility of £475m to fund its subsidiaries development activities. As part of this refinancing exercise the company repaid its bank loan in full.

**St. Modwen Developments Limited**  
**Strategic Report**  
**for the Year Ended 30 November 2018**

**BUSINESS REVIEW**

The company has successfully completed the acquisition of a key strategic site at Chippenham Gateway during the year which provides the company with prime industrial and logistics space to be developed from the next financial year.

The company has a committed pipeline of 1.4m sq ft providing an expected rental value of £8m and a gross development value of more than £250m over the next two financial years.

The company successfully completed disposals of major retail assets during the period - namely the asset disposals of Longbridge Town Centre and Liverpool Great Homer Street for £54m and £13m respectively as well as the subsidiary investment disposal of Wembley Shopping Centre for £36m, generating significant cash inflows during the year.

The company delivered 0.7m sq ft of industrial and logistics space in the year, up from 0.6m sq ft in the previous financial year, of which 33% was let or under offer as at 30th November 2018 with a further 31% let or under offer since year-end.

Land has continued to be prepared for development for sale to third party housebuilders, St. Modwen Homes or developed for commercial purposes as the company trades through its land bank. The company prepared 295 acres of land for development in the year, up from 174 acres in the previous financial year.

**FUTURE DEVELOPMENTS**

The future strategy of the company is to concentrate activities on sectors that have long-term structural growth characteristics while also enhancing flexibility through tightly controlled leverage and reducing the proportion of the company's portfolio invested in land.

**St. Modwen Developments Limited**  
**Strategic Report**  
**for the Year Ended 30 November 2018**

**PRINCIPAL RISKS AND UNCERTAINTIES**

The company's financial and operational performance is subject to several principal risks, which are set out below. The risks outlined below apply to both the company and the St. Modwen Properties PLC group where they are centrally managed and mitigated.

**Downturn in market and economic conditions**

The company has made considerable progress in repositioning its portfolio towards sectors with better long-term growth prospects and in accelerating the delivery of the development pipeline, despite the uncertainties presented by the inconclusive Brexit negotiations and their potential impact on the UK economic outlook.

The development programme for both residential homes and industrial and logistics continues to have a short development lead time which enables the company to respond nimbly to changing market conditions. Inherently this risk, given Brexit and associated economic uncertainties, remains high.

**Political**

National, international and local political uncertainties, whether related to Brexit or local planning, affect the company. Continued support from the Help to Buy scheme helps mitigate some of the risks associated with residential housebuilding.

The company continues to maintain strong local relationships with respect to local planning. The risks associated with political uncertainty, and any greater Brexit impact, continue to be assessed and addressed.

**Social and technological change**

The company recognises that the pace of both social and technological change continues, affecting demand for, and location of, both residential homes and industrial and logistics space, along with developments in our response to changes in associated risks, such as cyber risks in our use of technology.

Supply chain automation continues to develop as occupiers and logistics companies look to stay ahead. In addition, the way the company does business and interacts with customers and suppliers is becoming increasingly subject to automation and technological change.

**Product and service delivery**

The company has significant experience in regeneration, remediation and asset development to manage development projects.

All developments are subject to financial appraisals and selection of contractors and material purchases are subject to robust procurement processes, including competitive tenders in order to secure value in meeting financial goals.

Development delivery and cost forecasts are regularly reviewed by the Senior Leadership Executive and the Board of St. Modwen Properties PLC.

Whilst Brexit also presents a number of risk exposures in terms of materials, labour availability and costs, these are continually reviewed at an operational level and actions taken accordingly in seeking to secure best value and sustainability of supply.

**Customer and supply chain management**

The company continues to seek and work with trusted contractors, sub-contractors and other third parties in partnership, developing a pool nationally and locally to reduce the risk of over-reliance on any one supplier within the supply chain. The company is also reviewing and monitoring the possible impacts of Brexit on the contractor market.

In addition, in implementing the company's strategy, steps continue to be taken to develop relationships with customers and enhance the customer journey, to obtain and retain quality and sustainable occupancy and demand.

**Management of the portfolio and future pipeline**

In meeting our strategic goals, the management of the portfolio and pipeline are key to success. The Board of St. Modwen Properties PLC's view is that the effective management of the portfolio and future pipeline raise what was previously an operational risk, to a new principal risk.

## **St. Modwen Developments Limited**

### **Strategic Report for the Year Ended 30 November 2018**

Steps have been taken in accelerating developments, a focus on asset management, including the appointment of a Head of Leasing, amongst other actions to manage the risk.

#### **Environment management**

In line with our experience of regeneration and risk appetite, the company accepts a degree of environmental risk where opportunities for higher returns exist.

The inherent risks are minimised or passed on wherever possible and the residual risk remains acceptably low.

The company continues to undertake annual environmental audits of our portfolio to ensure visibility and management of environmental issues effectively. Actions arising from these audits are monitored through to implementation.

#### **Financial**

Significant steps have been taken to reduce or mitigate the company's financial risk exposures, having sold a number of assets and improved the portfolio. The St. Modwen Properties PLC group reduced its net borrowings and refinanced its facilities to 2023 and beyond. This provides the company with the headroom and flexibility to respond to changes in the economic environment and development plans.

The group banking relationships remain strong, appropriate facilities are in place and the group continue to focus on the management of operational costs.

#### **Management of Health & Safety**

The nature of our operations means that ensuring effective health and safety arrangements remains a priority as the company has no appetite for health and safety risk exposure. Health and safety is discussed at each meeting of the SLE and the Board of St. Modwen Properties PLC.

Recent establishment of a Board-level Group Safety, Health and Environment (SHE) Committee, supported by the SLE, and a dedicated health and safety team who support in the development of policies and procedures, undertake health and safety audits and monitor health and safety incidents.

#### **Brexit**

The company has taken short-term actions to complement our longer-term strategy that will help ensure that we can mitigate the inherent risks of a disorderly Brexit.

Our longer-term strategy focused on growth sectors, reduced developments in London and reduced borrowings. St. Modwen Property PLC's refinancing has increased headroom and provided flexibility for its subsidiaries.

Other short-term actions include the advance procurement of goods to safeguard the delivery of current developments along with liaison with our supply chain to ensure we can proactively respond to changes to supplier risk as required.

