

Registered number: 04027739

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**GROSVENOR KEYSIGN LIMITED**

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**ANNUAL REPORT AND FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022**

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**GROSVENOR KEYSIGN LIMITED**

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## GROSVENOR KEYSIGN LIMITED

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### DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2022

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#### INTRODUCTION

The directors present their Annual Report on the affairs of Grosvenor Keysign Limited (the 'Company') together with the audited financial statements for the year ended 31 December 2022.

#### BUSINESS REVIEW

The principal activity of the Company during the year was investment in property in the United Kingdom. The Company is a subsidiary of Grosvenor Limited (together with its subsidiaries the 'Group').

The Company holds investment property which has contracted revenue streams under lease agreements in place with a diverse mix of tenants.

The Company is in a net asset position of £29,741,044 (2021: £37,010,894) and recognised a loss of £4,769,850 (2021: profit of £2,948,017) for the year ended 31 December 2022. It has net current liabilities of £26,220,311 (2021: £26,074,908).

#### GOING CONCERN

After making enquiries, the directors have a reasonable expectation that the Company has adequate resources for a minimum of 12 months following the signing of the financial statements.

The Company as part of the wider Grosvenor Limited Group is continuing to monitor developments associated with the Covid-19 virus and the associated near-term uncertainty for the global economy to understand the ongoing impact for the underlying property business and its tenants.

A Group-level assessment of the Group's cash flow forecasts for the period ended 31 December 2024 has been completed. In particular, these forecasts consider the impact of Covid-19 on the Group's rental income and stressed assumptions on the availability of finance and property valuations.

The Company, as part of the wider Grosvenor Group is continuing to monitor the ongoing volatility in the macroeconomic climate. This uncertainty is contributed to by the ongoing conflict in Ukraine, residual effects of the global pandemic, and significant volatility in the financial markets. Through continual monitoring, the Group ensures that as a whole it can withstand significant economic shock.

The Directors have considered the going concern assumption for the Group in light of these developments and considered the possible impact, for example on income and availability of funding, in the Group's cash flow forecasts for the period ending 31 December 2024. On the basis of the Company's continued forecast liquidity, the Directors consider it appropriate to prepare the accounts on a going concern basis.

The Company is incorporated in the United Kingdom and its registered office is 70 Grosvenor Street, London, W1K 3JP.

#### RESULTS AND DIVIDENDS

The loss for the year, after taxation, amounted to £4,769,850 (2021: profit of £2,948,017).

The directors recommended and paid a dividend of £2,500,000 (2021: £2,000,000) during the year.

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**GROSVENOR KEYSIGN LIMITED**

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**DIRECTORS' REPORT (CONTINUED)  
FOR THE YEAR ENDED 31 DECEMBER 2022**

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**DIRECTORS**

The directors who served during the year and to the date of this report, except as noted, were:

A M Bright (resigned 11 March 2022, reappointed 10 October 2022)  
M J Conway (appointed 4 January 2022)  
C A Henderson  
P M Townley (resigned 30 November 2022)  
J H Archibald (appointed 1 December 2022)  
H A Chamberlayne (appointed 1 December 2022)  
P F O'Grady (appointed 1 December 2022)

**DISCLOSURE OF INFORMATION TO AUDITOR**

Each of the persons who are directors at the time when this Directors' Report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- the director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

**POST BALANCE SHEET EVENTS**

There have been no significant events affecting the Company since the year ended 31 December 2022.

**AUDITOR**

Deloitte LLP has indicated its willingness to be reappointed for another term and is deemed to be reappointed accordingly.

**SMALL COMPANIES NOTE**

In preparing this report, the directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

The directors have taken the small companies exemption contained in section 414B of the Companies Act 2006 from the requirement to prepare a strategic report.

This report was approved by the Board and signed on its behalf by:

DocuSigned by:  
  
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**M J Conway**  
Director

Date: 30 March 2023

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**GROSVENOR KEYSIGN LIMITED**

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**DIRECTORS' RESPONSIBILITIES STATEMENT  
FOR THE YEAR ENDED 31 DECEMBER 2022**

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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 (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 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 judgments 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 to 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.

