



HQCB PROPERTIES (HQ3) LIMITED

Registered number: 04525220

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2022



HQCB PROPERTIES (HQ3) LIMITED

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HQCB PROPERTIES (HQ3) LIMITED

STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2022

The directors, in preparing this Strategic Report, have complied with section 414C of the Companies Act 2006.

This Strategic Report has been prepared for the company and not for the group of which it is a member and therefore focuses only on matters which are significant to the company.

BUSINESS MODEL

The company's immediate parent undertaking is HQCB Properties (HQ5(2)) Limited and its ultimate parent undertaking is Stork HoldCo LP.

The company holds a 999 year pass through interest in 40 Bank Street, Canary Wharf.

BUSINESS REVIEW

As shown in the company's profit and loss account, the company's profit after tax for the year was £51,544 (2021 - loss £43,466).

The balance sheet shows the company's financial position at the year end and indicates that net assets were £2,321,385 (2021 - £2,269,841).

PRINCIPAL RISKS AND UNCERTAINTIES

The Company has adopted Canary Wharf Group plc ('the Group') principal risks and uncertainties monitoring and management policies. The risks and uncertainties facing the business are monitored through continuous assessment, regular formal reviews and discussion at the Canary Wharf Group Investment Holdings plc audit committee and board. Such discussion focuses on the risks identified as part of the system of internal control which highlights key risks faced by the Group and allocates specific day to day monitoring and control responsibilities as appropriate. As a member of Canary Wharf Group, the current key risks of the company include: the current geopolitical climate and its potential impact on the economy, the financing risk, the cyclical nature of the property market, concentration risk and policy and planning risks.

Geopolitical climate

The geopolitical backdrop has been exceptionally turbulent in the UK and internationally over the past few years. The COVID-19 pandemic led to numerous lockdowns and other related restrictions between March 2020 and February 2022, disrupting global supply chains and significantly impacting UK GDP. COVID-19 also brought about significant changes in the behaviour of office workers, with the majority of UK based companies now working on a hybrid basis.

We have also seen a marked increase in Industrial Action, in part due to falling real wages, resulting in numerous days of tube and train strikes impacting the Estate.

Russia's invasion of Ukraine in February 2022 has driven significant security, economic, and energy policy shifts within Europe, with implications for UK businesses and consumers. The Group has no contractual relationships with any entity or individuals based in Russia, Belarus or Ukraine. However, the impact of a war in Europe and sanctions targeted at Russia and certain individuals may impact on the UK and world economy, particularly on energy prices. The long term impacts of these issues remain difficult to predict.

Financing risk

The broader economic cycle inevitably leads to movements in inflation, interest rates and bond yields. The company finances its operations largely through surplus cash and intercompany finance.

HQCB PROPERTIES (HQ3) LIMITED

STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

Cyclical nature of the property market

The valuation of the Company and Group's assets are subject to many other external economic and market factors. In recent years, the London real estate market has had to cope with fluctuations in demand caused by key events such as the 2008/2009 financial crisis, uncertainty in the Eurozone and the implications of the UK's withdrawal from the EU, the Russian invasion of Ukraine and sanctions imposed on Russia as a consequence. During the year, the rapid rise in interest rates has caused a significant turmoil to the debt and capital markets impacting adversely on investor confidence, whilst the longer term impact of Covid-19 on flexible working has prompted the tenants to review their requirements for office space. These factors have had negative implications for the investor sentiment towards property market and particularly office assets which has impacted the valuations at the year end.

The real estate market has to date, however, been assisted by the depreciation of sterling since the EU referendum and the continuing presence of overseas investors attracted by the relative transparency of the real estate market in London which is still viewed as both relatively stable and secure.

Concentration risk

The Group's real estate assets are currently located on or adjacent to the Estate. Although a majority of tenants have traditionally been linked to the financial services industry, this proportion has now fallen to around only 54% of tenants. Wherever possible steps are still taken to mitigate or avoid material consequences arising from this concentration.

