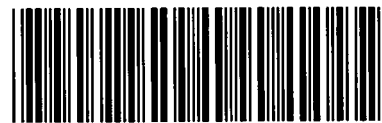


Company Registration No: 04247092

RESTMEAD LIMITED
REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MAY 2018

MONDAY



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RESTMEAD LIMITED

DIRECTORS AND OFFICERS

DIRECTORS

R Tchenguiz
V A Tchenguiz

REGISTERED OFFICE

5th Floor
Leconfield House
Curzon Street
London
W1J 5JA

AUDITOR

RSM UK Audit LLP
Chartered Accountants
3rd Floor
One London Square
Cross Lanes
Guildford
Surrey
GU1 1UN

SOLICITORS

Osborne Clarke
One London Wall
London
EC2Y 5EB

RESTMEAD LIMITED

DIRECTORS' REPORT

The directors present their report and the financial statements of Restmead Limited for the year ended 31 May 2018.

Principal activities and business review

The principal activity of the company, which has remained unchanged during the year, was that of an intermediate holding company.

In the opinion of the directors the result for the year and the financial position of the company at 31 May 2018 was satisfactory given the support of Rotch Property Group Limited, a related party.

Dividends

The directors do not recommend payment of a dividend.

Directors

The following directors have held office since 1 June 2017:

R Tchenguiz
V A Tchenguiz

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 elected to prepare 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 those financial statements, the directors are required to:

- a. select suitable accounting policies and then apply them consistently;
- b. make judgements and accounting estimates that are reasonable and prudent;
- c. 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.

RESTMEAD LIMITED

DIRECTORS' REPORT (continued)

Statement as to disclosure of information to auditor

The directors who were in office on the date of approval of these financial statements have confirmed that, as far as they are aware, there is no relevant audit information of which the auditor is unaware. The directors have confirmed that they have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that it has been communicated to the auditor.

Auditor

The auditor, RSM UK Audit LLP, Chartered Accountants, has indicated its willingness to continue in office.

This report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption.

By order of the Board:



R Tchenguiz
Director

2 November 2018

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF RESTMEAD LIMITED

Opinion

We have audited the financial statements of Restmead Limited (the 'company') for the year ended 31 May 2018 which comprise Statement of Comprehensive Income, Statement of Financial Position, Statement of Changes in Equity and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 May 2018 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
- have been prepared in accordance with the requirements of the Companies Act 2006.

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 UK, including 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

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

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. 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.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF RESTMEAD LIMITED (CONTINUED)

Matters on which we are required to report by exception

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 material misstatements in the directors' report.

We have nothing to report in respect of the following matters in relation to which 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 the financial statements in accordance with the small companies regime and take advantage of the small companies exemption from the requirement to prepare a strategic report or in preparing the directors' report.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement 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, 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 Financial Reporting Council's website at: <http://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

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

RSM UK Audit LLP

Christopher Hurren BA FCA (Senior Statutory Auditor)
For and on behalf of RSM UK Audit LLP, Statutory Auditor
Chartered Accountants
3rd Floor, One London Square, Cross Lanes
Guildford, Surrey, GU1 1UN

24 December 2018

RESTMEAD LIMITED**STATEMENT OF COMPREHENSIVE INCOME****FOR THE YEAR ENDED 31 MAY 2018**

	Notes	2018 £	2017 £
Other operating expenses	2	(28,800)	(28,800)
Loss before taxation	3	<u>(28,800)</u>	<u>(28,800)</u>
Taxation	5	-	-
Loss after taxation		<u>(28,800)</u>	<u>(28,800)</u>
Other comprehensive income		-	-
Total comprehensive income for the year		<u><u>(28,800)</u></u>	<u><u>(28,800)</u></u>

RESTMEAD LIMITED**STATEMENT OF FINANCIAL POSITION (Company Registration Number: 04247092)****AT 31 MAY 2018**

	Notes	2018 £	2017 £
Fixed assets			
Investments	6	3	3
		<u> </u>	<u> </u>
Current assets			
Debtors	7	1	1
Creditors: amounts falling due within one year	8	(645,846)	(617,046)
Net current liabilities		<u>(645,845)</u>	<u>(617,045)</u>
Total assets less current liabilities		<u>(645,842)</u>	<u>(617,042)</u>
Capital and reserves			
Called up share capital	10	1	1
Profit and loss account		(645,843)	(617,043)
Total equity		<u>(645,842)</u>	<u>(617,042)</u>

