INTU IP LIMITED

REPORT AND FINANCIAL STATEMENTS

FOR THE PERIOD FROM 6 JULY 2012 TO 31 DECEMBER 2013

Company number 8133364

INTU IP LIMITED

STRATEGIC REPORT
FOR THE PERIOD FROM 6 JULY 2012 TO 31 DECEMBER 2013

The directors submit their Strategic Report of Intu IP Limited ("the company") for the period ended 31 December 2013.

PRINCIPAL ACTIVITIES
The principal activity of the company is the ownership of intellectual property rights.

BUSINESS REVIEW
The company's results and financial position for the period ended 31 December 2013 are set out in full in the income statement, the balance sheet and statement of changes in equity, the statement of cash flows and the notes to the financial statements.

Both the level of business during the period and the period end financial position were as expected. The profit before tax was £20,460. Total equity at 31 December 2013 was £20,461.

Given the straightforward nature of the business, the company's directors are of the opinion that analysis using KPIs is not necessary for an understanding of the development, performance or position of the business. The directors expect that the present level of activity will continue for the foreseeable future.

The company changed its name from Intu Group (IP Holdings) Limited to Intu IP Limited on 8 March 2013.

As the company's ultimate parent company is Intu Properties plc, there are no principal risks and uncertainties facing the company which are not faced by the group. These risks and uncertainties, including financial risks and the management thereof, are disclosed in the group financial statements.

By order of the Board

Hugh Ford
Director
27 March 2014

Amanda Campbell
Director
27 March 2014

INTU IP LIMITED

DIRECTORS' REPORT
FOR THE PERIOD FROM 6 JULY 2012 TO 31 DECEMBER 2013

The directors submit their report and audited financial statements of the company for the period ended 31 December 2013.

The company was incorporated and registered on 6 July 2012 in England and Wales (company number 8133364). The company's registered office is 40 Broadway, London, SW1H 0BU.

DIVIDENDS
The company did not declare a dividend in the period.

CAPITAL MANAGEMENT
The directors consider the capital of the company to be the ordinary share capital of £1. Management of this capital is performed at group level.

DIRECTORS
The directors who held office during the period and to the date of this report are given below:

Amanda Campbell	appointed 13 March 2013
David Fischel	appointed 15 January 2013
Hugh Ford	appointed 13 March 2013
Roland Mallinson	appointed 6 July 2012 resigned 15 January 2013
Matthew Roberts	appointed 15 January 2013
Daniel Shepherd	appointed 13 March 2013

DIRECTORS' INDEMNITY PROVISION
A qualifying indemnity provision (as defined in S234 of the Companies Act 2006) is in force for the benefit of the directors of the company. The company's ultimate parent, Intu Properties plc, maintains directors' and officers' insurance which is reviewed annually.

STATEMENT OF DIRECTORS' RESPONSIBILITIES
The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union. 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 accounting estimates that are reasonable and prudent;
- state whether applicable International Financial Reporting Standards (IFRSs) as adopted by the European Union 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.

INTU IP LIMITED

DIRECTORS' REPORT
FOR THE PERIOD FROM 6 JULY 2012 TO 31 DECEMBER 2013

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.

DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information of which the auditors are unaware and each director has taken all reasonable steps to make himself or herself aware of any relevant audit information and to establish that the auditors are aware of that information.

INDEPENDENT AUDITORS

PricewaterhouseCoopers LLP have been appointed as the company's auditors and have indicated their willingness to continue in office. In accordance with section 487 of the Companies Act 2006, it is expected that PricewaterhouseCoopers LLP will be deemed to be reappointed as the company's auditors for the financial year ended 31 December 2014 at the end of the next period for appointing auditors.

By order of the Board

Hugh Ford
Director
27 March 2014

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF INTU IP LIMITED

Report on the Financial Statements

Our opinion

In our opinion the financial statements, defined below:

- give a true and fair view of the state of the company's affairs as at 31 December 2013 and of its profit and cash flows for the period then ended;
- have been properly prepared in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

This opinion is to be read in the context of what we say in the remainder of this report.

What we have audited

The financial statements for the period ended 31 December 2013, which are prepared by Intu IP Limited, comprise the:

- Income statement;
- Balance sheet;
- Statement of changes in equity;
- Statement of cash flows; and
- related notes.

