Bow Bells House Investment L-1 Limited

Report and Financial Statements

31 December 2016



Registered No. 04108774 ,

Directors

K Okamoto H Ishiwata

Auditors

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

Solicitors

Clifford Chance 10 Upper Bank Street London E14 5JJ

Registered Office Mid City Place 71 High Holborn London WC1V 6BA

Registered No. 04108774

Directors' report

The directors present their Report and the Financial Statements of the Bow Bells House Investment L-1 Limited ('the Company') for the year ended 31 December 2016.

Results and dividends

The Company made a profit after taxation of £341,864 (2015: £1,811,262). This is mainly due to the share of profit from the investment in The Bow Bells House Limited Partnership, a Limited Partnership formed for the purpose of property development.

The Company declared and paid dividends on ordinary shares of £850,000 on 11 September 2016 and, subsequent to the year end of £300,000 on 9 March 2017 (2015:£1,580,000).

Principal activity and review of the business

The principal activity of the Company is that of a holding company. The Company's primary investment is an interest in The Bow Bells House Limited Partnership.

The Company, in its capacity as a Limited Partner, participates in the surpluses or deficits of The Bow Bells House Limited Partnership, which are allocated in proportion to the Limited Partners' capital contributions as set out in the Limited Partnership Agreement.

The Partnership's principal activity after having sold its property assets is currently to recover income from the liquidator of the guarantor of a previous tenant.

Financial instrument risks

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities and the risk of exposure to variability in cash flows. The directors aim to mitigate liquidity risk by managing redemption of preference shares and potential rights issue accordingly.

Directors

The directors who served during the year and up to the date of this report were as follows:

- I Ibaragi (resigned 1 February 2016)
- H Suzuki (resigned 1 February 2016 and resigned 1 April 2016)
- T Zaizen (appointed 1 April 2016 and resigned 1 June 2016)
- K Sakai (appointed 1 June 2016 and resigned 31 March 2017)
- T Shimizu (resigned 31 March 2017)
- K Okamoto (appointed 1 April 2017)
- H Ishiwata (appointed 1 April 2017)

Registered No. 04108774

Directors' report (continued)

Going Concern

The financial position of the Company as at 31 December 2016 is considered satisfactory, and the directors consider that the company has adequate resources considering the nature and issuer of the redeemable share liability to continue in operational existence for the foreseeable future. The financial statements have been prepared on a going concern basis as the Directors do currently not intend to liquidate the entity or to cease trading.

Future developments

The directors do not expect any significant changes in business activities in the foreseeable future although they are aware of the possibility that The Bow Bells House Limited Partnership may cease trading within twelve months. The Company intends to continue holding its investment in The Bow Bells House Limited Partnership.

Strategic report

The Company has taken advantage of the exemption in section 414B of the Companies Act 2006 (Strategic Report and Directors' Report) Regulations 2013 from preparing a strategic report, on the basis that it would be entitled to prepare financial statements for the year in accordance with the small companies' regime but for being a member of an ineligible group.

Disclosure of information to the auditors

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

Auditors

Ernst & Young LLP has expressed their willingness to continue in office as auditor and a resolution to reappoint will be proposed at the forthcoming Board Meeting.

This report was approved by the Board on 16 August

2017 and signed on its behalf.

Hisashi Ishiwata

Director

Statement of directors' responsibilities

The Directors are responsible for preparing the Report and Financial Statements in accordance with applicable law and regulations. Company law enquires the Directors to prepare financial statements for each financial year. Under that law the Directors have prepared the financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union. 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 and loss of and the Company for that period. In preparing these financial statements the Directors are required to:

- select suitable accounting policies in accordance with IAS 8 'Accounting Policies, Changes in Accounting Estimates and Errors' and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- state that Company has complied with IFRSs as adopted by the European Union, subject to any material departures disclosed and explained in the financial statements;
- provide additional disclosures when compliance with the specific requirements of IFRSs is insufficient to enable users to understand the impact of particular transactions, other events and conditions on the Company's financial position and performance; and
- prepare Company's financial statements on a going concern basis, unless it is inappropriate to do so.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company, and to enable them to ensure that the Report and Financial Statements complies with the Companies Act 2006 and, as regards the financial statements, Article 4 of the IAS regulation. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Independent auditor's report

to the members of Bow Bells House Investment L-1 Limited

We have audited the financial statements of Bow Bells House Investment L-1 Limited for the year ended 31 December 2016 which comprise the Statement of Comprehensive Income, the Balance Sheet, the Statement of Changes in Equity, Statement of Cash Flow and the related notes 1 to 11. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

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.

