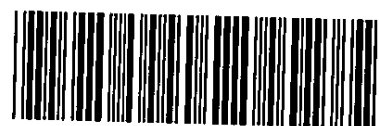


Registered number: 4186876

Rafaya (Victoria) Limited (formerly Hammerson (Victoria) Limited)

**Directors' report and financial statements
for the year ended 31 December 2012**



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COMPANIES HOUSE

Rafaya (Victoria) Limited (formerly Hammerson (Victoria) Limited)

Company information

Directors	Richard Nicolle Ron Treby West Directors Limited
Company secretary	Corporate Secretaries (Jersey) Limited
Registered number	4186876
Registered office	5 New Street Square London EC4A 3TW
Independent auditors	PricewaterhouseCoopers LLP Chartered Accountants and Statutory Auditors The Atrium 1 Harefield Road Uxbridge UB8 1EX

Rafaya (Victoria) Limited (formerly Hammerson (Victoria) Limited)

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Rafaya (Victoria) Limited (formerly Hammerson (Victoria) Limited)

Directors' report for the year ended 31 December 2012

The directors present their report and the audited financial statements for the year ended 31 December 2012

Principal activities

The principal activity of the company is property investment in the United Kingdom

Change of name

On 13 November 2012 the company changed its name from Hammerson (Victoria) Limited to Rafaya (Victoria) Limited

Business review

On 8 November 2012 the company was sold to Rafaya Co Limited, a company incorporated in Jersey. From this date the ultimate controlling party was Rafaya Co Limited.

The intercompany balances were settled as part of the consideration for the sale of the company, with the charge held over the investment property to secure the loan notes by a fellow subsidiary company and the bank loan made to a further fellow subsidiary released accordingly.

Events after the balance sheet date

In November 2013 the company sold its investment property to Victoria Gardens Development Limited, a company under common control, at its current value for a consideration of £44,000,000.

Principal risks and uncertainties

The company's principal risk and uncertainty is considered to be market risk. The market risks in the current environment are declining capital values with consequential impact on returns, falling rental values and voids due to tenants reluctant to take on new lease commitments.

The company's principal financial liabilities are a loan and amounts owed to the ultimate parent company. The credit risk associated with these amounts are not believed to be significant. The company uses group funding and its rental income earned to meet its ongoing operations.

The company monitors the impact of these risks as part of its review of its performance.

Key Performance Indicators

The directors consider that an analysis of key performance indicators is not necessary given the nature of the business and that the company holds only one investment property.

Results and dividends

The loss for the financial year amounted to £452,000 (2011: loss of £256,000).

During the year the company paid a dividend of £3,200,000 (2011: £nil).

Rafaya (Victoria) Limited (formerly Hammerson (Victoria) Limited)

Directors' report for the year ended 31 December 2012

Directors

The directors who held office during the year and to the date of signing the financial statements, unless otherwise indicated, were

Richard Nicolle	(appointed 8 November 2012)
Ron Treby	(appointed 8 November 2012)
West Directors Limited	(appointed 8 November 2012)
Andrew Berger-North	(resigned 8 November 2012)
Peter Cole	(resigned 8 November 2012)
Lawrence Hutchings	(resigned 28 September 2012)
Andrew Thomson	(resigned 8 November 2012)

Qualifying third party indemnity provisions

A qualifying third party indemnity provision as defined in section 232(2) of the Companies Act 2006 is indirectly in place for the benefit of each of the directors and the company secretary in respect of liabilities incurred as a result of their office, to the extent permitted by law. In respect of those liabilities for which directors may not be indemnified, a directors' and officers' liability insurance policy has been maintained throughout the financial year and at the date of approval of the financial statements.

Statement of directors' responsibilities

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards 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 these financial statements, the directors are required to

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

Rafaya (Victoria) Limited (formerly Hammerson (Victoria) Limited)

Directors' report for the year ended 31 December 2012

Disclosure of information to auditors

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

- so far as that director is aware, there is no relevant audit information of which the company's auditors are unaware, and
- that 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 auditors are aware of that information

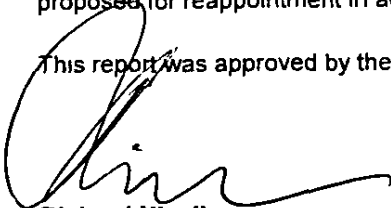
Special provisions for small companies

The company has taken various exemptions in accordance with the special provisions for small companies within Part 15 of the Companies Act 2006