**St. Modwen Developments Limited**

**Strategic Report  
for the Year Ended 30 November 2018**

**FINANCIAL RISK MANAGEMENT**

Both the company and St. Modwen Properties PLC, on behalf of itself and its subsidiaries, manage financial risks that affect the company.

The company's operations and financing arrangements expose it to a variety of financial risks that are discussed below.

**Liquidity risk**

Liquidity risk is the risk that either the company will be unable to meet its liabilities as they fall due. The company relies upon the banking facilities of the group parented by St. Modwen Properties PLC, which manages its liquidity risk by continuously monitoring forecast and actual cash flows, matching the maturity profiles of financial assets and liabilities using fixed rate bilateral facilities, overdrafts and cash with a range of maturity dates to ensure continuity of funding.

**Interest rate risk**

Interest rate risk is the risk to the company from fluctuating market interest rates. The company has only interest-bearing assets at fixed interest rates.

**Credit risk**

Credit risk is the risk of financial loss where counterparties are not able to meet their obligations as they fall due. The company is exposed to credit risk on its financial assets, namely its trade and other receivables. The company's tenant base is large so there is no concentration of credit risk from a small number of tenants that could cause a material impact on the financial performance of the company.

**ON BEHALF OF THE BOARD:**



.....  
R J Hudson - Director

Date: 07 August 2019



**St. Modwen Developments Limited**

**Report of the Directors  
for the Year Ended 30 November 2018**

The directors present their report with the financial statements of the company for the year ended 30 November 2018.

**DIVIDENDS**

No dividends will be distributed for the year ended 30 November 2018.

**DIRECTORS**

The directors shown below have held office during the whole of the period from 1 December 2017 to the date of this report.

M C Allan  
G C Gusterson  
M W Herbert  
R J Hudson  
R Joseland  
R S Powell  
D Smith  
R T Wood

Other changes in directors holding office are as follows:

R J Bannister - resigned 23 March 2018  
A D Eames - appointed 26 January 2018

T A Seddon ceased to be a director after 30 November 2018 but prior to the date of this report.

**GOING CONCERN**

The financial position of the company is set out in the Balance Sheet and the accompanying Notes to the Financial Statements.

The company has satisfactory financial resources. As a consequence, the directors believe that the company is well placed to manage its business risks successfully despite the current uncertain economic outlook. After making enquiries, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus, they continue to adopt the going concern basis in preparing the annual financial statements. In doing so, the directors have considered the latest guidelines from the Financial Reporting Council regarding the preparation of financial statements on a going concern basis.

**DISCLOSURE OF INFORMATION TO THE AUDITOR**

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditor is unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

**AUDITOR**

KPMG LLP, our appointed auditor, have conducted the audit for the year ended 30 November 2018 and have expressed a willingness to remain in office. Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed reappointed as auditor in the absence of an Annual General Meeting.

**ON BEHALF OF THE BOARD:**



.....  
R J Hudson - Director

Date: 07 August 2019

**St. Modwen Developments Limited**

**Statement of Directors' Responsibilities  
for the Year Ended 30 November 2018**

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 they have elected to prepare the financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 101 Reduced Disclosure Framework.

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and 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;
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

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 responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

# **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ST. MODWEN DEVELOPMENTS LIMITED**

## **Opinion**

We have audited the financial statements of St. Modwen Developments ("the company") for the year ended 30 November 2018 which comprise the Statement of Comprehensive Income, Balance Sheet, Statement of Changes in Equity and related notes, including the accounting policies in note 2.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 30 November 2018 and of its profit for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 101 *Reduced Disclosure Framework*
- 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 are described below. We have fulfilled our ethical responsibilities under, and are independent of the company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

## **The impact of uncertainties due to the UK exiting the European Union on our audit**

Uncertainties related to the effects of Brexit are relevant to understanding our audit of the financial statements. All audits assess and challenge the reasonableness of estimates made by the directors, and related disclosures and the appropriateness of the going concern basis of preparation of the financial statements. All of these depend on assessments of the future economic environment and the company's future prospects and performance.

Brexit is one of the most significant economic events for the UK, and at the date of this report its effects are subject to unprecedented levels of uncertainty of outcomes, with the full range of possible effects unknown. We applied a standardised firm-wide approach in response to that uncertainty when assessing the company's future prospects and performance. However, no audit should be expected to predict the unknowable factors or all possible future implications for a company and this is particularly the case in relation to Brexit.

## **Going concern**

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the company or to cease its operations, and as they have concluded that the company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least a year from the date of approval of the financial statements. In our evaluation of the directors' conclusions, we considered the inherent risks to the company's business model, including the impact of Brexit, and analysed how those risks might affect the company's financial resources or ability to continue operations over the going concern period. We have nothing to report in these respects.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the absence of reference to a material uncertainty in this auditor's report is not a guarantee that the company will continue in operation.

## **Directors' report**

The directors are responsible for the directors' report. Our opinion on the financial statements does not cover that report and we do not express an audit opinion thereon.

Our responsibility is to read the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the directors' report;
- in our opinion the information given in that report for the financial year is consistent with the financial statements; and
- in our opinion that report has been prepared in accordance with the Companies Act 2006.

#### **Matters on which we are required to report by exception**

Under the Companies Act 2006 we are required 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.

We have nothing to report in these respects.

#### **Directors' responsibilities**

As explained more fully in their statement set out on page 8, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; 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 they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

#### **Auditor's responsibilities**

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities).

#### **The purpose of our audit work and to whom we owe our responsibilities**

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.



