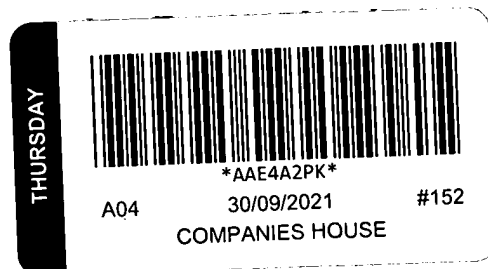


LONDON & REGIONAL OVERSEAS LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020



LONDON & REGIONAL OVERSEAS LIMITED

COMPANY INFORMATION

| | |
|-----------------------------|------------------------------------------------------------------------|
| Directors | Mr L Sebastian Mr R J Livingstone |
| Company number | 03760584 |
| Registered office | Quadrant House, Floor 6 4 Thomas More Square London E1W 1YW |
| Independent Auditors | PricewaterhouseCoopers LLP 1 Embankment Place London WC2N 6RH |

LONDON & REGIONAL OVERSEAS LIMITED

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LONDON & REGIONAL OVERSEAS LIMITED

STRATEGIC REPORT

FOR THE YEAR ENDED 31 DECEMBER 2020

The directors present the strategic report for the year ended 31 December 2020.

Principal activities, fair review of the business and future developments

The company acts as an investment holding company. It made a profit of £2,998k for the year ended 31 December 2020 (2019: £18,981k). Net assets were £61,695k at the year end (2019: £58,697k).

The directors consider the financial position and future prospects at 31 December 2020 to be satisfactory.

Principal risks and uncertainties

The key business risks and uncertainties affecting the company are considered to relate to the fact that the company operates within a highly competitive market place. The directors of the group have reviewed the group's exposure to credit risk, liquidity risk and cashflow risk. These risks and uncertainties are discussed in the company's ultimate parent's group annual report which does not form part of this report.

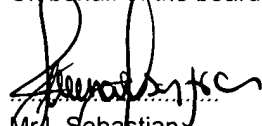
Financial risk management

The company's activities expose it to a number of financial risks including credit risk, cash flow risk and liquidity risk. Further discussion of the financial risk management objectives and policies, in the context of the group as a whole, are discussed in the company's ultimate parent's group annual report which does not form part of this report.

Key performance indicators

The company is managed by the directors in accordance with the strategies of its ultimate parent company, London and Regional Group Properties Ltd. For this reason, the directors believe that further key performance indicators for the company are not necessary or appropriate for an understanding of the development, performance or position of the business. These strategies and key performance indicators are discussed in the company's ultimate parent's group annual report which does not form part of this report.

On behalf of the board



Mr L Sebastian

Director

29/09/2021

LONDON & REGIONAL OVERSEAS LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 DECEMBER 2020

The directors present their report and audited financial statements for the year ended 31 December 2020.

Directors

The directors who held office during the year and/or up to the date of signature of the financial statements were as follows:

Mr L Sebastian

Mr R J Livingstone

Results and dividends

The results for the year are set out on page 7.

No ordinary dividends were paid during the year (2019: £nil). The directors do not recommend the payment of a final dividend (2019: £nil).

The business review, future developments and financial risk management are included in the strategic report.

Qualifying third party indemnity provisions

The company has made qualifying third party indemnity provisions for the benefit of its directors during the year. These provisions remain in force at the reporting date.

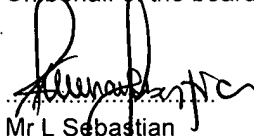
Independent Auditors

The independent auditors, PricewaterhouseCoopers LLP, are deemed to be reappointed under section 487(2) of the Companies Act 2006.

Directors' confirmations

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the company's auditors are unaware. Additionally, the directors have individually taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditors are aware of that information.

On behalf of the board



Mr L Sebastian
Director
29/09/2021

LONDON & REGIONAL OVERSEAS LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT

FOR THE YEAR ENDED 31 DECEMBER 2020

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

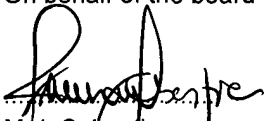
Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial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

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- 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.

