

**10 Gresham Street Limited Liability Partnership**

Annual Report and Audited Financial Statements

For the Year Ended 31 December 2017

Partnership registration OC356762



## **10 GRESHAM STREET LIMITED LIABILITY PARTNERSHIP**

### **Annual report and audited financial statements for the year ended 31 December 2017**

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## **10 GRESHAM STREET LIMITED LIABILITY PARTNERSHIP**

### **Officers and professional advisers**

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#### **Property Asset Manager**

CBRE Global Investors  
Third Floor  
One New Change  
London  
EC4M 9AF

#### **LLP Registered office**

Third Floor  
One New Change  
London  
EC4M 9AF

#### **Bankers**

Barclays Bank Plc  
Level 27, 1 Churchill Place  
London  
E14 5HP

#### **Independent Valuer**

Knight Frank LLP  
55 Baker Street  
London  
W1U 8AN

#### **Lawyers**

Berwin Leighton Paisner LLP  
Adelaide House  
London Bridge  
London  
EC4R 9HA

#### **Auditors**

KPMG Channel Islands Limited  
37 Esplanade  
St Helier  
Jersey  
JE4 8WQ

## **10 GRESHAM STREET LIMITED LIABILITY PARTNERSHIP**

### **Report of the Designated Members for the year ended 31 December 2017**

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The Designated Members submit their report and the financial statements for 10 Gresham Street Limited Liability Partnership (the “LLP”) for the year ended 31 December 2017.

#### **Principal activity and business review**

The principal activity of the LLP is property investment in the United Kingdom. The Designated Members do not anticipate any significant change in the principal activity in the foreseeable future.

The key risks facing the LLP relate to tenant exposure and the strength of the UK property market. The LLP’s investment is exposed to the general performance and trends of the property market which may have a direct impact on the investment property valuation and future rental income through rent reviews and vacancies. The key areas of estimation over the investment property valuation are disclosed in note 9. The property is currently fully tenanted. Tenants’ covenants are monitored at the start of leasing agreements and on an ongoing basis and collection performance is closely monitored. The Property Asset Manager is responsible for providing the Designated Members a quarterly review of market trends, the Property Asset Manager’s outlook and an analysis of the property’s performance over the period. The Designated Members consider the information provided by the Property Asset Manager when assessing the performance of the LLP.

A more comprehensive discussion of risks, risk management and key performance indicators is included in the Annual Report of the ultimate controlling party, Kumpulan Wang Persaraan (Diperbadankan), which does not form part of this report and is available on [www.kwap.gov.my](http://www.kwap.gov.my).

#### **Results and Distribution**

The Total Comprehensive income for the year was £22,784,000 before Members’ interests (31 December 2016 Comprehensive Loss £16,895,000). Distributions of £3,497,080 were declared during the financial year (31 December 2016 £4,820,000), of which none remained payable as at 31 December 2017.

#### **Auditors**

KPMG Channel Islands Limited have indicated their willingness to continue in office.

## 10 GRESHAM STREET LIMITED LIABILITY PARTNERSHIP

### Report of the Designated Members for the year ended 31 December 2017

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#### Provision of Information to the Auditor

Each of the persons who is a Director of the Designated Members for the LLP at the date of approval of this report have confirmed that:

- (a) so far as he is aware, there is no relevant audit information of which the LLP's auditor is unaware; and
- (b) he has taken all the steps that he ought to have taken as a Director of the Designated Member for the LLP in order to make himself aware of any relevant audit information and to establish that the LLP's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of section 418(2) of the Companies Act 2006.

Approved by the Designated Members and signed on their behalf by



Director

Paul Le Gros



Fiona Hurley



Director

Paul Le Gros



Fiona Hurley

## **10 GRESHAM STREET LIMITED LIABILITY PARTNERSHIP**

### **Statement of members' responsibilities**

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The Designated Members are responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations.

The Limited Liability Partnerships (Accounts & Audit) (Application of Companies Act 2006) Regulations 2008 require the Designated Members to prepare financial statements for each financial year. Under that law the Designated Members have elected to prepare the financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the EU and applicable law. Under Regulation 8 of the Limited Liability Partnership (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008 the Designated Members 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 LLP and of the profit or loss for that period. In preparing these financial statements, the Designated Members are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether they have been prepared in accordance with IFRSs as adopted by the EU;
- assess the LLP's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the LLP or to cease operations, or have no realistic alternative but to do so.

The Designated Members are responsible for keeping adequate accounting records that are sufficient to show and explain the LLP's transactions and disclose with reasonable accuracy at any time the financial position of the LLP and enable them to ensure that the financial statements comply with Regulation 6 of the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008. They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the LLP and to prevent and detect fraud and other irregularities.



**KPMG Channel Islands Limited**  
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Jersey JE4 8WQ  
Channel Islands

# Independent Auditor's Report to the members of 10 Gresham Street Limited Liability Partnership

## *Our opinion is unmodified*

We have audited the financial statements of 10 Gresham Street Limited Liability Partnership (the "LLP") for the year ended 31 December 2017 which comprise the statement of comprehensive income, the statement of changes in equity, the statement of financial position, the statement of cash flows, and notes, comprising significant accounting policies and other explanatory information.

In our opinion, the accompanying financial statements:

- give a true and fair view of the state of the LLP's affairs as at 31 December 2017, and of its profit for the year then ended;
- have been properly prepared in accordance with International Financial Reporting Standards as adopted by the EU; and
- have been prepared in accordance with the requirements of the Companies Act 2006 as applied to Limited Liability Partnerships by the Limited Liability Partnerships (Accounts and Audits) (Application of Companies Act 2006) Regulations 2008.

