Heron Treasury Services Limited

Directors' Report and Financial Statements

for the Year Ended 31 December 2017

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Company Information

Directors

Mr Gerald Ronson CBE Hon. DCL Mr Lionel Zeltser (alternate director) – resigned 30 March 2018 Mr Peter Woolley

Company secretary

Mr James Manning

Registered office

Heron House 4 Bentinck Street London W1U 2EF

Auditors

Ernst & Young LLP 1 More London Place London SE1 2AF

Company Number

2191171

Strategic Report for the Year Ended 31 December 2017

The directors present their strategic report for the year ended 31 December 2017.

Review of the business

The company remains an investment company and will do so for the foreseeable future.

Principal risks and uncertainties

Objectives and policies

Financial risk management is an integral part of the company's management processes. Stringent policies designed to identify, manage and limit both existing and possible risks are supplied at various management levels.

Price risk, credit risk, liquidity risk and cash flow risk

The company is an investment company with limited exposure to financial risk, save for the changes in the value of its investments. All financial risk for the company is managed at a parent level.

Foreign currency risk

Due to its nature of business, the company has no cross-border trade transactions and therefore foreign exchange transaction exposure is not applicable.

Approved by the Board on $\frac{19}{12}$ (\times 2017) and signed on its behalf by:

Mr James Manning Company secretary

SEP 2018

Directors' Report for the Year Ended 31 December 2017

The directors present their report and the financial statements for the year ended 31 December 2017.

Principal activity

The principal activity of the company is that of an investment company.

Results and dividends

The profit for the year was £16m (2016: £70.0m) and the state of the affairs of the company are as set out in the attached accounts.

The company holds an 8.5% interest in the Ronson Capital Partners 1 (Real Estate) Partnership L.P. ('RCP'). This fund has two residential developments in Central London. The company invested £9.9m in this fund. During the previous year one of the developments within this fund completed. In the current year the remaining development reached completion. To date £14.5m of equity/profit has been returned to the Company. The company's investment in RCP as at 31 December 2017 is £Nil (2016: £7.1m).

The directors do not recommend the payment of a dividend for the year (2016: £nil).

Going concern

After considering the company's forecast cash flows and applying appropriate sensitivities to the cash flow projections, the directors continue to consider it appropriate that the going concern basis be adopted in preparing the company's accounts as Heron International Holdings, the company's ultimate UK parent company, has given an assurance that it will provide financial support to the company for a period of not less than 12 months from the date of authorisation of the financial statements.

Disclosure of information to the auditors

So far as each person who was a director at the date of approving these financial statements is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware. Having made enquiries of fellow directors and the company's auditor, each director has taken all reasonable steps that he is obliged to take as a director in order to make himself aware of any relevant audit information and to establish that the auditor is aware of that information.

Directors and their interests

The current directors of the company, and those who served throughout the period are as listed on page 1.

There are no directors' interests which require to be disclosed under the Companies Act 2006.

A parent company maintains liability insurance for directors and officers of the company.

Reappointment of auditors

The auditors Ernst & Young LLP are deemed to be reappointed under section 485 of the Companies Act 2006.

Mr James Manning Company secretary

Statement of Directors' Responsibilities

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (UK Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable to the UK and Republic of Ireland'. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and apply them consistently;
- make judgements 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.

Independent Auditor's Report to the members of Heron Treasury Services Limited

Opinion

We have audited the financial statements of Heron Treasury Services Limited (the 'company') for the year ended 31 December 2017 which comprise Income Statement, Statement of Comprehensive Income, Statement of Financial Position, Statement of Changes in Equity and the related notes 1 to 12, including a summary of significant accounting policies The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the company's affairs as at 31 December 2017 and of its profit for the year then ended:
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
 and
- have been prepared in accordance with the requirements of the Companies Act 2006.

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 below. 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.

Independent Auditor's Report to the members of Heron Treasury Services Limited (continued)

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 this 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 the 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 strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and directors' report have 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 strategic report or 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.

Independent Auditor's Report to the members of Heron Treasury Services Limited (continued)

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 4, 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 https://www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Use of our report

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

David Wilson (Senior statutory auditor)

for and on behalf of Ernst & Young LLP, Statutory Auditor

London

Date 2.5 SEP 2018.

Heron Treasury Services Limited Income Statement for the Year Ended 31 December 2017

	Note	2017 £	2016 £
	Note		
Administrative expenses		(676,140)	(1,415,910)
Operating loss	2	(676,140)	(1,415,910)
Surplus on revaluation of fixed asset investment	6	4,242,562	60,400,036
		3,566,422	58,984,126
Distribution from joint ventures .		4,516,839	3,206,400
Interest receivable and similar income	3	9,178,132	9,312,252
Interest payable and similar charges	4	(1,215,338)	(1,525,689)
Profit before tax		16,046,055	69,977,089
Tax on profit on ordinary activities	5		
Profit for the financial year		16,046,055	69,977,089

The above profits were derived from continuing operations.