The directors 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.

On behalf of the board



Mr L Sebastian
Director
24/09/2021

LONDON & REGIONAL OVERSEAS LIMITED

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF LONDON & REGIONAL OVERSEAS LIMITED

Report on the audit of the financial statements

Opinion

In our opinion, London & Regional Overseas Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2020 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), which comprise: the Balance Sheet as at 31 December 2020; the Statement of Comprehensive Income and the Statement of Changes in Equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

However, because not all future events or conditions can be predicted, this conclusion is not a guarantee as to the company's ability to continue as a going concern.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

LONDON & REGIONAL OVERSEAS LIMITED
INDEPENDENT AUDITORS' REPORT (CONTINUED)
TO THE MEMBERS OF LONDON & REGIONAL OVERSEAS LIMITED

Reporting on other information (continued)

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 an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

With respect to the Strategic report and Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

Strategic report and Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic report and Directors' Report for the year ended 31 December 2020 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic report and Directors' Report.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Directors' Responsibilities Statement, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also 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.

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.

Auditors' 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 auditors' 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.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below.

Based on our understanding of the company and industry, we identified that the principal risks of non-compliance with laws and regulations related to UK tax regulations, and we considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the financial statements such as the Companies Act 2006.

LONDON & REGIONAL OVERSEAS LIMITED
INDEPENDENT AUDITORS' REPORT (CONTINUED)
TO THE MEMBERS OF LONDON & REGIONAL OVERSEAS LIMITED

Auditors' responsibilities for the audit of the financial statements (continued)

We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to management recording inappropriate journal entries and the risk of bias in accounting estimates and judgements. Audit procedures performed by the engagement team included:

- Enquiring of management and those charged with governance, and inspection of policy documentation as to the company's high-level policies and procedures to prevent and detect fraud as well as enquiries around actual and potential litigation and claims;
- Enquiring of those charged with governance as to whether management have knowledge of any actual, suspected or alleged fraud;
- Auditing the risk of management override of controls by identifying journal entries to test based on risk criteria and comparing the identified entries to supporting documentation; and
- Assessing the reasonableness of key accounting estimates (because of the risk of management bias), including challenging assumptions and judgements made by management in their significant accounting estimates.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

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

Use of this report

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

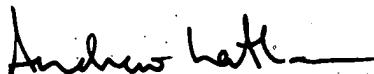
Other required reporting

Companies Act 2006 exception reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not obtained all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the company, or returns adequate for our audit have not been received from branches not visited by us; or
- certain disclosures of directors' remuneration specified by law are not made; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.



Andrew Latham (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London
29 September 2021

LONDON & REGIONAL OVERSEAS LIMITED

STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 DECEMBER 2020

| | | Year ended 31 December 2020 £'000 | Year ended 31 December 2019 £'000 |
|------------------------------------------------|----------|--------------------------------------------|--------------------------------------------|
| | Note | | |
| Administrative expenses | | - | (5) |
| Exchange gain/(loss) on foreign currency loans | | 1,969 | (1,871) |
| Operating profit/(loss) | 3 | 1,969 | (1,876) |
| Interest receivable and similar income | 5 | 1,029 | 11,717 |
| Profit before taxation | | 2,998 | 9,841 |
| Tax on profit | 6 | - | 9,140 |
| Profit for the financial year | | 2,998 | 18,981 |
| Other comprehensive income | | - | - |
| Total comprehensive income for the year | | 2,998 | 18,981 |

The statement of comprehensive income has been prepared on the basis that all operations are continuing operations.