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## **GROSVENOR KEYSIGN LIMITED**

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### **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF GROSVENOR KEYSIGN LIMITED**

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#### **OPINION**

In our opinion the financial statements of Grosvenor Keysign Limited (the 'Company'):

- give a true and fair view of the state of the Company's affairs as at 31 December 2022 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 101 "Reduced Disclosure Framework"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the income statement;
- the balance sheet;
- the statement of changes in equity; and
- the related notes 1 to 17.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 "Reduced Disclosure Framework" (United Kingdom Generally Accepted Accounting Practice).

#### **BASIS FOR OPINION**

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report.

We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the United Kingdom, including the Financial Reporting Council's (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**

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.

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.

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

#### **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 contained within the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

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## **GROSVENOR KEYSIGN LIMITED**

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### **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF GROSVENOR KEYSIGN LIMITED**

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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 course of 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 this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

#### **RESPONSIBILITIES OF DIRECTORS**

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

#### **AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

#### **EXTENT TO WHICH THE AUDIT WAS CONSIDERED CAPABLE OF DETECTING IRREGULARITIES, INCLUDING FRAUD**

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.

We considered the nature of the company's industry and its control environment, and reviewed the company's documentation of their policies and procedures relating to fraud and compliance with laws and regulations. We also enquired of management about their own identification and assessment of the risks of irregularities.

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**GROSVENOR KEYSIGN LIMITED**

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**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF GROSVENOR KEYSIGN LIMITED**

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We obtained an understanding of the legal and regulatory frameworks that the company operates in, and identified the key laws and regulations that:

- had a direct effect on the determination of material amounts and disclosures in the financial statements. These included the UK Companies Act and tax legislation; and
- do not have a direct effect on the financial statements but compliance with which may be fundamental to the group's ability to operate or to avoid a material penalty.

We discussed among the audit engagement team including relevant internal specialists such as tax, valuations and IT specialists regarding the opportunities and incentives that may exist within the organisation for fraud and how and where fraud might occur in the financial statements.

As a result of performing the above, we identified the greatest potential for fraud in the validity of the data used by the external valuers in their estimation of the fair value of the investment property.

- Validity of data used by the external valuers in the estimation of the fair value of investment property – there is a potential fraud risk in management's ability to influence the lease data provided to the external valuers. To address this fraud risk, we obtained and documented an understanding of relevant controls in the valuation process and in particular the information provided to the valuers. We tested the completeness and accuracy of a sample of the data provided to the external valuers through agreeing a sample of the information provided to the external valuers to underlying lease agreements.
- Accounting for investment property disposals – there is a potential fraud risk in relation to management recognising investment property disposals in the incorrect period in order to manipulate the financial statements. To address this fraud risk, we have audited a sample of disposals made in December 2022 and January 2023 to ensure they have been recognised in the correct period based on the transaction completion date.

In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override. In addressing the risk of fraud through management override of controls, we tested the appropriateness of journal entries and other adjustments; assessed whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluated the business rationale of any significant transactions that are unusual or outside the normal course of business.

In addition to the above, our procedures to respond to the risks identified included the following:

- reviewing financial statement disclosures by testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- enquiring of management and external legal counsel concerning actual and potential litigation and claims, and instances of non-compliance with laws and regulations; and
- reading minutes of meetings of those charged with governance and reviewing internal audit reports.



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**GROSVENOR KEYSIGN LIMITED**

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**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF GROSVENOR KEYSIGN LIMITED**

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**REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS**

**OPINIONS ON OTHER MATTERS PRESCRIBED BY THE COMPANIES ACT 2006**

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report has been prepared in accordance with applicable legal requirements.

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 any material misstatements in the strategic report or the directors' report.

**MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION**


Under the Companies Act 2006 we are required to report in respect of the following matters if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to take advantage of the small companies exemption in preparing the directors' report and from the requirement to prepare a strategic report.

We have nothing to report in respect of these matters.