Respective responsibilities of directors and auditor

As explained more fully in the Statement of directors' responsibilities set out on page 4, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Report and Financial Statements, to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2016 and of its profit for the year then ended;
- have been properly prepared in accordance with IFRSs as adopted by the European Union; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion 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.
- the Directors' report has been prepared in accordance with applicable legal requirements;

Independent auditor's report

to the members of Bow Bells House Investment L-1 Limited (continued)

Matters on which we are required to report by exception

In light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have identified no material misstatements in the Directors' report.

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

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

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Adrian Mulea (Senior Statutory Auditor)

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

London

16 AUGUST 2017

Statement of Comprehensive Income

for the year ended 31 December 2016

	;	2016	2015
	Notes	£	£
Administrative expenses Share of profit of joint venture	2 5	(30,941) 451,893	(30,079) 2,302,341
Operating profit Interest income		420,952 622	2,272,262
Profit on ordinary activities before taxation Tax	4	421,574 (79,710)	2,272,262 (461,000)
Profit on ordinary activities after taxation and total comprehensive income for the year		341,864	1,811,262

The Company's results relate wholly to continuing operations.

Balance Sheet

at 31 December 2016

	Notes	2016 £	2015 £
Non-current assets			
Investment in joint venture	5	· -	1,454,677
	,		•
Current assets		007.570	
Investment in joint venture	. 5	906,570	
Other receivable	. 6	-	7,000
Cash and cash equivalents		162,336	30,948
. '	· .	1,068,906	37,948
Total assets	•	1,068,906	1,492,625
Current liabilities Trade and other payables	7	(591,983)	(507,566)
Trade and other payables		(391,983)	——————————————————————————————————————
Net Asset		476,923	985,059
Equity	-		
Called up share capital	8	10,000	10,000
Retained earnings		466,923	975,059
Total equity		476,923	985,059

The financial statements were approved and authorised for issue by the Board and were signed on its behalf on 16 August 2017.

Hisashi Ishiwata

Director .

Statement of Changes in Equity

at 31 December 2016

	Share capital £	Retained earnings	Total £
Balance at 1 January 2015	10,000	743,797	753,797
Dividends issued and paid (Note 9) Total comprehensive income for the year		(1,580,000) 1,811,262	(1,580,000) 1,811,262
Balance at 1 January 2016	10,000	975,059	985,059
			•
Dividends issued and paid (Note 9)	-	` (850,000)	(850,000)
Total comprehensive income for the year	<u>.</u>	341,864	341,864
Balance at 31 December 2016	10,000	466,923	476,923

Statement of Cash Flows

at 31 December 2016

Notes	2016 £	2015 £
Cash flows from operating activities		
Operating profit	420,952	2,272,262
Share of total comprehensive income of joint venture 5 Interest income	(451,893) -	(2,302,341)
Changes in working capital Increase/(decrease) in trade and other payables	(582)	3,576
Net cash (used)/generated in operations	(31,523)	(26,503)
Income tax received/(paid) Other income received	12,289 622	(469,000)
Net cash outflow from operating activities	(18,612)	(495,503)
Cash flows from investing activities	. •	
Distribution from joint venture 5	1,000,000	1,700,000
Net cash inflow from investing activities	1,000,000	1,700,000
Cash flows from financing activities		
Capital reduction Dividend paid Interest paid	(850,000)	(1,500,000) (1,580,000)
Net cash outflow from financing activities	(850,000)	(3,080,000)
Net (decrease)/increase in cash and cash equivalents	13,1,388	(1,875,503)
Cash and cash equivalents at beginning of year	30,948	1,906,451
Cash and cash equivalents at end of year	162,336	30,948

at 31 December 2016

1. Accounting policies

General information

The Company is a limited liability company (by shares) incorporated in England and Wales. The registered office is Mid City Place, 71 High Holborn, London WC1V 6BA.