Policy and planning risks

All of the Group's assets are currently located within London. Appropriate contact is maintained with local and national Government, but changes in Governmental policy on planning, tax or other regulations could limit the ability of the Group to maximise the long term potential of its assets. These risks are closely monitored.

The principal risks facing the Group are discussed in the Annual Report of Canary Wharf Investment Holdings Group plc, which does not form part of this report.

HQCB PROPERTIES (HQ3) LIMITED

STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

CORPORATE RESPONSIBILITY

The Company has not adopted its own sustainability, environmental and social policies. However, the directors are conscious of sustainability, environmental and social issues and adhere, where applicable, to the policies of Canary Wharf Group plc.

Sustainability is front and centre for Canary Wharf Group. Canary Wharf Group are aware of the increasing sustainability requirements of current and prospective customers. To deliver sustainability, the Group integrate actions and targets into every phase of project delivery and are improving the environmental performance of existing facilities through effective retrofitting and facilities management. The Group aims to design, build and manage central London's highest quality, best value and most sustainable office, retail and residential buildings and districts. In doing this, the Group works with all its stakeholders to create and nurture vibrant, inclusive communities that meet today's economic, environmental and social needs while anticipating those of tomorrow for the benefit of the environment, tenants, employees, the community and stakeholders. Since 1997, over £3.0bn of business has been generated for local businesses in East London through initiatives supported by the Group. Canary Wharf Group has maintained ISO 14001 accreditation since early 2005 and environmental management has been an inherent part of construction since 2002.

Canary Wharf Group is an active member of many industry groups including the UK Green Building Council (UKGBC), the Better Building Partnership (BBP) and Concrete Zero. The Group has also signed the BBP Climate Change Commitment, as well as The Climate Pledge, joining Amazon and other companies in pledging to achieve net zero carbon at least 10 years ahead of the Paris Agreement. Canary Wharf Group targets the reduction of energy, water and resource use, and the reuse and the recycling of waste where possible during the design, construction, and management of properties. The minimisation of disruption and disturbance to the environment and local community is targeted during the construction and management of buildings. Canary Wharf Group is also committed to preventing and monitoring pollution and to reducing any emissions which may have an adverse impact on the environment and/or local community.

Canary Wharf Group endeavours to raise awareness and promote effective management of sustainability, environmental and social issues with staff, designers, suppliers, and contractors and also works closely with suppliers and contractors to establish effective environmental supply chain management and to promote the procurement of sustainable products and materials.

In 2020, the Group published its Net Zero Carbon Pathway, a roadmap for reaching net zero carbon by 2030, 20 years ahead of the Paris Agreement. The Group also published ambitious Science Tased Targets (SBTs) ratified by the Science Based Targets Initiative (SBTi). Progress against both the Net Zero Carbon Pathway and SBTs are published in the annual Sustainability Report.

In 2022, the Group participated in GRESB and CDP Sustainability Benchmarking schemes, receiving a GRESB 5 star rating, ranked first in our peer group and a CDP score of B.

The Group has purchased 100.0% renewable electricity for all operations since 2012, which has reduced our Scope 2 emissions (using a market based approach) from electricity to zero during this reporting year. This electricity supply is backed by Renewable Energy Guarantee of Origin (REGO) certificates. The Group are also investigating Power Purchase Agreements (PPAs) to further reduce tenant Scope 2 emissions.

The annual Group Sustainability Report, produced in accordance with EPRA guidelines, provides details of performance against a range of specified targets and objectives with third party verification in line with ISAE 3000. This report, together with additional supporting information and Group publications related to this area can be downloaded from the Canary Wharf Group website, www.group.canarywharf.com.

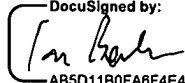
KEY PERFORMANCE INDICATORS

The group manages its operations on a unified basis. For this reason, the company's directors believe that key performance indicators specific to the company are not necessary or appropriate for an understanding of the development, performance or position of its business. The performance of the group, which includes the company, is discussed in the Annual Report of Canary Wharf Group Investment Holdings plc, which does not form part of this report.