**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.

DocuSigned by:  
  
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Parizan Trewin FCA (Senior statutory auditor)

for and on behalf of

**Deloitte LLP**

Statutory Auditor

London

United Kingdom

Date: 30 March 2023

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**GROSVENOR KEYSIGN LIMITED**

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**INCOME STATEMENT  
FOR THE YEAR ENDED 31 DECEMBER 2022**

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	Note	2022 £	2021 £
Turnover	4	2,899,342	2,181,862
Cost of sales		(51,025)	(43,748)
<b>Gross profit</b>		<b>2,848,317</b>	<b>2,138,114</b>
Administrative expenses		-	(3,439)
(Loss)/gain on revaluation of investment property	11	(9,741,526)	3,466,184
Impairment reversal against trade and other receivables, including contract assets	5	217,603	253,909
<b>Operating (loss)/profit</b>	5	<b>(6,675,606)</b>	<b>5,854,768</b>
Interest payable and similar expenses		(390)	(9)
<b>(Loss)/profit before tax</b>		<b>(6,675,996)</b>	<b>5,854,759</b>
Tax on (loss)/profit	9	1,906,146	(2,906,742)
<b>(Loss)/profit for the financial year</b>		<b>(4,769,850)</b>	<b>2,948,017</b>

There were no recognised gains and losses for 2022 or 2021 other than those included in the Income Statement.

The notes on pages 11 to 25 form part of these financial statements.

All activities in the current year and prior year are derived from continuing operations.

**GROSVENOR KEYSIGN LIMITED**  
**REGISTERED NUMBER: 04027739**

**BALANCE SHEET**  
**AS AT 31 DECEMBER 2022**

	Note	2022 £	2021 £
<b>Fixed assets</b>			
Investment property	11	62,185,000	71,215,593
		<u>62,185,000</u>	<u>71,215,593</u>
<b>Current assets</b>			
Creditors: amounts falling due within one year	12	(26,220,311)	(26,074,908)
		<u>(26,220,311)</u>	<u>(26,074,908)</u>
<b>Net current liabilities</b>			
		<u>(26,220,311)</u>	<u>(26,074,908)</u>
<b>Total assets less current liabilities</b>		<u>35,964,689</u>	<u>45,140,685</u>
<b>Provision for liabilities</b>			
Deferred tax	14	(6,223,645)	(8,129,791)
		<u>(6,223,645)</u>	<u>(8,129,791)</u>
<b>Net assets</b>		<u>29,741,044</u>	<u>37,010,894</u>
<b>Capital and reserves</b>			
Called up share capital	15	100	100
Retained earnings	16	29,740,944	37,010,794
		<u>29,740,944</u>	<u>37,010,794</u>
<b>Total equity</b>		<u>29,741,044</u>	<u>37,010,894</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:

DocuSigned by:  
  
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**M J Conway**  
 Director

Date: 30 March 2023

The notes on pages 11 to 25 form part of these financial statements.

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**GROSVENOR KEYSIGN LIMITED**


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**STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 31 DECEMBER 2022**


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	<b>Called up share capital</b>	<b>Retained earnings</b>	<b>Total equity</b>
	<b>£</b>	<b>£</b>	<b>£</b>
<b>At 1 January 2021</b>	<b>100</b>	<b>36,062,777</b>	<b>36,062,877</b>
Profit for the year	-	2,948,017	2,948,017
Dividends paid	-	(2,000,000)	(2,000,000)
<b>At 1 January 2022</b>	<b>100</b>	<b>37,010,794</b>	<b>37,010,894</b>
Loss for the year	-	(4,769,850)	(4,769,850)
Dividends paid	-	(2,500,000)	(2,500,000)
<b>At 31 December 2022</b>	<b>100</b>	<b>29,740,944</b>	<b>29,741,044</b>

The notes on pages 11 to 25 form part of these financial statements.

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## **GROSVENOR KEYSIGN LIMITED**

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### **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022**

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#### **1. GENERAL INFORMATION**

Grosvenor Keysign Limited (the 'Company') is a private limited company incorporated in the United Kingdom under the Companies Act 2006 and is registered in England and Wales. The address of the Company's registered office is shown on page 1.

The principal activity of the Company during the year was investment in property in the United Kingdom. The Company is a subsidiary of Grosvenor Limited (together with its subsidiaries the 'Group').

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

##### **2.1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS**

The financial statements have been prepared in accordance with the Financial Reporting Standard 101 'Reduced Disclosure Framework' ("FRS 101") and the Companies Act 2006.