Auditors

On 29 November 2013 PricewaterhouseCoopers LLP were appointed as auditors of the company and will be proposed for reappointment in accordance with section 485 of the Companies Act 2006

This report was approved by the board on 27 February 2014 and signed on its behalf



Richard Nicolle
Director

Rafaya (Victoria) Limited (formerly Hammerson (Victoria) Limited)

Independent auditors' report to the members of Rafaya (Victoria) Limited (formerly Hammerson (Victoria) Limited)

We have audited the financial statements of Rafaya (Victoria) Limited (formerly Hammerson (Victoria) Limited) for the year ended 31 December 2012 which comprise the Profit and Loss Account, the Statement of Total Recognised Gains and Losses, the Note of Historical Cost Profits and Losses, the Balance sheet, and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Respective responsibilities of directors and auditors

As explained more fully in the statement of directors' responsibilities, set out on page 2, 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.

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 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.

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 Directors' report to identify material inconsistencies with the audited financial statements. 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 2012 and of its loss for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Rafaya (Victoria) Limited (formerly Hammerson (Victoria) Limited)

Independent auditors' report to the members of Rafaya (Victoria) Limited (formerly Hammerson (Victoria) Limited)

Matters on which we are required to report by exception

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 prepare financial statements in accordance with the small company regime



Neil Mellor (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Uxbridge

28 February 2014

Rafaya (Victoria) Limited (formerly Hammerson (Victoria) Limited)

Profit and loss account for the year ended 31 December 2012

	Note	2012 £000	2011 £000
Gross rental income	2	1,492	1,810
Property operating expenses		(433)	(588)
Net rental income		1,059	1,222
Administrative expenses		(258)	(276)
Operating profit	3	801	946
Interest payable and similar charges	6	(1,348)	(1,202)
Loss on ordinary activities before taxation		(547)	(256)
Tax on loss on ordinary activities	7	95	-
Loss for the financial year	12	(452)	(256)

All amounts relate to continuing operations

The notes on pages 9 to 14 form part of these financial statements

Rafaya (Victoria) Limited (formerly Hammerson (Victoria) Limited)

Statement of total recognised gains and losses for the year ended 31 December 2012

	2012 £000	2011 £000
Loss for the financial year	(452)	(256)
Unrealised surplus/(deficit) on revaluation of investment properties	6,407	(69)
Total recognised gains and losses relating to the year	<u>5,955</u>	<u>(325)</u>

Note of historical cost profits and losses for the year ended 31 December 2012

	2012 £000	2011 £000
Reported loss on ordinary activities before taxation	(547)	(256)
Realisation of valuation gains of previous periods	(1,426)	-
Historical cost loss on ordinary activities before taxation	<u>(1,973)</u>	<u>(256)</u>
Historical loss for the year after taxation	<u>(1,878)</u>	<u>(256)</u>

The notes on pages 9 to 14 form part of these financial statements

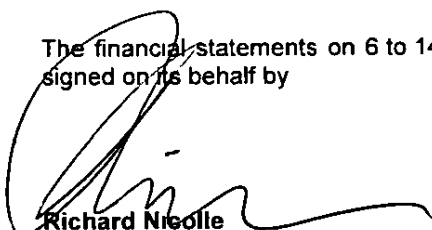
Rafaya (Victoria) Limited (formerly Hammerson (Victoria) Limited)

Registered number: 4186876

Balance sheet at 31 December 2012

	Note	£000	2012 £000	£000	2011 £000
Fixed assets					
Investment property	8		44,000		41,400
Current assets					
Debtors	9	641		1,412	
Creditors amounts falling due within one year	10	(33,316)		(34,242)	
Net current liabilities			(32,675)		(32,830)
Net assets			11,325		8,570
Capital and reserves					
Called up share capital	11		35,000		35,000
Revaluation reserve	12		(23,697)		(31,530)
Profit and loss account	12		22		5,100
Total shareholders' funds	13		11,325		8,570

The financial statements on 6 to 14 were approved by the board of directors on 27 February 2014 and were signed on its behalf by


Richard Nicolle
Director

The notes on pages 9 to 14 form part of these financial statements

Rafaya (Victoria) Limited (formerly Hammerson (Victoria) Limited)

Notes to the financial statements for the year ended 31 December 2012

1. Accounting policies

1.1 Basis of preparation

The financial statements have been prepared under the historical cost convention as modified by the revaluation of investment property and in accordance with the Companies Act 2006 and applicable United Kingdom accounting standards. The principal accounting policies, which have been applied consistently, are set out below.

