

COMPANY REGISTRATION NUMBER: 07488898

**SPH 2011 Limited**  
**Financial statements**  
**31 December 2017**



# **SPH 2011 Limited**

## **Financial statements**

**year ended 31 December 2017**

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# **SPH 2011 Limited**

## **Officers and professional advisers**

### **The board of directors**

P D Healey  
A S Fish  
A J Standish  
A M Clare

### **Company secretary**

A S Fish

### **Registered office**

Welton Grange  
Welton  
Brough  
East Yorkshire  
HU15 1NB

### **Auditor**

Sagars Accountants Ltd  
Chartered Accountants & statutory auditor  
Gresham House  
5-7 St Paul's Street  
Leeds  
LS1 2JG

# **SPH 2011 Limited**

## **Directors' report**

### **year ended 31 December 2017**

The directors present their report and the financial statements of the company for the year ended 31 December 2017.

#### **Directors**

The directors who served the company during the year were as follows:

P D Healey  
A S Fish  
A J Standish  
A M Clare

#### **Directors' responsibilities statement**

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and 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 judgments and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

#### **Auditor**

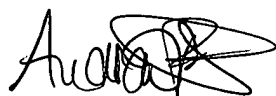
Each of the persons who is a director at the date of approval of this report confirms that:

- so far as they are aware, there is no relevant audit information of which the company's auditor is unaware; and
- they have taken all steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information.

#### **Small company provisions**

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

This report was approved by the board of directors on 21 September 2018 and signed on behalf of the board by:



A S Fish  
Director

# **SPH 2011 Limited**

## **Independent auditor's report to the members of SPH 2011 Limited**

**year ended 31 December 2017**

### **Opinion**

We have audited the financial statements of SPH 2011 Limited (the 'company') for the year ended 31 December 2017 which comprise the statement of comprehensive income, statement of financial position, statement of changes in equity and the related notes, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

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.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2017 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
- have been prepared in accordance with the requirements of the Companies Act 2006.

### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Conclusions relating to going concern**

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

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

# **SPH 2011 Limited**

## **Independent auditor's report to the members of SPH 2011 Limited *(continued)***

**year ended 31 December 2017**

### **Other information**

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

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

We have nothing to report in this regard.

### **Opinions on other matters prescribed by the Companies Act 2006**

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report has been prepared in accordance with applicable legal requirements.

### **Matters on which we are required to report by exception**

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

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

### **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.

# SPH 2011 Limited

## Independent auditor's report to the members of SPH 2011 Limited *(continued)*

**year ended 31 December 2017**

### **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.

As part of an audit in accordance with ISAs (UK), we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.



Kevin Hoult BA, FCA (Senior Statutory Auditor)

For and on behalf of  
Sagars Accountants Ltd  
Chartered Accountants & statutory auditor  
Gresham House  
5-7 St Paul's Street  
Leeds  
LS1 2JG

21 September 2018

# SPH 2011 Limited

## Statement of comprehensive income

year ended 31 December 2017

	Note	2017 £	2016 £
Administrative expenses		<u>(554,485)</u>	<u>(24,980,003)</u>
<b>Operating loss</b>		<b>(554,485)</b>	<b>(24,980,003)</b>
Gain on financial assets at fair value through profit or loss		1,508	781,275
Income from other fixed asset investments		–	105,875
Interest receivable		1,082,963	1,002,419
Amounts written back to investments		9,299,474	–
Interest payable		<u>(2,298,688)</u>	<u>(3,945,565)</u>
<b>Profit/(loss) before taxation</b>		<b>7,530,772</b>	<b>(27,035,999)</b>
Taxation on ordinary activities		–	–
<b>Profit/(loss) for the financial year and total comprehensive income</b>		<b><u>7,530,772</u></b>	<b><u>(27,035,999)</u></b>

All the activities of the company are from continuing operations.

The company has no other recognised items of income and expenses other than the results for the year as set out above.

The notes on pages 9 to 12 form part of these financial statements.