**Gordon Docherty (Senior Statutory Auditor)**  
**for and on behalf of KPMG LLP, Statutory Auditor**  
*Chartered Accountants*  
One Snowhill  
Snow Hill Queensway  
Birmingham  
B4 6GH

7 August 2019

**St. Modwen Developments Limited**

**Statement of Comprehensive Income  
for the Year Ended 30 November 2018**

|   | Notes | 2018<br>£                | 2017<br>£                |
|---|-------|--------------------------|--------------------------|
| <b>TURNOVER</b>                                   | 3     | <b>168,549,018</b>       | <b>165,863,318</b>       |
| Cost of sales                                     |       | <u>(106,141,921)</u>     | <u>(114,604,621)</u>     |
| <b>GROSS PROFIT</b>                               |       | <b>62,407,097</b>        | <b>51,258,697</b>        |
| Administrative expenses                           |       | <u>(326,267)</u>         | <u>(319,549)</u>         |
|   |       | <b>62,080,830</b>        | <b>50,939,148</b>        |
| Other operating income                            | 4     | <b>3,469,723</b>         | <b>4,740,927</b>         |
| Gain/(loss) on revaluation of investment property |       | <u>22,073,274</u>        | <u>16,487,062</u>        |
| <b>OPERATING PROFIT</b>                           |       | <b>87,623,827</b>        | <b>72,167,137</b>        |
| Income from participating interests               |       | <b>2,100,000</b>         | <b>622,000</b>           |
| Interest receivable and similar income            |       | <b>495,835</b>           | <b>1,354,319</b>         |
| Amounts written off investments                   | 6     | <u>(1,880,774)</u>       | <u>-</u>                 |
| Interest payable and similar expenses             | 7     | <u>(699,926)</u>         | <u>(1,115,855)</u>       |
| <b>PROFIT BEFORE TAXATION</b>                     | 8     | <b>87,638,962</b>        | <b>73,027,601</b>        |
| Tax on profit                                     | 9     | <u>(16,589,978)</u>      | <u>(2,425,800)</u>       |
| <b>PROFIT FOR THE FINANCIAL YEAR</b>              |       | <b>71,048,984</b>        | <b>70,601,801</b>        |
| <b>OTHER COMPREHENSIVE INCOME</b>                 |       | <u>-</u>                 | <u>-</u>                 |
| <b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>    |       | <u><b>71,048,984</b></u> | <u><b>70,601,801</b></u> |

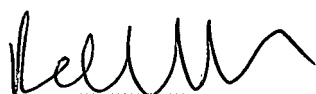
The notes form part of these financial statements

St. Modwen Developments Limited (Registered number: 00892832)

Balance Sheet  
30 November 2018

|  | Notes | 2018<br>£          | 2017<br>£          |
|--|-------|--------------------|--------------------|
| <b>FIXED ASSETS</b>                          |       |                    |                    |
| Tangible assets                              | 10    | 48,010             | 61,596             |
| Investments                                  | 11    | 68,120,906         | 13,454,052         |
| Investment property                          | 12    | 650,375,036        | 668,580,951        |
|  |       | <u>718,543,952</u> | <u>682,096,599</u> |
| <b>CURRENT ASSETS</b>                        |       |                    |                    |
| Stocks                                       | 13    | 65,624,216         | 118,462,696        |
| Debtors                                      | 14    | 314,262,839        | 239,692,636        |
| Cash at bank and in hand                     |       | 14,767,943         | 2,921,118          |
|  |       | <u>394,654,998</u> | <u>361,076,450</u> |
| <b>CREDITORS</b>                             |       |                    |                    |
| Amounts falling due within one year          | 15    | (326,312,007)      | (296,531,810)      |
| <b>NET CURRENT ASSETS</b>                    |       | <u>68,342,991</u>  | <u>64,544,640</u>  |
| <b>TOTAL ASSETS LESS CURRENT LIABILITIES</b> |       | <u>786,886,943</u> | <u>746,641,239</u> |
| <b>CREDITORS</b>                             |       |                    |                    |
| Amounts falling due after more than one year | 16    | (481,981,301)      | (515,766,889)      |
| <b>PROVISIONS FOR LIABILITIES</b>            | 19    | (14,777,484)       | (11,795,176)       |
| <b>NET ASSETS</b>                            |       | <u>290,128,158</u> | <u>219,079,174</u> |
| <b>CAPITAL AND RESERVES</b>                  |       |                    |                    |
| Called up share capital                      | 20    | 30,000             | 30,000             |
| Fair value reserve                           |       | 32,063,585         | 27,931,865         |
| Retained earnings                            |       | 258,034,573        | 191,117,309        |
| <b>SHAREHOLDER FUNDS</b>                     |       | <u>290,128,158</u> | <u>219,079,174</u> |

The financial statements were approved and authorised for issue by the Board of Directors on 07 August 2019 and were signed on its behalf by:



R J Hudson - Director

The notes form part of these financial statements

**St. Modwen Developments Limited**

**Statement of Changes in Equity  
for the Year Ended 30 November 2018**

|   | <b>Called up<br/>share<br/>capital<br/>£</b> | <b>Retained<br/>earnings<br/>£</b> | <b>Fair<br/>value<br/>reserve<br/>£</b> | <b>Total<br/>equity<br/>£</b> |
|---|--|------------------------------------|---|-------------------------------|
| <b>Balance at 1 December 2016</b>                         | 30,000                                       | 115,352,653                        | 33,094,720                              | 148,477,373                   |
| <b>Changes in equity</b>                                  |  |                                    |   |                               |
| Total comprehensive income                                | -  | 70,601,801                         | -                                       | 70,601,801                    |
| Transfer of net realised gains from<br>fair value reserve | -  | 5,162,855                          | (5,162,855)                             | -                             |
| <b>Balance at 30 November 2017</b>                        | <u>30,000</u>                                | <u>191,117,309</u>                 | <u>27,931,865</u>                       | <u>219,079,174</u>            |
| <b>Changes in equity</b>                                  |  |                                    |   |                               |
| Total comprehensive income                                | -  | 71,048,984                         | -                                       | 71,048,984                    |
| Transfer of net unrealised gains to<br>fair value reserve | -  | (4,131,720)                        | 4,131,720                               | -                             |
| <b>Balance at 30 November 2018</b>                        | <u>30,000</u>                                | <u>258,034,573</u>                 | <u>32,063,585</u>                       | <u>290,128,158</u>            |

The notes form part of these financial statements

## **St. Modwen Developments Limited**

### **Notes to the Financial Statements for the Year Ended 30 November 2018**

#### **1. STATUTORY INFORMATION**

St. Modwen Developments Limited is a private company, limited by shares, registered in England and Wales. The company's registered number and registered office address can be found on the Company Information page.

#### **2. ACCOUNTING POLICIES**

##### **Basis of preparation**

These financial statements have been prepared in accordance with Financial Reporting Standard 101 "Reduced Disclosure Framework" ("FRS 101"). The financial statements have been prepared under the historical cost convention as modified by the revaluation of certain assets.

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

The company has taken advantage of the disclosure exemptions included within paragraph 8 of FRS 101. The main impact of these disclosure exemptions is that these financial statements do not include a cash flow statement, financial instruments, fair value and related party disclosures or comparative information in respect of certain assets. Where required, equivalent disclosures are given in the consolidated financial statements of St. Modwen Properties PLC.