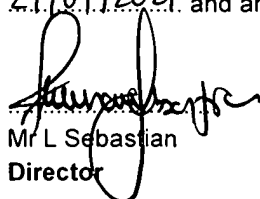
LONDON & REGIONAL OVERSEAS LIMITED

BALANCE SHEET

AS AT 31 DECEMBER 2020

| | | 2020 | | 2019 | |
|------------------------------------------------|------|----------|--------|----------|--------|
| | Note | £'000 | £'000 | £'000 | £'000 |
| Fixed assets | | | | | |
| Investments | 7 | | 23,263 | | 19,052 |
| Current assets | | | | | |
| Debtors | 8 | 50,685 | | 51,898 | |
| Creditors: amounts falling due within one year | 9 | (12,253) | | (12,253) | |
| Net current assets | | | 38,432 | | 39,645 |
| Total assets less current liabilities | | | 61,695 | | 58,697 |
| Net assets | | | 61,695 | | 58,697 |
| Capital and reserves | | | | | |
| Called up share capital | 10 | | - | | - |
| Retained earnings | | | 61,695 | | 58,697 |
| Total equity | | | 61,695 | | 58,697 |

The financial statements on pages 7 to 19 were approved by the board of directors and authorised for issue on 29/09/2021 and are signed on its behalf by:



Mr L Sebastian
Director

Company Registration No. 03760584

LONDON & REGIONAL OVERSEAS LIMITED

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2020

| | Called up share capital £'000 | Retained earnings £'000 | Total £'000 |
|-----------------------------------------------------------------|-------------------------------------|-------------------------------|----------------|
| Balance at 1 January 2019 | - | 39,716 | 39,716 |
| Profit for the financial year and total comprehensive income | - | 18,981 | 18,981 |
| | <hr/> | <hr/> | <hr/> |
| Balance at 31 December 2019 | - | 58,697 | 58,697 |
| Profit for the financial year and total comprehensive income | - | 2,998 | 2,998 |
| | <hr/> | <hr/> | <hr/> |
| Balance at 31 December 2020 | - | 61,695 | 61,695 |
| | <hr/> | <hr/> | <hr/> |

LONDON & REGIONAL OVERSEAS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2020

1 Accounting policies

General information

London & Regional Overseas Limited is a private company limited by shares incorporated in the United Kingdom and registered in England. The registered office is Quadrant House, Floor 6, 4 Thomas More Square, London, E1W 1YW.

London & Regional Overseas Limited acts as an investment holding company.

1.1 Statement of compliance

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006.

1.2 Basis of preparation and summary of significant accounting policies

The financial statements have been prepared on a going concern basis and under the historical cost convention. The principal accounting policies adopted are set out below.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £'000.

The preparation of financial statements in conformity with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 2.

1.3 Exemptions for qualifying entities under FRS 102

FRS 102 allows a qualifying entity certain disclosure exemptions, subject to conditions.

As a qualifying entity, the company has taken advantage of the following exemptions:

- from the requirement to prepare a statement of cash flows as required by paragraph 3.17 (d) of FRS 102;
- from the requirement to present financial instruments disclosures, as required by FRS 102 paragraphs 11.39 to 11.48A, paragraph 12.26 and 12.29; and
- from the requirement to disclose transactions or balances with entities which form part of the group as required by paragraph 33.1A of FRS102.

1.4 Exemption from consolidation

The company has taken advantage of the exemption under section 400 of the Companies Act 2006 not to prepare consolidated financial statements. The financial statements present information about the company as an individual entity and not about its group.

London & Regional Overseas Limited is a wholly owned subsidiary of London and Regional Group Property Holdings Ltd, a company incorporated in England and Wales, and the results of London & Regional Overseas Limited are included in the consolidated financial statements of London and Regional Group Property Holdings Ltd.

LONDON & REGIONAL OVERSEAS LIMITED
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2020

1 Accounting policies

1.5 Investments

Interests in subsidiaries, associates and jointly controlled entities are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

A subsidiary is an entity controlled by the company. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

An associate is an entity, being neither a subsidiary nor a joint venture, in which the company holds a long-term interest and where the company has significant influence. The company considers that it has significant influence where it has the power to participate in the financial and operating decisions of the associate.

1.6 Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the company's balance sheet when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Basic financial assets

Basic financial assets, which include debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

Other financial assets

Other financial assets, including investments in equity instruments which are not subsidiaries, associates or joint ventures, are initially measured at fair value, which is normally the transaction price. Such assets are subsequently carried at fair value and the changes in fair value are recognised in profit or loss, except that investments in equity instruments that are not publicly traded and whose fair values cannot be measured reliably are measured at cost less impairment.