The financial statements have been prepared under the historical costs basis, except for the revaluation of certain assets and liabilities that are restated at revalued amounts or for values at the end of each reporting period.

The financial statements have been presented in Pound Sterling as this is the currency of the primary economic environment in which the Company operates.

The preparation of financial statements in compliance with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the Company's accounting policies (see note 3).

The following principal accounting policies have been applied:

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**GROSVENOR KEYSIGN LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022**

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**2. ACCOUNTING POLICIES (CONTINUED)**

**2.2 FINANCIAL REPORTING STANDARD 101 - REDUCED DISCLOSURE EXEMPTIONS**

The Company has taken advantage of the following disclosure exemptions under FRS 101:

- the requirements of IFRS 7 Financial Instruments: Disclosures
- the requirements of paragraphs 91-99 of IFRS 13 Fair Value Measurement
- the requirements of the second sentence of paragraph 110 and paragraphs 113(a), 114, 115, 118, 119(a) to (c), 120 to 127 and 129 of IFRS 15 Revenue from Contracts with Customers
- the requirement in paragraph 38 of IAS 1 'Presentation of Financial Statements' to present comparative information in respect of:
  - paragraph 79(a)(iv) of IAS 1;
  - paragraphs 76 and 79(d) of IAS 40 Investment Property; and
- the requirements of paragraphs 10(d), 10(f), 16, 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D, 111 and 134-136 of IAS 1 Presentation of Financial Statements
- the requirements of IAS 7 Statement of Cash Flows
- the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors
- the requirements of paragraph 17 and 18A of IAS 24 Related Party Disclosures
- the requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member
- the requirements of paragraphs 130(f)(ii), 130(f)(iii), 134(d)-134(f) and 135(c)-135(e) of IAS 36 Impairment of Assets.

Where required, equivalent disclosures are given in the group accounts of Grosvenor Limited. The group accounts of Grosvenor Limited are available to the public and can be obtained as set out in note 16.

**NEW STANDARDS, AMENDMENTS, IFRIC INTERPRETATIONS AND NEW**

**2.3 RELEVANT DISCLOSURE REQUIREMENTS**

There are no amendments to accounting standards, or IFRIC interpretations that are effective for the year ended 31 December 2022 that have a material impact on the Company's financial statements.

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**GROSVENOR KEYSIGN LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022**

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**2. ACCOUNTING POLICIES (CONTINUED)**

**2.4 GOING CONCERN**

After making enquiries, the directors have a reasonable expectation that the Company has adequate resources for a minimum of 12 months following the signing of the financial statements.

The Company as part of the wider Grosvenor Limited Group is continuing to monitor developments associated with the Covid-19 virus and the associated near-term uncertainty for the global economy to understand the ongoing impact for the underlying property business and its tenants.

A Group-level assessment of the Group's cash flow forecasts for the period ended 31 December 2024 has been completed. In particular, these forecasts consider the impact of Covid-19 on the Group's rental income and stressed assumptions on the availability of finance and property valuations.

The Company, as part of the wider Grosvenor Group is continuing to monitor the ongoing volatility in the macroeconomic climate. This uncertainty is contributed to by the ongoing conflict in Ukraine, residual effects of the global pandemic, and significant volatility in the financial markets. Through continual monitoring, the Group ensures that as a whole it can withstand significant economic shock.

The Directors have considered the going concern assumption for the Group in light of these developments and considered the possible impact, for example on income and availability of funding, in the Group's cash flow forecasts for the period ending 31 December 2024. On the basis of the Company's continued forecast liquidity, the Directors consider it appropriate to prepare the accounts on a going concern basis.

The Company is incorporated in the United Kingdom and its registered office is 70 Grosvenor Street, London, W1K 3JP.

**2.5 TURNOVER**

The turnover shown in the Income Statement represents rent, licence fees, service charges, and property management fees and amounts receivable in relation to property development sales in the year, excluding VAT.

Rental income from operating leases is recognised on a straight line basis over the lease term, even if the payments are not received on such a basis. The cost of operating lease incentives are similarly spread, in accordance with IFRS 16, on a straight line basis over the lease term.