##### **Going concern**

The company has satisfactory financial resources. As a consequence, the directors believe that the company is well placed to manage its business risks successfully despite the current uncertain economic outlook. After making enquiries, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus, they continue to adopt the going concern basis in preparing the annual financial statements. In doing so, the directors have considered the latest guidelines from the Financial Reporting Council regarding the preparation of financial statements on a going concern basis.

##### **Turnover**

Turnover is recognised to the extent that it is probable that economic benefits will flow to the company and the turnover can be reliably measured. Turnover is measured at the fair value of the consideration received excluding discounts, VAT and other sales taxes or duty.

##### **Rental income**

Rental income arising from investment properties is accounted for on a straight-line basis over the lease term.

##### **Development sales**

Turnover arising from the sale of property is recognised on legal completion of the sale.

##### **Management fee income**

Management fees are recognised when the group has substantially fulfilled its obligations in respect of the transaction and hence the amount of revenue can be measured reliably and it is probable that economic benefits will flow to the group.

##### **Tangible fixed assets**

Tangible fixed assets are stated at cost less accumulated depreciation and accumulated impairment losses. Such cost includes costs directly attributable to making the asset capable of operating as intended.

Depreciation is provided on all operating property, plant and equipment at rates calculated to write off the cost less estimated residual value of each asset evenly over its expected useful life as follows:

- plant, machinery and equipment - over two to five years;
- fixtures and fittings - over two to five years.



## **St. Modwen Developments Limited**

### **Notes to the Financial Statements - continued for the Year Ended 30 November 2018**

#### **2. ACCOUNTING POLICIES - continued**

##### **Investment property**

Investment properties are properties which are held either to earn rental income or for capital appreciation or both. Investment properties are carried at fair value following initial recognition at the present value of the consideration payable. To establish fair value, investment properties are independently valued on the basis of market value. Any unrealised surplus or deficit arising is recognised in the profit and loss account for the year and subsequently transferred to the fair value reserve. Investment properties are not depreciated.

Once classified as an investment property, a property remains in this category until development with a view to sale commences, at which point the asset is transferred to inventories at current valuation.

Where an investment property is being redeveloped for continued use as an investment property, the property remains within investment property and any movement in valuation is recognised in the profit and loss account. Capital expenditure, including capitalised interest on qualifying assets and labour costs where applicable, that is directly attributable to the redevelopment or refurbishment of investment property, up to the point of it being completed for its intended use, is included in the carrying value of the property.

Investment property disposals are recognised on completion. Profits and losses arising are recognised through the profit and loss account and the profit or loss on disposal is determined as the difference between the sales proceeds and the carrying amount of the asset.

##### **Financial instruments**

Financial assets and financial liabilities are recognised when the company becomes a party to the contractual provisions of the instrument.

##### **Trade and other debtors**

Trade and other debtors are recognised and carried at the lower of their original invoiced value or recoverable amount. Provision is made when there is evidence that the company will not be able to recover balances in full. Balances are written off when the probability of recovery is assessed as being remote.

##### **Cash and cash equivalents**

Cash and cash equivalents comprises cash balances and short-term deposits with banks with initial maturity less than three months.

##### **Trade and other creditors**

Trade and other creditors are initially recognised at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest rate method. Where payment is on deferred terms the liability is initially recorded by discounting the nominal amount payable to net present value. The discount to nominal value is amortised over the period of the deferred arrangement and charged to finance costs.

##### **Stocks**

Stocks principally comprise properties previously developed and held for sale, properties under construction with a view to sale and land under option with a view to future sale. All stocks are carried at the lower of cost and realisable value.

Cost comprises land, direct materials and, where applicable, capitalised interest on qualifying assets and direct labour costs that have been incurred in bringing the inventories to their present location and condition. When inventory includes a transfer from investment properties, cost is recorded as the book value at the date of transfer. Net realisable value represents the estimated selling price less any further costs expected to be incurred to completion and disposal. Inventory is transferred to investment properties only when the asset meets the definition of an investment property and there is evidence of a change in use, for example, the inception of an operating lease.

##### **Interest**

Interest is capitalised if it is directly attributable to the acquisition, construction or production of inventory or the redevelopment of investment properties. Capitalisation commences when the activities to develop the property start and continues until the property is substantially ready for its intended use. Capitalised interest is calculated with reference to the weighted average interest rate of incremental borrowings.

## **St. Modwen Developments Limited**

### **Notes to the Financial Statements - continued for the Year Ended 30 November 2018**

#### **2. ACCOUNTING POLICIES - continued**

##### **Taxation**

Current tax assets and liabilities are measured at the amount expected to be recovered from, or paid to, the taxation authorities, based on tax rates and laws that are enacted or substantively enacted by the balance sheet date. Full payment is made for transfer pricing adjustments and group relief surrendered between group undertakings.

Deferred income tax is recognised on all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements, using the rates of tax expected to apply based on legislation enacted or substantively enacted at the balance sheet date.

Deferred income tax assets are recognised only to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, carried forward tax credits or tax losses can be utilised.

Deferred income tax assets and liabilities are measured on an undiscounted basis at the tax rates that are expected to apply when the related asset is realised or liability is settled, based on tax rates and laws substantively enacted at the balance sheet date.

##### **Investments**

Fixed asset investments are shown at cost less provision for impairment. Impairment is measured by comparing the carrying value of the asset with its recoverable amount.

##### **Dividend income**

Dividend income from joint ventures is recognised when the shareholders' rights to receive payment have been established.

##### **Finance lease payments**

Minimum lease payments are apportioned between the finance charge and the reduction of the outstanding liability. The finance charge is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability. Contingent rents are charged as expenses in the periods in which they are incurred.

##### **Leases**

###### **The company as lessee**

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee.

Interests in leasehold investment properties are accounted for as finance leases with the value of minimum lease payments inherent within the carrying value of the property and the liability reflected within long-term liabilities. On payment of a ground rent, initially the majority of such costs is charged to the income statement as interest payable, with the balance reducing the liability.

###### **The company as lessor**

Rental income from operating leases, adjusted for the impact of any cash incentives given to the lessee and to reflect any rent-free incentive periods, is recognised on a straight-line basis over the lease term.