## *Basis for Opinion*

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the LLP in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

## *We have nothing to report on going concern*

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least twelve months from the date of approval of the financial statements. We have nothing to report in these respects.

## *We have nothing to report on the other information in the Report of the Designated Members*

The Designated Members are responsible for the other information, which comprises the Report of the Designated Members. Our opinion on the financial statements does not cover the other information and we do not express an audit opinion thereon or any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work, we have not identified material misstatements in the other information.



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Channel Islands

*We have nothing to report on other matters on which we are required to report by exception*

Under the Companies Act 2006 as applied to limited liability partnerships, we are required 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
- we have not received all the information and explanations we require for our audit.

We have nothing to report in these respects.

*Respective responsibilities*

*Designated Members' responsibilities*

As explained more fully in their statement set out on page 3, the Designated Members are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; assessing the LLP'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 they either intend to liquidate the LLP or to cease operations, or have no realistic alternative but to do so.

*Auditor's responsibilities*

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities).

*The purpose of this report and restrictions on its use by persons other than the LLP's members*

This report is made solely to the LLP's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006, as required by Regulation 39 of the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008. Our audit work has been undertaken so that we might state to the LLP'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 LLP and the LLP's members, as a body, for our audit work, for this report, or for the opinions we have formed.

Steven Hunt (Senior Statutory Auditor)  
for and on behalf of KPMG Channel Islands Limited, Statutory Auditor  
Chartered Accountants, Jersey

8 February 2018

# 10 GRESHAM STREET LIMITED LIABILITY PARTNERSHIP

## Statement of comprehensive income for the year ended 31 December 2017

	Note	2017 £'000	2016 £'000
<b>Income</b>			
Rental income	5	10,616	11,114
Other income		150	-
Service charge income		3,025	2,697
Service charge expense		(3,025)	(2,697)
<b>Net rental income</b>		<b>10,766</b>	<b>11,114</b>
Administrative expenses	6	(2,830)	(1,188)
<b>Operating profit</b>		<b>7,936</b>	<b>9,926</b>
Finance expense	13	(5,141)	(5,158)
Change in fair value of interest rate swaps	14	2,282	(1,098)
Changes in fair value of investment properties	9	17,707	(20,565)
<b>Profit/(loss) and total comprehensive income/(loss) for the year</b>		<b>22,784</b>	<b>(16,895)</b>

There are no items of other comprehensive income. All amounts relate to continuing activities.

The notes on pages 10 to 29 form part of these financial statements.

# 10 GRESHAM STREET LIMITED LIABILITY PARTNERSHIP

## Statement of changes in equity for the year ended 31 December 2017

	Members capital £'000	Members Loans £'000	Revaluation Reserve £'000	Income Account £'000	Total £'000
<b>Balance at 31 December 2015</b>	<b>10</b>	<b>66,155</b>	<b>60,170</b>	<b>298</b>	<b>126,633</b>
Total comprehensive loss for the year	-	-	-	(16,895)	(16,895)
Income distribution paid	-	-	-	(4,820)	(4,820)
Transfer to revaluation reserve	-	-	(20,565)	20,565	-
Transfer of financial instrument fair value movements	-	-	(1,098)	1,098	-
<b>Balance at 31 December 2016</b>	<b>10</b>	<b>66,155</b>	<b>38,507</b>	<b>246</b>	<b>104,918</b>
Total comprehensive income for the year	-	-	-	22,784	22,784
Income distribution paid	-	-	-	(3,497)	(3,497)
Transfer to revaluation reserve	-	-	17,707	(17,707)	-
Transfer of financial instrument fair value movements	-	-	2,282	(2,282)	-
<b>Balance at 31 December 2017</b>	<b>10</b>	<b>66,155</b>	<b>58,496</b>	<b>(456)</b>	<b>124,205</b>

The notes on pages 10 to 29 form part of these financial statements.



# 10 GRESHAM STREET LIMITED LIABILITY PARTNERSHIP



## Statement of financial position as at 31 December 2017

	Note	2017 £'000	2016 £'000
<b>Assets:</b>			
<b>Non-current assets</b>			
Investment property	9	254,559	236,852
		<u>254,559</u>	<u>236,852</u>
<b>Current assets</b>			
Trade and other receivables	10	1,580	1,194
Cash and cash equivalents	11	4,002	4,418
		<u>5,582</u>	<u>5,612</u>
<b>Total assets</b>		<u>260,141</u>	<u>242,464</u>
<b>Equity and liabilities:</b>			
<b>Equity</b>			
Members capital	16	10	10
Members loans		66,155	66,155
Revaluation reserve		58,496	38,507
Income account		(456)	246
<b>Total equity</b>		124,205	104,918
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
Obligations under finance lease	15	9,789	9,789
Bank borrowings	13	119,455	119,092
<b>Current liabilities</b>			
Obligations under finance lease	15	519	519
Derivative financial instruments	14	2,608	4,890
Trade and other payables	12	3,565	3,256
<b>Total liabilities</b>		<u>135,936</u>	<u>137,546</u>
<b>Total equity and liabilities</b>		<u>260,141</u>	<u>242,464</u>

The Designated Members in accordance with the Limited Liability Partnership Agreement approved the financial statements on pages 6 to 29 and authorised them for issue on 8 February 2018.

Signed on behalf of the Designated Members.

  
  
**Director**  
Paul Le Gros Fiona Hurley

  
  
**Director**  
Paul Le Gros Fiona Hurley

The notes on pages 10 to 29 form part of these financial statements.

