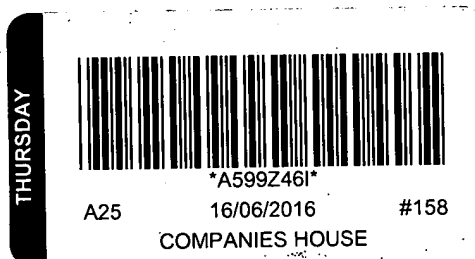

BIDEFORD VENTURES (UK) LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 SEPTEMBER 2015



BIDEFORD VENTURES (UK) LIMITED

COMPANY INFORMATION

DIRECTORS	J A Dunlop A G Loudon A R Perry
REGISTERED NUMBER	08711598
REGISTERED OFFICE	10 Spaces Business Centre 15-17 Ingate Place London SW8 3NS
INDEPENDENT AUDITORS	Rawlinson & Hunter Audit LLP Chartered Accountants Eighth Floor 6 New Street Square New Fetter Lane London EC4A 3AQ

BIDEFORD VENTURES (UK) LIMITED

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Balance Sheet	7
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BIDEFORD VENTURES (UK) LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 30 SEPTEMBER 2015

The directors present their report and the audited financial statements of Bideford Ventures (UK) Limited ("the company") for the year ended 30 September 2015.

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 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 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.

PRINCIPAL ACTIVITY

The company was incorporated on 30 September 2013. In the first year the company did not trade but instead established the business structure for the future. The company acquired investment property on 22 December 2014 (as detailed in Note 3) from an entity under common control, along with its associated liabilities, and therefore commenced trading from this date. The principal activity of the company is that of letting and operating real estate.

DIRECTORS

The directors who served during the year to the date of this report were:

J A Dunlop
A G Loudon
A R Perry

DISCLOSURE OF INFORMATION TO AUDITORS

Each of the persons who are directors at the time when this Directors' Report is approved has confirmed that:

- so far as that director is aware, there is no relevant audit information of which the company's auditors are unaware, and
- that 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 auditors are aware of that information.

BIDEFORD VENTURES (UK) LIMITED

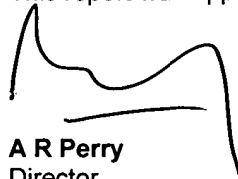
**DIRECTORS' REPORT
FOR THE YEAR ENDED 30 SEPTEMBER 2015**

AUDITORS

The auditors, Rawlinson & Hunter Audit LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

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 and signed on its behalf.



A R Perry
Director

Date:

6/6/2016

BIDEFORD VENTURES (UK) LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF BIDEFORD VENTURES (UK) LIMITED

We have audited the financial statements of Bideford Ventures (UK) Limited ("the company") for the year ended 30 September 2015, set out on pages 5 to 14. The financial reporting framework that has been applied in their preparation is applicable and the Financial Reporting Standard for Smaller Entities (effective 2008) (United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities).

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 Auditors' 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.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

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

SCOPE OF THE AUDIT OF THE FINANCIAL STATEMENTS

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 Directors' 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 FINANCIAL STATEMENTS

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 30 September 2015 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

OPINION ON OTHER MATTER PRESCRIBED BY THE COMPANIES ACT 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

BIDEFORD VENTURES (UK) LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF BIDEFORD VENTURES (UK) LIMITED

MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION

We have nothing to report in respect of the following matters where 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 to take advantage of the small companies' exemption from the requirement to prepare a Strategic Report or in preparing the Directors' Report.

OTHER MATTERS

The comparative figures included within these financial statements are unaudited.



Christopher Bliss (Senior Statutory Auditor)

for and on behalf of

Rawlinson & Hunter Audit LLP

Statutory Auditor

Chartered Accountants

Eighth Floor

6 New Street Square

New Fetter Lane

London

EC4A 3AQ

Date:

6 June 2016.

BIDEFORD VENTURES (UK) LIMITED

**PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 30 SEPTEMBER 2015**

	Note	2015 £	2014 £
TURNOVER	1	1,974,860	-
Cost of sales		<u>(413,094)</u>	<u>-</u>
GROSS PROFIT		1,561,766	-
Administrative expenses		<u>(934,540)</u>	<u>(129,852)</u>
OPERATING PROFIT/(LOSS)	2	627,226	(129,852)
EXCEPTIONAL ITEMS			
Net profit on sale of investment property	5	<u>3,841,404</u>	<u>-</u>
PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE INTEREST		4,468,630	(129,852)
Interest receivable and similar income		937	44
Interest payable and similar charges		<u>(1,359,657)</u>	<u>-</u>
PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION		3,109,910	(129,808)
Tax on profit/(loss) on ordinary activities	6	<u>-</u>	<u>(9)</u>
PROFIT/(LOSS) FOR THE FINANCIAL YEAR	13	£ 3,109,910	£ (129,817)

The notes on pages 8 to 14 form part of these financial statements.

