COMPANY REGISTRATION NUMBER: 2235573

Hawksworth Securities Plc Financial Statements 31 March 2018



HOLLINGDALE POOLEY

Chartered accountant & statutory auditor
Bramford House
23 Westfield Park
Clifton
Bristol
BS6 6LT

Financial Statements

Year ended 31 March 2018

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Strategic Report

Year ended 31 March 2018

Fair review of the business

Developments within the year and future plans

On 29 March 2018 there was a significant restructure of the group, with the eventual outcome being that the company has now been removed from the group and is now controlled by Hawksworth Limited.

In respect of the group's development site in Peterborough, outline planning consent was granted by Peterborough City Council on 2 October 2015 for a mixed use development.

Following the Group Reconstruction which included the transfer of properties within the Group, the values attributed to the properties in this company have changed. The directors remain very confident about the prospects in Peterborough and are submitting a revised planning application.

The company remains committed in delivering a mixed use development on the North Westgate site, with potential completion between 2021/22.

Principal risks and uncertainties

Tenant failure - the company keeps the tenant base under review at all times and endeavours to maintain good relationships with all tenants. This, in turn minimises the risk of a surprise exposure to credit and cash flow risks.

Interest rate changes - the company's principal borrowings are charged at a fixed margin of 3.38% over base. The company manages the associated liquidity risk by ensuring that sufficient funds are available to meet quarterly payments.

Significant reversal of commercial and residential property values on a national scale - this is a risk common to all businesses which own land for development. Significant changes in the market could cause viability issues with the development project in North Westgate, Peterborough.

Financial instruments

The company's activities expose it to a number of financial risks including price risk, credit risk, and cash flow and liquidity risk:

Price risk - the company's leases all include provision for regular upwards only rent reviews, thus minimising the company's exposure to price risk.

Credit risk - the existing tenant base is kept under constant review and new customer accounts are credit checked in line with credit insurance guidelines.

Liquidity risk - in order to maintain liquidity, the company uses medium term finance to ensure that sufficient funds are available for ongoing operations and future developments.

Cash flow risk - the company holds long term tenancy agreements with tenants and receives rent quarterly and monthly in advance, therefore minimising cash flow risk.

This report was approved by the board of directors on board by:

Brail

21/8/2018

n Breach.

..... and signed on behalf of the

Mr PJF Breach

Director

Mrs J. Breach Director

Registered office:

First Floor 7 Park Street

/ Park Street

Bristol

BS1 5NF

Directors' Report

Year ended 31 March 2018

The directors present their report and the financial statements of the company for the year ended 31 March 2018.

Directors

The directors who served the company during the year were as follows:

Mr PJF Breach Mrs J. Breach Mr CAT Breach Mr HWF Breach Mr ARL Breach Mr NCR Clements

Mrs PJ Douglas

(Resigned 29 March 2018) (Resigned 29 March 2018)

Dividends

The directors do not recommend the payment of a dividend.

Future developments

Future developments are set out in the Strategic Report.

Financial instruments

Financial Instrument risk is set out in the Strategic Report.

Directors' responsibilities statement

The directors are responsible for preparing the strategic report, directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and the profit or loss of the company for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Directors' Report (continued)

Year ended 31 March 2018

Auditor

Each of the persons who is a director at the date of approval of this report confirms that:

- so far as they are aware, there is no relevant audit information of which the company's auditor is unaware; and
- they have taken all steps that they ought to have taken as a director to make themselves aware
 of any relevant audit information and to establish that the company's auditor is aware of that
 information.

This report was approved by the board of directors on 21/8/2018 and signed on behalf of the board by:

| Joan Breach |

Mr PJF Breach Director

Registered office: First Floor 7 Park Street Bristol BS1 5NF Mrs J. Breach Director

Independent Auditor's Report to the Members of Hawksworth Securities Plc

Year ended 31 March 2018

Opinion

We have audited the financial statements of Hawksworth Securities Plc (the 'company') for the year ended 31 March 2018 which comprise the statement of income and retained earnings, statement of financial position, statement of cash flows and the related notes, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with chapter 3 of part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an 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.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2018 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
- have been prepared in accordance with the requirements of the Companies Act 2006.

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 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

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties
 that may cast significant doubt about the company's ability to continue to adopt the going concern
 basis of accounting for a period of at least twelve months from the date when the financial
 statements are authorised for issue.