Turnover and profit before tax are attributable to the one principal activity of the Company and arise entirely in the United Kingdom.

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**GROSVENOR KEYSIGN LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022**

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**2. ACCOUNTING POLICIES (CONTINUED)**

**2.6 LEASES**

**The Company as a lessor**

Rental income from operating leases is credited to the Income Statement on a straight-line basis over the term of the relevant lease.

Amounts paid and payable as an incentive to sign an operating lease are recognised as a reduction to income on a straight-line basis over the length of the lease.

Premiums received and book values derecognised on the sale of operating leases are deferred to the Balance Sheet and released to the Income Statement on a straight-line basis over the length of the lease.

**2.7 INTEREST PAYABLE AND SIMILAR EXPENSES**

Interest payable and similar expenses are recognised in the Income Statement using the effective interest method.

**2.8 INVESTMENT PROPERTY**

Investment property is carried at fair value determined annually by external valuers and derived from the current market rents and investment property yields for comparable real estate, adjusted if necessary for any difference in the nature, location or condition of the specific asset. No depreciation is provided. Changes in fair value are recognised in profit or loss.

When the Company begins to redevelop an existing investment property for continued future use as investment property, the property continues to be classified as an investment property and is carried at fair value with valuation gains and losses being recorded in the Income Statement.

Profit and losses on the disposal of investment properties are recognised on completion and are calculated by reference to book value and are included in the Income Statement.

**2.9 DEBTORS**

Trade debtors, loans, contract assets and other receivables are measured at amortised cost using the effective interest method, less any impairment. Interest income is recognised by applying the effective interest rate, except for short term receivables when the recognition of interest would be immaterial.

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

The Company assesses on a forward looking basis the expected credit losses associated with its financial assets carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade debtors the Company applied the simplified approach permitted by IFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables.



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**GROSVENOR KEYSIGN LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022**

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**2. ACCOUNTING POLICIES (CONTINUED)**

**2.10 DIVIDENDS**

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders at an annual general meeting. Dividends on shares recognised as liabilities are recognised as expenses and classified within interest payable.

**2.11 FINANCIAL INSTRUMENTS**

The Company recognises financial instruments when it becomes a party to the contractual arrangements of the instrument. Financial instruments are derecognised when they are discharged or when the contractual terms expire. The Company's accounting policies in respect of financial instruments transactions are explained below:

**Financial assets**

The Company classifies all of its financial assets as loans and receivables.

**Loans and receivables**

Loans and receivables are non derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise principally through the provision of goods and services to customers (e.g. trade debtors), but also incorporate other types of contractual monetary asset. They are initially recognised at fair value plus transaction costs that are directly attributable to their acquisition or issue, and are subsequently carried at amortised cost using the effective interest rate method, less provision for impairment.

The Company assesses on a forward looking basis the expected credit losses associated with its financial assets carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For trade debtors, lease receivables and contract assets, the Company applies the simplified approach, permitted by IFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

Impairment provisions will be measured using the expected credit loss model which requires the Company to account for expected credit losses and changes in those expected credit losses at each reporting date to reflect changes in credit risk since initial recognition of the financial assets. It is no longer necessary for a credit event to have occurred before credit losses are recognised.

The Company has elected to measure loss allowances for trade debtors and contract assets at an amount equal to lifetime expected credit losses under the simplified approach as these items do not have significant financing component.

**Financial liabilities**

The Company classifies all of its financial liabilities as liabilities at amortised cost.

**At amortised cost**

Financial liabilities at amortised cost including bank borrowings are initially recognised at fair value net of any transaction costs directly attributable to the issue of the instrument. Such interest bearing liabilities are subsequently measured at amortised cost using the effective interest rate method, which ensures that any interest expense over the period to repayment is at a constant rate on the balance of the liability carried into the Balance Sheet.

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**GROSVENOR KEYSIGN LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022**

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**2. ACCOUNTING POLICIES (CONTINUED)**

**2.12 CREDITORS**

Creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers.