Notes to the Financial Statements - continued  
for the Year Ended 30 November 2018

2. ACCOUNTING POLICIES - continued

**Key sources of estimation uncertainty**

In the application of the company's accounting policies outlined above, the directors are required to make 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 and so actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis and 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 key assumptions concerning the future, and other key sources of estimation uncertainty at the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

**Net realisable value of inventories**

The company has ongoing procedures for assessing the carrying value of inventories and identifying where this is in excess of net realisable value. The estimates and judgements for both revenue and costs were based on information available at, and pertaining to, the balance sheet date, with reference to recent experience on similar properties and site-specific knowledge.

**Valuation of investment property**

Investment properties are held at fair value, which is determined by independent valuations undertaken by external valuation experts in accordance with the Appraisal and Valuation Manual of the Royal Institution of Chartered Surveyors. These valuations are based on prevailing market conditions and evidence of transaction prices for similar properties together with assumptions including yields, estimated rental values, gross development values and the appropriateness of remediation expenditure and costs to complete. Market conditions and assumptions are expected to change over time and any increase in yields or costs to complete or any decreases in estimated rental values or gross development values in subsequent periods would result in a decrease in the fair value of investment properties. The company adopts the valuation performed by its independent valuers as the fair value of its investment properties, following review by management.

**Standards and interpretations not yet effective**

At the date of approval of these financial statements, the following standards, amendments and interpretations which have not been adopted in these financial statements were in issue but not yet effective (and in some cases had not yet been adopted by the EU):

- IFRS 9 Financial Instruments
- IFRS 15 Revenue from Contracts with Customers
- IFRS 16 Leases

**IFRS 9 Financial Instruments**

IFRS 9 Financial Instruments, which is effective for the company's year ending 30 November 2019, concerns the classification, measurement and disclosure of financial instruments. The classification of all financial assets of the company will change from loans and receivables to amortised cost, but this will not have a quantitative impact on the financial statements as loans and receivables are currently, subsequent to initial recognition, measured at amortised cost. The classification of all other financial instruments will remain unchanged.

The introduction of an expected credit loss model will result in the company evaluating its provision against trade and other receivables using a probability-weighted approach of a range of possible outcomes, which differs from the existing approach of providing against estimated irrecoverable trade and other receivables past due. However, as the existing provision is not material and the increase to the provision on the implementation of this new provisioning policy is not anticipated to be significant, the impact on the profit and loss account for the year ending 30 November 2019 of adopting IFRS 9 is not expected to be material.

**IFRS 15 Revenue from Contracts with Customers**

IFRS 15 Revenue from Contracts with Customers, which is effective for the company's year ending 30 November 2019, replaces a number of existing standards and interpretations and introduces a five-step, principles-based, model for the recognition of turnover.

# St. Modwen Developments Limited

## Notes to the Financial Statements - continued for the Year Ended 30 November 2018

### 2. ACCOUNTING POLICIES - continued

The new standard does not apply to the rental income turnover stream, which will be accounted for under IFRS 16 Leases, but does apply to the remainder of the company's revenue streams. The company intends to apply IFRS 15 retrospectively to each prior reporting period presented on adoption.

Applying IFRS 15 for the year ended 30 November 2018 would not have had a material impact on turnover recognised.

The company considered the potential impact on adopting IFRS 15 of unbundling contracts due to an assessment of the performance obligations to be delivered to customers. The assessment will vary depending on the terms of the specific contracts entered into by the company. However, the company's assessment concluded that this impact was immaterial for contracts in progress at the date of implementation and therefore no transitional adjustment to equity will be required.

IFRS 15 also establishes principles for reporting useful information to users of financial statements about the nature, timing and uncertainty of turnover and cash flows arising from contracts with customers. This will increase the extent of some of the turnover-related disclosures in the financial statements.

#### IFRS 16 Leases

IFRS 16 Leases is not mandatorily effective for the company until the year ending 30 November 2020, but the company intends to early adopt the standard at the same time as IFRS 9 Financial Instruments and IFRS 15 Revenue from Contracts with Customers in the year ending 30 November 2019.

The company is not party to any lease contracts designated as an operating lease under IAS 17 Leases but is party to lease contracts currently designated as finance leases under IAS 17. As a result, the company has concluded there is no impact on its current lessee or lessor accounting upon transition. The impact on the company profit and loss account for the year ending 30 November 2019 of adopting IFRS 16 is not expected to be material.

### 3. TURNOVER

The turnover and profit before taxation are attributable to the principal activities of the company.

An analysis of turnover by class of business is given below:

|                       | 2018               | 2017               |
|-----------------------|--------------------|--------------------|
|                       | £                  | £                  |
| Rental income         | 30,161,433         | 31,378,601         |
| Development sales     | 137,880,061        | 133,033,635        |
| Management fee income | 507,524            | 1,451,082          |
|                       | <u>168,549,018</u> | <u>165,863,318</u> |

An analysis of turnover by geographical market is given below:

|                | 2018               | 2017               |
|----------------|--------------------|--------------------|
|                | £                  | £                  |
| United Kingdom | 168,549,018        | 165,863,318        |
|                | <u>168,549,018</u> | <u>165,863,318</u> |

**St. Modwen Developments Limited**

**Notes to the Financial Statements - continued  
for the Year Ended 30 November 2018**

**4. OTHER OPERATING INCOME**

|  | <b>2018</b>             | <b>2017</b>             |
|--|-------------------------|-------------------------|
|  | <b>£</b>                | <b>£</b>                |
| Other income                                 | <b>1,338,159</b>        | 1,477,056               |
| Profit/(loss) on sale of investment property | <b>2,131,564</b>        | 3,263,871               |
|  | <u><b>3,469,723</b></u> | <u><b>4,740,927</b></u> |

**5. EMPLOYEES AND DIRECTORS**

The company had no employees or staff costs for the current financial year or the prior financial year.

None of the directors received any remuneration paid by the company during the current financial year or the prior financial year. The remuneration of the directors is paid by other group undertakings and no part of their remuneration is specifically attributable to their services to this company.