Statement of Comprehensive Income for the Year Ended 31 December 2017

	Note	2017 £	2016 £
Profit for the year		16,046,055	69,977,089
Total comprehensive income for the year		16,046,055	69,977,089

(Registration number: 2191171) Statement of Financial Position as at 31 December 2017

107,179,679	110,018,796 15,295
15,295 65,461,643	15,295
65,461,643	
65,461,643	
• •	
	63,244,679
1,240	1,240
65,478,178	63,261,214
(39,244,955)	(55,913,163)
26,233,223	7,348,051
133,412,902	117,366,847
133,412,902	117,366,847
90,000,000	90,000,000
43,412,902	27,366,847
133,412,902	117,366,847
	65,478,178 (39,244,955) 26,233,223 133,412,902 133,412,902 90,000,000 43,412,902

Approved and authorised by the Board on and signed on its behalf by:

Mr Peter Woolley

Director

Heron Treasury Services Limited Statement of Changes in Equity for the Year Ended 31 December 2017

	Retained Share capital Earnings		Total
	£	£	£
At 1 January 2016	90,000,000	(42,610,242)	47,389,758
Total comprehensive income		69,977,089	69,977,089
At 31 December 2016	90,000,000	27,366,847	117,366,847
Total comprehensive income		16,046,055	16,046,055
At 31 December 2017	90,000,000	43,412,902	133,412,902

Notes to the Financial Statements for the Year Ended 31 December 2017

1 Accounting policies

Corporate information

Heron Treasury Services Limited is a private limited liability company incorporated in England. The Registered Office is disclosed on page 1.

Statement of Compliance

These financial statements have been prepared in compliance with applicable United Kingdom accounting standards, including Financial Reporting Standard 102 – 'The Financial Reporting Standard Applicable in the United Kingdom and Republic of Ireland' (FRS 102), and with the Companies Act 2006.

Basis of preparation

The financial statements have been prepared on the historical cost basis except for the modification to a fair value basis for certain financial instruments as specified in the accounting policies below.

Under the provisions of FRS 102, the Company is defined as a qualifying entity and has consequently taken advantage of the disclosure exemptions set out in FRS 102 section 1.12 not to:

- provide a reconciliation of the number of shares outstanding at the beginning and end of the year;
- prepare a statement of cash flows as it is a wholly owned subsidiary undertaking of Heron International Holdings, the consolidated financial statements of which will include a consolidated statement of cash flows, including those of the company and
- disclose key management personnel compensation.

Significant judgement and estimates

The preparation of the financial statements requires management to make significant judgements and estimates and assumptions that effect the amounts reported for assets and liabilities as at the balance sheet date and the amounts reported for revenues and expenses during the year. However, the nature of estimation means that actual outcomes could differ from those estimates.

In the process of applying the company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the financial statements:

- Tax the Company establishes provisions based on reasonable estimates for likely tax liabilities. The amount of such provisions is based on various factors, such as management experience and interpretation of tax regulations. Management estimation is required to determine the quantum of deferred tax asset that can be recognised, based upon likely timing and level of future taxable profits together with an assessment of the effect of future tax attributes. Refer to tax accounting policy note for more information.
- Impairment considerations of debtors the carrying values of debtor balances are assessed regularly for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

Estimates and assumptions

Management consider that there are no key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities within the next financial year.

Notes to the Financial Statements for the Year Ended 31 December 2017 (continued)

Exemption from preparing group accounts

The company is exempt from preparing group accounts under s.400 of the Companies Act 2006 as it is included within the consolidated accounts of the Heron International Holdings group.

Going concern

After considering the company's forecast cash flows and applying appropriate sensitivities to the cash flow projections, the directors continue to consider it appropriate that the going concern basis be adopted in preparing the company's accounts as Heron International Holdings, the company's ultimate UK parent company, has given an assurance that it will provide financial support to the company for a period of not less than 12 months from the date of authorisation of the financial statements.

The principal accounting policies are as follows:

Fixed asset investments

Fixed asset investments are carried as follows:

Investments in joint ventures are stated at cost less any provisions for impairment. All impairments are recorded to the Income Statement. Other investments are stated at cost unless there is a permanent diminution in value where they are written off to the Income Statement.

Investment in subsidiary undertakings are stated at valuation based on the underlying net asset value of each subsidiary. Surplus and deficits on revaluation are taken to the Income Statement.

