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CANARY WHARF
GROUP PLC

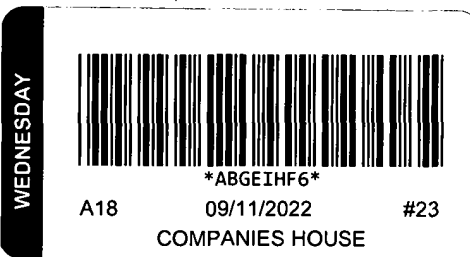
CANARY WHARF INVESTMENTS (B2) LIMITED

Registered number: 112425

Company number: FC036558

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2021



CANARY WHARF INVESTMENTS (B2) LIMITED

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CANARY WHARF INVESTMENTS (B2) LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2021

The directors present their report and the financial statements for the year ended 31 December 2021.

PRINCIPAL ACTIVITY

The company is an investment holding company.

RESULTS AND DIVIDENDS

The profit for the year, after taxation, amounted to £31,201 (2020 - loss £20,380).

A dividend of £47,080,000 was paid in the year (2020 - £Nil).

DIRECTORS

The directors who served during the year were:

A S J Daffern (appointed 6 May 2021)
Sir George Iacobescu CBE (resigned 1 July 2021)
S Z Khan
K J Kingston (appointed 6 May 2021)
R J J Lyons (resigned 21 May 2021)
R J Worthington (appointed 6 May 2021)

The company provides an indemnity to all directors (to the extent permitted by law) in respect of liabilities incurred as a result of their office. The company also has in place liability insurance covering the directors and officers of the company. Both the indemnity and insurance were in force during the year ended 31 December 2021 and at the time of the approval of this Directors' Report. Neither the indemnity nor the insurance provide cover in the event that the director is proven to have acted dishonestly or fraudulently.

AUDITOR

Deloitte LLP were appointed as auditor and have expressed their willingness to continue in office.

This report was approved by the board on 20 October 2022 and signed on its behalf.

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A S J Daffern
Director

CANARY WHARF INVESTMENTS (B2) LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2021

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 applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. 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 for the company's financial statements and then apply them consistently;
- make judgements 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 to enable them to ensure that the financial statements comply with the Companies (Jersey) Law 1991. 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.

CANARY WHARF INVESTMENTS (B2) LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CANARY WHARF INVESTMENTS (B2) LIMITED

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

OPINION

In our opinion the financial statements of Canary Wharf Investments (B2) Limited (the 'company'):

- give a true and fair view of the state of the company's affairs as at 31 December 2021 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland"; and
- have been properly prepared in accordance with the Companies (Jersey) Law 1991.

We have audited the financial statements which comprise:

- the statement of comprehensive income;
- the statement of financial position;
- the statement of changes in equity; and
- the related notes 1 to 11.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

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 Financial Reporting Council's (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

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

CANARY WHARF INVESTMENTS (B2) LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CANARY WHARF INVESTMENTS (B2) LIMITED

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 contained within the annual report. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

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 course of 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 this gives rise to a material misstatement in the financial statements themselves. 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.

RESPONSIBILITIES OF DIRECTORS

As explained more fully in the statement of directors' responsibilities, 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.

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.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

CANARY WHARF INVESTMENTS (B2) LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CANARY WHARF INVESTMENTS (B2) LIMITED

EXTENT TO WHICH THE AUDIT WAS CONSIDERED CAPABLE OF DETECTING IRREGULARITIES, INCLUDING FRAUD

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

We considered the nature of the company's industry and its control environment, and reviewed the company's documentation of their policies and procedures relating to fraud and compliance with laws and regulations. We also enquired of management about their own identification and assessment of the risks of irregularities.

We obtained an understanding of the legal and regulatory framework that the company operates in, and identified the key laws and regulations that:

- had a direct effect on the determination of material amounts and disclosures in the financial statements. These included Companies (Jersey) Law 1991 and relevant tax legislation; and,
- do not have a direct effect on the financial statements but compliance with which may be fundamental to the company's ability to operate or to avoid a material penalty.

We discussed among the audit engagement team regarding the opportunities and incentives that may exist within the organisation for fraud and how and where fraud might occur in the financial statements.

In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override. In addressing the risk of fraud through management override of controls, we tested the appropriateness of journal entries and other adjustments; assessed whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluated the business rationale of any significant transactions that are unusual or outside the normal course of business.