# 10 GRESHAM STREET LIMITED LIABILITY PARTNERSHIP

## Statement of cash flows for the year ended 31 December 2017

	Year Ended 31 December 2017 £'000	Year Ended 31 December 2016 £'000
<b>Cash flow from operating activities</b>		
Profit / (Loss) for the year before income tax	22,784	(16,895)
Adjustments for:		
Unrealised net (profit)/loss on fair value of investment property	(17,707)	20,565
Unrealised net (gain)/loss on fair value of interest rate swap	(2,282)	1,098
Finance expense	5,141	5,158
(Increase) in trade and other receivables	(386)	(267)
Increase/(decrease) in trade and other payables	312	(427)
<b>Net cash generated from operations</b>	<b>7,862</b>	<b>9,232</b>
<b>Cash flows from financing activities</b>		
Finance costs paid	(4,781)	(4,804)
Income distribution paid to Members	(3,497)	(4,820)
<b>Net cash used in financing activities</b>	<b>(8,278)</b>	<b>(9,624)</b>
<b>Net (decrease) in cash and cash equivalents</b>	<b>(416)</b>	<b>(392)</b>
Cash and cash equivalents at 1 January	4,418	4,810
<b>Cash and cash equivalents at 31 December</b>	<b>4,002</b>	<b>4,418</b>

The notes on pages 10 to 29 form part of these financial statements.

## **10 GRESHAM STREET LIMITED LIABILITY PARTNERSHIP**

### **Notes forming part of the financial statements for the year ended 31 December 2017**

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#### **1 Accounting policies**

##### **General information**

10 Gresham Street Limited Liability Partnership (the “LLP”) holds an investment property in London known as 10 Gresham Street.

The registered office of the LLP is Third Floor, One New Change, London, EC4M 9AF.

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

The financial statements are prepared on the historical cost basis except for investment property and certain financial assets and liabilities which have been measured at fair value.

The financial statements have been prepared on a going concern basis in accordance with International Financial Reporting Standards (IFRS) and International Financial Reporting Interpretation Committee (IFRIC) Interpretations as adopted by the EU and those parts of the Companies Act 2006 applicable to limited liability partnerships reporting under IFRS.

Amounts are rounded to the nearest thousand, unless otherwise stated.

The preparation of financial statements in compliance with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the accounting policies. The areas where significant judgments and estimates have been made in preparing the financial statements and their effect are disclosed in note 4.

##### **Going concern**

The LLP’s business activities and key uncertainties are set out in the Principal Activity and Business Review section of the Report of the Designated Members on page 1.

The Designated Members are of the belief that the LLP is expected to continue to generate positive cash flows on its own account for the foreseeable future bearing in mind the assets of the LLP and the anticipated rental income that will be received by the LLP. The Designated Members have a reasonable expectation that the LLP has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

##### **Functional and presentation currency**

Items included in the financial statements are measured using the currency of the primary economic environment in which the LLP operates (the ‘functional currency’). The financial statements are presented in pounds sterling, which is the LLP’s functional currency.

## 10 GRESHAM STREET LIMITED LIABILITY PARTNERSHIP

Notes forming part of the financial statements for the year ended 31 December 2017 (*Continued*)

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### 1 Accounting policies (*continued*)

#### **Revenue recognition**

Rental income receivable from operating leases, less the LLP's initial direct costs of entering into the leases, is recognised on a straight-line basis over the term of the lease, except for contingent rental income which is recognised when it arises.

Incentives for lessees to enter into lease agreements are spread evenly over the lease term, even if the payments are not made on such a basis. The lease term is the non-cancellable period of the lease together with any further term for which the tenant has the option to continue the lease, where, at the inception of the lease, the designated members are reasonably certain that the tenant will exercise that option.

Amounts received from tenants to terminate leases or to compensate for dilapidations are recognised in the profit or loss when they arise.

#### **Expense recognition**

Property operating expenses are accounted for on an accruals basis and any property operating expenses not recovered from tenants through service charges is charged to profit or loss as the Designated Members consider that the LLP acts as principal in this respect.

#### **Liabilities from leases**

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

At the inception of the finance lease, the liability to the lessor is included in the statement of financial position as a finance lease obligation, which is measured at the present value of minimum lease payments. A corresponding adjustment to the carrying value of the assets held under the finance lease is made such that considered together, the asset and the liability reflect a net measurement value equivalent to that of an analogous asset (e.g. investment property – at fair value; property, plant and equipment – costs less accumulated depreciation and accumulated impairment losses).

Minimum lease payments are apportioned between finance charges and the reduction of the outstanding liability. The finance charge shall be allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability. Finance charges are charged directly to the income statement, within the caption finance expenses.

The corresponding movement in the adjustment to the carrying value of the asset under finance lease passes through the fair value movements line in the income statement.

## 10 GRESHAM STREET LIMITED LIABILITY PARTNERSHIP

Notes forming part of the financial statements for the year ended 31 December 2017 *(Continued)*

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### 1 Accounting policies *(continued)*

#### **Distributions**

Distributions to the LLP's members are recognised as a liability in the financial statements in the period in which the distributions are approved.

#### **Interest**

Interest income and expenses are netted and recognised in profit or loss using the effective interest rate method.

#### **Expenses**

Expenses include management fees and other expenses. They are recognised as an expense in profit or loss in the period in which they are incurred (on an accruals basis).

#### **Taxation**

As a Limited Liability Partnership, taxable income and chargeable gains and losses are passed through to the individual partners. Accordingly no provision for income tax or corporation tax has been included in these financial statements.

#### **Other receivables**

Other receivables are stated at original invoice amount less a provision for any uncollectible amounts. An estimate for doubtful debts is made when collection of the full amount is no longer probable. Bad debts are written off when there is no possibility of recovery.

