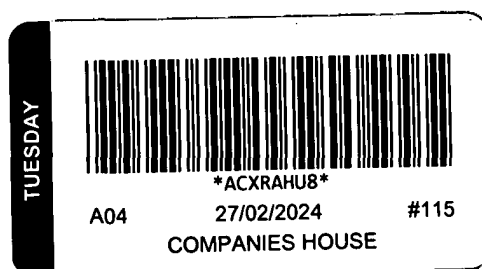


HAMMERSON BULL RING 2 LIMITED

UNAUDITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2022



HAMMERSON BULL RING 2 LIMITED

COMPANY INFORMATION

Directors	Richard Geoffrey Shaw (appointed 31 May 2023) Simon Charles Travis
Company secretary	Hammerson Company Secretarial Limited
Registered number	10530493
Registered office	Marble Arch House 66 Seymour Street London W1H 5BX

HAMMERSON BULL RING 2 LIMITED

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HAMMERSON BULL RING 2 LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2022

The directors present their report and the financial statements for the year ended 31 December 2022.

Principal activity

The principal activity of the Company is to hold investments in the United Kingdom.

The Company has a 24.885% (2021: 0%) interest in The Bull Ring Limited Partnership (the "Partnership"). The Partnership holds for investment the Bull Ring Shopping Centre in Birmingham. During the year, there was a group restructure which changed the various entities' ownership percentages in The Bull Ring Limited Partnership. Please see Note 8 for further information. The Directors do not anticipate any significant change in the principal activity in the foreseeable future.

Directors

The directors who served during the year were:

Paul Justin Denby (resigned 28 April 2023)
Abigail Jane Dunning (resigned 15 February 2022)
Dominic Martin Etienne Page (appointed 15 February 2022, resigned 31 May 2023)
Simon Charles Travis

Richard Geoffrey Shaw was appointed a director post year end on 31 May 2023.

Qualifying third party indemnity provisions

The Company's ultimate parent company, Hammerson plc, has made qualifying third party indemnity provisions for the benefit of the Company's Directors which were in place throughout the year and which remain in place at the date of this report.

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 26 February 2024 and signed on its behalf.



Richard Geoffrey Shaw
Director

HAMMERSON BULL RING 2 LIMITED

STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2022

	Note	2022 £	2021 £000
Investment income	5	5,724	-
Operating profit before other net gains		5,724	-
Other net gains	6	136,224	-
Profit before tax		141,948	-
Tax on profit		-	-
Profit for the financial year		141,948	-

There was no other comprehensive income for 2022 (2021:£NIL).

The notes on pages 5 to 9 form part of these financial statements.

HAMMERSON BULL RING 2 LIMITED
REGISTERED NUMBER: 10530493

BALANCE SHEET
AS AT 31 DECEMBER 2022

	Note	2022 £000	2021 £000
Fixed assets			
Investments	8	136,224	-
		<hr/>	<hr/>
Current assets			
Receivables	9	5,724	-
		<hr/>	<hr/>
Total assets less current liabilities		141,948	-
		<hr/>	<hr/>
Net assets		141,948	-
		<hr/>	<hr/>
Capital and reserves			
Called up share capital	10	-	-
Retained earnings		141,948	-
		<hr/>	<hr/>
		141,948	-
		<hr/>	<hr/>

The members have not required the Company to obtain an audit for the year in question in accordance with section 476 of the Companies Act 2006.

The Company was entitled to exemption from audit under section 477 of the Companies Act 2006.

The directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of financial statements.

The Company's financial statements have been prepared in accordance with the provisions applicable to entities subject to the small companies regime.

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 26 February 2024.



Richard Geoffrey Shaw
Director

The notes on pages 5 to 9 form part of these financial statements.

HAMMERSON BULL RING 2 LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2022

	Called up share capital £000	Profit and loss account £000	Total equity £000
At 1 January 2021	-	-	-
Comprehensive income for the year			
Profit for the year	-	-	-
At 1 January 2022	-	-	-
Comprehensive income for the year			
Profit for the year	-	141,948	141,948
At 31 December 2022	-	141,948	141,948

The notes on pages 5 to 9 form part of these financial statements.