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

The financial statements on pages 6 to 16 were approved by the board of directors and authorised for issue on 2 November 2018 and are signed on its behalf by:



R Tchenguiz
Director

RESTMEAD LIMITED**STATEMENT OF CHANGES IN EQUITY****FOR THE YEAR ENDED 31 MAY 2018**

	Share capital £	Profit and loss account £	Total £
Balance at 1 June 2016	1	(588,243)	(588,242)
Total comprehensive income for the year	-	(28,800)	(28,800)
Balance at 31 May 2017	<u>1</u>	<u>(617,043)</u>	<u>(617,042)</u>
Total comprehensive income for the year	-	(28,800)	(28,800)
Balance at 31 May 2018	<u>1</u>	<u>(645,843)</u>	<u>(645,842)</u>

RESTMEAD LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MAY 2018

1. Accounting policies

Company information

Restmead Limited ("the Company") is a limited company domiciled and incorporated in England. The address of the Company's registered office and principal place of business is 5th Floor, Leconfield House, Curzon Street, W1J 5JA. The principal activity of the company was that of an intermediate holding company.

1.1 Cash flow statement

The company has taken advantage of the small company exemption from preparing a cash flow statement under the terms of FRS102, Section 7.

1.2 Basis of accounting

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

1.3 Consolidated financial statements

The company and its subsidiary undertakings comprise a small-sized group. The company has therefore taken advantage of the exemption provided by FRS 102 Chapter 9 'Consolidated and Separate Financial Statements' and Section 399 of the Companies Act 2006 from the requirement to prepare consolidated financial statements on the basis that it is subject to the small companies regime. Consequently, these financial statements present the financial position and financial performance of the company as a single entity.

1.4 Going concern

The directors have assessed the structure and the continuation and availability of limited support provided by Rotch Property Group Limited (see note 13) and have determined that the company has, or can expect to have, sufficient working capital for its needs for at least the next 12 months from the date of approval of these financial statements. In view of this the directors consider it appropriate to prepare the accounts on the going concern basis.

1.5 Functional and presentational currencies

The financial statements are presented in sterling which is also the functional currency of the company.

1.6 Fixed asset investments

Interests in subsidiaries, associates and jointly controlled entities are initially measured at cost and subsequently measured at cost less any accumulated impairment losses.

Interests in subsidiaries, associates and jointly controlled entities are assessed for impairment at each reporting date. Any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

RESTMEAD LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MAY 2018

1.7 Taxation

The tax expense represents the sum of the current tax expense and deferred tax expense. Current tax assets are recognised when tax paid exceeds the tax payable.

Current tax is based on taxable profit for the year. Taxable profit differs from total comprehensive income because it excludes items of income or expense that are taxable or deductible in other periods. Current tax assets and liabilities are measured using tax rates that have been enacted or substantively enacted by the reporting date.

Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled based on tax rates that have been enacted or substantively enacted by the reporting date.

Deferred tax liabilities are recognised in respect of all timing differences that exist at the reporting date. Timing differences are differences between taxable profits and total comprehensive income that arise from the inclusion of income and expenses in tax assessments in different periods from their recognition in the financial statements. Deferred tax assets are recognised only to the extent that it is probable that they will be recovered by the reversal of deferred tax liabilities or other future taxable profits.

For non-depreciable assets measured using the revaluation model and investment properties measured at fair value (except investment property with a limited useful life held by the Company to consume substantially all of its economic benefits), deferred tax is measured using the tax rates and allowances that apply to the sale of the asset or property.

Current and deferred tax is charged or credited in profit or loss, except when it relates to items charged or credited to other comprehensive income or equity, when the tax follows the transaction or event it relates to and is also charged or credited to other comprehensive income, or equity.

Current tax assets and current tax liabilities and deferred tax assets and deferred tax liabilities are offset, if and only if, there is a legally enforceable right to set off the amounts and the entity intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

1.8 Financial instruments

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

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument, and are offset only when the Company currently has a legally enforceable right to set off the recognised amounts and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Financial assets

Basic financial assets, which include trade and other receivables and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method, unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts at a market rate of interest.

RESTMEAD LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MAY 2018

1.8 Financial instruments (continued)

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

Financial liabilities and equity

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

Equity Instruments

Financial instruments classified as equity instruments are recorded at the fair value of the cash or other resources received or receivable, net of direct costs of issuing the equity instruments.