Creditors are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

**2.13 CURRENT AND DEFERRED TAXATION**

The tax expense for the year comprises current and deferred tax. Tax is recognised in profit or loss except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the Company operates and generates income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the Balance Sheet date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

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**GROSVENOR KEYSIGN LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022**

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**3. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY**

In the application of the Company's accounting policies, which are described in note 2, the directors are required to make judgements (other than those involving estimations) that have a significant impact on the amounts recognised and to make estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may be different from these estimates.

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

**3.1 Significant accounting judgements in applying the Company's accounting policies**

The following are critical judgements, apart from those involving estimations (which are dealt with separately below) that the directors have made in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognised in financial statements.

*(i) Leases*

The accounting treatment for a lease is determined by its classification as either an operating lease or a finance lease. Lease classification requires judgement in determining whether substantially all of the risks and benefits associated with ownership have been transferred between the lessor and lessee.

When operating lease premiums are received in exchange for the grant of a long leasehold interest that is classified as an operating lease, the related profit is recognised over the term of the lease. Many of the transactions giving rise to deferred lease premiums took place a number of years ago before the requirement to spread profit recognition; the Company applies judgement to estimate certain of the lease premium deferrals and associated deferred tax assets.

**3.2 Key sources of estimation uncertainty**

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:

*(i) Property valuations*

Due to the size of the investment property portfolio held on the balance sheet at market value, small changes to the estimates used to derive the market values can have a significant impact on the valuations and therefore a significant impact on the results and financial position of the Company. This includes the value of property yields and the estimated future rental income assumed in the valuations.

As deferred tax is provided on investment properties by reference to the tax that would be due on the ultimate sale of the properties, changes to the estimates used to derive the market values would also have an impact on the deferred tax provided.

The sensitivity analysis of the assumptions used in valuing the investment property portfolio are outlined in note 11.

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**GROSVENOR KEYSIGN LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022**

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**4. TURNOVER**

An analysis of turnover by class of business is as follows:

	<b>2022</b>	<b>2021</b>
	<b>£</b>	<b>£</b>
Gross rental income	<b>2,899,342</b>	<b>2,181,862</b>

All turnover arose within the United Kingdom.

**5. OPERATING (LOSS)/PROFIT**

The operating (loss)/profit is stated after charging/(crediting):

	<b>2022</b>	<b>2021</b>
	<b>£</b>	<b>£</b>
Loss/(gain) on revaluation of investment property	<b>9,435,439</b>	<b>(3,466,184)</b>
Impairment reversal - credited to Income Statement	<b>(217,603)</b>	<b>(253,909)</b>

**6. EMPLOYEES**

There were no employees of the Company for the current or preceding year.

**7. AUDITOR'S REMUNERATION**

	<b>2022</b>	<b>2021</b>
	<b>£</b>	<b>£</b>
Fees for audit services	<b>7,500</b>	<b>7,000</b>

The audit fee is borne by Grosvenor Estate Management Limited, a fellow subsidiary undertaking.

No fees were payable to Deloitte LLP and its associates for non audit services to the Company during the current or preceding year.

**8. DIRECTORS' REMUNERATION**

No fees or other emoluments were paid to the directors of the Company during either the current or the preceding year in respect of their services to the Company. The directors are paid by Grosvenor Estate Management Limited.

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**GROSVENOR KEYSIGN LIMITED**


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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022**


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**9. TAXATION**

The total current tax for the year is £nil (2021: £nil).

	2022 £	2021 £
<b>Corporation tax</b>		
Current tax on profits for the year	-	-
<b>Total current tax</b>	-	-
<b>Deferred tax</b>		
Origination and reversal of timing differences	(1,652,158)	955,523
Changes to tax rate	(521,734)	1,951,151
Adjustment for prior year	267,746	68
<b>Total deferred tax</b>	(1,906,146)	2,906,742
<b>Tax on (loss)/profit</b>	(1,906,146)	2,906,742

**FACTORS AFFECTING TAX CHARGE FOR THE YEAR**

The tax assessed for the year is higher than (2021: lower than) the standard rate of corporation tax in the UK of 19% (2021: 19%). The differences are explained below:

	2022 £	2021 £
(Loss)/profit before tax	(6,675,996)	5,854,759
(Loss)/profit multiplied by standard rate of corporation tax in the UK of 19% (2021: 19%)	(1,268,439)	1,112,404
<b>Effects of:</b>		
Effect of tax rate change on deferred tax	(521,734)	1,951,151
Adjustment for indexation	229,736	270,287
Adjustments to tax charge in respect of prior periods	267,746	68
Group relief received for no consideration	(660,528)	(427,168)
Other items attracting no tax relief or liability	47,073	-
<b>Total tax (credit)/charge for the year</b>	(1,906,146)	2,906,742

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**GROSVENOR KEYSIGN LIMITED**


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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022**


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**9. TAXATION (CONTINUED)****FACTORS THAT MAY AFFECT FUTURE TAX CHARGES**

A current tax rate of 19%, being the UK corporation tax rate throughout the period, has been applied to the year ended 31 December 2022. From 1 April 2023, the UK corporation tax rate will increase to 25% (Finance Act 2021).

A deferred tax rate of 25% has been applied to opening balances and movements in deferred tax in the year ended 31 December 2022.

**10. DIVIDENDS**

	<b>2022</b>	<b>2021</b>
	<b>£</b>	<b>£</b>
Dividends paid on ordinary share capital of £25,000 per share (2021: £20,000 per share)	<b>2,500,000</b>	<b>2,000,000</b>

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**GROSVENOR KEYSIGN LIMITED**


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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022**


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**11. INVESTMENT PROPERTY**

	<b>Long term leasehold investment property £</b>
<b>VALUATION</b>	
At 1 January 2022	71,215,593
Additions	166,099
Loss on revaluation of investment property	(9,741,526)
Amortisation of deferred lease incentives and premiums	544,834
	<hr/>
<b>At 31 December 2022</b>	<b>62,185,000</b> <hr/>

The majority of investment properties that are leased out under operating leases have leases in the range of between 6 months and 18 years in length.

Investment property was independently valued at 31 December 2022 by CBRE UK. The valuation was performed on a fair value basis in accordance with the Royal Institution of Chartered Surveyors' Valuation - Professional Standards guidelines and performed in accordance with International Valuation Standards.

The historical cost of properties was £27,629,556 (2021: £27,463,457).

The amount recognised in profit or loss for the year for rental income from investment property is £2,899,342 (2021: £2,181,862) and direct operating expenses (excluding major refurbishment expenditure) arising from investment property that generated rental income during the period are £nil (2021: £43,748).

At 31 December 2022 there were no contractual obligations in place to purchase, construct or develop investment property or for repairs, maintenance or enhancements (2021: £nil).

At 31 December 2022 no investment properties were pledged as security for borrowings (2021: none).

At 31 December 2022 the Company had investment properties with a fair value of £nil (2021: £nil) under offer from third parties.

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**GROSVENOR KEYSIGN LIMITED**


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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022**


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**11. INVESTMENT PROPERTY (CONTINUED)**

The following table shows the impact (in isolation) of changes in key unobservable inputs on the fair values of investment property recognised in the balance sheet by class of asset:

	Valuation/FV 2022 £'000	Impact on Valuations		Impact on Valuations	
		+5% ERV £'000	-5% ERV £'000	+25bp NEY £'000	-25bp NEY £'000
Retail	21,381	971	- 971	- 1,289	1,455
Offices	40,804	833	- 833	- 2,024	2,266
<b>Total</b>	<b>62,185</b>	<b>1,804</b>	<b>- 1,804</b>	<b>- 3,313</b>	<b>3,721</b>

	Valuation/FV 2021 £'000	Impact on Valuations		Impact on Valuations	
		+5% ERV £'000	-5% ERV £'000	+25bp NEY £'000	-25bp NEY £'000
Retail	71,216	2,249	- 2,249	- 4,194	4,712
<b>Total</b>	<b>71,216</b>	<b>2,249</b>	<b>- 2,249</b>	<b>- 4,194</b>	<b>4,712</b>

**12. CREDITORS: Amounts falling due within one year**

	<b>2022</b>	<b>2021</b>
	<b>£</b>	<b>£</b>
Trade creditors	-	35,693
Amounts owed to group undertakings	<b>25,124,522</b>	<b>24,984,369</b>
Corporation tax	<b>141,584</b>	<b>103,164</b>
Other creditors	<b>252,881</b>	<b>470,602</b>
Accruals and deferred income	<b>701,324</b>	<b>481,080</b>
	<b>26,220,311</b>	<b>26,074,908</b>

There are no interest bearing amounts owed to group undertakings for the year ended 31 December 2022 (2021: £nil). Amounts owed to group undertakings are repayable on demand.



