

Registration number: 07353966

BL Holdings 2010 Limited

Annual Report and Unaudited Financial Statements

for the Year Ended 31 March 2019



BL Holdings 2010 Limited

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BL Holdings 2010 Limited

Strategic Report for the Year Ended 31 March 2019

The directors present their Strategic Report for the year ended 31 March 2019

Business review and principal activities

BL Holdings 2010 Limited ("the company") is a wholly owned subsidiary of The British Land Company PLC and operates as a constituent of The British Land Company PLC group of companies ("the group")

The company's principal activity is investment holding in the United Kingdom (UK).

In the previous financial period the accounting reference date of the company was changed from 31 December to 31 March and accordingly, the annual report and financial statements were prepared for a 15 month period from 1 January 2017 to 31 March 2018. The current financial period is for a 12 months period to 31 March 2019.

As shown in the company's Profit and Loss Account on page 5, the company's turnover of £nil has decreased by £30,971,654 compared with turnover of £30,971,654 in the prior period.

The company received dividends from its direct subsidiary, BLT Properties Limited, of nil (2018: 30,971,654), in the period.

Loss on ordinary activities before taxation is £767,744 compared to a profit on ordinary activities before taxation of £109,647,311 in the prior period. The increased profit last year was driven principally by resulting gains on sale of a number of the company's investments and the associated dividends received as detailed above, both are detailed in the profit and loss on page 5.

The impairment of investments in the period was £767,744 (2018: £nil). This was based upon the underlying net asset value compared to the carrying value of investments held as detailed in the accounting policies of the company on page 10. Details of the movement can be found in note 7 to the company's balance sheet.

The Balance Sheet on page 7 shows that the company's financial position at the financial period end has, in net assets terms, decreased compared with the prior year.

The company is a subsidiary of The British Land Company PLC. The company's strategy is the same as the group's strategy - to deliver an above average annualised total return to shareholders, which is achieved by creating attractive environments in the right places focused around the people who work, shop and live in them.

Dividends of £nil (2018: £87,361,554) were paid in the year.

The Board of the group uses total return, to monitor the performance of the group. This is a measure of growth in total equity per share, adding back any current year dividend.

The expected future developments of the company are determined by the strategy of the group.

For more information also see The British Land Company PLC group annual report.

The performance of the group, which includes the company, is discussed in the group's annual report which does not form part of this report.

BL Holdings 2010 Limited

Strategic Report for the Year Ended 31 March 2019 (continued)

Principal risks and uncertainties

This company is part of a large property investment group. As such, the fundamental underlying risks for this company are those of the property group as discussed below

The group generates returns to shareholders through long-term investment decisions requiring the evaluation of opportunities arising in the following areas:

- demand for space from occupiers against available supply,
- identification and execution of investment and development strategies which are value enhancing;
- availability of financing or refinancing at an acceptable cost;
- economic cycles, including their impact on tenant covenant quality, interest rates, inflation and property values;
- legislative changes, including planning consents and taxation,
- engagement of development contractors with strong covenants,
- key staff changes; and
- environmental and health and safety policies

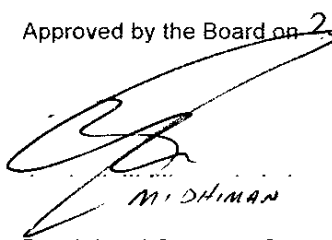
These opportunities also represent risks, the most significant being change to the value of the property portfolio. This risk has high visibility to directors and is considered and managed on a continuous basis. Directors use their knowledge and experience to knowingly accept a measured degree of market risk

The group's preference for prime assets and their secure long term contracted rental income, primarily with upward only rent review clauses, presents lower risks than many other property portfolios

The financial and political risks for the company are managed in accordance with the group financial risk management policy, as disclosed in the consolidated group financial statements. The general risk environment in which the group operates has heightened over the course of the year, which is largely due to the continued level of uncertainty associated with the future impact of the UK's exit from the EU, the significant deterioration in the UK retail market and weaker investment markets

The company has no third party debt and no associated third party interest rate exposure

Approved by the Board on 25/09/19 and signed on its behalf by



M. SHIMAN

British Land Company Secretarial Limited
Company secretary

BL Holdings 2010 Limited

Directors' Report for the Year Ended 31 March 2019

The directors present their report and the unaudited financial statements for the year ended 31 March 2019

Directors of the company

The directors, who held office during the year, and up to the date of signing the financial statements, were as follows

S M Barzycki

T A Roberts (resigned 31 March 2019)

B Lewis

Directors' responsibilities statement

The directors acknowledge their responsibilities for preparing the Annual Report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law) Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period In preparing these financial statements, the directors are required to.