1.2 Going concern

The financial statements have been prepared on the going concern basis. The ultimate parent company, Rafaya Co Limited, has undertaken to provide the funds necessary for the company to continue as a going concern for a minimum of twelve months from the date of approval of the financial statements.

1.3 Cash flow statement

The company has taken advantage of the exemption under Financial Reporting Standard No 1 "Cash flow statement", from the requirement to prepare a cash flow statement on the grounds that it is a small company.

1.4 Investment properties

Properties held for investment are stated in the balance sheet at valuation. In accordance with SSAP 19, investment properties are revalued annually and the aggregate surplus or deficit transferred to a revaluation reserve. If the balance on the revaluation reserve is not sufficient to cover the deficit, the amount by which the deficit exceeds the balance on the revaluation reserve is charged to the profit and loss account.

In accordance with SSAP 19, no depreciation is provided in respect of freehold properties. This departure from the requirements of the Companies Act 2006, for all properties to be depreciated, is in the opinion of the directors, necessary for the financial statements to give a true and fair view in accordance with applicable accounting standards, as properties are included in the financial statements at their open market value.

The effect of depreciation on value is already reflected in the valuation of the property, and the amount attributed to this factor by the valuers cannot reasonably be separately identified or quantified. Had the provisions of the Act been followed, net assets would not have been affected but revenue losses would have been increased.

Any profit or loss on the disposal of investment properties is recognised in the profit and loss account on completion of the sale and by reference to the carrying value at the date of sale.

1.5 Net rental income

Rental income from properties leased out under an operating lease is recognised in the profit and loss account on a straight line basis over the lease term. Contingent rents, such as turnover rents, rent reviews and indexation are recorded as income in the periods in which they are earned. Rent reviews are recognised when such reviews have been agreed with tenants.

Property operating expenses are accounted for on an accruals basis and any property expenditure not recovered from tenants through service charge is charged to the profit and loss account.

Rafaya (Victoria) Limited (formerly Hammerson (Victoria) Limited)

Notes to the financial statements for the year ended 31 December 2012

1. Accounting policies (continued)

1.6 Lease premiums and similar incentives

Lease premiums and similar incentives that are received or paid are treated as deferred or accrued income and released to the profit and loss account on a straight-line basis over the lease term or, if shorter, over the period to the next rent review

1.7 Taxation

The charge for taxation is based on the result for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes

Full provision is made for deferred tax assets and liabilities arising from all timing differences between the recognition of gains and losses in the financial statements and recognition in the tax computation

Deferred tax is not provided on timing differences arising from the revaluation of fixed assets in the financial statements

A net deferred tax asset is recognised only if it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted

Deferred tax assets and liabilities are calculated at the tax rates expected to be effective at the time the timing differences are expected to reverse

2. Turnover

The whole of the turnover is attributable to rental income

All turnover arose within the United Kingdom

3. Operating profit

The operating profit is stated after charging

	2012 £000	2011 £000
Auditors' remuneration - audit	11	-
Auditors' remuneration - non audit services	11	-
Management fees	236	276

The non audit services are in respect of accountancy fees

Rafaya (Victoria) Limited (formerly Hammerson (Victoria) Limited)

Notes to the financial statements for the year ended 31 December 2012

4. Employee information

The company had no employees during the year (2011 None)

5. Directors' remuneration

The directors did not receive or waive any emoluments in respect of their services for the year ended 31 December 2012 (2011 £Nil)

6 Interest payable and similar charges

	2012 £000	2011 £000
On other loans	1,143	1,202
On loans from group undertakings	205	-
	<u>1,348</u>	<u>1,202</u>

7. Taxation

	2012 £000	2011 £000
UK corporation tax credit on loss for the year	<u>(95)</u>	<u>-</u>

Factors affecting tax charge for the year

The tax assessed for the year is higher (2011 higher) than the standard rate of corporation tax in the UK of 24.5% (2011 26.5%). The differences are explained below

	2012 £000	2011 £000
Loss on ordinary activities before tax	<u>(547)</u>	<u>(256)</u>
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 24.5% (2011 26.5%)	(134)	(68)
Effects of:		
Expenses not deductible for tax purposes	39	-
Non taxable income under REIT	-	68
Current tax credit for the year (see note above)	<u>(95)</u>	<u>-</u>

For the period up to 8 November 2012, the company's ultimate parent company was Hammerson Plc. Hammerson Plc is taxed as a UK Real Estate Investment Trust ("UK REIT"), and as a consequence, group companies are exempted from UK corporation tax on the profits of a UK property rental business and on the gains on UK investment properties.