#### **Trade and other payables**

Liabilities are recognised for amounts to be paid in the future for goods or service received, whether billed by the supplier or not.

#### **Revaluation reserve**

The revaluation reserve is used by the LLP to record separately from the income account the cumulative retained earnings arising from the revaluation of investment property and financial instruments which are carried at fair value.

Such revaluation movements are transferred from the income account to the revaluation reserve through the statement of changes in equity.

## 10 GRESHAM STREET LIMITED LIABILITY PARTNERSHIP

Notes forming part of the financial statements for the year ended 31 December 2017 (*Continued*)

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### 1 Accounting policies (*continued*)

#### **Investment property**

Property that is held for long-term rental yields or for capital appreciation or both, is classified as investment property in accordance with IAS 40 'Investment Property.'

Investment property is measured initially at its cost, including related transaction costs, and thereafter is stated at fair value.

Fair values are based on active market prices, adjusted if necessary, for any difference in the nature, location or condition of the specific asset. If this information is not available, the LLP uses alternative valuation methods, such as recent prices on less active markets or discounted cash flow projections. The valuation was performed as at 31 December 2017 by an independent professional valuer who holds a recognised and relevant professional qualification and has recent experience in the location and category of the investment property being valued.

The fair value of the investment property is based on recognised valuation methodologies which may reflect, among other things, recent market transactions, rental income from current leases and assumptions about rental income from future leases in light of current market conditions. The fair value also reflects any cash outflows that could be expected in respect of the property. The assessed fair value is adjusted for lease incentives and head lease obligations which are recognised as a separate finance lease liability in the circumstances set out on page 11.

Subsequent expenditure is charged to the asset's carrying amount only when it is probable that future economic benefits associated with the item will flow to the LLP and the cost of the item can be reliably measured. All other repairs and maintenance costs are recognised in profit or loss during the financial period in which they are incurred.

Changes in fair value are recognised in profit or loss and presented in the statement of comprehensive income.

The LLP has entered into commercial property leases on its investment property as lessor. The LLP has determined, based on an evaluation of the terms and conditions of the arrangements, that it retains all the significant risks and rewards of ownership of the property and so accounts for these leases as operating leases.

This treatment, as regards the LLP's investment property, may be a departure from the requirements of the Companies Act concerning depreciation of fixed assets. However, this property is not held for consumption but for investment and the designated members consider that systematic annual depreciation would be inappropriate. The accounting policy adopted is therefore necessary for the accounts to give a true and fair view.

Investment property is derecognised when either they have been disposed of or when the investment property is permanently withdrawn from use and no future economic benefit is expected from its disposal. Any gains or losses on the retirement or disposal of an investment property are recognised in profit or loss in the year of retirement or disposal.

## 10 GRESHAM STREET LIMITED LIABILITY PARTNERSHIP

Notes forming part of the financial statements for the year ended 31 December 2017 (*Continued*)

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### 1 Accounting policies (*continued*)

#### **Financial instruments**

##### *Financial assets*

Financial assets are classified as financial assets at fair value through profit or loss, loans and receivables, held-to-maturity financial assets, and available-for-sale financial assets, as appropriate. The LLP determines the classification of its financial assets at initial recognition. When financial assets are recognised initially, they are measured at fair value, plus, in the case of investments not at fair value through profit or loss, directly attributable transaction costs.

Financial assets are derecognised only when the contractual rights to the cash flows from the financial assets expire or the LLP transfers substantially all risks and rewards of ownership.

Financial assets recognised in the statement of financial position as trade and other receivables are classified as loans and receivables. They are recognised at fair value and subsequently measured at amortised cost less provision for impairment. When a trade receivable is uncollectable it is written off against the allowance account for trade receivables. Subsequently recoveries of amounts previously written off are credited in profit or loss. The carrying amount of these assets approximates their fair value.

Cash and cash equivalents are also classified as loans and receivables. Cash and cash equivalents includes cash in hand, deposits held at call with banks and other short-term highly liquid investments with original maturities of three months or less. The carrying amount of these assets approximates their fair value.

##### *Financial liabilities*

Liabilities within the scope of IAS 39 are classified as financial liabilities at fair value through profit or loss or other liabilities, as appropriate. Financial liabilities at fair value through profit or loss comprise interest rate swaps whose fair value is negative as at the reporting date. A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

All loans and borrowings are classified as other liabilities. Initial recognition is at fair value less directly attributable transaction costs. After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using the effective interest method.

Financial liabilities included in trade and other payables are recognised initially at fair value and subsequently at amortised cost. The fair value of a non-interest bearing liability is its discounted repayment amount. If the due date of the liability is less than one year, discounting is omitted.

## 10 GRESHAM STREET LIMITED LIABILITY PARTNERSHIP

Notes forming part of the financial statements for the year ended 31 December 2017 (*Continued*)

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### 1 Accounting policies (*continued*)

#### *Measurement of fair values*

When measuring the fair value of an asset or a liability, the LLP uses market observable data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3: inputs for the asset or liability that are not based on observable market data.

If the inputs used to measure the fair value of an asset or a liability might be categorised in different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

#### **Members capital**

Members capital contributions are classified as equity when there is no obligation to transfer cash or other assets and they evidence a residual interest in the net assets of the LLP.

Member loans to the LLP by any Member are also classified as equity as they are interest-free and unsecured, have repayment rights equivalent to members capital and are repayable in proportion to the amount of the advance.

Distributions from the LLP are paid at the LLP's discretion in proportion to the Members loans and Members capital.