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**GROSVENOR KEYSIGN LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022**

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**13. COMMITMENTS UNDER OPERATING LEASES: THE COMPANY AS LESSOR**

At 31 December 2022 the Company had amounts receivable under non-cancellable operating leases as follows:

	<b>2022</b> £	<b>2021</b> £
Not later than 1 year	<b>3,089,218</b>	936,853
Later than 1 year and not later than 2 years	<b>3,089,218</b>	936,853
Later than 2 years and not later than 3 years	<b>3,089,218</b>	936,853
Later than 3 years and not later than 4 years	<b>2,984,697</b>	936,853
Later than 4 years and not later than 5 years	<b>2,320,167</b>	900,271
Later than 5 years	<b>25,133,706</b>	9,508,631
	<u><b>39,706,224</b></u>	<u><b>14,156,314</b></u>

**14. DEFERRED TAXATION**

	<b>2022</b> £
At 1 January 2022	(8,129,791)
Charged to the Income Statement	<b>1,906,146</b>
<b>At 31 December 2022</b>	<u><b>(6,223,645)</b></u>

The provision for deferred taxation is made up as follows:

	<b>2022</b> £	<b>2021</b> £
Other property, plant and equipment	<b>(479,543)</b>	(165,415)
Investment property - contingent gains	<b>(5,744,102)</b>	(7,964,376)
	<u><b>(6,223,645)</b></u>	<u><b>(8,129,791)</b></u>

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**GROSVENOR KEYSIGN LIMITED**


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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022**


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**15. CALLED UP SHARE CAPITAL**

	<b>2022</b>	<b>2021</b>
	<b>£</b>	<b>£</b>
<b>AUTHORISED, ALLOTTED, CALLED UP AND FULLY PAID</b>		
100 (2021: 100) Ordinary shares of £1.00 each	<b>100</b>	<b>100</b>

The Company's ordinary shares have attached to them full voting, dividend and capital distribution (including on winding up) rights.

**16. RESERVES****Called up share capital**

The balance classified as called up share capital includes the total net proceeds on issue of the Company's equity share capital, comprising £1 ordinary shares.

**Non-distributable reserves**

The reserve contains the balance of retained earnings to carry forward which are not available for distribution.

**Distributable reserves**

The reserve contains the balance of retained earnings to carry forward, being accumulated realised profits.

The split of retained earnings between non-distributable and distributable reserves are detailed below:

	<b>Non- distributable</b>	<b>Distributable</b>	<b>Total</b>
	<b>£</b>	<b>£</b>	<b>£</b>
<b>At 1 January 2022</b>	33,893,246	3,117,548	37,010,894
Profit for the year	(7,587,629)	2,817,779	(4,769,850)
Dividends paid	-	(2,500,000)	(2,500,000)
<b>At 31 December 2022</b>	<b>26,305,617</b>	<b>3,435,327</b>	<b>29,741,044</b>

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**GROSVENOR KEYSIGN LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
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**17. CONTROLLING PARTY**

The Company's ultimate parent undertaking is Grosvenor Group Limited, a company incorporated in United Kingdom and registered in England and Wales which is wholly owned by trusts on behalf of the Grosvenor family, headed by the Duke of Westminster.

The ultimate parent undertaking heads the largest group of undertakings of which the Company is a member and for which group accounts are prepared. Grosvenor Limited, the intermediate holding company, heads the smallest group of undertakings of which the Company is a member and for which group accounts are prepared.

Copies of the consolidated financial statements of Grosvenor Group Limited and Grosvenor Limited can be obtained from Companies House, 3 Crown Way, Maindy, Cardiff, CF14 3UZ.

The address of the registered office of Grosvenor Group Limited and Grosvenor Limited is 70 Grosvenor Street, London, W1K 3JP.