# SPH 2011 Limited

## Statement of financial position

31 December 2017

	Note	2017 £	2016 £
<b>Fixed assets</b>			
Investments	4	331,080,008	321,779,026
<b>Current assets</b>			
Debtors: due within one year	5	21,237	81,495,800
Debtors: due after more than one year	5	17,972,431	17,972,431
Cash at bank and in hand		154,404,115	60,972,217
		<u>172,397,783</u>	<u>160,440,448</u>
<b>Creditors</b>	6	<u>(114,118,480)</u>	<u>(100,390,935)</u>
<b>Net current assets</b>		<u>58,279,303</u>	<u>60,049,513</u>
<b>Total assets less current liabilities</b>		<u>389,359,311</u>	<u>381,828,539</u>
<b>Net assets</b>		<u>389,359,311</u>	<u>381,828,539</u>
<b>Capital and reserves</b>			
Called up share capital		21,809	21,809
Capital redemption reserve	7	3,064	3,064
Profit and loss account	7	389,334,438	381,803,666
<b>Shareholders funds</b>		<u>389,359,311</u>	<u>381,828,539</u>

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime and in accordance with FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

These financial statements were approved by the board of directors and authorised for issue on 21 September 2018, and are signed on behalf of the board by:



A S Fish  
Director

Company registration number: 07488898

The notes on pages 9 to 12 form part of these financial statements.

# SPH 2011 Limited

## Statement of changes in equity

year ended 31 December 2017

	Called up share capital £	Capital redemption reserve £	Profit and loss account £	Total £
<b>At 1 January 2016</b>	22,009	2,864	409,663,429	409,688,302
Loss for the year			(27,035,999)	(27,035,999)
<b>Total comprehensive income for the year</b>	—	—	(27,035,999)	(27,035,999)
Cancellation of subscribed capital	(200)	200	(823,764)	(823,764)
<b>Total investments by and distributions to owners</b>	(200)	200	(823,764)	(823,764)
<b>At 31 December 2016</b>	21,809	3,064	381,803,666	<b>381,828,539</b>
Profit for the year			7,530,772	7,530,772
<b>Total comprehensive income for the year</b>	—	—	7,530,772	7,530,772
<b>At 31 December 2017</b>	<u>21,809</u>	<u>3,064</u>	<u>389,334,438</u>	<u><b>389,359,311</b></u>

The notes on pages 9 to 12 form part of these financial statements.

# **SPH 2011 Limited**

## **Notes to the financial statements**

### **year ended 31 December 2017**

#### **1. General information**

The principal activities of the company are property development and the management of retail and leisure facilities. The company is a private limited company, which is incorporated in England and Wales (no 07488898). The address of the registered office is Welton Grange, Welton, Brough, East Yorkshire, HU15 1NB.

#### **2. Statement of compliance**

These financial statements have been prepared in compliance with Section 1A of FRS 102, 'The Financial Reporting Standard applicable in the UK and the Republic of Ireland'.

#### **3. Accounting policies**

##### **Basis of preparation**

The financial statements have been prepared on the historical cost basis, as modified by the revaluation of certain financial assets and liabilities and investment properties measured at fair value through profit or loss.

The financial statements are prepared in sterling, which is the functional currency of the entity.

##### **Consolidation**

The company has taken advantage of the option not to prepare consolidated financial statements contained in Section 398 of the Companies Act 2006 on the basis that the company and its subsidiary undertakings comprise a small group.

##### **Judgements and key sources of estimation uncertainty**

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported. These estimates and judgements are continually reviewed and are based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

##### **Taxation**

Current tax is recognised for the amount of income tax payable in respect of the taxable profit for the current or past reporting periods using the tax rates and laws that have been enacted or substantively enacted by the reporting date. Deferred tax is recognised in respect of all timing differences at the reporting date, except as otherwise indicated. Deferred tax assets are only recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. If and when all conditions for retaining tax allowances for the cost of a fixed asset have been met, the deferred tax is reversed. Deferred tax is recognised when income or expenses from a subsidiary or associate have been recognised, and will be assessed for tax in a future period, except where: - the group is able to control the reversal of the timing difference; and - it is probable that the timing difference will not reverse in the foreseeable future.

A deferred tax liability or asset is recognised for the additional tax that will be paid or avoided in respect of assets and liabilities that are recognised in a business combination. The amount attributed to goodwill is adjusted by the amount of deferred tax recognised. Deferred tax is calculated using the tax rates and laws that have been enacted or substantively enacted by the reporting date that are expected to apply to the reversal of the timing difference. With the exception of changes arising on the initial recognition of a business combination, the tax expense (income) is presented either in profit or loss, other comprehensive income or equity depending on the transaction that resulted in the tax expense (income). Deferred tax liabilities are presented within provisions for liabilities and deferred tax assets within debtors. Deferred tax assets and deferred tax liabilities are offset only if: - the group has a legally enforceable right to set off current tax assets against current tax liabilities, and - the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously.