Following the change in ownership the company's ultimate parent company is Rafaya Co Limited, a company incorporated in Jersey, and therefore profits and gains from 9 November 2012 are subject to normal corporation tax rules.

Rafaya (Victoria) Limited (formerly Hammerson (Victoria) Limited)

Notes to the financial statements for the year ended 31 December 2012

7. Taxation (continued)

Factors that may affect future tax charges

At the balance sheet date, legislation has been substantively enacted which would reduce the main rate of UK corporation tax from 24% to 23% with effect from 1 April 2013

In addition to the changes in rates of corporation tax disclosed above, further changes to the UK corporation tax rates were announced in the 2012 Autumn Statement and the March 2013 Budget

These include further reductions to the main rate to 21% from 1 April 2014 and to 20% from 1 April 2015. These changes had not been substantively enacted at the balance sheet date and, therefore, are not included in these financial statements

The company has a potential deferred tax asset of £88,000 (2011 £nil) in relation to losses carried forward. This asset has not been recognised on the grounds that it cannot be reasonably assured that it is recoverable

8. Investment property

	Freehold £000	Long leasehold £000	Total £000
Valuation			
At 1 January 2012	38,000	3,400	41,400
Additions at cost	41	-	41
Disposals	-	(3,400)	(3,400)
Surplus arising on revaluation	6,407	-	6,407
Release of lease incentive	(448)	-	(448)
At 31 December 2012	44,000	-	44,000

A report was prepared by professionally qualified external valuers, DTZ, Chartered Surveyors in November 2012 which included a valuation of £44,000,000 on an open market value for existing use basis

The directors do not consider there to be any material change in the valuation of £44,000,000 at 31 December 2012

The historical cost of investment property at 31 December 2012 was £67,697,000 (2011 £72,930,000)

9. Debtors

	2012 £000	2011 £000
Due within one year		
Trade debtors	-	499
Amounts owed by group undertakings	-	736
Corporation tax recoverable	95	-
Other debtors	70	177
Prepayments and accrued income	476	-
	641	1,412

Rafaya (Victoria) Limited (formerly Hammerson (Victoria) Limited)

Notes to the financial statements for the year ended 31 December 2012

10. Creditors: amounts falling due within one year

	2012 £000	2011 £000
Trade creditors	-	445
Amounts owed to ultimate parent company	33,295	32,937
Amounts owed to group undertakings	-	310
Other creditors	-	119
Accruals and deferred income	21	431
	<u>33,316</u>	<u>34,242</u>

Interest is charged on amounts owed to the ultimate parent company at a fixed rate of 4.5% per annum. The loan is unsecured and is repayable on demand.

11. Called up share capital

	2012 £000	2011 £000
Allotted, called up and fully paid		
35,000,000 ordinary shares of £1 each	<u>35,000</u>	<u>35,000</u>

12. Reserves

	Revaluation reserve £000	Profit and loss account £000
At 1 January 2012	(31,530)	5,100
Loss for the financial year	-	(452)
Dividends (Note 14)	-	(3,200)
Surplus on revaluation of investment property	6,407	-
Transfer between reserves on disposal of investment property	1,426	(1,426)
	<u>(23,697)</u>	<u>22</u>
At 31 December 2012		

13. Reconciliation of movement in shareholders' funds

	2012 £000	2011 £000
Opening shareholders' funds	8,570	8,895
Loss for the financial year	(452)	(256)
Dividends (Note 14)	(3,200)	-
Other recognised gains and losses during the year	6,407	(69)
	<u>11,325</u>	<u>8,570</u>
Closing shareholders' funds		

Rafaya (Victoria) Limited (formerly Hammerson (Victoria) Limited)

Notes to the financial statements for the year ended 31 December 2012

14 Dividends

	2012 £000	2011 £000
Equity - ordinary shares		
9 14p per £1 share	3,200	-
	<u>3,200</u>	<u>-</u>

15. Related party transactions

The company has taken advantage of the exemption contained in FRS 8 "Related Party Disclosures" not to disclose transactions or balances with entities which form part of the group

There are no other related party transactions

16. Ultimate parent undertaking and controlling party

The ultimate parent undertaking and controlling party is Rafaya Co Limited, a company incorporated in Jersey