The principal activity of the Company is that of a holding company. The Company holds an interest in The Bow Bells House Limited Partnership.

Basis of preparation

The financial statements have been prepared in compliance with International Financial Reporting Standards (IFRS) and International Financial Reporting Interpretations Committee Interpretations (IFRIC), as adopted by the European Union (EU), and with those parts of the Companies Act applicable to companies reporting under IFRS. IAS 27 was changed effective for annual periods beginning on or after 1 January 2016, enabling a Company to apply the equity method to accounts for its investment in subsidiaries, joint ventures and associates. The Company has early applied this change and applied it in prior year as of its IFRS opening balance at 1 January 2014.

Judgments and Significant Uncertainties

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

Investment in joint venture

Management has evaluated whether impairment indicators exist for its joint venture investment and concluded that no such indicators were present as at the balance sheet date.

Foreign currency

The financial statements are prepared in sterling which is the functional and presentational currency of the Company.

Current Taxation

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using tax rates and laws that have been enacted or substantively enacted by the balance sheet date. The current tax payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the income statement 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.

at 31 December 2016

1. Accounting policies (continued)

Deferred taxation

Deferred taxation is recognised in respect of all temporary differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or right to pay less tax, with the following exception:

deferred tax assets are recognised only to the extent that the directors consider that it is more likely
than not that there will be suitable taxable profits from which the future reversal of the underlying
temporary differences can be deducted.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which temporary differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

Investment in joint venture

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control. The Company's investment in joint venture is accounted for using the equity method in the Company's financial statements. Under the equity method, the investment in a joint venture is initially recognised at cost. The carrying amount of the investment is adjusted to recognise changes in the Company's share of net assets of the joint venture since the acquisition date. The income statement reflects the Company's share of the results of operations of the joint venture.

After application of the equity method, the Company evaluates whether there are any potential impairment indicators as per IAS 39. If there is an indication that the Company's interests in an joint venture may be impaired, an impairment test as per IAS 36 is conducted. The entire carrying amount of the investment in the joint venture is compared to the recoverable amount, which is the higher of value in use or fair value less cost of disposal. Value in use is calculated by the present value of the Company's share of the joint venture's future cash flows, including any from future disposal. If the carrying amount exceeds the recoverable amount, the excess is recorded as impairment in the income statement. Impairments of investments in joint ventures can be reversed in subsequent periods.

Financial instruments

Financial assets and financial liabilities are recognised when the company becomes a party to the contractual provisions of the relevant instrument. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through Statement of Comprehensive Income) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the Statement of Comprehensive Income.

Classification of shares as a debt or equity

An equity instrument is a contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Accordingly, a financial instrument is treated as equity if:

- there is no contractual obligation to deliver cash or other financial assets or to exchange financial assets or liabilities on terms that may be unfavourable; and
- the instrument is a non-derivative that contains no contractual obligation to deliver a variable number of shares or is a derivative that will be settled only by the Company exchanging a fixed amount of cash or other assets for a fixed number of company's own equity instruments.

at 31 December 2016

1. Accounting policies (continued)

When shares are issued, any component that creates a financial liability of the Company is presented as a liability in a balance sheet: measured initially at a fair value at a net of transaction costs and thereafter at amortised cost until extinguished on conversion or redemption. The corresponding dividends relating to the liability component are charged as interest expense in the income statement. The initial fair value of the liability component is determined using a market rate for an equivalent liability without a conversion feature

The remainder of the proceeds on issue are allocated to the equity component and included in shareholders' equity, net of transaction costs. The carrying amount of the equity is not re-measured in subsequent years. The transaction costs are apportioned between the liability and the equity components of the shares based on the allocation of proceeds to the liability and equity components when the instruments are first recognised.

