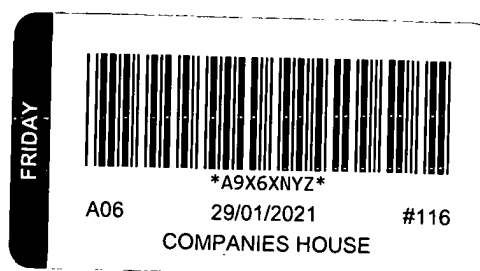


Registered number: 04537364

BALLYMORE ONTARIO LIMITED

Directors' report and financial statements

For the Year Ended 31 March 2020



BALLYMORE ONTARIO LIMITED

Company Information

Directors	D. Pearson J. Mulryan S. Mulryan
Company secretary	D. Pearson
Registered number	04537364
Registered office	4th Floor 161 Marsh Wall London E14 9SJ
Independent auditor	KPMG, Statutory Auditor Chartered Accountants 1 Stokes Place St Stephen's Green Dublin 2 Ireland
Solicitors	Howard Kennedy No. 1 London Bridge London SE1 9BG

BALLYMORE ONTARIO LIMITED

Directors' report For the Year Ended 31 March 2020

The directors present their report and the financial statements for the year ended 31 March 2020.

Statement of directors' responsibilities in respect of the directors' report and the financial statements

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 they have elected to prepare the financial statements in accordance with FRS 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 and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are responsible for such internal controls as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

Principal activity

The principal activity of the company is property investment.

Directors

The directors who served during the year were:

D. Pearson
J. Mulryan
S. Mulryan

BALLYMORE ONTARIO LIMITED

Directors' report (continued) For the Year Ended 31 March 2020

Principal risks and uncertainties

COVID-19 and Brexit

The markets that the Company operates within have been impacted by the Covid 19 pandemic and Brexit uncertainty. The directors have considered these factors when valuing the Company's investment properties at year end.

All accounting policies used have been reassessed in this context and the directors have concluded that these positions appear reasonable.

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.


Auditor

The auditor, KPMG, Statutory Auditor, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

Small companies note

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

This report was approved by the board on 3 August 2020 and signed on its behalf.



D. Pearson
Director



KPMG
Audit
1 Stokes Place
St. Stephen's Green
Dublin 2
D02 DE03
Ireland

Independent auditor's report to the members of Ballymore Ontario Limited

Report on the audit of the financial statements

Opinion

We have audited the financial statements of Ballymore Ontario Limited ('the Company') for the year ended 31 March 2020, which comprise the profit and loss account, the balance sheet and related notes, including the summary of significant accounting policies set out in note 2. The financial reporting framework that has been applied in their preparation is UK Law and FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland.

In our opinion, the accompanying financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 March 2020 and of its profit for the year then ended;
- have been properly prepared in accordance with FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland; and
- have been properly 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 ethical requirements that are relevant to our audit of financial statements in the UK, including the Financial Reporting Council (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.

We have nothing to report on going concern

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the Company or to cease its operations, and as they have concluded that the Company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least a year from the date of approval of the financial statements. In our evaluation of the directors' conclusions, we considered the inherent risks to the Company's business model and analysed how those risks might affect the Company's financial resources or ability to continue operations over the going concern period. We have nothing to report in these respects.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the absence of reference to a material uncertainty in this auditor's report is not a guarantee that the Company will continue in operation.



BALLYMORE ONTARIO LIMITED

Independent auditor's report to the members of Ballymore Ontario Limited (*continued*)

Other information

The directors are responsible for the other information presented in the Annual Report together with the financial statements. The other information comprises the information included in the directors' report. The financial statements and our auditor's report thereon do not comprise part of the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except as explicitly stated below, any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work we have not identified material misstatements in the other information.

Based solely on our work on the other information:

- we have not identified material misstatements in the directors' report;
- in our opinion, the information given in the directors' report is consistent with the financial statements;
- in our opinion, the directors' report has been prepared in accordance with the Companies Act 2006.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report to you if, in our opinion:

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

We have nothing to report in these respects.

Respective responsibilities and restrictions on use

Responsibilities of directors for the financial statements

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 including being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; 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 they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.



BALLYMORE ONTARIO LIMITED

Independent auditor's report to the members of Ballymore Ontario Limited (*continued*)

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 fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

The purpose of our audit work and to whom we owe our responsibilities

Our 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.