HAMMERSON BULL RING 2 LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

1. General information

Hammerson Bull Ring 2 Limited is a private company limited by shares, domiciled and incorporated in England and Wales under the Companies Act. The nature of the Company's operations and its principal activities are set out in the Directors' Report. The address of the registered office is Marble Arch House, 66 Seymour Street, London, W1H 5BX

2. Accounting policies

2.1 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 Financial Reporting Standard 101 'Reduced Disclosure Framework' and the Companies Act 2006.

Information on the impact of first-time adoption of FRS 101 is given in note 13.

The preparation of financial statements in compliance with FRS 101 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).

First time application of FRS 100 and FRS 101

The following principal accounting policies have been applied:

2.2 Financial Reporting Standard 101 - reduced disclosure exemptions

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

- the requirements of IFRS 7 Financial Instruments: Disclosures
- the requirements of paragraphs 91-99 of IFRS 13 Fair Value Measurement
- the requirement in paragraph 38 of IAS 1 'Presentation of Financial Statements' to present comparative information in respect of:
 - paragraph 79(a)(iv) of IAS 1;
- the requirements of paragraphs 10(d), 10(f), 16, 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D, 111 and 134-136 of IAS 1 Presentation of Financial Statements
- the requirements of IAS 7 Statement of Cash Flows
- the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors
- the requirements of paragraph 74A(b) of IAS 16
- the requirements of paragraph 17 and 18A of IAS 24 Related Party Disclosures
- 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
- the requirements of paragraphs 130(f)(ii), 130(f)(iii), 134(d)-134(f) and 135(c)-135(e) of IAS 36 Impairment of Assets.

This information is included in the consolidated financial statements of Hammerson plc as at 31 December 2022 and these financial statements may be obtained from registered office.

2.3 Impact of new international reporting standards, amendments and interpretations

There are no amendments to accounting standards or IFRIC interpretations that are effective for the year ended 31 December 2022 that have had a material impact on the Company.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

2. Accounting policies (continued)

2.4 Investment income

Investment income represents the Company's share of the profit distributions receivable from The Bull Ring Limited Partnership and is included in the Statement of Comprehensive Income.

2.5 Valuation of investments

Investments are stated at cost less provision for impairment. Decreases or increases in the impairment provision occur when the carrying value of the net asset increases or decreases respectively as a result of revaluation gains or losses.

2.6 Financial instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are initially measured at transaction price (including transaction costs). Financial assets, including intercompany loans, are subsequently carried at amortised cost using the effective interest method, less loss allowance. Financial liabilities are subsequently carried at amortised cost using the effective interest method.

Financial assets and liabilities are only offset in the Balance Sheet when, and only when there exists a legally enforceable right to set off the recognised amounts and the Company intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Financial assets are derecognised when and only when a) the contractual rights to the cash flows from the financial asset expire or are settled, b) the Company transfers to another party substantially all of the risks and rewards of ownership of the financial asset, or c) the Company, has transferred control of the asset to another party. Financial liabilities are derecognised only when the obligation specified in the contract is discharged, cancelled or expires.

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

In the application of the Company's accounting policies, the Directors are required to make judgements, estimates and assumptions about the carrying value of assets and liabilities. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from those estimates. Estimates and the underlying assumptions are reviewed on an ongoing basis.

Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both the current and future periods.

The Company's critical judgement and area of estimation uncertainty is in respect of the valuation of investments. The Company's investments includes its investment in The Bull Ring Limited Partnership (the "Partnership"), which is carried in the Balance Sheet at historical cost less provision for impairment, which is valued by the Directors based upon the net assets of the Partnership in which the Company invests. The principal asset of the Partnership is its investment properties which are valued six monthly by professionally qualified external valuers. The Directors must ensure they are satisfied that the Company's investment in the Partnership is appropriate for the financial statements. The basis of valuation of the Partnership's investment properties is set out in the notes to the financial statements of the Partnership for the year ended 31 December 2022.

HAMMERSON BULL RING 2 LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

4. Employees

The Company has no employees other than the Directors during the current or prior years.