BIDEFORD VENTURES (UK) LIMITED

**STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES
FOR THE YEAR ENDED 30 SEPTEMBER 2015**

	Note	2015 £	2014 £
PROFIT/(LOSS) FOR THE FINANCIAL YEAR		3,109,910	(129,817)
Unrealised surplus on revaluation of investment properties	8	13,960,000	-
TOTAL RECOGNISED GAINS AND LOSSES RELATING TO THE YEAR		£ 17,069,910	£ (129,817)

The notes on pages 8 to 14 form part of these financial statements.

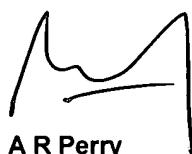
BIDEFORD VENTURES (UK) LIMITED
REGISTERED NUMBER: 08711598

BALANCE SHEET
AS AT 30 SEPTEMBER 2015

	Note	£	2015 £	£	2014 £
FIXED ASSETS					
Intangible assets	7		633,947		-
Investment property	8		29,300,000		-
			<u>29,933,947</u>		<u>-</u>
CURRENT ASSETS					
Debtors	9	687,106		5,414	
Cash at bank		3,255,351		67,778	
		<u>3,942,457</u>		<u>73,192</u>	
CREDITORS: amounts falling due within one year	10	(736,311)		(3,009)	
NET CURRENT ASSETS			<u>3,206,146</u>		<u>70,183</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			<u>33,140,093</u>		<u>70,183</u>
CREDITORS: amounts falling due after more than one year	11		(16,000,000)		-
NET ASSETS			<u>£ 17,140,093</u>	<u>£</u>	<u>70,183</u>
CAPITAL AND RESERVES					
Called up share capital	12		200,000		200,000
Revaluation reserve	13		13,960,000		-
Profit and loss account	13		2,980,093		(129,817)
SHAREHOLDERS' FUNDS			<u>£ 17,140,093</u>	<u>£</u>	<u>70,183</u>

The financial statements have been prepared in accordance with the provisions applicable to small companies within Part 15 of the Companies Act 2006 and in accordance with the Financial Reporting Standard for Smaller Entities (effective April 2008).

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:


A R Perry
 Director

Date: 6/6/2016

The notes on pages 8 to 14 form part of these financial statements.

BIDEFORD VENTURES (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2015

1. ACCOUNTING POLICIES

1.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention as modified by the revaluation of Investment Property and in accordance with the UK Financial Reporting Standard for Smaller Entities (effective April 2008) ("the FRSSE").

The following accounting policies have been applied consistently throughout the year in dealing with items which are considered material in relation to the company's financial statements.

1.2 Cash flow

The financial statements do not include a Cash Flow Statement because the company, as a small reporting entity, is exempt from the requirement to prepare such a statement under the Financial Reporting Standard for Smaller Entities (effective April 2008).

1.3 Turnover

Turnover comprises wholly of rental and related income and service charges charged during the year, exclusive of Value Added Tax.

1.4 Intangible fixed assets and amortisation

Goodwill is the difference between amounts paid on the acquisition of a business and the fair value of the identifiable assets and liabilities. It is amortised to the Profit and Loss Account over its estimated economic life of 5 years.

1.5 Investment properties

Investment properties are included in the Balance Sheet at their open market value in accordance with the Financial Reporting Standard for Smaller Entities (effective April 2008) and are not depreciated. This treatment is contrary to the Companies Act 2006 which states that fixed assets should be depreciated but is, in the opinion of the directors, necessary in order to give a true and fair view of the financial position of the company.

1.6 Deferred taxation

Full provision is made for deferred tax assets and liabilities arising from all timing differences between the recognition of gains and losses in the financial statements and recognition in the tax computation.

Deferred tax is not provided on timing differences arising from the revaluation of fixed assets in the financial statements.

A net deferred tax asset is recognised only if it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax assets and liabilities are calculated at the tax rates expected to be effective at the time the timing differences are expected to reverse.

Deferred tax assets and liabilities are not discounted.

BIDEFORD VENTURES (UK) LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2015**

1. ACCOUNTING POLICIES (continued)

1.7 Foreign currencies

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at rates of exchange ruling at the balance sheet date.

Transactions in foreign currencies are translated into sterling at the rate ruling on the date of the transaction.

Exchange gains and losses are recognised in the Profit and Loss Account.

2. OPERATING PROFIT/(LOSS)

The operating profit/(loss) is stated after charging:

	2015 £	2014 £
Amortisation - intangible fixed assets	<u>111,874</u>	<u>-</u>

During the year, no director received any emoluments (2014 - £NIL).

BIDEFORD VENTURES (UK) LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2015**

3. ACQUISITION OF BUSINESS

On 22 December 2014, the company acquired business and assets and liabilities, consisting of 8 commercial rental properties together with its associated liabilities from Bideford Ventures Limited, a company under common ownership.