## 10 GRESHAM STREET LIMITED LIABILITY PARTNERSHIP

Notes forming part of the financial statements for the year ended 31 December 2017 *(Continued)*

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### 1 Accounting policies *(continued)*

#### **Adoption of new and revised IFRSs**

All relevant new standards, amendments and interpretation which have become effective during the year have been adopted in the preparation of these financial statements. However, none of these standards, amendments and interpretations have had a material impact on the LLP's accounting policies and disclosures.

#### **New standards, amendments to and interpretations of existing standards that are not yet effective and have not been adopted by the LLP early**

At the date of approval of these financial statements, standards and interpretations were issued by the International Accounting Standards Board which were not yet effective. The Members have estimated the effect of adopting the new standards as follows;

- IFRS 9 Financial Instruments, effective date 1 January 2018, is expected to impact the classification and measurement of financial assets to reflect the business model in which assets are managed and their cash flow characteristics. The LLP's preliminary assessment did not indicate any material impact if IFRS 9's requirements regarding the classification of financial liabilities were applied as at 31 December 2017 nor on its accounting for trade and other receivables and cash and cash equivalents that are managed on a fair value basis.
- IFRS 16 "Leases", effective from 1 January 2019, defines a lease as a contract that conveys to the customer ('lessee') the right to use an asset for a period of time in exchange for consideration. It introduces a single, on balance sheet lease accounting model. A lessee recognizes a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. Lessor accounting remains similar to the current standard - i.e. lessor continue to classify leases as finance or operating leases. As the LLP is already accounting for the headlease and the operating leases in this manner, the impact from adoption of the new standard has been assessed to be minimal.

Other standards which have been issued but not yet effective have no significant impact on the LLP's circumstances, and accordingly are not expected to impact future financial statements.

## 10 GRESHAM STREET LIMITED LIABILITY PARTNERSHIP

Notes forming part of the financial statements for the year ended 31 December 2017 (*Continued*)

### 2 Financial risk management

#### *Financial risk factors*

The LLP has exposure to the following risks from its use of financial instruments:

- credit risk
- liquidity risk
- market risk (including currency risk, interest rate risk and other price risk)

The members of the LLP review and agree policies for managing its risk exposure. The primary objectives of the financial risk management function are to establish risk limits, and then ensure that exposure to risks stays within these limits. The LLP's financial assets and financial liabilities comprise cash and cash equivalents, bank borrowing, interest rate swap derivatives, trade and other receivables and trade and other payables that arise directly from its operations. These policies are described below.

Whilst not a financial asset under the definition in note 1, the LLP provides relevant disclosures in respect of its investment property, as management consider that information to be of key interest to members.

#### *Credit risk*

Credit risk is the risk of financial loss to the LLP if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the LLP's receivables from tenants. The LLP has policies in place to ensure that rental contracts are entered into only with lessees with an appropriate credit history, but the LLP does not monitor the credit quality of receivables on an ongoing basis.

The LLP's maximum exposure to credit risk by class of financial asset is as follows:-

	2017 £'000	2016 £'000
Trade and other receivables	1,444	1,058
Cash and cash equivalents	4,002	4,418
	<u>5,446</u>	<u>5,476</u>

All amounts shown under debtors fall due for payment within one year.

The fair value of cash and cash equivalents at 31 December 2017 approximates the carrying value. Further details regarding cash and cash equivalents can be found in note 11. Cash risk is mitigated as cash and cash equivalents are held with reputable institutions. Per Standard and Poor's, the credit rating of the main banking counter-parties, Barclays and ANZ, are A and AA-, respectively.

## 10 GRESHAM STREET LIMITED LIABILITY PARTNERSHIP

Notes forming part of the financial statements for the year ended 31 December 2017 (*Continued*)

### 2 Financial risk management (*continued*)

#### *Financial risk factors (continued)*

##### *Credit risk (continued)*

With respect to credit risk arising from other financial assets of the LLP, which comprise of cash and other debtors, the LLP's exposure to credit risk arises from default of the counterparty with a maximum exposure equal to the carrying value of the instruments. There is no significant credit risk for the LLP. The default risk of tenants at the 10 Gresham Street property, from which rental income is derived, have been considered by the LLP and is believed to be remote based on the quality of tenants. The property manager monitors the timely collection of amounts due to the LLP on an ongoing basis.

##### *Liquidity risk*

Liquidity risk is the risk that the LLP will not be able to meet its financial obligations as they fall due. The LLP's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the LLP's position.

The LLP's liquidity position is monitored on a quarterly basis by management and is reviewed quarterly by the members.

	2017 £'000	2016 £'000
<b>Financial assets – due within one year</b>		
Trade and other receivables – maturity within one year	1,444	1,058
Cash and cash equivalents – maturity within one year	4,002	4,418
	<u>5,446</u>	<u>5,476</u>
<b>Financial liabilities – due after more than one year</b>		
Bank borrowings	119,455	119,092
Finance lease	9,789	9,789
	<u>129,244</u>	<u>128,881</u>
<b>Financial liabilities – due within one year</b>		
Finance lease	519	519
Trade and other payables – maturity within one year	1,095	872
Derivative instruments	2,608	4,890
	<u>4,222</u>	<u>6,281</u>

The debtors are current and none are deemed to be uncollectable. The LLP does not hold any significant collateral to secure its trade and other receivables.