Independent Auditor's Report to the Members of Hawksworth Securities Plc (continued)

Year ended 31 March 2018

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. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, 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 audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. 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.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, 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.

Independent Auditor's Report to the Members of Hawksworth Securities Plc (continued)

Year ended 31 March 2018

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.

As part of an audit in accordance with ISAs (UK), we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit
 procedures that are appropriate in the circumstances, but not for the purpose of expressing an
 opinion on the effectiveness of the internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Mark Pooley, #CA (Senior Statutory Auditor)

For and on behalf of

Hollingdale Pooley

Chartered accountant & statutory auditor

Bramford House

23 Westfield Park

Clifton

Bristol

BS6 6LT

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29/8/18

Hawksworth Securities Plc Statement of Income and Retained Earnings

Year ended 31 March 2018

Turnover	Note 4	2018 £ 255,397	2017 £ 277,048
Cost of sales		1,263,460	_
Gross (loss)/profit		(1,008,063)	277,048
Administrative expenses		98,969	105,189
Operating (loss)/profit	5	(1,107,032)	171,859
Other interest receivable and similar income Interest payable and similar expenses	6 7	14,327	689 49,317
(Loss)/profit before taxation		(1,121,359)	123,231
Tax on (loss)/profit	8	(14,512)	42,544
(Loss)/profit for the financial year and total comprehensive inco	me	(1,106,847)	80,687
Retained earnings at the start of the year		996,885	916,198
Retained (losses)/earnings at the end of the year		(109,962)	996,885

All the activities of the company are from continuing operations.

Statement of Financial Position

31 March 2018

Fired cooks	Note	2018 £	2017 £
Fixed assets Investments	9	6,565	1,876,565
Current assets Stocks Debtors Cash at bank and in hand	10 11	3,720,000 1,948,615 1,169,158 6,837,773	4,965,897 48,644 93,998
Creditors: amounts falling due within one year	12	5,805,300	4,489,083
Net current assets		1,032,473	619,456
Total assets less current liabilities		1,039,038	2,496,021
Creditors: amounts falling due after more than one year	13		350,136
Net assets		1,039,038	2,145,885
Capital and reserves Called up share capital Capital redemption reserve Profit and loss account	14 15 15	1,063,000 86,000 (109,962)	1,063,000 86,000 996,885
Shareholders funds		1,039,038	2,145,885

These financial statements were approved by the board of directors and authorised for issue on 21/2/20.13, and are signed on behalf of the board by:

Mr PJF Breach Director

Company registration number: 2235573

Statement of Cash Flows

Year ended 31 March 2018

	2018 £	2017 £
Cash flows from operating activities (Loss)/profit for the financial year	(1,106,847)	80,687
Adjustments for: Other interest receivable and similar income Interest payable and similar expenses Tax on (loss)/profit Accrued (income)/expenses	- 14,327 (14,512) (1,427)	(689) 49,317 42,544 32,528
Changes in: Stocks Trade and other debtors Trade and other creditors	1,245,897 26,867 4,596	41,210 237,607 (78,074)
Cash generated from operations	168,901	405,130
Interest paid Interest received Tax paid	(14,327) - (28,032)	(49,317) 689 (36,677)
Net cash from operating activities	126,542	319,825
Cash flows from investing activities Proceeds from sale of subsidiaries Purchases of other investments Increase in investment debtors	1,870,000 - (1,895,000)	(6,565) —
Net cash used in investing activities	(25,000)	(6,565)
Cash flows from financing activities Proceeds from borrowings Proceeds from loans from group undertakings	(65,521) 1,039,139	35,117 (293,042)
Net cash from/(used in) financing activities	973,618	(257,925)
Net increase in cash and cash equivalents Cash and cash equivalents at beginning of year	1,075,160 93,998	55,335 38,663 ——
Cash and cash equivalents at end of year	1,169,158	93,998

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

Notes to the Financial Statements

Year ended 31 March 2018

1. General information

The company is a private company limited by shares, registered in England and Wales. The address of the registered office is First Floor, 7 Park Street, Bristol, BS1 5NF.

2. Statement of compliance

These financial statements have been prepared in compliance with FRS 102, 'The Financial Reporting Standard applicable in the UK and the Republic of Ireland'.