Impairment of financial assets

Financial assets are assessed for indicators of impairment at each reporting date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. If an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been, had the impairment not previously been recognised. The impairment reversal is recognised in profit or loss.

LONDON & REGIONAL OVERSEAS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2020

1 Accounting policies

Derecognition of financial assets

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the company transfers the financial asset and substantially all the risks and rewards of ownership to another entity, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party.

Classification of financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

Basic financial liabilities

Basic financial liabilities, including creditors, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

Derecognition of financial liabilities

Financial liabilities are derecognised when the company's contractual obligations expire or are discharged or cancelled.

1.7 Equity instruments

Equity instruments issued by the company are recorded at the proceeds received, net of transaction costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

Changes in the fair value of derivatives that are designated and qualify as fair value hedges are recognised in profit or loss immediately, together with any changes in the fair value of the hedged asset or liability that are attributable to the hedged risk.

1.8 Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the statement of comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

LONDON & REGIONAL OVERSEAS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2020

1 Accounting policies

Deferred tax

Deferred tax liabilities are generally recognised for all timing differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Such assets and liabilities are not recognised if the timing difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited to the statement of comprehensive income, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset when the company has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

1.9 Foreign exchange

Transactions in currencies other than pounds sterling are recorded at the rates of exchange prevailing at the dates of the transactions. At each reporting end date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the reporting end date. Gains and losses arising on translation are included in the statement of comprehensive income.

LONDON & REGIONAL OVERSEAS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2020

2 Critical accounting judgements and estimation uncertainty

In the application of the company's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

a) Critical judgements in applying the entity's accounting policies

The directors have not applied any judgements in applying the company's accounting policies.

b) Critical accounting estimates and assumptions

The company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

Impairment of investments

The company makes an estimate of the recoverable value of its investments. Where an indication of impairment is identified, the estimation of the recoverable value is made by reference to the estimated future cash flows from the investment and also selection of appropriate discount rates, in order to calculate the net present value of those cash flows. See note 7 for the carrying values of the assets and note 1.5 for the accounting policy.

Recoverability of amounts due from group undertakings and amounts due from related undertakings

The company makes an estimate of the recoverable value of amounts due from group undertakings and amounts due from related undertakings. When carrying out the assessment the directors consider factors including the ageing profile of the debtors, historic experience and performance of debtors business. See note 8 for the carrying values of the assets and note 1.6 for the accounting policy.

3 Operating profit/(loss)

| | Year ended 31 December 2020 £'000 | Year ended 31 December 2019 £'000 |
|--------------------------------------------------------------------------------------------|--------------------------------------------|--------------------------------------------|
| Operating profit/(loss) for the year is stated after (crediting)/charging: | | |
| Exchange (gain)/loss | (1,969) | 1,871 |
| Fees payable to the company's auditors for the audit of the company's financial statements | - | - |
| | <u> </u> | <u> </u> |

Auditors' remuneration of £16k (2019: £15k) has been borne by a fellow subsidiary company, London and Regional Properties Ltd, which made no recharge to the company.

4 Directors' remuneration

The directors did not receive any emoluments in respect of their services to the company (2019: £nil). The company has no employees (2019: none).

LONDON & REGIONAL OVERSEAS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2020

5 Interest receivable and similar income

| | Year ended 31 December 2020 £'000 | Year ended 31 December 2019 £'000 |
|------------------------------------------|--------------------------------------------|--------------------------------------------|
| Other interest receivable | 1,029 | 927 |
| Income from shares in group undertakings | - | 10,790 |
| | <u>1,029</u> | <u>11,717</u> |

6 Tax on profit

| | Year ended 31 December 2020 £'000 | Year ended 31 December 2019 £'000 |
|------------------------------------------|--------------------------------------------|--------------------------------------------|
| Current tax | | |
| Adjustments in respect of previous years | - | (9,140) |
| | <u>-</u> | <u>(9,140)</u> |

Tax assessed for the year is lower than (2019: lower than) the standard rate of corporation tax in the UK for the year ended 31 December of 19% (2019: 19%). The differences are explained below.