The Directors did not receive any remuneration for their services from the Company in the year (2021 - £Nil), having been paid by other group undertakings. It is deemed impractical to allocate their remuneration between group undertakings for the purpose of this disclosure. In addition, there were no payments to key management personnel in either the current or preceding financial year.

5. Investment income

	2022 £000	2021 £000
Distributions receivable from The Bull Ring Limited Partnership	5,724	-
	<u>5,724</u>	<u>-</u>

6. Other net gains

	2022 £000	2021 £000
Intercompany write off of balances due to fellow group undertakings	146,538	-
Impairment charge in the year	(10,314)	-
	<u>136,224</u>	<u>-</u>

7. Taxation

The Company's ultimate parent company, Hammerson plc is taxed as a UK Real Estate Investment Trust ("UK REIT"), and as a consequence, group companies are exempted from UK corporation tax on the profits of a UK property rental business and on the gains on UK investment properties (including profits and gains from such activities conducted via a partnership).

Group companies remain subject to UK corporation tax on items other than UK property rental profits and gains on UK investment properties, but, as the Group has surplus tax losses, the Group's policy is for these taxable profits and losses to be fully offset by group relief surrendered without payment, so that individual subsidiaries do not bear tax.

The Company's share of the taxable interest income of the Bull Ring Limited Partnership was £32,000 (2021: £Nil). As these profits are offset by group relief, the Company had no tax charge for the year, and this is expected to continue for the foreseeable future.

HAMMERSON BULL RING 2 LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

8. Investments

	Investments in The Bull Ring Limited Partnership £000	Investment in Bull Ring JV UT £000	Total £000
Cost			
At 1 January 2022	-	-	-
Additions	146,538	98,250	244,788
Disposals	-	(98,250)	(98,250)
At 31 December 2022	146,538	-	146,538
Impairment			
At 1 January 2022	-	-	-
Charge for the period	10,314	-	10,314
At 31 December 2022	10,314	-	10,314
Net book value			
At 31 December 2022	136,224	-	136,224
At 31 December 2021	-	-	-

On 21 July 2022 a restructure of the Hammerson group's interests in the Bull Ring Limited Partnership was carried out: the Company firstly acquired 50% of the units in the Bull Ring JV Unit Trust, equating to a 16.59% interest in the Bull Ring Limited Partnership, in return for market value consideration of £98,250,000. Shortly thereafter, the Unit Trust distributed its partnership share, in specie, to the unit holders, for nil consideration but at market value of £98,250,000.

Later on the same day, the Company acquired a further 8.295% interest in the Bull Ring Limited Partnership from Hammerson Bull Ring Limited, a fellow 100% subsidiary of Hammerson UK Properties Limited for consideration of £48,288,000. This brought its total interest in the Bull Ring Limited Partnership to 24.885%.

9. Receivables - due within one year

	2022 £000	2021 £000
Amounts owed by group undertakings	5,724	-
	5,724	-

All amounts shown under receivables fall due for payment within one year and are repayable on demand. The amounts owed are unsecured and non-interest bearing.

HAMMERSON BULL RING 2 LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

10. Share capital

	2022 £000	2021 £000
Authorised		
1 (2021 - 1) Ordinary share of £1.00	-	-
	<u> </u>	<u> </u>
Allotted, called up and partly paid		
1 (2021 - 1) Ordinary share of £1.00	-	-
	<u> </u>	<u> </u>

11. Reserves

Retained earnings

This reserve represents cumulative profits and losses less any dividends paid.

12. Ultimate controlling party

At the end of the current and preceding year, the Company's ultimate parent company and controlling party was Hammerson plc, which is registered in England and Wales and is the largest and smallest group to consolidate these financial statements. At the end of the current and preceding year, the Company's immediate parent company was Hammerson UK Properties Limited, which is registered in England and Wales.

The consolidated financial statements of the ultimate parent company, Hammerson plc, are available from that company's registered office, Marble Arch House, 66 Seymour Street, London, W1H 5BX.

13. First time adoption of FRS 101

The policies applied under the entity's previous accounting framework are not materially different to FRS 101 and have not impacted on equity or profit or loss.