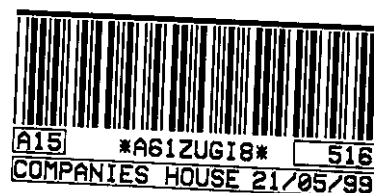


Company Number: 3360110

# **HAMMERSON SHARE OPTION SCHEME TRUSTEES LIMITED**

## **REPORT AND FINANCIAL STATEMENTS**

Year ended 31 December 1998



## HAMMERSON SHARE OPTION SCHEME TRUSTEES LIMITED

Board of Directors

Mr. G. Maitland Smith  
Mr. R.R. Spinney  
Mr. J.A. Bywater  
Mr. S.R. Melliss  
Mr. R.J.G. Richards

Secretary and Registered Office


Mr. S.J. Haydon  
100 Park Lane  
London W1Y 4AR

### NOTICE OF MEETING

Notice is hereby given that the Annual General Meeting of the Company will be held at 100 Park Lane, London W1Y 4AR on 4 May 1999 for the following purposes:

1. To receive the report of the directors and financial statements.
2. To re-appoint Deloitte & Touche as auditors of the Company.
3. To determine the auditors' remuneration.

By order of the Board



S.J. Haydon  
Secretary

4 May 1999

Registered Office:  
100 Park Lane  
London W1Y 4AR

Registered in England Number 3360110

### Notes:

Any member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his/her stead. That proxy need not also be a member of the Company. Any instrument appointing a proxy must be deposited at the Company's registered office not later than 48 hours before the time fixed for the meeting.

# HAMMERSON SHARE OPTION SCHEME TRUSTEES LIMITED

## REPORT OF THE DIRECTORS

Year ended 31 December 1998

### 1. PRINCIPAL ACTIVITIES

The principal activity of the Company is as a trustee company.

### 2. DIVIDEND

No dividend was paid or proposed during the year.

### 3. REVIEW OF DEVELOPMENTS AND FUTURE PROSPECTS

The Company has not traded during the year and consequently has made neither a profit nor loss. It is not intended that the Company will commence trading in the foreseeable future.

### 4. DIRECTORS

- (a) Mr. G. Maitland Smith, Mr. R.R. Spinney, Mr. S.R. Melliss and Mr. R.J.G. Richards were directors of the Company throughout the year.
- (b) Mr. J.A. Bywater was appointed a director of the Company on 30 October 1998.
- (c) In accordance with the Articles of Association of the Company, the directors are not required to retire by rotation.
- (d) All the directors are directors of the Company's ultimate parent company, Hammerson plc, in whose financial statements their interests in the shares of that company are given. None of the directors have any interests in the shares of the Company.
- (e) No director has any interest in contracts entered into by the Company.

### 5. YEAR 2000

The Company has recognised the importance of the Year 2000 issue and has initiated projects to identify computer systems at risk from the inability to deal with the millennium date change.

The cost of the Year 2000 project is borne by the ultimate holding company.

# HAMMERSON SHARE OPTION SCHEME TRUSTEES LIMITED

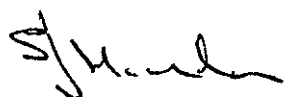
## REPORT OF THE DIRECTORS

Year ended 31 December 1998

### 6. AUDITORS

Deloitte & Touche have indicated their willingness to continue in office in accordance with the provisions of the Companies Act 1985 and a resolution proposing their reappointment will be put to the members at the Annual General Meeting.

By order of the Board



S.J. Haydon  
Secretary  
4 May 1999

Registered Office:  
100 Park Lane  
London W1Y 4AR  
Registered in England and Wales No. 3360110

## **HAMMERSON SHARE OPTION SCHEME TRUSTEES LIMITED**

### **DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE PREPARATION OF THE FINANCIAL STATEMENTS**

The directors are required by company law to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Company as at the end of the financial year and of the profit or loss of the Company for the financial year.

The directors ensure that in preparing the financial statements, suitable accounting policies have been applied consistently, reasonable and prudent judgements and estimates made, applicable accounting standards have been followed, and that it is appropriate to use the going concern basis.

The directors are responsible for maintaining adequate accounting records so as to enable them to comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

# HAMMERSON SHARE OPTION SCHEME TRUSTEES LIMITED

## AUDITORS' REPORT TO THE MEMBERS

We have audited the financial statements on pages 6 to 8 which have been prepared under the accounting policy set out on page 7.

### Respective responsibilities of directors and auditors

As described on page 4 the Company's directors are responsible for the preparation of financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

### Basis of opinion

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policy is appropriate to the Company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

### Opinion

In our opinion the financial statements give a true and fair view of the state of the Company's affairs as at 31 December 1998 and of the result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

*DNW & TOWNE*

Hill House  
1 Little New Street  
London  
EC4A 3TR

Chartered Accountants  
and Registered Auditors  
17~~th~~ May 1999

# HAMMERSON SHARE OPTION SCHEME TRUSTEES LIMITED

## PROFIT AND LOSS ACCOUNT

Year ended 31 December 1998

The Company has not traded during the year and has made neither profit nor loss. There are no recognised gains or losses or movements in shareholders' funds for the current financial year other than as stated in the balance sheet.

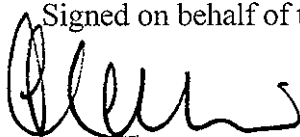
## BALANCE SHEET

at 31 December 1998

	Note	1998 £	1997 £
CURRENT ASSETS			
Debtors	3	2	2
		----	----
TOTAL ASSETS		2	2
		====	====
CAPITAL AND RESERVES			
Called up share capital	4	2	2
		----	----
Equity shareholders' funds		2	2
		====	====

The financial statements were approved by the Board of Directors on 4 May 1999.

Signed on behalf of the Board of Directors



**S.R. Melliss**  
**Director**

# HAMMERSON SHARE OPTION SCHEME TRUSTEES LIMITED

## NOTES TO THE BALANCE SHEET

Year ended 31 December 1998

### 1. ACCOUNTING POLICY

The financial statements are prepared under the historical cost convention in accordance with applicable accounting standards and in compliance with the Companies Act 1985.

### 2. ADMINISTRATION EXPENSES

The directors did not receive any remuneration for services to the Company in the year (1997 - £nil)

The Company has no employees (1997 - £nil)

The auditors' remuneration is paid by another group company in both the current and preceding years.

### 3. DEBTORS

	1998 £	1997 £
Amount owed by the parent company	2 ===	2 ===

The above amount is due after more than one year.

### 4. CALLED UP EQUITY SHARE CAPITAL

	1998 £	1997 £
Authorised: 100 Ordinary shares of £1 each	100 ===	100 ===
Allotted and fully paid: 2 Ordinary shares of £1 each	2 ===	2 ===



## HAMMERSON SHARE OPTION SCHEME TRUSTEES LIMITED

### NOTES TO THE BALANCE SHEET

Year ended 31 December 1998

#### 5. RELATED PARTIES

The Company has taken advantage of the exemption permitted by section 3 of Financial Reporting Standard 8: Related Party Disclosures in not disclosing transactions with other group companies.

#### 6. ULTIMATE PARENT COMPANY

The ultimate parent company and ultimate controlling party is Hammerson plc which is registered in England and Wales. Copies of the financial statements of the ultimate parent company are available from the ultimate parent company's registered office, 100 Park Lane, London W1Y 4AR.