HQCB PROPERTIES (HQ3) LIMITED

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

This report was approved by the board on 29 June 2023 and signed on its behalf.

DocuSigned by:

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I Benham
Director

HQCB PROPERTIES (HQ3) LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2022

The directors present their report and the financial statements for the year ended 31 December 2022.

RESULTS AND DIVIDENDS

The profit for the year, after taxation, amounted to £51,544 (2021 - loss £43,466).

No dividends have been paid or proposed for the year and to the date of this report (2021 - £Nil).

DIRECTORS

The directors who served during the year were:

A S J Daffern
S Z Khan
K J Kingston
R J Worthington

On 16 June 2023, after the year end, Ian Benham has been appointed as a director of the company.

The company provides an indemnity to all directors (to the extent permitted by law) in respect of liabilities incurred as a result of their office. The company also has in place liability insurance covering the directors and officers of the company. Both the indemnity and insurance were in force during the year ended 31 December 2022 and at the time of the approval of this Directors' Report. Neither the indemnity nor the insurance provide cover in the event that the director is proven to have acted dishonestly or fraudulently.

GOING CONCERN

For details in respect of going concern refer to Note 2.

FUTURE DEVELOPMENTS

The company will continue to hold a 999 year pass through interest in 40 Bank Street, Canary Wharf.

FINANCIAL INSTRUMENTS

The principal risks and uncertainties of the company are contained within the Strategic Report. The financial risk management objectives and policies are managed at a group level and are not material to the company.

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.

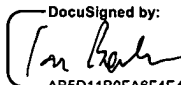
AUDITORS

Deloitte LLP have indicated their willingness to continue as auditors to the company.

HQCB PROPERTIES (HQ3) LIMITED

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

This report was approved by the board on 29 June 2023 and signed on its behalf.

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I Benham
Director

HQCB PROPERTIES (HQ3) LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2022

The directors are responsible for preparing the Strategic Report, 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 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. 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 for the company's financial statements 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;
- 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.

HQCB PROPERTIES (HQ3) LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF HQCB PROPERTIES (HQ3) LIMITED

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

OPINION

In our opinion the financial statements of HQCB Properties (HQ3) 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 profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the statement of comprehensive income;
- the statement of financial position;
- 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 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (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 UK, 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.

HQCB PROPERTIES (HQ3) LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF HQCB PROPERTIES (HQ3) LIMITED

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.

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. This description forms part of our auditor's report.

HQCB PROPERTIES (HQ3) LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF HQCB PROPERTIES (HQ3) LIMITED

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, including those that are specific to the company's business sector.

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 UK Companies Act, and relevant tax legislation; and
- do not have a direct effect on the financial statements but compliance with which may be fundamental to the company's ability to operate or to avoid a material penalty.

We discussed among the audit engagement team including relevant internal 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 following area, and our procedures performed to address it are described below:

Investment Property Portfolio: We have identified a fraud risk in the valuation of the property, pinpointed specifically to the risk of management manipulation of the information provided to the valuers on lease length, rental values etc, which the valuers rely on during their valuation process. Our audit procedures included:

- Obtaining an understanding of the relevant controls in the investment properties' valuation.
- In respect of investment properties, validating the tenancy data sent to the valuers for completeness and accuracy by agreeing a sample of data through to underlying lease agreements

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 in-house 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, reviewing internal audit reports and reviewing correspondence with HMRC.

HQCB PROPERTIES (HQ3) LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF HQCB PROPERTIES (HQ3) LIMITED

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 strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have 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 and 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;

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.