Creditors

Creditors payable within one year that do not constitute a financing transaction are initially measured at the transaction price and subsequently measured at amortised cost, being the transaction price less any amounts settled.

Where the arrangement with a creditor constitutes a financing transaction, the creditor is initially and subsequently measured at the present value of future payments discounted at a market rate of interest for a similar instrument.

Derecognition of financial assets and liabilities

A financial asset is derecognised only when the contractual rights to cash flows expire or are settled, or substantially all the risks and rewards of ownership are transferred to another party, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party. A financial liability (or part thereof) is derecognised when the obligation specified in the contract is discharged, cancelled or expires.

1.9 Critical accounting estimates and areas of judgement

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

RESTMEAD LIMITED**NOTES TO THE FINANCIAL STATEMENTS****FOR THE YEAR ENDED 31 MAY 2018****2. Other operating expenses**

	2018 £	2017 £
Administrative expenses	28,800	28,800

3. Loss before taxation

Auditor's remuneration is borne by the company's subsidiaries.

4. Employees and directors

There were no employees during the year apart from the directors who received no emoluments.

5. Taxation

	2018 £	2017 £
Current tax		
UK corporation tax	-	-
Total current tax	-	-
Factors affecting the tax charge for the year.		
Loss before tax	(28,800)	(28,800)
Loss multiplied by the standard rate of Corporation tax in the UK of 19% (2017: 20%).	(5,472)	(5,760)
Effects of: Group relief	5,472	5,760
Tax expense	-	-

A change to reduce the main rate of UK corporation tax to 17% from 1 April 2020 was announced in the Chancellor's Budget on 16 March 2016.

RESTMEAD LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MAY 2018

6. Fixed asset investments

	Shares in subsidiary undertakings £
Cost:	
At 1 June 2017 and 31 May 2018	3

In the opinion of the directors the aggregate value of the company's investment in subsidiary undertakings is not less than the amount included in the balance sheet.

Holdings of more than 20%

The company holds more than 20% of the share capital of the following companies:

Company	Country of registration or incorporation	Class	Shares held %
Timecoast Limited	England	£1 Ordinary	100.00
Drivewall Limited*	England	£1 Ordinary	100.00
Gainwalk Limited*	England	£1 Ordinary	100.00
Holaw (537) Limited*	England	£1 Ordinary	100.00
Holaw (539) Limited*	England	£1 Ordinary	100.00
Holaw (541) Limited*	England	£1 Ordinary	100.00
Pathcoast Limited*	England	£1 Ordinary	100.00
Pikehigh Limited*	England	£1 Ordinary	100.00
Wavetop Limited*	England	£1 Ordinary	100.00
Dalefox Limited	England	£1 Ordinary	100.00
Filmcourt Limited^	England	£1 Ordinary	100.00
HA Leasing Limited^	England	£1 Ordinary	100.00
Holaw (573) Limited^	England	£1 Ordinary	100.00
Leagueframe Limited^	England	£1 Ordinary	100.00
Martridge Limited^	England	£1 Ordinary	100.00
Restgrove Limited^	England	£1 Ordinary	100.00
Upperbright Limited^	England	£1 Ordinary	100.00
Viewpalm Limited^	England	£1 Ordinary	100.00
Waxford Limited^	England	£1 Ordinary	100.00
Zenmouth Limited^	England	£1 Ordinary	100.00
Doveweald Limited	England	£1 Ordinary	100.00
Storedean Limited**	England	£1 Ordinary	100.00

*These interests are held via Timecoast Limited

^These interests are held via Dalefox Limited.

**These interests are held via Doveweald Limited

The registered office of all subsidiaries is 5th Floor, Leconfield House, Curzon Street, London, W1J 5JA.