**6. AMOUNTS WRITTEN OFF INVESTMENTS**

|                                 | <b>2018</b>      | <b>2017</b> |
|---------------------------------|------------------|-------------|
|                                 | <b>£</b>         | <b>£</b>    |
| Amounts written off investments | <b>1,880,774</b> | -           |

**7. INTEREST PAYABLE AND SIMILAR EXPENSES**

|  | <b>2018</b>           | <b>2017</b>             |
|--|-----------------------|-------------------------|
|  | <b>£</b>              | <b>£</b>                |
| Bank interest                                    | <b>113,064</b>        | 931,754                 |
| Finance leases                                   | <b>181,711</b>        | 184,101                 |
| Discount unwind on deferred payment arrangements | <b>405,151</b>        | -                       |
|  | <u><b>699,926</b></u> | <u><b>1,115,855</b></u> |

**8. PROFIT BEFORE TAXATION**

Auditor remuneration was borne by the ultimate parent company, St. Modwen Properties PLC. No amount of this fee has been specifically attributed to the audit of the company (2017: £nil).

**9. TAXATION**

**Analysis of tax expense**

|  | <b>2018</b>              | <b>2017</b>             |
|--|--------------------------|-------------------------|
|  | <b>£</b>                 | <b>£</b>                |
| Current tax:   |                          |                         |
| Tax  | <b>13,607,670</b>        | 9,484,962               |
| Deferred tax   | <b>2,982,308</b>         | (7,059,162)             |
| Total tax expense in statement of comprehensive income | <u><b>16,589,978</b></u> | <u><b>2,425,800</b></u> |

**St. Modwen Developments Limited**

**Notes to the Financial Statements - continued  
for the Year Ended 30 November 2018**

**9. TAXATION - continued**

**Factors affecting the tax expense**

The tax assessed for the year is lower than the standard rate of corporation tax in the UK. The difference is explained below:

|  | 2018<br>£         | 2017<br>£          |
|--|-------------------|--------------------|
| Profit before income tax   | <u>87,638,962</u> | <u>73,027,601</u>  |
| Profit multiplied by the standard rate of corporation tax in the UK of 19%<br>(2017 - 19.330%) | 16,651,403        | 14,116,235         |
| Effects of:  |                   |                    |
| Non-deductible or taxable expenses and credits   | (692,066)         | (702,208)          |
| Taxation on investment property  | 672,874           | (6,057,166)        |
| Change in rate used for provision of deferred tax  | -                 | (1,905,606)        |
| Adjustments in respect of prior years  | <u>(42,233)</u>   | <u>(3,025,455)</u> |
| Tax expense  | <u>16,589,978</u> | <u>2,425,800</u>   |

Legislation substantively enacted at 30 November 2018 included provisions which reduced the main rate of corporation tax from 19% to 17% with effect from 1 April 2020. Current tax has therefore been provided at 19% and deferred tax at 17%.

**10. TANGIBLE FIXED ASSETS**

|                        | Plant and<br>machinery<br>£ | Fixtures<br>and<br>fittings<br>£ | Totals<br>£     |
|------------------------|-----------------------------|----------------------------------|-----------------|
| <b>COST</b>            |                             |                                  |                 |
| At 1 December 2017     | 73,733                      | 22,021                           | 95,754          |
| Additions              | 3,700                       | -                                | 3,700           |
| Disposals              | <u>-</u>                    | <u>(17,950)</u>                  | <u>(17,950)</u> |
| At 30 November 2018    | <u>77,433</u>               | <u>4,071</u>                     | <u>81,504</u>   |
| <b>DEPRECIATION</b>    |                             |                                  |                 |
| At 1 December 2017     | 21,391                      | 12,767                           | 34,158          |
| Charge for year        | 8,572                       | 8,713                            | 17,285          |
| Eliminated on disposal | <u>-</u>                    | <u>(17,949)</u>                  | <u>(17,949)</u> |
| At 30 November 2018    | <u>29,963</u>               | <u>3,531</u>                     | <u>33,494</u>   |
| <b>NET BOOK VALUE</b>  |                             |                                  |                 |
| At 30 November 2018    | <u>47,470</u>               | <u>540</u>                       | <u>48,010</u>   |
| At 30 November 2017    | <u>52,342</u>               | <u>9,254</u>                     | <u>61,596</u>   |

**St. Modwen Developments Limited**

**Notes to the Financial Statements - continued  
for the Year Ended 30 November 2018**

**11. INVESTMENTS**

|                       | Investments<br>in<br>subsidiaries<br>£ | Interest<br>in joint<br>venture<br>£ | Totals<br>£       |
|-----------------------|--|--------------------------------------|-------------------|
| <b>COST</b>           |  |                                      |                   |
| At 1 December 2017    | 9,708,336                              | 3,745,716                            | 13,454,052        |
| Additions             | 56,145,002                             | 402,630                              | 56,547,632        |
| Disposals             | (4)                                    | -                                    | (4)               |
| Impairments           | (1,880,774)                            | -                                    | (1,880,774)       |
|                       | <u>63,972,560</u>                      | <u>4,148,346</u>                     | <u>68,120,906</u> |
| At 30 November 2018   |  |                                      |                   |
| <b>NET BOOK VALUE</b> |  |                                      |                   |
| At 30 November 2018   | <u>63,972,560</u>                      | <u>4,148,346</u>                     | <u>68,120,906</u> |
| At 30 November 2017   | <u>9,708,336</u>                       | <u>3,745,716</u>                     | <u>13,454,052</u> |

**St. Modwen Developments Limited**

**Notes to the Financial Statements - continued  
for the Year Ended 30 November 2018**

**11. INVESTMENTS - continued**

The following is a list of all subsidiary undertakings, joint ventures and associates owned by the company at 30 November 2018. Unless otherwise stated, all are incorporated in England and Wales with their registered office at Park Point, 17 High Street, Longbridge, Birmingham, B31 2UQ. The share capital of each of the companies, where applicable, comprises of ordinary shares.