The financial reporting framework that has been applied in their preparation comprises applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

What an audit of financial statements involves

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) (ISAs (UK & Ireland)). An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of:

- whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed;
- the reasonableness of significant accounting estimates made by the directors; and
- the overall presentation of the financial statements.

In addition, we read all the financial and non-financial information in the Report and Financial Statements to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on matter prescribed by the Companies Act 2006

In our opinion 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.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF INTU IP LIMITED

Other matters on which we are required to report by exception
Adequacy of accounting records and information and explanations received.

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

- we have not received all the information and explanations we require for our audit; or
- 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.

We have no exceptions to report arising from this responsibility.

Directors' Remuneration
Under the Companies Act 2006 we are required to report if, in our opinion, certain disclosures of directors' remuneration specified by law have not been made. We have no exceptions to report arising from this responsibility.

Responsibilities for the financial statements and the audit

Our responsibilities and those of the directors
As explained more fully in the Statement of Directors' Responsibilities set out on page 2, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view.

Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and ISAs (UK & Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Thomas Norrie (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London
27 March 2014

INTU IP LIMITED

INCOME STATEMENT
FOR THE PERIOD FROM 6 JULY 2012 TO 31 DECEMBER 2013

	Notes	Period from 6 July 2012 to 31 December 2013 £
Revenue		20,460
Profit before tax	2	20,460
Taxation	3	-
Profit for the period		20,460

Other than the items in the income statement above, there are no other items of comprehensive income and accordingly, a separate statement of comprehensive income has not been presented.

INTU IP LIMITED

BALANCE SHEET
AS AT 31 DECEMBER 2013

	Notes	2013 £
Current assets		
Trade and other receivables	4	20,461
Total assets		20,461
Net assets		20,461
Equity		
Share capital	5	1
Retained earnings		20,460
Total equity		20,461

The notes on pages 10 to 14 form part of these financial statements.

The financial statements on pages 6 to 14 have been approved by the Board of Directors on 27 March 2014 and were signed on its behalf by

Hugh Ford
Director

Amanda Campbell
Director

INTU IP LIMITED

STATEMENT OF CHANGES IN EQUITY
FOR THE PERIOD FROM 6 JULY 2012 TO 31 DECEMBER 2013

	Share capital £	Retained earnings £	Total equity £
On incorporation	1	-	1
Profit for the period	-	20,460	20,460
Total comprehensive income for the period	-	20,460	20,460
At 31 December 2013	1	20,460	20,461

INTU IP LIMITED

STATEMENT OF CASH FLOWS
FOR THE PERIOD FROM 6 JULY 2012 TO 31 DECEMBER 2013

	Period from 6 July 2012 to 31 December 2013 £
Profit before tax	20,460
Remove:	
Changes in working capital:	
Change in trade and other receivables	(20,461)
Cash used in operations	(1)
Cash flows from operating activities	-
Cash flows from investing activities	-
Issue of share capital	1
Cash flows from financing activities	1
Net increase in cash and cash equivalents	-
Cash and cash equivalents at 31 December	-

INTU IP LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD FROM 6 JULY 2012 TO 31 DECEMBER 2013

1. Principal accounting policies

These financial statements have been prepared in accordance with International Financial Reporting Standards, as adopted by the European Union (IFRS), IFRIC interpretations and with those parts of the Companies Act 2006 applicable to companies reporting under IFRS.

The financial statements have been prepared under the historical cost convention A summary of the accounting policies is set out below.

In assessing whether the going concern basis of preparation is appropriate to adopt, the directors considered a number of factors including financial projections of the company and the level of financial support that may be made available to the company by its ultimate parent, Intu Properties plc. Based on this review the directors have concluded that there is a reasonable expectation that the company will have sufficient resources to continue in operational existence for the foreseeable future and have therefore prepared the financial statements on a going concern basis.

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 revenues 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. Where such judgements are made they are included within the accounting policies given below.

The following relevant standard has been issued and adopted by the EU but are not effective until 1 January 2014 and have not been adopted early:

- IAS 27 Separate Financial Statements (revised)

These pronouncements are not expected to have a material impact on the financial statements, but may result in changes to presentation or disclosure.

Additionally a number of standards have been issued but are not yet adopted by the EU and so are not available for early adoption. The impact on the company is being reviewed.

