

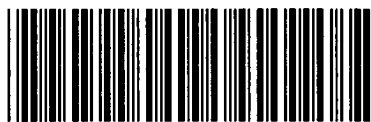
Registration number: 02037400

Exchange Square Management Limited

Annual Report and Financial Statements

for the Year Ended 31 March 2019

WEDNESDAY



L8KJRN9E

LD3

18/12/2019

#313

COMPANIES HOUSE

Exchange Square Management Limited

Contents

Strategic Report	1 to 2
Directors' Report	3 to 4
Independent Auditors' Report	5 to 7
Profit and Loss Account	8
Statement of Comprehensive Income	9
Balance Sheet	10
Statement of Changes in Equity	11
Notes to the Financial Statements	12 to 17

Exchange Square Management Limited

Strategic Report for the Year Ended 31 March 2019

The directors present their Strategic Report for the year ended 31 March 2019.

Business review and principal activities

Exchange Square Management Limited ("the company") is an indirect subsidiary of Broadgate REIT Limited and operates as a constituent of Broadgate REIT Limited ("the group"). Broadgate REIT Limited operates as a joint venture between Euro Bluebell LLP, an affiliate of GIC, Singapore's sovereign wealth fund, and BL Bluebutton 2014 Limited, a wholly owned subsidiary of The British Land Company PLC.

The company's principal activity is the provision of property management services in the United Kingdom (UK).

As shown in the company's Profit and Loss Account on page 8, the company's turnover of £1,716,412 has increased by £126,412 compared with turnover of £1,590,000 in the prior year.

Result before taxation is £nil compared to a result before taxation of £nil in the prior year.

Dividends of £nil (2018: £nil) were paid in the year.

The Balance Sheet on page 10 shows that the company's financial position at the year end has, in net assets terms, remained consistent compared with the prior year.

The company is a subsidiary of Broadgate REIT Limited. The company's strategy is the same as the group's strategy to deliver an above average annualised total return to shareholders, which is achieved by creating attractive environments in the right places focused around the people who work, shop and live in them.

The Board of the group uses total return, to monitor the performance of the group. This is a measure of growth in total equity per share, adding back any current year dividend.

The expected future developments of the company are determined by the strategy of the group.

For more information also see Broadgate REIT Limited group annual report.

The performance of the group, which includes the company, is discussed in the group's annual report which does not form part of this report.

Principal risks and uncertainties

This company is part of a large property investment group. As such, the fundamental underlying risks for this company are those of the property group as discussed below.

The group generates returns to shareholders through long-term investment decisions requiring the evaluation of opportunities arising in the following areas:

Exchange Square Management Limited

Strategic Report for the Year Ended 31 March 2019 (continued)

- demand for space from occupiers against available supply;
- identification and execution of investment and development strategies which are value enhancing;
- availability of financing or refinancing at an acceptable cost;
- economic cycles, including their impact on tenant covenant quality, interest rates, inflation and property values;
- legislative changes, including planning consents and taxation;
- engagement of development contractors with strong covenants;
- key staff changes; and
- environmental and health and safety policies.


These opportunities also represent risks, the most significant being change to the value of the property portfolio. This risk has high visibility to directors and is considered and managed on a continuous basis. Directors use their knowledge and experience to knowingly accept a measured degree of market risk.

The group's preference for prime assets and their secure long term contracted rental income, primarily with upward only rent review clauses, presents lower risks than many other property portfolios.

The financial and political risks for the company are managed in accordance with the group financial risk management policy, as disclosed in the consolidated group financial statements. The general risk environment in which the group operates has heightened over the course of the year, which is largely due to the continued level of uncertainty associated with the future impact of the UK's exit from the EU, the significant deterioration in the UK retail market and weaker investment markets.

The company has no third party debt and no associated third party interest rate exposure.

Approved by the Board on 17 December 2019 and signed on its behalf by:



G. Board

British Land Company Secretarial Limited
Company secretary

Exchange Square Management Limited

Directors' Report for the Year Ended 31 March 2019

The directors present their report and the audited financial statements for the year ended 31 March 2019.