| <b>Name</b>   | <b>Company<br/>Registration<br/>Number</b> | <b>Proportion<br/>of entity<br/>owned by<br/>the<br/>company</b> | <b>Activity</b>                 |
|---|--|--|---------------------------------|
| <b>Wholly owned subsidiaries</b>                        |  |  |                                 |
| Branston Properties Limited                             | 02893827                                   | 100%   | Property investment             |
| Broomford Vange Limited                                 | 05697168                                   | 100%   | Ceased trading                  |
| Chertsey Road Property Limited                          | 06899060                                   | 100%   | Dormant                         |
| Coed Darcy Estates Management Limited                   | 07848407                                   | 100%   | Property management             |
| Killingholme Energy Limited                             | 08320277                                   | 100%   | Property development            |
| Killingholme Land Limited                               | 08320297                                   | 100%   | Property development            |
| Lawnmark Limited  | 04089229                                   | 100%   | Dormant                         |
| Newcastle Regeneration Partnership Limited              | 02741086                                   | 100%   | Dormant                         |
| Sandpiper Quay (Management Company No.2) Limited        | 02485456                                   | 100%   | Dormant                         |
| Shaw Park Developments Limited                          | 04625000                                   | 100%   | Ceased trading                  |
| St Modwen Developments (Edmonton) Limited               | 02405853                                   | 100%   | Property investment             |
| St Modwen Developments (Meon Vale) Limited              | 05294589                                   | 100%   | Dormant                         |
| St. Modwen (Shelf 1) Limited                            | 02741186                                   | 100%   | Dormant                         |
| St. Modwen Developments (Clay Cross) Limited            | 123891                                     | 100%   | Property investment             |
| St. Modwen Developments (Facility Services) Limited     | 08996358                                   | 100%   | Dormant                         |
| St. Modwen Developments (Llanwern) Limited              | 123892                                     | 100%   | Property investment             |
| St. Modwen Developments (Longbridge East Works) Limited | 123893                                     | 100%   | Property investment             |
| St. Modwen Developments (Kirkby 2) Limited              | 09746395                                   | 100%   | Property development/investment |
| St. Modwen Developments (Quinton) Limited               | 01479159                                   | 100%   | Dormant                         |
| St. Modwen Hungerford Limited                           | 06160323                                   | 100%   | Ceased trading                  |
| St. Modwen Neath Canal Limited                          | 06160309                                   | 100%   | Dormant                         |
| Statedale Limited                                       | 03656832                                   | 100%   | Dormant                         |
| Woodingdean Estate Management Company Limited           | 09293061                                   | 100%   | Dormant                         |
| <b>Non-wholly owned subsidiaries</b>                    |  |  |                                 |
| Littlecombe Community Interest Company                  | 05896419                                   | 51%  | Property management             |
| <b>Joint ventures</b>                                   |  |  |                                 |
| Barton Business Park Limited                            | 03807742                                   | 50%  | Property investment             |
| Bay Campus Developments LLP                             | OC389022                                   | 50%  | Dormant                         |
| Meaford Energy Limited                                  | 08575649                                   | 50%  | Property development            |
| Meaford Land Limited                                    | 08575760                                   | 50%  | Property development            |
| Skypark Development Partnership LLP                     | OC343583                                   | 50%  | Property development            |
| Spray Street Quarter LLP*                               | OC404205                                   | 50%  | Property development            |
| Wrexham Land Limited                                    | 06748467                                   | 50%  | Property development            |
| Wrexham Power Limited                                   | 06762265                                   | 50%  | Property development            |
| <b>Associates</b>                                       |  |  |                                 |
| Coed Darcy Limited**                                    | 00577934                                   | 49%  | Property investment             |
| Baglan Bay Company Limited**                            | 06383208                                   | 25%  | Property development            |
| Saxon Business Centre (Management) Limited              | 02470756                                   | 40%  | Dormant                         |



**St. Modwen Developments Limited**

**Notes to the Financial Statements - continued  
for the Year Ended 30 November 2018**

**11. INVESTMENTS - continued**

|                                   |          |     |         |
|-----------------------------------|----------|-----|---------|
| Snipe Centre (Management) Limited | 02485535 | 33% | Dormant |
|-----------------------------------|----------|-----|---------|

\* The registered office of this limited liability partnership Bruce Kenrick House, 2 Killick Street, London, N1 9FL.

\*\*The registered office of these companies is Dumfries House, Dumfries Place, Cardiff, CF10 3ZF.

**12. INVESTMENT PROPERTY**

|                           | Total<br>£    |
|---------------------------|---------------|
| <b>FAIR VALUE</b>         |               |
| At 1 December 2017        | 668,580,951   |
| Additions                 | 72,965,152    |
| Disposals                 | (182,667,217) |
| Revaluations              | 22,073,274    |
| Lease incentives          | 728,498       |
| Reclassification/transfer | 68,694,378    |
|                           | 650,375,036   |
| <b>NET BOOK VALUE</b>     |               |
| At 30 November 2018       | 650,375,036   |
| At 30 November 2017       | 668,580,951   |

Freehold investment properties were revalued as at 30 November 2018 and 30 November 2017 by Cushman & Wakefield, Chartered Surveyors in accordance with the Appraisal and Valuation Manual of the Royal Institution of Chartered Surveyors, on the basis of market value. The independent valuers provide the fair value of the company's properties every 6 months.

The investment property balance includes the impact of cumulative revaluation movements and would have been included on a historical cost basis at £525,396,048 (2017: £530,701,499).

**13. STOCKS**

|                  | 2018<br>£  | 2017<br>£   |
|------------------|------------|-------------|
| Work-in-progress | 65,624,216 | 118,462,696 |

An impairment of stocks to net realisable value of £1,431,143 (2017: £1,292,233) and a reversal of past impairments of stocks of £1,829,389 (2017: £nil) were recognised in cost of sales.

**14. DEBTORS**

|                                      | 2018<br>£   | 2017<br>£   |
|--------------------------------------|-------------|-------------|
| Amounts falling due within one year: |             |             |
| Trade debtors                        | 6,189,891   | 2,826,359   |
| Amounts owed by group undertakings   | 265,456,360 | 207,150,466 |
| Amounts owed by joint ventures       | 5,115,205   | 5,691,948   |
| Other debtors                        | 29,694,028  | 21,229,958  |
| Prepayments and accrued income       | 1,464,012   | 1,098,976   |
|                                      | 307,919,496 | 237,997,707 |

**St. Modwen Developments Limited**

**Notes to the Financial Statements - continued  
for the Year Ended 30 November 2018**

**14. DEBTORS - continued**

|   | 2018<br>£                 | 2017<br>£                 |
|---|---------------------------|---------------------------|
| Amounts falling due after more than one year: |                           |                           |
| Other debtors                                 | <u>6,343,343</u>          | <u>1,694,929</u>          |
| Aggregate amounts                             | <u><u>314,262,839</u></u> | <u><u>239,692,636</u></u> |

All amounts owed by group undertakings and joint ventures are interest free and repayable on demand.