# SPH 2011 Limited

## Notes to the financial statements *(continued)*

### year ended 31 December 2017

#### 3. Accounting policies *(continued)*

##### Foreign currencies

Foreign currency transactions are initially recorded in the functional currency, by applying the spot exchange rate as at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the exchange rate ruling at the reporting date, with any gains or losses being taken to the profit and loss account.

##### Investments

Fixed asset investments are initially recorded at cost, and subsequently stated at cost less any accumulated impairment losses.

A review for indicators of impairment is carried out at each reporting date, with the recoverable amount being estimated where such indicators exist. Where the carrying value exceeds the recoverable amount, the asset is impaired accordingly. Prior impairments are also reviewed for possible reversal at each reporting date.

Listed investments are measured at fair value with changes in fair value being recognised in profit or loss.

##### 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.

##### Creditors

Short term trade 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.

##### Financial instruments

A financial asset or a financial liability is recognised only when the entity becomes a party to the contractual provisions of the instrument.

Basic financial instruments are initially recognised at the transaction price, unless the arrangement constitutes a financing transaction, where it is recognised at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Debt instruments are subsequently measured at amortised cost.

Other financial instruments, including derivatives, are initially recognised at fair value, unless payment for an asset is deferred beyond normal business terms or financed at a rate of interest that is not a market rate, in which case the asset is measured at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Other financial instruments are subsequently measured at fair value, with any changes recognised in profit or loss, with the exception of hedging instruments in a designated hedging relationship.

Financial assets that are measured at cost or amortised cost are reviewed for objective evidence of impairment at the end of each reporting date. If there is objective evidence of impairment, an impairment loss is recognised in profit or loss immediately.

For all equity instruments regardless of significance, and other financial assets that are individually significant, these are assessed individually for impairment. Other financial assets are either assessed individually or grouped on the basis of similar credit risk characteristics.

# SPH 2011 Limited

## Notes to the financial statements *(continued)*

year ended 31 December 2017

### 4. Investments

	Shares in group undertakings £	Other investments other than loans £	Total £
<b>Cost</b>			
At 1 January 2017	348,167,097	157,280	348,324,377
Revaluations	–	1,508	1,508
<b>At 31 December 2017</b>	<b>348,167,097</b>	<b>158,788</b>	<b>348,325,885</b>
<b>Impairment</b>			
At 1 January 2017	26,545,351	–	26,545,351
Reversal of impairment losses	(9,299,474)	–	(9,299,474)
<b>At 31 December 2017</b>	<b>17,245,877</b>	<b>–</b>	<b>17,245,877</b>
<b>Carrying amount</b>			
<b>At 31 December 2017</b>	<b>330,921,220</b>	<b>158,788</b>	<b>331,080,008</b>
At 31 December 2016	321,621,746	157,280	321,779,026

### 5. Debtors

Debtors falling due within one year are as follows:

	2017 £	2016 £
Amounts owed by group undertakings	–	81,380,756
Prepayments and accrued income	20,563	114,371
Other debtors	674	673
	<b>21,237</b>	<b>81,495,800</b>

Debtors falling due after one year are as follows:

	2017 £	2016 £
Other debtors	<b>17,972,431</b>	<b>17,972,431</b>

### 6. Creditors

	2017 £	2016 £
Amounts owed to group undertakings	53,345,803	32,795,262
Amounts owed to related parties	59,740,164	67,501,036
Other creditors	1,032,513	94,637
	<b>114,118,480</b>	<b>100,390,935</b>

# **SPH 2011 Limited**

## **Notes to the financial statements** *(continued)*

### **year ended 31 December 2017**

#### **7. Reserves**

Capital redemption reserve - This reserve records the nominal value of shares repurchased by the company. In 2016 the company repurchased 20,000 £0.01 shares.

Profit and loss account - This reserve records retained earnings and accumulated losses.

#### **8. Related party transactions**

On 30 June 2016 the company bought back 20,000 shares from Stadium Charitable Trust for cash consideration of £823,764.

The company made a cash donation of £176,236 to Stadium Charitable Trust during the year to 31 December 2016.