Following the refinancing during 2014 the LLP's liabilities outweigh its current assets. However the members are comfortable with this due to the level of debt being significantly lower than the value of the property as at 31 December 2017 representing an LTV of 49% (2016: 53%)

## 10 GRESHAM STREET LIMITED LIABILITY PARTNERSHIP

Notes forming part of the financial statements for the year ended 31 December 2017 (*Continued*)

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### 2 Financial risk management (*continued*)

#### *Financial risk factors (continued)*

##### *Market risk*

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. The LLP's market risk arises from open positions in interest bearing assets and liabilities, to the extent that these are exposed to general and specific market movements.

##### a) Price risk

The LLP is exposed to property price and property rental risk and market risk with respect to financial instruments.

The LLP's investments comprise only of a direct property investment. The valuation of the investment property is subject to a number of estimates which are described in notes 4 and 9 and the entity is exposed directly to these assumptions used.

##### b) Cash flow and fair value interest rate risk

As at 31 December 2017, the LLP has no significant interest-bearing assets, its income and operating cash flows are substantially independent of market interest rate changes. The LLP's interest rate risk arises from long term borrowings. Borrowings issued at various rates expose the LLP to cash flow interest rate risk (see note 13).

The LLP has entered into floating rate to fixed rate interest rate swaps with the purpose of hedging interest rate risk exposure. As a result of the swaps, the LLP has fixed its cost of borrowing, accordingly a sensitivity analysis has been prepared for fair value movements only. The following table illustrates the sensitivity of valuation to a possible interest rate movement of +0.5% / -0.5 %.

	Equity +0.5%	Equity -0.5%
31 December 2017	892,946	(892,946)
31 December 2016	1,491,904	(1,491,904)

The LLP's cash flow and interest rate risk is monitored by management on a quarterly basis.

Trade and other receivables and payables are interest-free and have settlement dates within one year.

#### **Capital management**

The LLP considers its capital to comprise its members capital, loans and its accumulated retained earnings.

The objective when managing capital is to safeguard the LLP's ability to continue as a going concern in order to provide returns for the members.

## 10 GRESHAM STREET LIMITED LIABILITY PARTNERSHIP

Notes forming part of the financial statements for the year ended 31 December 2017 (*Continued*)

### 2 Financial risk management (*continued*)

#### *Financial risk factors (continued)*

#### **Fair value of financial assets and liabilities**

The amounts recorded on the statement of financial position represent the members' best estimate of the fair values attributable to financial assets and liabilities.

#### **Categorisation of financial assets and financial liabilities**

	2017 £'000	2016 £'000	2017 £'000	2016 £'000
<i>Assets</i>	<b>Loans and receivables measured at amortised cost</b>			
Trade and other receivables	1,444	1,058		
Cash and cash equivalents	4,002	4,418		
	<u>5,446</u>	<u>5,476</u>		
<i>Liabilities</i>	<b>Other financial liabilities measured at amortised cost</b>		<b>Financial liabilities measured at fair value through profit or loss</b>	
Bank borrowings	119,455	119,092	-	-
Derivative instruments	-	-	2,608	4,890
Trade and other payables	1,095	872	-	-
Obligation under finance lease	10,308	10,308	-	-
	<u>130,858</u>	<u>130,272</u>	<u>2,608</u>	<u>4,890</u>

## 10 GRESHAM STREET LIMITED LIABILITY PARTNERSHIP

Notes forming part of the financial statements for the year ended 31 December 2017 (*Continued*)

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### 3 Segmental analysis

The LLP's operations are carried out solely in the UK. The results and net assets of the LLP are derived from its investment in a commercial investment property.

### 4 Critical accounting judgments and key sources of estimation uncertainty

Estimates and judgments are continually evaluated and are based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. No critical accounting judgments have been made in applying the LLP's accounting policies. However, the following balances include estimation uncertainty:

#### *Fair value of investment property*

The fair value of investment property is determined by an independent real estate valuation expert using recognised valuation techniques. The Members employed professional valuers Knight Frank LLP to perform a valuation of the investment property using Royal Institute of Chartered Surveyors ("RICS") valuation standards. In arriving at their estimates of market values as at 31 December 2017 and 31 December 2016, the valuers used their market knowledge and professional judgement and did not rely solely on comparable historic transactions. In these circumstances, there was a greater degree of uncertainty than which exists in a more active market in estimating the market values of investment property. Whilst the valuation represents the best estimation of fair value at the reporting date, the actual price achieved, should the investment property be sold, may be higher or lower than the most recent valuation.

The significant methods and assumptions used by the valuers in estimating the fair value of investment property are set out in note 9.

#### *Fair value of interest rate derivatives*

The fair values of interest rate swaps have been calculated and provided by the relevant counterparty banks using recognised valuation techniques. The significant methods and assumptions used by the counterparties in calculating the fair values are set out in note 14.

## 10 GRESHAM STREET LIMITED LIABILITY PARTNERSHIP

Notes forming part of the financial statements for the year ended 31 December 2017 *(Continued)*

<b>5</b>	<b>Rental income</b>	<b>2017 £'000</b>	<b>2016 £'000</b>
	10 Gresham Street	<u>10,616</u>	<u>11,114</u>
<b>6</b>	<b>Administrative expenses</b>	<b>2017 £'000</b>	<b>2016 £'000</b>
	Management fees	1,225	1,138
	Management performance fees	961	0
	Professional fees payable and other property outgoings	619	22
	Valuation fees	14	16
	Audit fees	<u>11</u>	<u>12</u>
		<u>2,830</u>	<u>1,188</u>

The Management fees relate to the provision of certain asset and advisory management services in respect of the property.

### 7 Employees

The LLP has no employees.

### 8 Operating Lease – The LLP as Lessor

The LLP has entered into leases on its investment property. The rental agreements include clauses to enable periodic upward revision of the rental charges according to the prevailing market conditions.