In addition to the above, our procedures to respond to the risks identified included the following:

- reviewing financial statement disclosures by testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- enquiring of management and in-house legal counsel concerning actual and potential litigation and claims, and instances of non-compliance with laws and regulations; and
- reading minutes of meetings of those charged with governance.

CANARY WHARF INVESTMENTS (B2) LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CANARY WHARF INVESTMENTS (B2) LIMITED

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

Matters on which we are required to report by exception

Under the Companies (Jersey) Law 1991 we are required to report in respect of the following matters if, in our opinion:

- proper accounting records have not been kept, or proper 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
- we have not received all the information and explanations we require for our audit.

We have nothing to report in respect of these matters.

USE OF OUR REPORT

This report is made solely to the company's members, as a body, in accordance with Article 113A of the Companies (Jersey) Law 1991. 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.

N Perera

Nirosha Perera (Senior statutory auditor)
For and on behalf of Deloitte LLP
London, United Kingdom
20 October 2022

CANARY WHARF INVESTMENTS (B2) LIMITED**STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2021**

	Note	2021 £	2020 £
Administrative expenses		(5,128)	(3,794)
OPERATING LOSS		(5,128)	(3,794)
Income from shares in group undertakings	7	47,030,000	-
Movement in provision against investments	7	(46,993,671)	(16,586)
PROFIT/(LOSS) BEFORE TAX		31,201	(20,380)
Tax on profit/(loss)	6	-	-
PROFIT/(LOSS) FOR THE FINANCIAL YEAR		31,201	(20,380)
Other comprehensive income for the year		-	-
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		31,201	(20,380)

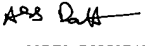
The notes on pages 10 to 15 form part of these financial statements.

CANARY WHARF INVESTMENTS (B2) LIMITED
REGISTERED NUMBER: 112425

STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2021

	Note	2021 £	2020 £
FIXED ASSETS			
Investments	7	1,078,884	48,072,555
		<u>1,078,884</u>	<u>48,072,555</u>
CURRENT ASSETS			
Debtors: amounts falling due within one year	8	1,060,430	48,140,866
		<u>1,060,430</u>	<u>48,140,866</u>
Creditors: amounts falling due within one year	9	(84,777)	(47,110,085)
		<u>975,653</u>	<u>1,030,781</u>
NET CURRENT ASSETS			
		<u>2,054,537</u>	<u>49,103,336</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			
		<u>2,054,537</u>	<u>49,103,336</u>
NET ASSETS			
		<u>2,054,537</u>	<u>49,103,336</u>
CAPITAL AND RESERVES			
Called up share capital	10	14,725,963	14,725,963
Share premium account		34,292,880	34,292,880
Retained earnings		(46,964,306)	84,493
		<u>2,054,537</u>	<u>49,103,336</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 20 October 2022.

DocuSigned by:

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A S J Daffern
 Director

The notes on pages 10 to 15 form part of these financial statements.

CANARY WHARF INVESTMENTS (B2) LIMITED**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2021**

	Called up share capital £	Share premium account £	Retained earnings £	Total equity £
At 1 January 2021	14,725,963	34,292,880	84,493	49,103,336
COMPREHENSIVE INCOME FOR THE YEAR				
Profit for the year	-	-	31,201	31,201
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	-	-	31,201	31,201
Dividends: Equity capital	-	-	(47,080,000)	(47,080,000)
TOTAL TRANSACTIONS WITH OWNERS	-	-	(47,080,000)	(47,080,000)
AT 31 DECEMBER 2021	14,725,963	34,292,880	(46,964,306)	2,054,537

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2020**

	Called up share capital £	Share premium account £	Retained earnings £	Total equity £
At 1 January 2020	14,725,963	34,292,880	104,873	49,123,716
COMPREHENSIVE INCOME FOR THE YEAR				
Loss for the year	-	-	(20,380)	(20,380)
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	-	-	(20,380)	(20,380)
AT 31 DECEMBER 2020	14,725,963	34,292,880	84,493	49,103,336

The notes on pages 10 to 15 form part of these financial statements.

CANARY WHARF INVESTMENTS (B2) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

1. GENERAL INFORMATION

Canary Wharf Investments (B2) Limited is a private company limited by shares incorporated in Jersey under Companies (Jersey) Law 1991 and registered in Jersey at 47 Esplanade, St Helier, Jersey, JE1 0BD.