Lyn Cowie CA (Senior statutory auditor)
For and on behalf of Deloitte LLP
Statutory Auditor
Aberdeen, United Kingdom
29 June 2023

HQCB PROPERTIES (HQ3) LIMITED**STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2022**

	Note	2022 £	2021 £
Turnover	4	24,177,951	19,389,790
Cost of sales		(23,788,825)	(11,353,443)
GROSS PROFIT		389,126	8,036,347
Administrative expenses		(535,176)	(8,029,549)
Movement in fair value of investment properties		197,530	(50,264)
OPERATING PROFIT/(LOSS)		51,480	(43,466)
Interest receivable and similar income	7	66	-
Interest payable and similar expenses	8	(2)	-
PROFIT/(LOSS) BEFORE TAX		51,544	(43,466)
Tax on profit/(loss)	9	-	-
PROFIT/(LOSS) FOR THE FINANCIAL YEAR		51,544	(43,466)
Other comprehensive income for the year		-	-
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		51,544	(43,466)

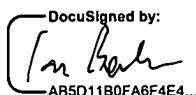
The notes on pages 15 to 22 form part of these financial statements.

HQCB PROPERTIES (HQ3) LIMITED
REGISTERED NUMBER: 04525220

STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2022

	Note	2022 £	2021 £
FIXED ASSETS			
Investment property	10	392,904	195,374
		<u>392,904</u>	<u>195,374</u>
CURRENT ASSETS			
Debtors: amounts falling due after more than one year	11	7,009,004	5,793,420
Debtors: amounts falling due within one year	11	61,399,989	44,742,766
Cash at bank and in hand		710,042	1,377,066
		<u>69,119,035</u>	<u>51,913,252</u>
Creditors: amounts falling due within one year	12	(60,099,992)	(44,099,992)
NET CURRENT ASSETS		<u>9,019,043</u>	<u>7,813,260</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>9,411,947</u>	<u>8,008,634</u>
Creditors: amounts falling due after more than one year	13	(7,090,562)	(5,738,793)
NET ASSETS		<u><u>2,321,385</u></u>	<u><u>2,269,841</u></u>
CAPITAL AND RESERVES			
Called up share capital	14	45,601,157	45,601,157
Retained earnings	15	(43,279,772)	(43,331,316)
		<u><u>2,321,385</u></u>	<u><u>2,269,841</u></u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 29 June 2023.

DocuSigned by:

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I Benham
 Director

The notes on pages 15 to 22 form part of these financial statements.

HQCB PROPERTIES (HQ3) LIMITED**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2022**

	Called up share capital £	Retained earnings £	Total equity £
At 1 January 2022	45,601,157	(43,331,316)	2,269,841
COMPREHENSIVE INCOME FOR THE YEAR			
Profit for the year	-	51,544	51,544
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	-	51,544	51,544
AT 31 DECEMBER 2022	<u>45,601,157</u>	<u>(43,279,772)</u>	<u>2,321,385</u>

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2021**

	Called up share capital £	Retained earnings £	Total equity £
At 1 January 2021	45,601,157	(43,287,850)	2,313,307
COMPREHENSIVE EXPENSE FOR THE YEAR			
Loss for the year	-	(43,466)	(43,466)
TOTAL COMPREHENSIVE EXPENSE FOR THE YEAR	-	(43,466)	(43,466)
AT 31 DECEMBER 2021	<u>45,601,157</u>	<u>(43,331,316)</u>	<u>2,269,841</u>

The notes on pages 15 to 22 form part of these financial statements.

HQCB PROPERTIES (HQ3) LIMITED

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

1. GENERAL INFORMATION

HQCB Properties (HQ3) Limited is a private company limited by shares incorporated in the UK under the Companies Act 2006 and registered in England and Wales at One Canada Square, Canary Wharf, London, E14 5AB.

The nature of the company's operations and its principal activities are set out in the Strategic Report.

2. ACCOUNTING POLICIES

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention, modified to include certain items at fair value and in accordance with United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice, including FRS 102 "the Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland").

The preparation of financial statements in compliance with FRS 102 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 functional currency of the company is considered to be pounds sterling because that is the currency of the primary economic environment in which they operate.