Interest payable

Interest expense is recognised on the basis of the effective interest method and is included in interest payable and similar charges.

Interest income

Interest income is recognised on the basis of the effective interest method and is included in interest receivable and similar income.

Trade and other receivables

Trade and other receivables are initially measured at fair value and subsequently measured at amortised cost less any impairment. Where trade and other receivables are expected to be recovered in more than one year, the balance is discounted to reflect the time value of money.

Trade creditors

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if the company does not have an unconditional right, at the end of the reporting period, to defer settlement of the creditor for at least twelve months after the reporting date. If there is an unconditional right to defer settlement for at least twelve months after the reporting date, they are presented as non-current liabilities.

Notes to the Financial Statements for the Year Ended 31 December 2017 (continued)

Tax

Current tax is recognised for the amount of tax payable in respect of the taxable profit for the current or past reporting periods using the tax rates and laws that have been enacted or substantively enacted by the reporting date.

Deferred tax is recognised except as noted otherwise in respect of all timing differences at the reporting date between taxable profits and total comprehensive income.

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

No deferred tax is recognized on the unremitted earnings of subsidiaries as the company is able to control the reversal of the timing difference and it is probable that the timing difference will not reverse in the foreseeable future.

Distributions

Distributions are recognised when the company's right to receive the payment is established.

Borrowings

Interest-bearing borrowings are initially recorded at fair value, net of transaction costs. Interest-bearing borrowings are subsequently carried at amortised cost, with the difference between the proceeds, net of transaction costs, and the amount due on redemption being recognised as a charge to the Income Statement over the period of the relevant borrowing.

Borrowings are classified as current liabilities unless the company has an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

2 Operating loss

The operating loss is stated after charging

	2017 £	2016 £
Management fees to a parent undertaking	659,000	1,416,000

The audit fees for the year have been borne by another group undertaking.

No director received any remuneration in respect of services rendered to the company during the year (2016: £nil).

The company did not employ any persons during the year (2016: nil).

Notes to the Financial Statements for the Year Ended 31 December 2017 (continued)

3 Interest receivable and similar income		
	2017	2016
7	£	£
Interest receivable from a joint venture (see note 7 & 10)	9,178,132	9,312,252
4 Interest payable and similar charges		
	2017	2016
	£	£
Payable to a parent undertaking (see note 8)	1,214,750	1,525,689
Other	588	
	1,215,338	1,525,689
5 Taxation		
5 Fuzution	2017	2016
	£	£
Current taxation		
Group relief	-	-
Deferred taxation		
Total deferred taxation	-	_
Tax expense in the income statement	_	
The tax on ordinary activities for the period is lower than the standard rate $(2016 - 20\%)$.	of corporation tax in the	e UK of 19.25%
The differences are reconciled below:		
	2017	2016
	£	£
Profit before tax	16,046,055	69,977,089
Corporation tax at standard rate	3,088,866	13,995,418
Tax increase (decrease) arising from group relief	249,908	(1,085,149)
Effect of tax losses	(1,542,456)	(1,577,230)
Other tax effects for reconciliation between accounting profit and tax	(1.70/.210)	(11 222 020)
expense (income)	(1,796,318)	(11,333,039)
Total tax charge/(credit)		

Notes to the Financial Statements for the Year Ended 31 December 2017 (continued)

Deferred tax

There are £60.3m of unused tax losses (2016 - £69.6m) in respect of which no deferred tax asset is recognised in the Statement of Financial Position.

Factors that may affect future tax charges

The Finance Act 2016 included legislation to reduce the main rate of corporation tax from 19% to 17% from 1 April 2020. As this change was substantively enacted before the reporting date, deferred tax is recognised at 17% in the current period.

The rate changes will impact the amount of future tax payments to be made by the company.

6 Fixed asset investment

Investments held as fixed assets

			2017	2016
			£	£
Summary				
Subsidiary undertaking			107,171,154	102,928,592
Other investments*			-	7,081,770
Investment in joint venture			8,434	8,434
			107,179,588	110,018,796
	Investment in joint venture	Other Investments*	Subsidiary Undertaking	Total
	£	£	£	£
At 1 January 2016	8,434	9,758,912	9,000,598	18,767,944
Additions	-	135,159	33,527,958	33,663,117
Repayment of equity	-	(2,812,301)	-	(2,812,301)
Revaluation	-	-	60,400,036	60,400,036
At 31 December 2016	8,434	7,081,770	102,928,592	110,018,796
Repayment of equity	-	(7,081,770)	-	(7,081,770)
Revaluation	-	-	4,242,562	4,242,562
At 31 December 2017	8,434		107,171,154	107,179,588
•				

Notes to the Financial Statements for the Year Ended 31 December 2017 (continued)

Details of subsidiary undertakings and joint ventures are disclosed in note 11.