**15. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

|                                    | 2018<br>£                 | 2017<br>£                 |
|------------------------------------|---------------------------|---------------------------|
| Finance leases (see note 17)       | 44,776                    | 42,242                    |
| Trade creditors                    | 20,562,600                | 26,248,077                |
| Amounts owed to group undertakings | 253,518,479               | 218,160,898               |
| Corporation tax                    | 14,156,339                | 11,918,521                |
| Other tax and social security      | 1,065,044                 | 2,525,887                 |
| Other creditors                    | 1,248,424                 | 7,533,462                 |
| Accruals and deferred income       | 35,716,345                | 30,102,723                |
|                                    | <u><u>326,312,007</u></u> | <u><u>296,531,810</u></u> |

All amounts owed to group undertakings and joint ventures are interest free and repayable on demand.

**16. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR**

|                                    | 2018<br>£                 | 2017<br>£                 |
|------------------------------------|---------------------------|---------------------------|
| Bank loans (see note 17)           | -                         | 34,000,000                |
| Finance leases (see note 17)       | 3,019,428                 | 3,064,204                 |
| Amounts owed to group undertakings | 475,000,000               | 475,000,000               |
| Accruals and deferred income       | 3,961,873                 | 3,702,685                 |
|                                    | <u><u>481,981,301</u></u> | <u><u>515,766,889</u></u> |

**17. FINANCIAL LIABILITIES - BORROWINGS**

|                              | 2018<br>£               | 2017<br>£                |
|------------------------------|-------------------------|--------------------------|
| Current:                     |                         |                          |
| Finance leases (see note 18) | <u>44,776</u>           | <u>42,242</u>            |
| Non-current:                 |                         |                          |
| Bank loans - 1-2 years       | -                       | 34,000,000               |
| Finance leases (see note 18) | <u>3,019,428</u>        | <u>3,064,204</u>         |
|                              | <u><u>3,019,428</u></u> | <u><u>37,064,204</u></u> |

**St. Modwen Developments Limited**

**Notes to the Financial Statements - continued  
for the Year Ended 30 November 2018**

**17. FINANCIAL LIABILITIES - BORROWINGS - continued**

Terms and debt repayment schedule

|                | <b>1 year or<br/>less<br/>£</b> | <b>1-2 years<br/>£</b> | <b>2-5 years<br/>£</b> | <b>More than<br/>5 years<br/>£</b> | <b>Totals<br/>£</b> |
|----------------|---------------------------------|------------------------|------------------------|------------------------------------|---------------------|
| Finance leases | <u>44,776</u>                   | <u>47,463</u>          | <u>160,172</u>         | <u>2,811,793</u>                   | <u>3,064,204</u>    |

**18. LEASING AGREEMENTS**

Minimum lease payments under finance leases fall due as follows:

|                              | <b>Finance leases</b> |                   |
|------------------------------|-----------------------|-------------------|
|                              | <b>2018<br/>£</b>     | <b>2017<br/>£</b> |
| Gross obligations repayable: |                       |                   |
| Within one year              | 223,952               | 223,952           |
| Between one and five years   | 895,808               | 895,808           |
| In more than five years      | <u>5,191,694</u>      | <u>5,415,646</u>  |
|                              | <u>6,311,454</u>      | <u>6,535,406</u>  |
| Finance charges repayable:   |                       |                   |
| Within one year              | 179,176               | 181,710           |
| Between one and five years   | 688,173               | 699,476           |
| In more than five years      | <u>2,379,901</u>      | <u>2,547,774</u>  |
|                              | <u>3,247,250</u>      | <u>3,428,960</u>  |
| Net obligations repayable:   |                       |                   |
| Within one year              | 44,776                | 42,242            |
| Between one and five years   | 207,635               | 196,332           |
| In more than five years      | <u>2,811,793</u>      | <u>2,867,872</u>  |
|                              | <u>3,064,204</u>      | <u>3,106,446</u>  |

**19. PROVISIONS FOR LIABILITIES**

|                                  | <b>2018<br/>£</b> | <b>2017<br/>£</b> |
|----------------------------------|-------------------|-------------------|
| Deferred tax                     |                   |                   |
| Accelerated capital allowances   | 2,113,498         | 1,838,286         |
| Other timing differences         | (14,428)          | -                 |
| Appropriations for trading stock | -                 | 96,970            |
| Property revaluations            | <u>12,678,414</u> | <u>9,859,920</u>  |
|                                  | <u>14,777,484</u> | <u>11,795,176</u> |

**St. Modwen Developments Limited**

**Notes to the Financial Statements - continued  
for the Year Ended 30 November 2018**

**19. PROVISIONS FOR LIABILITIES - continued**

|   | Deferred<br>tax<br>£ |
|---|----------------------|
| Balance at 1 December 2017                              | 11,795,176           |
| Charge to Statement of Comprehensive Income during year | 2,982,308            |
| Balance at 30 November 2018                             | <u>14,777,484</u>    |

**20. CALLED UP SHARE CAPITAL**

Allotted, issued and fully paid:

| Number: | Class:   | Nominal<br>value: | 2018<br>£     | 2017<br>£     |
|---------|----------|-------------------|---------------|---------------|
| 30,000  | Ordinary | £1                | <u>30,000</u> | <u>30,000</u> |

**21. ULTIMATE PARENT COMPANY**

The company's immediate and ultimate parent company is St. Modwen Properties PLC, a company registered in England and Wales. Copies of the group annual report and financial statements of St. Modwen Properties PLC are available from the registered office of Park Point, 17 High Street, Longbridge, B31 2UQ. This is the smallest and largest group into which this company is consolidated.

**22. RELATED PARTY DISCLOSURES**

At 30 November 2018 the company had £5,077,419 (2017: £4,121,666) of A, B and D loan notes and the associated accrued interest outstanding with Sky Park Developments LLP. In addition, the company has current account receivables with Key Property Investments (Number Two) Limited, Key Property Investments (Number Six) Limited and KPI I S.à.r.l. for a total amount of £18,843 (2017: £1,570,282). The loan notes, accrued interest and current account balances are all repayable on demand.

The company recognised development fee income of £877,862 (2017: £3,212,551) from VSM (NCGM) Limited where it is involved in the development of the New Covent Garden Market site on the joint venture's behalf.