Cash and cash equivalents

Cash and cash equivalents comprise cash at banks and in hand and short term deposits with an original maturity date of three months or less.

Distributions to equity holders

Dividends and other distributions to the Company's shareholders are recognised as a liability in the financial statements in the period in which the dividends and other distributions are approved by the Company's shareholders. These amounts are recognised in the Statement of Changes in Equity.

Standards issued but not yet effective

The standards and interpretations that are issued, but not yet effective, up to the date of issuance of the Company's financial statements are disclosed below if relevant to the Company. The Company intends to adopt these standards, if applicable, when they become effective.

IFRS 9 Financial Instruments

IFRS 9 is effective for annual periods beginning on or after 1 January 2018, with early application permitted. The Company does not expect a significant impact on its balance sheet or equity on applying the classification and measurement requirements of IFRS 9.

2. Administrative expenses

This is stated after charging:

	:		, 2016	2015
		•	£	£
Auditors' remuneration	- Audit of the Company's financial statement	ts	8,640	6,821
	- Other services (tax compliance)		4,042	3,945

at 31 December 2016

3. Staff costs and directors' remuneration

The directors of the Company received no emoluments for their services during the year (2015 - £nil). The Company has no employees other than the directors (2015 - none).

4. Tax

(a) Tax charge on ordinary activities

The tax charge is made up as follows:

		•	2016	2015
•			£	£
Current tax:	•		•	
UK Corporation tax (Note (4b))			85,000	461,000
Group relief			2,751	-
Adjustment in respect of prior years	,		(8,041)	-
Total tax charge		•	79,710	461,000

(b) Factors affecting the total tax charge

The tax assessed for the year is different from the average standard rate of corporation tax in the UK of 20% (2015 - 20.25%). The differences are explained below:

	. 2016 .£	2015 £
Profit on ordinary activities before taxation	421,574	2,272,262
Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 20% (2015 -20.25 %)	84,315	460,133
Group relief Adjustment in respect of prior years Other adjustments	2,751 (8,041) 685	(133)
Total tax charge	79,710	460,000

(c) Factors that may affect future tax charges

The Finance Act 2013 which was enacted on 17 July 2013 introduced a reduction in the main rate of corporation tax to 21% from 1 April 2015 and to 20% from 1 April 2015. On a pro-rata basis, therefore, the standard rate applied in the above reconciliation is 20.25% for 2015.

The Finance Act 2016 which was enacted on 26 March 2016 introduced a further reduction in the main rate of the UK corporation tax to 19% from 1 April 2017 and to 18% from 1 April 2020. By way of the Finance Act 2016, which was enacted on 15 September 2016, a further rate reduction was introduced from 1 April 2020 at 17%.

at 31 December 2016

5. Investments

(a) Joint venture

The Company owns a 49% capital interest in the Bow Bells House Limited Partnership (a qualifying partnership), registered in England and Wales, but is contractually entitled 50% of the surplus of the Partnership as calculated on an annual basis.

The reconciliation of the carrying value of the investment in joint venture is as follows:

Movemer	nt of the carrying amount	2016	2015
		£	£ ·
		,	
	At 1 January	1,454,677	852,336
,	Share of profit for the year	451,893	2,302,341
	Dividends received during the year	(1,000,000)	(1,700,000)
	At 31 December	906,570	1,454,677

During the year, the Company was allocated its share of surplus from the Bow Bells House Limited Partnership in accordance with a Limited Partnership Agreement. This surplus has been allocated to the Company and is therefore included in the carrying value of the investment.