An analysis of the assets and liabilities acquired is as follows:

	£
Investment properties	20,585,000
Trade debtors	341,266
Cash at bank and in hand	1,146,820
Trade creditors	(653,756)
Loans	22,123,976
Loan interest accrual	(41,175)
	<hr/>
Total assets and liabilities acquired	(745,821)
	<hr/>
Consideration	-
	<hr/>
Goodwill arising (refer Note 7)	£ 745,821
	<hr/> <hr/>

4. AUDITORS' REMUNERATION

	2015 £	2014 £
Fees payable to the company's auditor for the audit of the company's annual accounts	8,000	-
	<hr/> <hr/>	<hr/> <hr/>

5. EXCEPTIONAL ITEMS

	2015 £	2014 £
Net profit on sale of investment properties	£ 3,841,404	£ -
	<hr/> <hr/>	<hr/> <hr/>

During the year the company sold 4 of its investment properties for £9,275,000, realising a gain after transaction costs of £3,841,404.

6. TAXATION

	2015 £	2014 £
UK corporation tax charge on profit/loss for the year/period	£ -	£ 9
	<hr/> <hr/>	<hr/> <hr/>

BIDEFORD VENTURES (UK) LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2015**

6. TAXATION (continued)

Factors that may affect future tax charges

The company has estimated tax losses to carry forward of £32,482.

7. INTANGIBLE FIXED ASSETS

	Goodwill £
Cost	
At 1 October 2014	-
Additions	<u>745,821</u>
At 30 September 2015	<u>745,821</u>
Amortisation	
At 1 October 2014	-
Charge for the year	<u>111,874</u>
At 30 September 2015	<u>111,874</u>
Net book value	
At 30 September 2015	<u>£ 633,947</u>
At 30 September 2014	<u>£ -</u>

BIDEFORD VENTURES (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2015

8. INVESTMENT PROPERTY

	Freehold investment property £
Valuation	
At 1 October 2014	-
Additions at cost	20,585,000
Disposals	(5,245,000)
Surplus on revaluation	13,960,000
At 30 September 2015	<u>£ 29,300,000</u>

On 22 December 2014, following a group reorganisation (refer Note 3), the company acquired property valued £20,585,000 from Bideford Ventures Limited, a company under common control.

Following the disposal of four of the properties during the year, three of the remaining four properties were valued by Jones Lang LaSalle Limited, an external professional valuer registered with RICS, as at 1 June 2015 on an existing use basis at £28,700,000. The directors consider this valuation was still appropriate at 30 September 2015.

The remaining property, which was held for sale at 30 September 2015, was valued by the directors at £600,000.

9. DEBTORS

	2015 £	2014 £
Trade debtors	16,242	-
Other debtors	670,864	5,414
	<u>£ 687,106</u>	<u>£ 5,414</u>

10. CREDITORS: Amounts falling due within one year

	2015 £	2014 £
Bank loans and overdrafts	47,594	-
Corporation tax	-	9
Other taxation and social security	137,301	-
Other creditors	551,416	3,000
	<u>£ 736,311</u>	<u>£ 3,009</u>

BIDEFORD VENTURES (UK) LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2015**

11. CREDITORS:

Amounts falling due after more than one year

	2015 £	2014 £
Bank loans	£ 16,000,000	-

Included within the above are amounts falling due as follows:

	2015 £	2014 £
Between two and five years		
Bank loans	16,000,000	-

The loan is held with Lloyds Bank Plc and is charged interest at 2.35% over LIBOR. Loans are secured on properties held at Moulsham Lodge Retail Park, Kentish Town Business Centre and Europa Trade Park.

12. SHARE CAPITAL

	2015 £	2014 £
Allotted, called up and fully paid		
1,000 Ordinary shares of £1 each	1,000	1,000
199,000 Preference shares of £1 each	199,000	199,000
	<u>£ 200,000</u>	<u>£ 200,000</u>

13. RESERVES

	Revaluat'n reserve £	Profit and loss account £
At 1 October 2014	-	(129,817)
Profit for the financial year	-	3,109,910
Surplus on revaluation of freehold property	13,960,000	-
At 30 September 2015	<u>£13,960,000</u>	<u>£ 2,980,093</u>

BIDEFORD VENTURES (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2015

14. RELATED PARTY TRANSACTIONS

Included within administrative expenses is an amount of £94,440 (2014: £55,743) invoiced for legal and professional fees by Adam Perry & Co, in which A R Perry, a director of the company, is the sole practitioner. As at the year end there were no amounts outstanding (2014: £nil).

During the year a short term loan was acquired from C Loudon, wife of director G Loudon, for which fees of £64,192 (2014: £nil) and interest of £38,515 (2014: £nil) was payable. All amounts were fully repaid during the year and at the year there was no outstanding balance.

During the year assets of £22,073,086 and liabilities of £22,818,907 were transferred to the company from Bideford Ventures Limited, a company under common control, at net book value (2014: £nil).

15. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

In the opinion of the directors the ultimate parent undertaking and controlling party of the company is Bideford NZ Limited, a company incorporated in New Zealand and the sole shareholder of the company.