1. Principal accounting policies (continued)

Revenue
The company recognises revenue when the amount of revenue can be reliably measured and it is probable that future economic benefits will flow to the company.

Royalty fees receivable are recognised in the period to which they relate.

Impairment of assets
The company's assets are reviewed at each balance sheet date to determine whether events or changes in circumstances exist that indicate that their carrying amount may not be recoverable. If such an indication exists, the asset's recoverable amount is estimated. The recoverable amount is the higher of an asset's fair value less costs to sell and its value in use. An impairment loss is recognised in the income statement for the amount by which the asset's carrying amount exceeds its recoverable amount. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows.

Taxation
Current tax is the amount payable on the taxable income for the year and any adjustment in respect of prior years. It is calculated using rates that have been enacted or substantively enacted by the balance sheet date.

Share capital
Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary shares are shown in equity as a deduction, net of tax, from the proceeds.

2. Profit before tax

The profit before tax of £20,460 did not include any fees in respect of auditors' remuneration or directors' remuneration. The directors' remuneration for services to the company has been borne by other entities that are part of the Intu Properties plc group. No deduction is made for auditors' remuneration of £1,900 which was settled on behalf of the company by the ultimate parent company, Intu Properties plc, and has not been recharged.

3. Taxation

The tax assessed for the period is lower than the average rate of United Kingdom corporation tax for the period ended 31 December 2013 of 23.49%. The differences are shown below:

	Period from 6 July 2012 to 31 December 2013 £
Profit before taxation	20,460
United Kingdom corporation tax at 23.49%	4,806
Effects of:	
Group relief (without payment)	(4,806)
Tax expense	-

4. Trade and other receivables

	2013 £
Amounts due from group undertakings	20,461

Amounts due from group undertakings are unsecured, non-interest bearing and repayable on demand.

5. Share capital

	2013 £
Issued, called up and fully paid	
1 ordinary share of £1	1

6. Ultimate parent company

The ultimate parent company is Intu Properties plc, a company incorporated and registered in England and Wales, copies of whose financial statements may be obtained from the Company Secretary, 40 Broadway, London, SW1H 0BT. The immediate parent company is Intu Shopping Centres plc, a company incorporated and registered in England and Wales, copies of whose financial statements may be obtained as above.

7. Related party transactions

During the period the partnership entered into the following transactions with other Group companies:

	Nature of transaction	Period from 6 July 2012 to 31 December 2013 £
Intu Shopping Centres plc	Issue of ordinary share capital	1
Braehead Glasgow Limited	Royalty fee receivable	4,187
Intu Watford Limited	Royalty fee receivable	2,484
The Victoria Centre Partnership	Royalty fee receivable	2,390
Intu Lakeside Limited	Royalty fee receivable	8,933
Intu Retail Services Limited	Royalty fee receivable	2,466

Significant balances outstanding between the company and other group companies are shown below:

	Amounts owed by 2013 £
Intu Shopping Centres plc	1
Braehead Glasgow Limited	4,187
Intu Watford Limited	2,484
The Victoria Centre Partnership	2,390
Intu Lakeside Limited	8,933
Intu Retail Services Limited	2,466

8. Financial risk management

The majority of the company's financial risk management is carried out by the Intu Properties plc treasury department and the policies for managing each of these risks and the principal effects of these policies on the results for the period are summarised below.

Liquidity risk
Liquidity risk is managed to ensure that the company is able to meet future payment obligations when financial liabilities fall due. Liquidity analysis is conducted to ensure that sufficient headroom is available to meet the operational requirements and committed investments. The group treasury policy aims to meet this objective through maintaining adequate cash, marketable securities and committed facilities to meet these requirements. The group's policy is to seek to optimise its exposure to liquidity risk by balancing its exposure to interest rate risk and to refinancing risk. In effect the group seeks to borrow for as long as possible at the lowest acceptable cost.

The company had no financial liabilities as at 31 December 2013.

Classification of financial assets
The table below sets out the company's accounting classification of each class of financial assets and liabilities, and their fair values at 31 December 2013.

		2013
	Carrying value	**Fair value**
	£	**£**
Trade and other receivables	20,461	20,461
Total loans and receivables	20,461	20,461

There were no gains or losses arising on financial assets recognised in either the income statement or direct to equity.