The actual result/(credit) for the year can be reconciled to the expected charge for the year based on the profit or loss and the standard rate of tax as follows:

| | Year ended 31 December 2020 £'000 | Year ended 31 December 2019 £'000 |
|----------------------------------------------------------------------------------------------|--------------------------------------------|--------------------------------------------|
| Profit before taxation | <u>2,998</u> | <u>9,841</u> |
| Profit multiplied by the standard rate of corporation tax in the UK of 19.00% (2019: 19.00%) | 570 | 1,870 |
| Tax effect of income not taxable in determining taxable profit | - | (2,050) |
| Adjustments in respect of previous years | - | (9,140) |
| Amounts (utilised from)/surrendered to group relief | <u>(570)</u> | <u>180</u> |
| Tax result/(credit) for the year | <u>-</u> | <u>(9,140)</u> |

Factors that may affect future tax charges

In the Spring Budget 2020, the Government announced that from 1 April 2020 the corporation tax rate would remain at 19% (rather than reducing to 17%, as previously enacted). This new law was substantively enacted on 17 March 2020. As the proposal to keep the rate at 19% had not been substantively enacted at the balance sheet date, its effects are not included in these financial statements.

LONDON & REGIONAL OVERSEAS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2020

| 7 Investments | Note | 2020 £'000 | 2019 £'000 |
|-----------------------------|-------------|-----------------------|-----------------------|
| Investments in subsidiaries | 12 | 23,263 | 19,052 |

The directors believe that the carrying value of the investments are supported by their underlying net assets.

Movements in investments

| | Shares in group undertakings £'000 | Other investments £'000 | Total £'000 |
|-----------------------------------|-------------------------------------------------------|----------------------------------------|------------------------|
| Cost or valuation | | | |
| At 1 January 2020 | 34,093 | 30 | 34,123 |
| Additions | 4,211 | - | 4,211 |
| At 31 December 2020 | 38,304 | 30 | 38,334 |
| Accumulated Impairment | | | |
| At 1 January and 31 December 2020 | 15,041 | 30 | 15,071 |
| Carrying amount | | | |
| At 31 December 2020 | 23,263 | - | 23,263 |
| At 31 December 2019 | 19,052 | - | 19,052 |

Additional capital contributions were sent to subsidiary LR Overseas (US) LLC on behalf of L&R Sunset Member LLC of £1,375k and L&R French Market Member LLC of £1,699k. Further capital contributions were sent to subsidiary LR Overseas (US) LLC for general funding of £1,137k.

LONDON & REGIONAL OVERSEAS LIMITED
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2020

| | | |
|-----------------------------------------------|---------------|---------------|
| 8 Debtors | 2020 | 2019 |
| | £'000 | £'000 |
| Amounts falling due within one year: | | |
| Amounts due from group undertakings | 16,046 | 20,257 |
| | | |
| | 2020 | 2019 |
| | £'000 | £'000 |
| Amounts falling due after more than one year: | | |
| Amounts due from related undertakings | 34,639 | 31,641 |
| | | |
| Total debtors | 50,685 | 51,898 |

Amounts due from group undertakings are repayable on demand, unsecured and interest free.

Amounts due from related undertakings for the current year solely relates to a loan of EUR 38,529k (2019: EUR 37,391k) to Templehof Holding BV, a company ultimately controlled by R J Livingstone, and bearing interest of 3.00% per annum. Templehof Holding BV is a related party owing to its ownership by R J Livingstone.

| | | |
|---------------------------------------------------------|---------------|---------------|
| 9 Creditors: amounts falling due within one year | 2020 | 2019 |
| | £'000 | £'000 |
| Amounts due to fellow group undertakings | 11,616 | 11,616 |
| Other creditors | 637 | 637 |
| | 12,253 | 12,253 |

Amounts due to fellow group undertakings are unsecured, non-interest bearing and repayable on demand.

| | | |
|------------------------------------------|-------------|-------------|
| 10 Called up share capital | 2020 | 2019 |
| | £ | £ |
| Ordinary share capital | | |
| Authorised, issued and fully paid | | |
| One (2019: One) ordinary share of £1 | 1 | 1 |

LONDON & REGIONAL OVERSEAS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2020

11 Related party transactions

As the company is a wholly owned subsidiary of London and Regional Group Properties Ltd, the company has taken advantage of the exemption under section 33.1A of FRS102 from disclosing transactions or balances with entities which form part of the group.