- select suitable accounting policies and apply them consistently,
- state whether applicable United Kingdom Accounting Standards, comprising FRS 101, have been followed, subject to any material departures disclosed and explained in the financial statements,
- make judgements and accounting estimates that are reasonable and prudent; and
- *prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business*

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006.

The directors 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.

Directors' indemnities

The company indemnified one or more of its directors during the financial year The indemnity arrangements were qualifying indemnity provisions under the Companies Act 2006.

A number of associated companies within the group have indemnified one or more of their current directors. The indemnity arrangements are qualifying indemnity provisions under the Companies Act 2006 and are currently in force at the date of this Annual Report

Environmental matters

Across the group, The British Land Company PLC recognises the importance of its environmental responsibilities, monitors its impact on the environment and designs and implements policies to reduce any damage that might be caused by the group's activities. The company operates in accordance with group policies The group's full sustainability report is available online at.

www.britishland.com/sustainability/reports-and-publications/2019

Going concern

The directors consider the company to be a going concern and the financial statements are prepared on this basis Details of this are shown in note 2 of the financial statements

Subsequent Events

Details of significant events since the Balance Sheet date, if any, are contained in note 12.

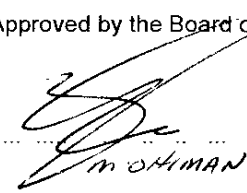
BL Holdings 2010 Limited

Directors' Report for the Year Ended 31 March 2019 (continued)

Audit exemption taken for the year ended 31 March 2019

The company is exempt from the requirements of the Companies Act 2006 relating to the audit of individual accounts by virtue of Section 479A of that Act, as disclosed on pages 165-166 of The British Land Company PLC Annual Report and Accounts 2019. The ultimate holding company and controlling party is The British Land Company PLC.

Approved by the Board on 25/09/19... and signed on its behalf by:



M. SHIMAN

British Land Company Secretarial Limited
Company secretary

BL Holdings 2010 Limited

Profit and Loss Account for the Year Ended 31 March 2019

	Note	2019 £	2018 £
Turnover	4	-	30,971,654
Operating profit		-	30,971,654
Gain from disposals of investments	7	-	78,675,657
Impairment of investments	7	(767,744)	-
(Loss)/profit on ordinary activities before taxation		(767,744)	109,647,311
Taxation	6	-	-
(Loss)/profit for the year		(767,744)	109,647,311

Turnover and results were derived from continuing operations within the United Kingdom

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

BL Holdings 2010 Limited

Statement of Comprehensive Income for the Year Ended 31 March 2019

	2019	2018
	£	£
(Loss)/profit for the year	<u>(767,744)</u>	<u>109,647,311</u>
Total comprehensive (expense)/income for the year	<u><u>(767,744)</u></u>	<u><u>109,647,311</u></u>

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

BL Holdings 2010 Limited

(Registration number: 07353966)

Balance Sheet as at 31 March 2019


	Note	31 March 2019 £	31 March 2018 £
Fixed assets			
Investments	7	<u>4,327,143</u>	<u>5,094,887</u>
		<u>4,327,143</u>	<u>5,094,887</u>
Current assets			
Debtors	8	<u>36,090,870</u>	<u>36,090,870</u>
		<u>36,090,870</u>	<u>36,090,870</u>
Net assets		<u>40,418,013</u>	<u>41,185,757</u>
Capital and reserves			
Share capital	9	<u>17,500,000</u>	<u>17,500,000</u>
Profit and loss account		<u>22,918,013</u>	<u>23,685,757</u>
Total shareholders' funds		<u>40,418,013</u>	<u>41,185,757</u>

For the financial year ending 31 March 2019 the company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

Directors' responsibilities

- The members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476 of the Companies Act 2006, and
- The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts

Approved by the Board on 25/09/19 and signed on its behalf by:


Director
S. BARZYCKI

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

BL Holdings 2010 Limited

Statement of Changes in Equity for the Year Ended 31 March 2019

	Share capital £	Profit and loss account £	Total £
Balance at 1 January 2017	17,500,000	1,400,000	18,900,000
Profit for the year	-	109,647,311	109,647,311
Total comprehensive income for the year	-	109,647,311	109,647,311
Dividends paid in the year	-	(87,361,554)	(87,361,554)
Balance at 31 March 2018	17,500,000	23,685,757	41,185,757
At 1 April 2018	17,500,000	23,685,757	41,185,757
Loss for the year	-	(767,744)	(767,744)
Total comprehensive expense for the period	-	(767,744)	(767,744)
Balance at 31 March 2019	17,500,000	22,918,013	40,418,013

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

BL Holdings 2010 Limited

Notes to the Unaudited Financial Statements for the Year Ended 31 March 2019

1 General information

The company is a private company limited by share capital, incorporated and domiciled in England, United Kingdom.