Also, the Partnership made a cash distribution to the Company during the year amounting to £1,000,000 (2015: £1,700,000).

at 31 December 2016

5. Investments (continued)

The total assets, liabilities, income and expenses of its joint ventures are as follows:

	2016	. 2015
The Bow Bells House Limited Partnership	£	£
Summarised income statements		•
Revenue	1,097,834	4,604,406
Profit before and after taxation	903,786	4,604,680
Summarised balance sheets		
Debtors	4,275	54,839
Cash	1,642,232	2,860,614
Investment in convertible notes (current asset)	190,751	
	•	-
Liabilities due within one year	(24,120)	(6,100)
Net assets	1,813,138	2,909,353

The registered address of the Bow Bells House Limited Partnership is:

Mid City Place

71 High Holborn

London WC1V 6BA

6. Other receivables

	2	2016	2015
		£	£
Corporation tax receivable		-	7,000
•		, -	7,000

at 31 December 2016

7. Trade and other payables

,	2016	2015
•	£	£
Accruals	16,984	17,566
Corporation tax payable	85,000	-
Redeemable shares due to parent company	490,000	490,000
	591,984	507,566
•		

On 5 June 2015, the Company redeemed 1,500,000 redeemable shares with a par value of £1 per share. The directors issued a solvency statement in connection with this capital reduction in accordance with s642 Companies Act 2006 not more than 15 days before the date on which the resolution approving the capital reduction was passed.

Redeemable shares do not confer on the holder any right to receive notice of or attend and vote at any general meeting of the Company. As the issuer and holder however, both have the option to request redemption, the redeemable shares were classified as a liability. They may be redeemed at any time after the date of issue at their par value provided that the redemption occurs within 50 years of 23 May 2001, the date of issue. The redeemable shareholder is the sole member of the Company.

8. Authorised and issued share capital

	2016	2015
Authorised, allotted, called up and fully paid	£	£
Ordinary shares of £1 each	10,000	10,000
	 10,000	10,000

Capital risk management

The Company manages its capital to ensure that it will be able to continue as a going concern while maximising the return to shareholders. The Company's overall strategy remains unchanged since incorporation.

The capital structure of the Company consists of equity only (comprising issued share capital and retained earnings as disclosed in the Statement of Changes in Equity).

The Company is not subject to any externally imposed capital requirements.

9. Distributions to equity holders

		٠.	2016	2015
			£	£
Cash dividends on ordinary shares declared and paid to p 2016: at 850p per ordinary share (2015: at 1,580p per share)	oarent o	ompan	y: 850,000	1,580,000

Subsequent to the year-end, on 9 March 2017, an interim dividend for the year ending 31 March 2017 was issued, amounting to £30 per ordinary share and a total payment of £300,000.

at 31 December 2016

10. Financial instruments

	2016 £	2015 . £
Financial assets Cash at bank	162,336	30,948
Financial liabilities Accruals Redeemable shares	(16,984) (490,000)	(17,566) (490.000)

Financial liabilities are due with one year or on demand.

The carrying amounts of financial assets and liabilities approximates to their fair value.

Financial risks

The Company's Board members review domestic and international financial markets to monitor and manage the financial risks relating to the operations of the Company. These risks include market risk (including currency risk and interest rate risk, credit risk and liquidity risk: except for liquidity risk, none of these risks is currently considered significant for the Company.

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities and the risk of exposure to variability in cash flows. The directors aim to mitigate liquidity risk by managing the cash returns from the joint venture, the redemption of preference shares and potential rights issues accordingly.

at 31 December 2016

11. Related parties

During the year the Company entered into transactions, in the ordinary course of business, with certain related parties. Other than disclosed elsewhere in these financial statements, transactions entered into, and trading balances outstanding, at 31 December 2016 are as follows:

Service fee payable to related parties

	2016 £	2015 £
Mitsubishi Corporation International (Europe) Plc	18,089	19,056
Amounts owed to related parties	2016 £	2015 £
Mitsubishi Corporation International (Europe) Plc Bow Bells House Investment G-1 Limited	5,197	44 4,894

The Company's ultimate parent company and ultimate controlling party is Mitsubishi Corporation, a company registered in Japan. Mitsubishi Corporation International (Europe) Plc and Bow Bells House Investment G-1 Limited are fellow subsidiaries of Mitsubishi Corporation.