The principal accounting policies have been applied consistently throughout the year and the preceding year and are summarised below:

2.2 Going concern

In assessing the going concern basis of the company the directors have considered a period of at least 12 months from the date of approval of these financial statements.

At the year end the company was in a net current asset position. Having made the requisite enquiries and assessed the resources at the disposal of the company, the directors have a reasonable expectation that the company will have adequate resources to continue its operation for the foreseeable future, being a period of at least 12 months from the date of approval of these financial statements. In addition, the company's ultimate shareholders Brookfield Property Partners LP and Qatar Investment Authority have confirmed that they have the intent and ability to provide such financial support to the Stork Holdco LP Group and its wholly owned subsidiaries to meet their liabilities if required for a period of at least 12 months from the date of approving these financial statements. Accordingly, the directors continue to adopt the going concern basis in preparing the financial statements.

2.3 Cash flow statement

The company has taken the exemption from preparing the cash flow statement under Section 1.12(b) as it is a member of a group where the parent of the group prepares publicly available consolidated accounts which are intended to give a true and fair view.

2.4 Revenue

Rental income from operating leases is recognised in the Income Statement on a straight line basis over the term of the lease. Lease incentives granted, including rent free periods, are recognised as an integral part of the net consideration for the use of the property and are therefore also recognised on the same straight line basis. Direct costs incurred in negotiating and arranging new leases are also amortised on the same straight line basis. Contingent rents, being those lease payments that are not fixed at the inception of a lease, for example turnover rents, are recorded in the periods in which they are earned.

HQCB PROPERTIES (HQ3) LIMITED

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

2. ACCOUNTING POLICIES (CONTINUED)

2.5 Investment properties

Investment properties, including land and buildings held for development and investment properties under construction, are measured initially at cost including related transaction costs. The finance costs associated with direct expenditure on properties under construction or undergoing refurbishment are capitalised.

Where an investment property is acquired under a lease the associated lease liability is initially recognised at the lower of the fair value and the present value of the minimum lease payments including any initial premium. Lease payments are apportioned between the finance charge and a reduction in the outstanding obligation for future amounts payable. The total finance charge is allocated to accounting periods over the lease term so as to produce a constant periodic charge to the remaining balance of the obligation for each accounting period.

Investment properties are subsequently revalued, at each reporting date, to an amount comprising the fair value of the property interest plus the carrying value of the associated lease liability less separately identified accrued rent, amortised lease incentives and negotiation costs. The gain or loss on remeasurement is recognised in the income statement.

2.6 Financial instruments

The directors have taken advantage of the exemption in paragraph 1.12c of FRS 102 allowing the company not to disclose the summary of financial instruments by the categories specified in paragraph 11.41.

Trade and other receivables

Debtors are recognised initially at fair value. A provision for impairment is established where there is objective evidence that the company will not be able to collect all amounts due according to the original terms of the debtor concerned.

Trade and other payables

Trade and other creditors are stated at cost.

2.7 Taxation

Current tax is provided at amounts expected to be paid or recovered using the tax rates and laws that have been enacted or substantively enacted at the balance sheet date.

HQCB PROPERTIES (HQ3) LIMITED**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022****3. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY**

The preparation of financial statements in conformity with generally accepted accounting principles requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results ultimately may differ from those estimates.

The preparation of financial statements also requires use of judgements, apart from those involving estimation, that management makes in the process of applying the entity's accounting policies.

Valuation of investment properties

The company uses valuations performed by independent valuers as the fair value of its properties. The valuations are based upon assumptions including future rental income, anticipated void costs and the appropriate discount rate or yield. The valuers also make reference to market evidence of transaction prices for similar properties.

For the year ended 31 December 2022, the financial statements of the company did not contain any significant items that required the application of judgements, apart from those involving estimation.