At 31 December 2020, the company had a related party debtor position of EUR 38,529k (2019: EUR 37,391k), relating to Templehof Holding BV, a company ultimately controlled by R J Livingstone which bears interest of 3% per annum, is repayable on demand and unsecured. This is included in debtors related party balance, note 8.

12 Subsidiaries

These financial statements are separate company financial statements for London & Regional Overseas Limited.

Details of the company's subsidiaries at 31 December 2020 are as follows:

| Name of undertaking | Country of incorporation | Nature of business | Registered office key | % Held | |
|-------------------------------|--------------------------|----------------------|-----------------------|--------|----------|
| | | | | Direct | Indirect |
| 1155 Angelo Dr LLC | USA | Property development | 1 | | 98.00 |
| Delight City LLC | Ukraine | Property investment | 2 | | 100.00 |
| Delight LLC | Ukraine | Property investment | 2 | | 100.00 |
| Delight Plus LLC | Ukraine | Property investment | 2 | | 100.00 |
| Global Circinus | Spain | Holding company | 9 | 100.00 | |
| Kingsford Holding BV | Netherlands | Holding company | 4 | | 100.00 |
| L&R (US) Holdings Manager LLC | USA | Property manager | 5 | | 100.00 |
| L&R French Market Member LLC | USA | Holding company | 5 | | 100.00 |
| L&R Laurel Project (CA) LLC | USA | Holding company | 6 | | 75.00 |
| Laurel Company WeHo LLC | USA | Property development | 7 | | 75.00 |
| Laurel Santa Monica Blvd LLC | USA | Property development | 7 | | 75.00 |
| LR Overseas (US) LLC | USA | Holding company | 8 | 100.00 | |
| Mardorella Holding BV | Netherlands | Holding company | 4 | 100.00 | |
| Revalo Holding Company Ltd | Cyprus | Holding company | 3 | | 100.00 |

All shareholdings in subsidiaries are ordinary.

| Registered Office Key | Address |
|-----------------------|--------------------------------------------------------------------------------------------------|
| 1 | 1880 Century Park E, STE 200, Los Angeles, CA 90067, USA |
| 2 | UTP No.1, Sector B, Maydan Nezalezhnosti, Kiev City, 01001, Ukraine |
| 3 | 10 Diomidous St, Alphamega Acropolis Building, 3rd Floor, Office 401, P.C. 2024, Nicosia, Cyprus |
| 4 | Claude Debussylaan 10, 3rd Floor Office 1082MD, Amsterdam, The Netherlands |
| 5 | 2140 S Dupont Hwy, Camden, DE 19934, USA |
| 6 | 1901 Avenue of the Stars, STE. 700, Los Angeles, CA 90067, USA |
| 7 | 659 N Robertson Blvd, West Hollywood, CA 90069, USA |
| 8 | 155 Office Plaza Dr, 1st Floor, Tallahassee, FL 32301, USA |
| 9 | Calle Pradillo, no5, bajo, Madrid 28002, Spain |

LONDON & REGIONAL OVERSEAS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2020

13 Ultimate controlling party

The immediate parent undertaking is London and Regional Group Property Holdings Ltd, a company incorporated in England and Wales.

The ultimate parent undertaking is London and Regional Group Properties Ltd, a company incorporated in England and Wales.

London and Regional Group Property Holdings Ltd is the parent undertaking of the smallest group of undertakings to consolidate these financial statements as at 31 December 2020. London and Regional Group Properties Ltd is the parent undertaking of the largest group of undertakings to consolidate these financial statements at 31 December 2020. The consolidated financial statements of London and Regional Group Property Holdings Ltd and London and Regional Group Properties Ltd can be obtained from the company secretary at Quadrant House, Floor 6, 4 Thomas More Square, London E1W 1YW.

The ultimate controlling parties are I M Livingstone and R J Livingstone through their equal joint ownership of London and Regional Group Properties Ltd.