3. Accounting policies

Basis of preparation

The financial statements have been prepared on the historical cost basis, as modified by the revaluation of certain financial assets and liabilities and investment properties measured at fair value through profit or loss.

The financial statements are prepared in sterling, which is the functional currency of the entity.

Judgements and key sources of estimation uncertainty

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported. These estimates and judgements are continually reviewed and are based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Revenue recognition

Turnover represents rents due on the company land portfolio in line with the terms of the lease net of VAT.

Income tax

The taxation expense represents the aggregate amount of current and deferred tax recognised in the reporting period. Tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, tax is recognised in other comprehensive income or directly in equity, respectively.

Current tax is recognised on taxable profit for the current and past periods. Current tax is measured at the amounts of tax expected to pay or recover using the tax rates and laws that have been enacted or substantively enacted at the reporting date.

Deferred tax is recognised in respect of all timing differences at the reporting date. Unrelieved tax losses and other deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted by the reporting date that are expected to apply to the reversal of the timing difference.

Investments

Fixed asset investments are initially recorded at cost, and subsequently stated at cost less any accumulated impairment losses.

Listed investments are measured at fair value with changes in fair value being recognised in profit or loss.

Notes to the Financial Statements (continued)

Year ended 31 March 2018

3. Accounting policies (continued)

Impairment of fixed assets

A review for indicators of impairment is carried out at each reporting date, with the recoverable amount being estimated where such indicators exist. Where the carrying value exceeds the recoverable amount, the asset is impaired accordingly. Prior impairments are also reviewed for possible reversal at each reporting date.

For the purposes of impairment testing, when it is not possible to estimate the recoverable amount of an individual asset, an estimate is made of the recoverable amount of the cash-generating unit to which the asset belongs. The cash-generating unit is the smallest identifiable group of assets that includes the asset and generates cash inflows that largely independent of the cash inflows from other assets or groups of assets.

For impairment testing of goodwill, the goodwill acquired in a business combination is, from the acquisition date, allocated to each of the cash-generating units that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the company are assigned to those units.

Stocks

Stocks are measured at the lower of cost and estimated selling price less costs to complete and sell. Cost includes all costs of purchase, costs of conversion and other costs incurred in bringing the stock to its present location and condition.

Financial instruments

A financial asset or a financial liability is recognised only when the company becomes a party to the contractual provisions of the instrument.

Basic financial instruments are initially recognised at the transaction price, unless the arrangement constitutes a financing transaction, where it is recognised at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Debt instruments are subsequently measured at amortised cost.

Where investments in non-convertible preference shares and non-puttable ordinary shares or preference shares are publicly traded or their fair value can otherwise be measured reliably, the investment is subsequently measured at fair value with changes in fair value recognised in profit or loss. All other such investments are subsequently measured at cost less impairment.

Other financial instruments, including derivatives, are initially recognised at fair value, unless payment for an asset is deferred beyond normal business terms or financed at a rate of interest that is not a market rate, in which case the asset is measured at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Other financial instruments are subsequently measured at fair value, with any changes recognised in profit or loss, with the exception of hedging instruments in a designated hedging relationship.

Financial assets that are measured at cost or amortised cost are reviewed for objective evidence of impairment at the end of each reporting date. If there is objective evidence of impairment, an impairment loss is recognised in profit or loss immediately.

For all equity instruments regardless of significance, and other financial assets that are individually significant, these are assessed individually for impairment. Other financial assets are either assessed individually or grouped on the basis of similar credit risk characteristics.

Notes to the Financial Statements (continued)

Year ended 31 March 2018

3. Accounting policies (continued)

Financial instruments (continued)

Any reversals of impairment are recognised in profit or loss immediately, to the extent that the reversal does not result in a carrying amount of the financial asset that exceeds what the carrying amount would have been had the impairment not previously been recognised.

4. Turnover

Turnover arises from:		
	2018	2017
	£	£
Rental income	255,397	277,048

The whole of the turnover is attributable to the principal activity of the company wholly undertaken in the United Kingdom.