4. TURNOVER

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

	2022 £	2021 £
Rental income	19,285,552	18,802,306
Insurance recoveries	342,399	287,484
Dilapidations received	4,550,000	300,000
	<u>24,177,951</u>	<u>19,389,790</u>

All turnover arose within the United Kingdom.

5. AUDITOR'S REMUNERATION

Auditor's remuneration of £6,000 (2021 - £3,500) for the audit of the company for the year has been borne by another group undertaking.

6. EMPLOYEES

The Company has no employees other than the directors, who did not receive any remuneration (2021 - £NIL).

HQCB PROPERTIES (HQ3) LIMITED**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022****7. INTEREST RECEIVABLE**

	2022 £	2021 £
Bank interest receivable	66	-
	<u>66</u>	<u>-</u>

8. INTEREST PAYABLE AND SIMILAR EXPENSES

	2022 £	2021 £
Bank interest payable	2	-
	<u>2</u>	<u>-</u>

9. TAXATION

	2022 £	2021 £
Current tax on profits for the year	-	-
Total current tax	<u>-</u>	<u>-</u>

FACTORS AFFECTING TAX CHARGE FOR THE YEAR

The tax assessed for the year is different to the standard rate of corporation tax in the UK of 19.0% (2021 - 19.0%). The differences are explained below:

	2022 £	2021 £
Profit/(loss) on ordinary activities before tax	<u>51,544</u>	<u>(43,466)</u>
Profit/(loss) on ordinary activities multiplied by standard rate of corporation tax in the UK of 19.0% (2021 - 19.0%)	9,793	(8,259)
Effects of:		
Property rental business	218,413	(1,137,678)
Expenses not deductible for tax purposes	(124,686)	1,143,601
Capital allowances for year in excess of depreciation	(103,509)	9,550
Non-taxable income	-	(1,316)
Capital allowances	-	(5,898)
Group relief	(11)	-
Total tax charge for the year	<u>-</u>	<u>-</u>

HQCB PROPERTIES (HQ3) LIMITED

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

9. TAXATION (CONTINUED)

FACTORS THAT MAY AFFECT FUTURE TAX CHARGES

Enacted in the Finance Act 2021 is a provision for the main rate of corporation tax to increase to 25% from 1 April 2023.

The company is a member of a REIT headed by Stork Holdings Limited. As a consequence all qualifying property rental business is exempt from corporation tax. Only income and expenses relating to non-qualifying activities will continue to be taxable.

10. INVESTMENT PROPERTY

	Long term leasehold investment property £
Valuation	
At 1 January 2022	195,374
Revaluation	197,530
At 31 December 2022	392,904

The company holds a 999 year pass through interest in 40 Bank Street, Canary Wharf.

At 31 December 2022, the property was valued externally by CBRE Limited, Chartered Surveyors with recent experience in office properties at Canary Wharf. The fair value was determined in accordance with the Appraisal and Valuation Manual published by the Royal Institution of Chartered Surveyors, using:

- Discounted cash flows based on inputs provided by the company (current rents, terms and conditions of lease agreements) and assumptions and valuation models adopted by the valuers (estimated rental values, terminal values and discount rates).

- Yield methodology based on inputs provided by the company (current rents) and assumptions and valuation models adopted by the valuers (estimated rental values and market capitalisation rates).

The resulting valuations are cross checked against the initial yields and the fair market values per square foot derived from actual market transactions.

No allowance was made for any expenses of realisation nor for any taxation which might arise in the event of disposal.

If the investment properties had been accounted for under the historic cost accounting rules, the properties would have been measured as follows:

	2022 £	2021 £
Historic cost	150,000	150,000
	<u>150,000</u>	<u>150,000</u>

HQCB PROPERTIES (HQ3) LIMITED**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

The future minimum rents receivable under non-cancellable operating leases are as follows:

	2022 £	2021 £
Due within one year	16,062,869	15,071,576
In one to five years	40,529,076	19,526,561
After more than five years	5,081,658	6,813,788
	<u>61,673,603</u>	<u>41,411,925</u>

The property interest in 40 Bank Street is let to several tenants with an average remaining lease length of 2.3 years (2021 - 2.4 years).