The address of its registered office is
York House
45 Seymour Street
London
W1H 7LX

2 Accounting policies

Summary of significant accounting policies and key accounting estimates

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Basis of preparation

These financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101")

In preparing these financial statements, the company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the EU ("Adopted IFRSs"), but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken

The financial statements have been prepared under the historical cost convention. Historical cost is generally based on the fair value of the consideration given in exchange for the assets

These financial statements are separate financial statements. The company is exempt from the preparation of consolidated financial statements in accordance with Companies Act 2006 Section 400, because it is included in the group financial statements of The British Land Company PLC

Summary of disclosure exemptions

The company has taken advantage of the following disclosure exemptions under FRS 101:

- (a) The requirements of IAS 1 to provide a Balance Sheet at the beginning of the year in the event of a prior year adjustment;
- (b) The requirements of IAS 1 to provide a Statement of Cash flows for the year;
- (c) The requirements of IAS 1 to provide a statement of compliance with IFRS;
- (d) The requirements of IAS 1 to disclose information on the management of capital;
- (e) The requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors to disclose new IFRS's that have been issued but are not yet effective;
- (f) The requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member;
- (g) The requirements of paragraph 17 of IAS 24 Related Party Disclosures to disclose key management personnel compensation;
- (h) The requirements of IFRS 7 to disclose financial instruments, and

BL Holdings 2010 Limited

Notes to the Unaudited Financial Statements for the Year Ended 31 March 2019 (continued)

2 Accounting policies (continued)

- (i) The requirements of paragraphs 91-99 of IFRS 13 Fair Value Measurement to disclose information of fair value valuation techniques and inputs

Disclosure exemptions for subsidiaries are permitted where the relevant disclosure requirements are met in the consolidated financial statements. Where required, equivalent disclosures are given in the group financial statements of The British Land Company PLC. The group financial statements of The British Land Company PLC are available to the public and can be obtained as set out in note 13.

Adoption status of relevant new financial reporting standards and interpretations

During the year the company adopted the following standards

IFRS 9 – Financial instruments

The new standard addresses the classification, measurement and recognition of financial assets and financial liabilities. It simplifies the existing categories of financial instruments, redefines the criteria required for hedge effectiveness and introduces an expected credit loss model requiring expected credit loss to be recognised on all financial assets held at amortised cost. Adoption of IFRS 9 has not had a material impact on the financial statements of the company. The standard was applied using the modified retrospective approach.

IFRS 15 – Revenue from contracts with customers

The new standard sets out a five-step model for the recognition of revenue and establishes principles for reporting useful information to users of financial statements about the nature, timing and uncertainty of revenues and cash flows arising from an entity's contracts with customers. The new standard does not apply to rental income which is in the scope of IAS 17, but does apply to service charge income, management and performance fees and trading property disposals. Adoption of IFRS 15 has not had a material impact on the financial statements of the company. The standard was applied using the full retrospective approach.

Apart from the changes in the standards highlighted above, no other standards, interpretations and amendments effective for the first time from 1 April 2018 have had a material effect on the financial statements.

Going concern

The directors consider that the company has adequate resources to continue trading for the foreseeable future, with no external borrowings and the ability to meet all liabilities as they fall due.

As a consequence of this the directors feel that the company is well placed to manage its business risks successfully in the current economic climate. Accordingly, they believe the going concern basis is an appropriate one.

Taxation

Current tax is based on taxable profit for the year and is calculated using tax rates that have been enacted or substantively enacted. Taxable profit differs from net profit as reported in the Profit and Loss Account because it excludes items of income or expense that are not taxable (or tax deductible).

Deferred tax is provided on items that may become taxable at a later date, on the difference between the balance sheet value and tax base value, on an undiscounted basis.

Investments

Fixed asset investments are stated at the lower of cost and the underlying net asset value of the investments.

Debtors

Trade and other debtors are initially recognised at fair value and subsequently measured at amortised cost and discounted as appropriate. The Company calculates the expected credit loss for debtors based on lifetime expected credit losses under the IFRS 9 simplified approach.

BL Holdings 2010 Limited

Notes to the Unaudited Financial Statements for the Year Ended 31 March 2019 (continued)

2 Accounting policies (continued)

Share in group undertakings

Shares in group undertakings, including dividends received from group subsidiaries, are recognised in the profit and loss account in the year to which they relate

3 Significant accounting judgements and key sources of estimation uncertainty

The key source of estimation uncertainty relates to the valuation of investments. The potential for management to make judgements or estimates relating to those items which would have a significant impact on the financial statements is considered, by the nature of the group's business, to be limited.