RESTMEAD LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MAY 2018

6. Fixed asset investments (continued)

The aggregate amount of capital and reserves and the results of these undertakings for the last relevant financial year were as follows:

Company	Principal activity	Capital and reserves 2018 £	Profit/(loss) for the year 2018 £
Timecoast Limited	Holding company	(5,161,088)	638,502
Drivewall Limited*	Property investment	(1,002)	-
Gainwalk Limited*	Property investment~	(124,058)	18,845
Holaw (537) Limited*	Property investment~	(170,064)	9,150
Holaw (539) Limited*	Property investment~	(273,930)	113,228
Holaw (541) Limited*	Property investment	375,396	90,139
Pathcoast Limited*	Property investment~	342,009	422,957
Pikehigh Limited*	Property investment~	2,362,273	124,153
Wavetop Limited*	Property investment~	(220,985)	21,405
Dalefox Limited	Holding company	(10,093,767)	1,685,464
Filmcourt Limited^	Property investment~	(775,531)	(7,839)
HA Leasing Limited^	Property investment~	(1,648,939)	(85,224)
Holaw (573) Limited^	Property investment~	(709,808)	(6,561)
Leagueframe Limited^	Property investment~	571,388	(94,293)
Martridge Limited^	Property investment	609,024	40,842
Restgrove Limited^	Property investment~	640,177	69,219
Upperbright Limited^	Property investment	(1,771,186)	(159,252)
Viewpalm Limited^	Property investment	(49,998)	-
Waxford Limited^	Holding company	(288,082)	-
Zenmouth Limited^	Property investment	(718,437)	365,128
Doveweald Limited	Holding company	(5,990,300)	716,555
Storedean Limited**	Property investment	2,232,951	252,354

~These companies hold their property investments by way of finance leases in full or in part.

7. Debtors

	2018 £	2017 £
Amounts owed by group undertakings	1	1

8. Creditors: amounts falling within one year

	2018 £	2017 £
Amounts owed to group undertakings	645,846	617,046

RESTMEAD LIMITED**NOTES TO THE FINANCIAL STATEMENTS****FOR THE YEAR ENDED 31 MAY 2018****9. Financial instruments**

The carrying amount of the company's financial instruments at 31 May were:

	2018 £	2017 £
Financial assets:		
Debt instruments measured at amortised cost	1	1
	<u> </u>	<u> </u>
Financial liabilities:		
Measured at amortised cost	645,846	617,046
	<u> </u>	<u> </u>

10. Share capital

	2018 £	2017 £
Allotted, issued and fully paid:		
1 ordinary share of £1	1	1
	<u> </u>	<u> </u>

Ordinary share rights

The company's ordinary share, which carries no right to fixed income, carries the right to one vote at general meetings of the company.

11. Contingent liabilities

The company is party to a cross-guarantee and cross-collateralisation loan arrangement in respect of bank loans made to fellow group companies. Under this arrangement the company's investment in its subsidiaries has been charged to the bank. The total value of the group loans subject to this cross-collateralisation, as at 31 May 2018, was £97,486,709 (2017: £99,513,841) and the fair value of the financial instruments also subject to the cross-collateralisation is a liability of £20,114,648 (2017: £23,435,431).

12. Ultimate parent company and ultimate controlling party

The company's immediate holding company is Five Mile Limited, a company registered in the British Virgin Islands.

The directors regard the ultimate holding company to be Sunnymist Limited, a company incorporated in the British Virgin Islands.

The ultimate controlling party is the Tchenguiz Family Trust.

13. Related party transactions

The company is related to fellow subsidiaries of Sunnymist Limited, with whom in many cases it has directors in common.

At the balance sheet date, and included within amounts owed to group undertakings, £645,843 (2017: £617,043) was due to one such company, Rotch Property Group Limited ("Rotch"). No interest accrues on this balance.

Rotch has agreed not to demand repayment of the amount due to it should that result in the company not being able to meet its obligations in the normal course of business. Rotch has also agreed to provide limited additional support to assist the company in meeting its operational costs as they arise should this be necessary.

RESTMEAD LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MAY 2018

13. Related party transactions (continued)

As set out in note 11, the company is party to a cross-collateralisation arrangement in respect of loan facilities as at the year end totalling £97,486,709 (2017: £99,513,841). Of this amount, £23,265,946 (2017: £24,619,146) relates to loan facilities with Uni Lease No.1 Limited, a fellow subsidiary of Sunnymist Limited. The fair value of the financial instruments also subject to this cross-collateralisation arrangement is a liability of £20,114,648 (2017: £23,435,431) of which £2,010,903 (2017: £2,515,806) relates to Uni Lease No.1 Limited.

The company has taken advantage of the exemptions provided by Section 33 of FRS 102 'Related Party Disclosures' and has not disclosed transactions entered into between two or more members of a group, provided that any subsidiary undertaking which is party to the transaction is wholly owned by a member of that group.