The nature of the company's operations and its principal activities are set out in the Directors' Report.

2. ACCOUNTING POLICIES

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention, modified to include certain items at fair value and in accordance with United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice, including FRS 102 "the Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland").

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the company's accounting policies (see Note 3).

The principal accounting policies have been applied consistently throughout the year and the preceding year and are summarised below:

2.2 Going concern

At the year end, the company is in a net asset position.

Having made the requisite enquiries and assessed the resources at the disposal of the company, the directors have a reasonable expectation that the company will have adequate resources to continue its operation for the foreseeable future. Accordingly they continue to adopt the going concern basis in preparing the financial statements.

The impact of COVID-19

The UK economy has been significantly impacted by COVID-19 which has caused widespread disruption and economic uncertainty since March 2020. Despite all remaining COVID-19 restrictions being removed in the first half of 2022, the impact of lockdowns, work from home recommendations and other restrictions that were in place at various times from March 2020 to early 2022 continue to have lasting disruption which has contributed to higher inflation, rising interest rates and the resulting knock-on impact to consumer spending. The pandemic has also challenged the status quo of full-time office working which creates uncertainty surrounding future office lettings.

However the business is well positioned to weather those challenges. The crisis did not have material impact on the assets, liabilities or performance of the company during the year or the prior year and it is not expected that there will be a material impact in the coming year.

2.3 Cash flow statement

The company has taken the exemption from preparing the cash flow statement under Section 1.12(b) as it is a member of a group where the parent of the group prepares publicly available consolidated accounts which are intended to give a true and fair view.

CANARY WHARF INVESTMENTS (B2) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

2. ACCOUNTING POLICIES (CONTINUED)

2.4 Investments

Investments in subsidiaries are stated at cost less any provision for impairment.

Loans to subsidiaries which only entitle the company to an interest in the assets of the company once it has completed its principal activity are treated as additional investments.

Other investments are stated at cost less any provision for impairment.

Income from investments is recognised as the company becomes entitled to receive payment. Dividend income from investments in companies is recognised when received or irrevocably declared.

2.5 Financial instruments

The directors have taken advantage of the exemption in paragraph 1.12c of FRS 102 allowing the company not to disclose the summary of financial instruments by the categories specified in paragraph 11.41.

Trade and other receivables

Trade and other receivables are recognised initially at fair value. A provision for impairment is established where there is objective evidence that the company will not be able to collect all amounts due according to the original terms of the debtor concerned.

Trade and other payables

Trade and other creditors are stated at cost.

2.6 Taxation

Current tax is provided at amounts expected to be paid or recovered using the tax rates and laws that have been enacted or substantively enacted at the balance sheet date.

3. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

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 revenue 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.

The preparation of financial statements also requires use of judgements, apart from those involving estimation, that management makes in the process of applying the entity's accounting policies.

Impairment of investments

Investments in subsidiaries are stated at cost less any provision for impairment. In assessing provisions for impairment, the directors have valued each subsidiary at its net asset value, as adjusted for material differences between the fair value and carrying value of its assets and liabilities.

For the year ended 31 December 2021, the financial statements of the company did not contain any significant items that required the application of judgements, apart from those involving estimation.

CANARY WHARF INVESTMENTS (B2) LIMITED**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021****4. AUDITOR'S REMUNERATION**

The auditor's remuneration of £1,100 (2020 - £800) for the audit of the company has been borne by another group undertaking.

5. EMPLOYEES

The Company has no employees other than the directors, who did not receive any remuneration (2020 - £Nil).

6. TAXATION

	2021 £	2020 £
Current tax on profits for the year	-	-
TOTAL CURRENT TAX	<u>-</u>	<u>-</u>

FACTORS AFFECTING TAX CHARGE FOR THE YEAR

The tax assessed for the year is different to the standard rate of corporation tax in the UK of 19.0% (2020 - 19.0%). The differences are explained below:

	2021 £	2020 £
Profit/(loss) on ordinary activities before tax	<u>31,201</u>	<u>(20,380)</u>
Profit/(loss) on ordinary activities multiplied by standard rate of corporation tax in the UK of 19.0% (2020 - 19.0%)	5,928	(3,872)
EFFECTS OF:		
Expenses not deductible for tax purposes	8,929,772	3,872
Non-taxable income	<u>(8,935,700)</u>	<u>-</u>
TOTAL TAX CHARGE FOR THE YEAR	<u>-</u>	<u>-</u>

CANARY WHARF INVESTMENTS (B2) LIMITED**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021****6. TAXATION (CONTINUED)****FACTORS THAT MAY AFFECT FUTURE TAX CHARGES**

Enacted in the Finance Act 2021 is a provision for the main rate of corporation tax to increase to 25% from 1 April 2023.