C Mullen (Senior Statutory Auditor)
for and on behalf of
KPMG, Statutory Auditor
Chartered Accountants
1 Stokes Place
St. Stephen's Green
Dublin 2
Ireland

19 August 2020

BALLYMORE ONTARIO LIMITED

Profit and loss account For the Year Ended 31 March 2020

	Note	2020 £	2019 £
Turnover		117,593	40,060
Cost of sales		(82,381)	750,242
Gross profit		35,212	790,302
Administrative expenses		1,908,079	(24,001)
Other operating income		-	5,000
Operating profit	4	1,943,291	771,301
Interest receivable and similar income		13	18
Profit before tax		1,943,304	771,319
Tax on profit	5	(179,291)	-
Profit for the financial year		1,764,013	771,319

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

All amounts relate to continuing operations.

The Company had no other comprehensive income in the financial year or the previous financial year and therefore, no statement of other comprehensive income is provided.

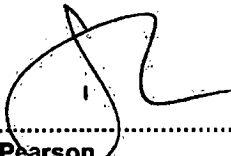
BALLYMORE ONTARIO LIMITED
Registered number: 04537364

Balance sheet
As at 31 March 2020

	Note	2020 £	2019 £
Fixed assets			
Tangible assets	6	1	1
Investment property	7	300,000	300,000
		<u>300,001</u>	<u>300,001</u>
Current assets			
Debtors: amounts falling due within one year	8	5,491	7,936
Cash at bank and in hand		1,521	14,817
		<u>7,012</u>	<u>22,753</u>
Creditors: amounts falling due within one year	9	(31,327,217)	(33,106,971)
Net current liabilities		<u>(31,320,205)</u>	<u>(33,084,218)</u>
Total assets less current liabilities		<u>(31,020,204)</u>	<u>(32,784,217)</u>
Net liabilities		<u>(31,020,204)</u>	<u>(32,784,217)</u>
Capital and reserves			
Called up share capital		1	1
Profit and loss account		(31,020,205)	(32,784,218)
		<u>(31,020,204)</u>	<u>(32,784,217)</u>

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime and in accordance with the provisions of FRS 102 Section 1A - small entities.

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 3 August 2020.



D. Pearson
 Director

BALLYMORE ONTARIO LIMITED

Notes to the financial statements For the Year Ended 31 March 2020

1. General information

Ballymore Ontario Limited is a company limited by shares and incorporated and domiciled in the UK.

2. Accounting policies

Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Section 1A of Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The Company's functional and presentational currency is pounds sterling.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies (see note 3).

The following principal accounting policies have been applied:

Going concern

Notwithstanding having net liabilities of £31,020,204 at 31 March 2020, the financial statements of the company are prepared on the going concern basis, which the directors believe to be appropriate.

The Company is dependent on funds provided to it by its parent company and fellow group companies ("the group"). The group has confirmed that it will continue to make available such funds as are needed by the Company to fund its operations. In particular, the group will not seek repayment of amounts owed to it for at least 12 months from the date of approval of the financial statements. The directors have concluded that this will enable the company to meet its liabilities as they fall due for payment and therefore to continue in operational existence for at least 12 months from the date of approval of the financial statements.

Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes.

Investment property

Investment properties are held at fair value. Any gains or losses arising from changes in the fair value are recognised in profit or loss in the period that they arise and no depreciation is provided.

Debtors

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

BALLYMORE ONTARIO LIMITED

Notes to the financial statements For the Year Ended 31 March 2020

2. Accounting policies (continued)

Financial instruments

The Company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in ordinary shares.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade debtors and creditors, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received. However, if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or in case of an out-right short-term loan that is not at market rate, the financial asset or liability is measured, initially at the present value of future cash flows discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost, unless it qualifies as a loan from a director in the case of a small company.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Profit and loss account.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between an asset's carrying amount and best estimate of the recoverable amount, which is an approximation of the amount that the Company would receive for the asset if it were to be sold at the balance sheet date.

Financial assets and liabilities are offset and the net amount reported in the Balance sheet when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

Interest income

Interest income is recognised in profit or loss using the effective interest method.

BALLYMORE ONTARIO LIMITED

Notes to the financial statements For the Year Ended 31 March 2020

2. Accounting policies (continued)

Taxation

Tax is recognised in profit or loss except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

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

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

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

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

3. Judgments in applying accounting policies and key sources of estimation uncertainty

In the process of applying the Company's accounting policies, the key judgments made by management relate to going concern (note 2), valuation of investment property (note 7) and accruals (note 9).

4. Operating profit

The operating profit is stated after charging:

	2020 £	2019 £
Movement in provisions	(1,923,905)	(808,712)
Fees payable to the Company's auditor for the audit of the Company's annual financial statements	6,000	6,000
	<u>1,917,905</u>	<u>802,712</u>

During the year, no director received any emoluments (2019 - £NIL). The Company has no employees (2019 - none).