5. Operating profit

	Operating profit or loss is stated after charging:	2018	2017
	Fees payable for the audit of the financial statements	£ 3,763	£ 3,786
6.	Other interest receivable and similar income		
	Interest on cash and cash equivalents	2018 £ 	2017 £ 689
7.	Interest payable and similar expenses		
		2018 £	2017 £
	Interest on banks loans and overdrafts Interest due to group undertakings	14,327 —	14,317 35,000
		14,327	49,317
8.	Tax on (loss)/profit		
	Major components of tax (income)/expense		
		2018 £	2017 £
	Current tax: UK current tax expense Adjustments in respect of prior periods	_ (14,512)	42,544 _
	Total current tax	(14,512) (14,512)	42,544
	Tax on (loss)/profit	<u>====</u> (14,512)	42,544

Notes to the Financial Statements (continued)

Year ended 31 March 2018

8. Tax on (loss)/profit (continued)

Reconciliation of tax (income)/expense

The tax assessed on the loss on ordinary activities for the year is higher than (2017: higher than) the standard rate of corporation tax in the UK of 19% (2017: 20%).

	2018 £	2017 £
(Loss)/profit on ordinary activities before taxation	(<u>1,121,359</u>)	123,231
(Loss)/profit on ordinary activities by rate of tax	(213,059)	24,646
Effect of expenses not deductible for tax purposes	13,679	3,386
Utilisation of tax losses	199,380	_
Other adjustment	(14,512)	14,512
Tax on (loss)/profit	(14,512)	42,544

9. Investments

	Shares in group undertakings £	Other investments other than loans	Total £
Cost At 1 April 2017 Disposals	1,870,000 (1,870,000)	6,565 	1,876,565 (1,870,000)
At 31 March 2018		6,565	6,565
Impairment At 1 April 2017 and 31 March 2018			_
Carrying amount At 31 March 2018	_	6,565	6,565
At 31 March 2017	1,870,000	6,565	1,876,565

The company sold its wholly owned subsidiary Ringable Limited for cost on 29 March 2018, no interest has been retained in Ringable Limited.

10. Stocks

	2018	2017
	£	£
Work in progress	3,720,000	4,965,897

Notes to the Financial Statements (continued)

Year ended 31 March 2018

11.	Debtors				
				2018	2017
				£	£
	Trade debtors			2,031	2,851
	Amounts owed by undertakings in which	the company h	as a		
	participating interest			11,995	11,995
	Prepayments and accrued income			31,993	132
	Other debtors			1,902,596	33,666
				1,948,615	48,644
12.	Creditors: amounts falling due within	one year			
				2018	2017
			•	£	£
	Bank loans and overdrafts			350,299	65,684
	Trade creditors			29,319	23,999
	Amounts owed to group undertakings			_	4,234,631
	Accruals and deferred income			72,280	41,869
	Corporation tax			_	42,544
	Social security and other taxes			16,483	25,556
	Rents in advance		•	54,250	54,800
	Other creditors			5,282,669	
				5,805,300	4,489,083
13.	Creditors: amounts falling due after me	ore than one y	/ear		
	•	•	•	2018	2017
				2016 £	2017 £
	Bank loans and overdrafts				350,136
14.	Called up share capital				
	Issued, called up and fully paid				
		2018	3	2017	7
		No.	£	No.	£
	Ordinary shares of £1 each	1,063,000	1,063,000	1,063,000	1,063,000

15. Reserves

Capital redemption reserve - This reserve records the nominal value of shares repurchased by the company.

Profit and loss account - This reserve records retained earnings and accumulated losses.

Notes to the Financial Statements (continued)

Year ended 31 March 2018

16. Related party transactions

PJB Property Company Limited

The company is under common control of Mr P Breach and his family.

At the year end the balancing owing to Hawksworth Securities Plc is £1,895,000 (2017 - Nil), movement in the year was total loan provided of £1,895,000. The loan is interest free.

Principality Holdings Limited

The company is under common control of Mr P Breach and his family.

At the year end the balancing owed to Principality Holdings is £5,273,770 (2017 - 4,234,631), movement in the year was total loan provided of £2,274,418 and repayments made by the company of £1,235,279.

The loan is interest free (2017 - £35,000 interest charged)

In the previous year a management fee of £35,000 was charged from Principality Holdings Limited to the company, no management charge was made in the year to 31 March 2018.

17. Controlling party

The company is controlled by Hawksworth Limited(company number 11136746), a company registered in England & Wales, registered office 7 Park Street, Bristol, BS1 5NF United Kingdom.

Hawksworth Limited acquired the company on 29 March 2018.