The company is a member of a REIT headed by Stork Holdings Limited. As a consequence all qualifying property rental business is exempt from corporation tax. Only income and expenses relating to nonqualifying activities will continue to be taxable.

7. FIXED ASSET INVESTMENTS

	Investments in subsidiary companies £
COST OR VALUATION	
At 1 January 2021	49,018,845
At 31 December 2021	<u>49,018,845</u>
IMPAIRMENT	
At 1 January 2021	946,290
Charge for the period	46,993,671
At 31 December 2021	<u>47,939,961</u>
NET BOOK VALUE	
At 31 December 2021	<u><u>1,078,884</u></u>
At 31 December 2020	<u><u>48,072,555</u></u>

CANARY WHARF INVESTMENTS (B2) LIMITED**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021****7. FIXED ASSET INVESTMENTS (CONTINUED)****SUBSIDIARY UNDERTAKINGS**

The following were subsidiary undertakings of the company:

Name	Principal activity	Class of shares	Holding
CWG Properties (B2) Limited	Property investment	Ordinary	100%
Canary Wharf Properties (B2) Limited	Property investment	Ordinary	100%
CWG Retail Properties (B2) Limited	Property investment	Ordinary	100%

CWG Properties (B2) Limited and Canary Wharf Properties (B2) Limited are registered at 47 Esplanade, St Helier, Jersey, JE1 0BD. CWG Retail Properties (B2) Limited is registered at One Canada Square, Canary Wharf, London E14 5AB.

During the year, the company received a dividend of £8,580,000 (2020: £Nil) from its subsidiary CWG Properties (B2) Limited and £38,450,000 (2020: £Nil) from its subsidiary Canary Wharf Properties (B2) Limited.

At 31 December 2021, the net assets of certain subsidiaries were less than the carrying value in the company's balance sheet. A net increase of the provision of £46,993,671 (2020: £16,586) has been taken to the income statement.

The directors are of the opinion that the value of the company's investment at 31 December 2021 was not less than the amount shown in the company's balance sheet.

8. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2021 £	2020 £
Amounts owed by group undertakings	1,060,430	48,140,430
Prepayments and accrued income	-	436
	<u>1,060,430</u>	<u>48,140,866</u>

Amounts owed by group undertakings are interest free and repayable on demand.

9. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2021 £	2020 £
Amounts owed to group undertakings	84,777	47,110,085
	<u>84,777</u>	<u>47,110,085</u>

Amounts owed by group undertakings are interest free and are repayable on demand.

CANARY WHARF INVESTMENTS (B2) LIMITED**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021****10. SHARE CAPITAL**

	2021 £	2020 £
ALLOTTED, CALLED UP AND FULLY PAID		
14,725,963 (2020 - 14,725,963) Ordinary shares of £1.00 each	14,725,963	14,725,963

11. CONTROLLING PARTY

The company's immediate parent undertaking is Canary Wharf Holdings (B2) Limited.

As at 31 December 2021, the smallest group of which the company is a member and for which group financial statements are drawn up is the consolidated financial statements of Canary Wharf Group Investment Holdings plc. Copies of the financial statements may be obtained from the Company Secretary, One Canada Square, Canary Wharf, London E14 5AB.

The largest group of which the company is a member for which group financial statements are drawn up is the consolidated financial statements of Stork HoldCo LP, an entity registered in Bermuda and the ultimate parent undertaking and controlling party. Stork HoldCo LP is registered at 73 Front Street, 5th Floor, Hamilton HM12, Bermuda.

Stork HoldCo LP is controlled as to 50% by Brookfield Property Partners LP and as to 50% by Qatar Investment Authority.

The directors have taken advantage of the exemption in paragraph 33.1A of FRS 102 allowing the company not to disclose related party transactions with respect to other wholly-owned group companies.