The fair value has been allocated to the following balance sheet items:

	2022 £	2021 £
Leasehold properties	392,904	195,372
Negotiation costs	1,014,377	735,690
Lease incentives	5,994,627	5,057,731
Negotiation costs attributable to fellow subsidiaries	(1,013,351)	(734,954)
Lease incentives attributable to fellow subsidiaries	(5,988,557)	(5,003,839)
	<u>400,000</u>	<u>250,000</u>

11. DEBTORS

	2022 £	2021 £
DUE AFTER MORE THAN ONE YEAR		
Lease incentives and negotiation costs	7,009,004	5,793,420
	<u>7,009,004</u>	<u>5,793,420</u>
DUE WITHIN ONE YEAR		
Trade debtors	3,631,671	3,547,459
Amounts owed by group undertakings	57,749,041	41,195,307
Prepayments and accrued income	19,277	-
	<u>61,399,989</u>	<u>44,742,766</u>

Amounts owed by group undertakings are interest free and repayable on demand.

HQCB PROPERTIES (HQ3) LIMITED**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022****12. CREDITORS: Amounts falling due within one year**

	2022 £	2021 £
Trade creditors	64,752	14,563
Amounts owed to group undertakings	40,894,237	32,681,587
Other taxation and social security	2,434,419	437,956
Other creditors	6,805,137	5,818,027
Accruals and deferred income	9,901,447	5,147,859
	<u>60,099,992</u>	<u>44,099,992</u>

Amounts owed to group undertakings are interest free and repayable on demand.

13. CREDITORS: Amounts falling due after more than one year

	2022 £	2021 £
Lease incentives and negotiation costs attributable to fellow subsidiaries	7,090,562	5,738,793
	<u>7,090,562</u>	<u>5,738,793</u>

14. SHARE CAPITAL

	2022 £	2021 £
Allotted, called up and fully paid		
45,601,157 (2021 - 45,601,157) Ordinary shares of £1.00 each	<u>45,601,157</u>	<u>45,601,157</u>

HQCB PROPERTIES (HQ3) LIMITED**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022****15. RESERVES**

The company has no distributable reserves at 31 December 2022. The total of the company's realised gains and losses was as follows:

	2022 £	2021 £
Retained earnings	(43,279,772)	(43,331,316)
Revaluation of investment properties	(242,904)	(45,374)
	<u>(43,522,676)</u>	<u>(43,376,690)</u>

16. OTHER FINANCIAL COMMITMENTS

As at 31 December 2022 and 31 December 2021 the company had given fixed and floating charges over substantially all its assets to secure the commitments of certain other group undertakings.

The company has annual commitments in respect of operating leases on land and buildings equal to 99.9% of its net rents receivable expiring in after more than five years.

17. CONTROLLING PARTY

The company's immediate parent undertaking is HQCB Properties (HQ5(2)) Limited.

As at 31 December 2022, the smallest group of which the company is a member and for which group financial statements are drawn up is the consolidated financial statements of Canary Wharf Group Investment Holdings plc. Copies of the financial statements may be obtained from the Company Secretary, One Canada Square, Canary Wharf, London E14 5AB.

The largest group of which the company is a member for which group financial statements are drawn up is the consolidated financial statements of Stork HoldCo LP, an entity registered in Bermuda and the ultimate parent undertaking and controlling party. Stork HoldCo LP is registered at 73 Front Street, 5th Floor, Hamilton HM12, Bermuda.

Stork HoldCo LP is controlled as to 50% by Brookfield Property Partners LP and as to 50% by Qatar Investment Authority.

The directors have taken advantage of the exemption in paragraph 33.1A of FRS 102 allowing the company not to disclose related party transactions with respect to other wholly-owned group companies.