Future minimum rentals receivable under non-cancellable operating leases are as follows:

	<b>2017 £'000</b>	<b>2016 £'000</b>
Within 1 year	11,775	11,199
After 1 year, but not more than 5 years	38,343	41,610
More than 5 years	<u>0</u>	<u>11,902</u>
	<u>50,118</u>	<u>64,711</u>

The property is multi-tenanted on effective full repairing and insuring terms with lease expiries between 2018 and 2022 as detailed below;

Various Floors – Lloyds, leases expire 17 August 2022  
5th Floor – Mondrian, leases expire 15 February 2021  
6th & 7th Floors – Milbank, leases expire 13 March 2021

## 10 GRESHAM STREET LIMITED LIABILITY PARTNERSHIP

Notes forming part of the financial statements for the year ended 31 December 2017 (*Continued*)

### 9 Investment property

	2017 £'000	2016 £'000
At start of year	236,852	257,417
Change in fair value	17,707	(20,565)
Balance at end of year	254,559	236,852

The investment property held by the LLP is a long leasehold (until 2164) commercial property at 10 Gresham Street, London.

The carrying value of investment properties reconciles to the independently appraised Market Value at 31 December as follows:

	2017 £'000	2016 £'000
Appraised Value	245,000	227,500
Lease Incentive	(749)	(956)
Valuation of assets held under finance leases	10,308	10,308
Balance at end of year	254,559	236,852

The lease incentives relating to rent free periods of £749,326 (2016: £956,547) as at 31 December 2017 have been netted against the fair value of the property to avoid double counting.

#### *Measurement of fair value*

The fair value of investment property was determined as at 31 December 2017 by external, independent property valuers, Knight Frank LLP, having appropriate recognised professional qualifications and recent experience in the location and category of the property being valued. The independent valuers provide the fair value of this property on an annual basis.

The valuers reports are based on:

- information provided by the LLP, such as current rents, terms and conditions of lease agreements, service charges, and capital expenditure. This information is derived from reports provided by the LLP's property manager; and
- assumptions and valuation models used by the valuers. The assumptions are typically market related, as outlined below. The selection of market related assumptions are based on the valuers professional judgment and market observations.

## 10 GRESHAM STREET LIMITED LIABILITY PARTNERSHIP

Notes forming part of the financial statements for the year ended 31 December 2017 *(Continued)*

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### 9 Investment property *(continued)*

The information provided to the valuers, and the assumptions and the valuation models used by the valuers, are reviewed by the property manager and the Designated Members. This includes a review of fair value movements over the period.

When the Designated Members consider that the valuation report is appropriate, the resulting valuation is adopted as the investment property's fair value in the financial statements.

The fair value measurement for investment property of £245 million has been categorised as a Level 3 fair value based on the inputs to the valuation technique used (see Note 4). The valuation method used reflects the yield methodology using market rental values capitalised with a capitalisation rate based on available market transaction data.

The valuation is based on a net initial yield of 4.31% (2016: 4.84%), a nominal equivalent yield of 4.62% (2016: 4.89%) and market value per sq ft of £943 (2016: £869). Other assumptions, used in both the 2016 and 2017 valuations, include a purchasers' costs assumption of 3.2%, comprising a special assumption of stamp duty land tax of 2% and other costs of 1.2%. The valuation does not take into account the possible impact on fair value of a purchaser incurring a different level of costs upon acquisition.

The relationship between the significant unobservable inputs used and the fair value measurement of the investment property is as follows:

- A decrease in the estimated annual rent, including the effect of voids and rent free periods, will decrease the fair value; and
- An increase in the initial yield or discount rate will decrease the fair value.

The above assumptions are interrelated as they are partially determined by reference to a limited pool of observable market transaction data.

## 10 GRESHAM STREET LIMITED LIABILITY PARTNERSHIP

Notes forming part of the financial statements for the year ended 31 December 2017 *(Continued)*

### 10 Trade and other receivables

	2017 £'000	2016 £'000
<b>Amounts falling due within one year:</b>		
Trade debtors	635	40
Trade debtors – lease incentives	749	956
Other debtors	60	60
Prepayments	136	138
	<u>1,580</u>	<u>1,194</u>

The debtors are current and none are deemed to be uncollectable.

### 11 Cash and cash equivalents

	2017 £'000	2016 £'000
Cash held at bank and by property agent	4,002	4,418
	<u>4,002</u>	<u>4,418</u>

The above cash balance includes £1,062,252 held on a Debt Service Reserve Account (DSRA) upon which a balance at least equivalent to 3 month's loan interest and swap charges is maintained.

### 12 Trade and other payables

	2017 £'000	2016 £'000
<b>Current liabilities:</b>		
<b>Trade and other payables</b>		
Other creditors	551	492
Accruals	544	380
Deferred income	2,470	2,384
	<u>3,565</u>	<u>3,256</u>

Deferred income represents the balance of rental income received in advance of the year-end in respect of the rental quarter ending 24 March 2018.

## 10 GRESHAM STREET LIMITED LIABILITY PARTNERSHIP

Notes forming part of the financial statements for the year ended 31 December 2017 *(Continued)*

### 13 Bank Borrowings

	2017 £'000	2016 £'000
Bank borrowing	120,000	120,000
Unamortised loan costs	(545)	(908)
	<u>119,455</u>	<u>119,092</u>

On 9 June 2014 10 Gresham Street LLP entered in to a Facility Agreement for £120,000,000 with a syndicate of banks namely, Australia and New Zealand Banking Group Limited (ANZ), DBS Bank Ltd, Scotia Bank Europe Plc, Mizuho Bank Ltd and United Overseas Bank Limited ("the syndicate").