BALLYMORE ONTARIO LIMITED

Notes to the financial statements For the Year Ended 31 March 2020

5. Taxation

	2020 £	2019 £
Corporation tax		
Current tax on profits for the year	179,291	-
Total current tax	<u>179,291</u>	<u>-</u>

Factors affecting tax charge for the year

The tax assessed for the year is lower than (2019 - *lower than*) the standard rate of corporation tax in the UK of 19% (2019 - 19%). The differences are explained below:

	2020 £	2019 £
Profit on ordinary activities before tax	<u>1,943,304</u>	<u>771,319</u>
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2019 - 19%)	369,228	146,551
Effects of:		
Expenses not deductible for tax purposes, other than goodwill amortisation and impairment	1,858	3,673
Movement in deferred tax not recognised	(620,092)	(162,005)
Capital gains	428,297	-
Other differences leading to an increase (decrease) in the tax charge	-	11,781
Total tax charge for the year	<u>179,291</u>	<u>-</u>

Factors that may affect future tax charges

Finance Bill 2020 enacted on 17 March 2020 maintained the UK corporation tax rate at 19% for the years beginning 1 April 2020 and 1 April 2021 (reversing the previously enacted reduction from 19% to 17%).

At the year end, there is an unrecognised deferred tax asset of £1.3 million (2019: £1.3 million).

BALLYMORE ONTARIO LIMITED

Notes to the financial statements For the Year Ended 31 March 2020

6. Tangible fixed assets

	£
Valuation	
At 1 April 2019	1
At 31 March 2020	1
Net book value	
At 31 March 2020	1
At 31 March 2019	1

Tangible fixed assets comprise reversionary rights to land interests in future years at a value of £1. The right to receive ground rent income was sold during a prior year, the company retains the freehold.

7. Investment property

	Freehold investment property £
Valuation	
At 1 April 2019	300,000
At 31 March 2020	300,000

In a prior year the Company acquired the leasehold interest in 46 car park spaces from another group company at an open market value. The directors are satisfied that this value remains consistent at 31 March 2020.

8. Debtors

	2020 £	2019 £
Trade debtors	2,941	7,936
Amounts owed by related parties	2,550	-
	5,491	7,936

BALLYMORE ONTARIO LIMITED

Notes to the financial statements For the Year Ended 31 March 2020

9. Creditors: Amounts falling due within one year

	2020 £	2019 £
Amounts owed to group undertakings	29,142,083	29,177,782
Amounts owed to related parties	18,497	-
Corporation tax	179,291	19,091
Other taxation and social security	787	-
Accruals and deferred income	1,986,559	3,910,098
	<u>31,327,217</u>	<u>33,106,971</u>

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

Accruals include the directors' best estimate of certain post-completion development obligations in respect of the construction of the company's properties which are expected to arise in the ordinary course of business. All of the Company's developed property was sold in previous years. The accruals are based on historical experience of the group's sites and site-specific risks but are uncertain in terms of timing and quantum. The directors continually review the utilisation of the accruals bearing in mind that the risk of post-completion development obligations reduces over time.

10. Controlling party and related party transactions

The Company is a wholly owned subsidiary of Landor (Dundee Wharf) Limited, a company incorporated in England and Wales. The Company's ultimate parent company is Ballymore Properties Unlimited Company incorporated in the Republic of Ireland. The Company was controlled throughout the period by Mr S. Mulryan.

The largest group in which the results of the Company are consolidated is that headed by Ballymore Properties Unlimited Company.

The smallest group in which the results of the Company are consolidated is that headed by Ballymore Limited. The consolidated financial statements of Ballymore Limited are available from the Company's registered office which is 4th floor, 161 Marsh Wall, London, E14 9SJ.

Ballymore Asset Management Limited acts as managing agent for the administration of service charges funds held in trust on behalf of the residents. In the period, service charge costs paid into the estate administered by Ballymore Asset management Limited amounted to £NIL (2019 - £9,508). Ballymore Asset Management Limited is a related party controlled by Mr S Mulryan.

Johns & Co Real Estate (Services) Limited, a related party of which Mr J Mulryan and Mr S Mulryan are shareholders, rents 5 car park spaces owned by the Company. In the period, rent charged to Johns & Co Real Estate (Services) Limited amounted to £4,250 (2019 - £4,250).

The Company has availed of the exemption available in FRS 102.1AC.35 from disclosing transactions with Ballymore Properties Unlimited Company and its wholly owned subsidiary undertakings.

11. Post balance sheet events

There were no significant post balance sheet events which would materially affect the financial statements.