4 Turnover

The analysis of the company's turnover for the year from continuing operations is as follows

	31 March 2019 £	1 January 2017 to 31 March 2018 £
Dividends received	-	30,971,654
	<u>-</u>	<u>30,971,654</u>

5 Staff costs

No director received any remuneration for services to the company in either financial period. The remuneration of the directors was borne by another company, for which no apportionment or recharges were made.

Average number of employees, excluding directors, of the company during the period was nil (2018: nil)

6 Taxation

	31 March 2019 £	1 January 2017 to 31 March 2018 £
Current taxation		
UK corporation tax	-	-
Tax charge/(credit) in the profit and loss account	<u>-</u>	<u>-</u>

BL Holdings 2010 Limited

**Notes to the Unaudited Financial Statements for the Year Ended 31 March 2019
(continued)**

6 Taxation (continued)

	Year ended 31 March 2019 £	1 January 2017 to 31 March 2018 £
Tax reconciliation		
(Loss)/profit on ordinary activities before taxation	<u>(767,744)</u>	109,647,311
Tax on (loss)/profit on ordinary activities at UK corporation tax rate of 19% (2018 19%)	<u>(145,871)</u>	20,832,989
Effects of:		
Taxable transfer pricing adjustments	166,631	-
SIC15 adjustment on sale of property	-	(14,948,375)
Decrease in fair value of property & investments	145,871	-
Income not taxable	-	(5,884,614)
Group relief	<u>(166,631)</u>	-
Total tax charge	<u>-</u>	<u>-</u>

A reduction in the UK corporation tax rate from 19% to 17% (effective from 1 April 2020) was substantially enacted on 6 September 2016. This rate reduction has been reflected in the calculation of deferred tax on the Balance Sheet date, where relevant.

BL Holdings 2010 Limited

**Notes to the Unaudited Financial Statements for the Year Ended 31 March 2019
(continued)**

7 Investments

	Shares in subsidiaries £	Total £
Underlying net asset value of investment		
1 April 2018	5,094,887	5,094,887
Impairment of investments	<u>(767,744)</u>	<u>(767,744)</u>
31 March 2019	<u>4,327,143</u>	<u>4,327,143</u>
Underlying net asset value of investment		
1 January 2017	17,500,100	17,500,100
Additions	91,279,261	91,279,261
Disposals	<u>(103,684,474)</u>	<u>(103,684,474)</u>
31 March 2018	<u>5,094,887</u>	<u>5,094,887</u>
Provision for underlying net asset change		
Impairment of investments	<u>(767,744)</u>	<u>(767,744)</u>
31 March 2019	<u>(767,744)</u>	<u>(767,744)</u>
Provision for underlying net asset change		
1 January 2017	-	-
31 March 2018	<u>-</u>	<u>-</u>
At cost		
31 March 2019	<u>5,094,887</u>	<u>5,094,887</u>
31 March 2018	<u>5,094,887</u>	<u>5,094,887</u>

Details of the subsidiaries as at 31 March 2019 are as follows:

Subsidiary	Principal activity	Interest	Country
BL Newport Limited	Property investment	100%	United Kingdom
BL Brislington Limited	Property investment	100%	United Kingdom

All investments based in the United Kingdom have a registered address of York House, 45 Seymour Street, London, W1H 7LX.

BL Holdings 2010 Limited

Notes to the Unaudited Financial Statements for the Year Ended 31 March 2019 (continued)

8 Debtors

	31 March 2019 £	31 March 2018 £
Amounts due from related parties	<u>36,090,870</u>	<u>36,090,870</u>
	<u><u>36,090,870</u></u>	<u><u>36,090,870</u></u>

Debtors from related parties relate to amounts due from group companies which are repayable on demand. There is no interest charged on these balances.

9 Share capital

Allotted, called up and fully paid shares

	No.	31 March 2019 £	No.	31 March 2018 £
Ordinary A shares of £1 each	8,750,000	8,750,000	8,750,000	8,750,000
Ordinary B shares of £1 each	<u>8,750,000</u>	<u>8,750,000</u>	<u>8,750,000</u>	<u>8,750,000</u>
	<u>17,500,000</u>	<u>17,500,000</u>	<u>17,500,000</u>	<u>17,500,000</u>

10 Capital commitments

The total amount contracted for but not provided in the financial statements was £nil (2018: £nil).

11 Contingent liabilities

The company is jointly and severally liable with the ultimate holding company and fellow subsidiaries for all monies falling due under the group VAT registration.

12 Subsequent events

There have been no significant events since the period end.

13 Parent and ultimate parent undertaking

The immediate parent company is British Land (Joint Ventures) Limited.

The British Land Company PLC is the smallest and largest group for which group financial statements are available and which include the company. The ultimate holding company and controlling party is The British Land Company PLC. Group financial statements for this company are available on request from British Land, York House, 45 Seymour Street, London, W1H 7LX.