The Group entered into the Facility Agreement exclusively for the proportional financing of the property held, with the issued units in the LLP and ultimately the property being the security for the facility.

#### Loan terms and financial covenant information

Terms	Loan to Value Covenant	Loan to value 31 Dec 2017	Interest rate cover Covenant	Interest rate cover 31 Dec 2017
Interest of LIBOR + 1.35%	Max 65%	49%	130%	185%
Terms	Loan to Value Covenant	Loan to value 31 Dec 2016	Interest rate cover Covenant	Interest rate cover 31 Dec 2016
Interest of LIBOR + 1.35%	Max 65%	53%	130%	261%
Repayment date: 7 June 2019				

The loan facility runs for a 5 year period, maturing on 7 June 2019, with repayment due in one single payment on that date.

Total cost of servicing these loans for the period ended 31 December 2017 was £4,216,174 (2016: £4,255,608), with £150,657 accrued but unpaid as at 31 December 2017 (2016: £152,896).

Other finance expenses include ground rent £548,004 (2016: £528,004), refinancing costs £379,050 (2016: £379,050) and bank interest received £2,400 (2016: £4,629).

## 10 GRESHAM STREET LIMITED LIABILITY PARTNERSHIP

### Notes forming part of the financial statements for the year ended 31 December 2017 (Continued)

For the purposes of limiting interest rate exposure the Trust has entered into an interest rate swap with the following institutions:

Institution	Effective and Expiry dates	Notional Amount	Fixed Rate	Recurring Variable rate
ANZ	16 June 2014 7 June 2019	72,195,122	3.525%	LIBOR +1.35%
DBS Bank Ltd	16 June 2014 7 June 2019	19,512,195	3.525%	LIBOR +1.35%
Scotia Bank Europe Plc	16 June 2014 7 June 2019	16,097,561	3.525%	LIBOR +1.35%
United Overseas Bank Limited	16 June 2014 7 June 2019	12,195,122	3.525%	LIBOR +1.35%
		<u>120,000,000</u>		

Please refer to note 14 for further information relating to these interest rate swaps.

#### 14 Derivative financial instruments

	2017 £'000	2016 £'000
Interest rate swaps	<u>(2,608)</u>	<u>(4,890)</u>

The interest rate swaps are in relation to the loan amount borrowed from a syndicate of banks referred to in note 13 above.

The interest rate swaps are settled on a quarterly basis. The floating rate in the interest rate swaps is three months LIBOR +1.35%. The difference between fixed and floating interest rate is settled on a net basis. The swaps currently in place are due to be settled on 7 June 2019.

Payments to and receipts from the swap counterparty are recognised net in the statement of comprehensive income on an accruals basis under finance expense. The swap interest accruals are recognised on a net basis in the statement of financial position.

The fair value measurement for the interest rate swaps of £2,607,835 liability (2016: £4,890,325 liability) has been categorised as level 2 fair value based on the inputs to the valuation technique used being observable (see note 4). As advised by the swap counterparty fair value was determined using discounted cash flow methods based on forward market rates of interest at close of business on 31 December 2017. Gains and losses are recognised in the profit or loss.

## 10 GRESHAM STREET LIMITED LIABILITY PARTNERSHIP

Notes forming part of the financial statements for the year ended 31 December 2017 (Continued)

### 15 Obligations under finance lease

The investment property headlease includes terms of renewal but no purchase options and escalation clauses, the lease is due to expire in 2164. Renewals are at the option of the lessee. Future minimum lease payments under the finance lease are as follows:

	2017 £'000	2016 £'000
Future minimum payments due:		
Not later than one year	547	547
After one year but not more than five years	2,186	2,186
After five years	77,201	77,747
	<u>79,934</u>	<u>80,480</u>
Less: finance charges allocated to future periods	(69,626)	(70,172)
Present value of minimum lease payments	<u>10,308</u>	<u>10,308</u>

The present value of minimum lease payments is analysed as follows:

Not later than one year	519	519
After one year but not more than five years	1,925	1,925
After five years	7,864	7,864
	<u>10,308</u>	<u>10,308</u>

The amount recognised as an expense in the year in respect of contingent rental is nil (2016: £Nil).

### 16 Members capital

Members	2017 £	2016 £
10 Gresham Street Unit Trust	9,997	9,997
Prima Harta Jersey Ltd	4	4
	<u>10,001</u>	<u>10,001</u>

The Members capital contribution is in proportion to each Member's interest. Under the Limited Liability Partnership Agreement no further capital is required to be injected and no interest is payable on this capital.

The Designated Members of 10 Gresham Street LLP are Prima Harta Jersey Ltd, TMF Channel Islands Limited and TMF Charitable Trustee Limited, or any permitted successors in title to their respective Partnership Interests.

Repayment of a member's capital may only be carried out with the prior amendment of Designated Members.

## **10 GRESHAM STREET LIMITED LIABILITY PARTNERSHIP**

**Notes forming part of the financial statements for the year ended to 31 December 2017 *(Continued)***

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### **17 Distributions**

The distributions payable in the period were £3,497,080 (2016: £4,820,000). As at the balance sheet date no distributions remained unpaid.

### **18 Controlling party**

The LLP's ultimate controlling party is Kumpulan Wang Persaraan Diperbadankan, Level 8, Menara, Yayasan Tun Razak, 200, Jalan Bukit Bintang, 55100 Kuala Lumpur, Malaysia.

### **19 Related party transactions**

There were no related party transactions during the year.

### **20 Post balance sheet events**

At the date of approval of these financial statements there were no significant post balance sheet events to note.