At 31 December 2017 the company holds an 8.56% (2016: 8.56%) interest in RCP.

7 Debtors

	2017	2016
	£	£
Debtors: Amounts falling due within one year		
Amount due from a parent undertaking	15,295	15,295
	15,295	15,295
Debtors: Amounts falling due after more than one year		
Loan to a related party (see note 10) (a)	64,711,882	62,533,750
Other debtors	749,761	710,929
	65,461,643	63,244,679

(a) The amount of £64.7m (2016: £62.5m) due from the joint venture has a maturity date of 24 April 2021. This amount of £64.7m is due from Heron Tower Property Unit Trust. The amount is unsecured and is subordinated to the bank loan in the Trust. Interest is charged at 14% per annum. In the opinion of the directors this is a market rate of interest. The carrying value of these balances is presented after discounting considerations.

^{*} During the year the company was repaid equity of £7,081,679 (2016: £2,812,301) from the Ronson Capital Partners 1 (Real Estate) Partnership L.P. ('RCP'). The company's investment in RCP as at 31 December 2017 is Nil (2016: £7,081,770).

Notes to the Financial Statements for the Year Ended 31 December 2017 (continued)

8 Creditors

	2017 £	2016 £
Creditors: amounts falling due within one year		
Accrued management fees	659,000	1,416,000
Amounts due to a parent undertaking (a)	38,585,955	51,998,388
Amounts due to the immediate parent undertaking		2,498,775
	39,244,955	55,913,163

(a) The above amount of £38.58m (due to Heron International Holdings) is unsecured with no fixed repayment date. Interest is charged at three month LIBOR plus 2%. The carrying value of these balances is presented after discounting considerations.

9 Share capital

Allotted, called up and fully paid shares

	2017		2016	
	No.	£	No.	£
Ordinary Shares of £1 each	90,000,000	90,000,000	90,000,000	90,000,000

10 Related party transactions

The company has taken advantage of the exemption in FRS 102, section 33.1A Related Party Disclosures not to disclose transactions with group companies which meet the criteria that all subsidiary undertakings which are party to the transactions are wholly owned by the ultimate controlling parent.

The Heron Tower Property Unit Trust is a Jersey registered unit trust of which 33.33% is held by a fellow subsidiary undertaking.

Notes to the Financial Statements for the Year Ended 31 December 2017 (continued)

	Heron Tower Property Unit Trust
	£
Loan receivable at 1 January 2016	86,954,831
Interest charged	9,312,252
Advances	666,666
Repayments	(34,399,999)
At 31 December 2016	62,533,750
Interest charged	9,178,132
Repayments	(7,000,000)
At 31 December 2017 (note 7)	64,711,882

The company holds 33.40% of The Heron Residences LLP ("the LLP") and Heron International N.V. (a parent undertaking) holds 16.7% of the LLP. During the year the company received distributions of £1,517,830 (2016: £3,206,400) from The Heron Residences LLP. The company holds 8.56% interest in Ronson Capital Partners 1 (Real Estate) Partnership L.P. See note 6 for movements during the year.

11 Investment in subsidiaries and joint ventures

Subsidiary Undertakings

Name	% of ordinary shares held	Country of incorporation	Nature of business
Bonivir Investments Limited^	99.99%	United Kingdom	Investment
Ronex Properties Limited*^	99.99%	United Kingdom	Investment
Joint Ventures			
Name	% of ordinary shares held	Country of incorporation	Nature of business
The Heron Residences LLP**^	33.40%	United Kingdom	Property development

^{*} Ordinary share capital is held by a subsidiary company

^{**} Designated member

[^]Registered office at Heron House, 4 Bentinck Street, London, W1U 2EF.

[^] Registered office at Luna ArenA, Herikerbergweg 238, 1101 CM Amsterdam Zuidoost, The Netherlands.



Notes to the Financial Statements for the Year Ended 31 December 2017 (continued)

12 Parent and ultimate parent undertaking

The company is controlled by its immediate parent undertaking, Heron Property Corporation Limited.

The company's ultimate parent and controlling undertaking at 31 December 2017 is Heron International Limited. The parent undertakings of the smallest and largest groups of which the company is a member, and for which group accounts are prepared, are as follows:

Largest group - Heron International Limited, registered in the Cayman Islands Smallest group - Heron International Holdings, registered in England and Wales

Copies of the group accounts of Heron International Limited are available from the registered office at PO Box 309, Ugland House, George Town, Grand Cayman, Cayman Islands, British West Indies.

Copies of the group accounts of Heron International Holdings will be available from Companies House at Cardiff, CF14 3UZ once they have been filed.