Directors of the company

The directors, who held office during the year, and up to the date of signing the financial statements, were as follows:

D I Lockyer

T A Roberts (resigned 31 March 2019)

D G Gardiner

S F Csukas

Directors' responsibilities statement

The directors acknowledge their responsibilities for preparing the Annual 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 prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 101, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- 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.

The directors 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' indemnities

A number of associated companies within the group have indemnified one or more of their current directors. The indemnity arrangements are qualifying indemnity provisions under the Companies Act 2006 and are currently in force at the date of this Annual Report.

Environmental matters

The company recognises the importance of its environmental responsibilities, monitors its impact on the environment, and designs and implements policies to reduce any damage that might be caused by the company's activities. The company operates in accordance with best practice policies and initiatives designed to minimise the company's impact on the environment including the safe disposal of manufacturing waste, recycling and reducing energy consumption.

Going concern

The directors consider the company to be a going concern and the financial statements are prepared on this basis. Details of this are shown in note 2 of the financial statements.

Exchange Square Management Limited

Directors' Report for the Year Ended 31 March 2019 (continued)

Subsequent Events

Details of significant events since the Balance Sheet date, if any, are contained in note 15.


Disclosure of information to the auditors

Each director has taken steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information. The directors confirm that there is no relevant information that they know of and of which they know the auditors are unaware.

Reappointment of independent auditors

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office and a resolution concerning their re-appointment will be proposed at the next Board Meeting.

Approved by the Board on 17 DECEMBER 2019 and signed on its behalf by:



A. Scram

British Land Company Secretarial Limited
Company secretary

Exchange Square Management Limited

Independent Auditors' Report to the Members of Exchange Square Management Limited

Report on the audit of the financial statements

Opinion

In our opinion, Exchange Square Management Limited's financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 March 2019 and of its result for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), which comprise: the Balance Sheet as at 31 March 2019; the Profit and Loss Account, the Statement of Comprehensive Income, and the Statement of Changes in Equity for the year then ended; and the Notes to the Financial Statements, which include a description of the significant accounting policies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

ISAs (UK) require us to report to you when:

- 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.

We have nothing to report in respect of the above matters.

However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern. For example, the terms on which the United Kingdom may withdraw from the European Union are not clear, and it is difficult to evaluate all of the potential implications on the company's trade, customers, suppliers and the wider economy.

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The Directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance 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 an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of 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 based on these responsibilities.

With respect to the Strategic Report and Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Exchange Square Management Limited

Independent Auditors' Report to the Members of Exchange Square Management Limited (continued)

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require us also to report certain opinions and matters as described below.

Strategic Report and Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic Report and Directors' Report for the year ended 31 March 2019 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic Report and Directors' Report.

Responsibilities for the financial statements and the audit

Responsibilities of directors for the financial statements

As explained more fully in the Directors' responsibilities statement set out on page 3, the Directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The Directors are also 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.

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.

Auditors' 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 auditors' 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 FRC's website at www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.

Use of this report

This report, including the opinions, has been prepared for and only for the Company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Exchange Square Management Limited

**Independent Auditors' Report to the Members of Exchange Square
Management Limited (continued)**

Other required reporting

Companies Act 2006 exception reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

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

We have no exceptions to report arising from this responsibility.

Victoria Tallon

Victoria Tallon (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP,
Chartered Accountants and Statutory Auditors
London

Date: *17 December 2019*

Exchange Square Management Limited

Profit and Loss Account for the Year Ended 31 March 2019

	Note	2019 £ 000	2018 £ 000
Turnover	4	1,716	1,590
Cost of sales		<u>(1,716)</u>	<u>(1,590)</u>
Operating result		<u>-</u>	<u>-</u>
Result on ordinary activities before taxation		-	-
Taxation	7	<u>-</u>	<u>-</u>
Result for the year		<u><u>-</u></u>	<u><u>-</u></u>

Turnover and results were derived from continuing operations within the United Kingdom.

The notes on pages 12 to 17 form an integral part of these financial statements.

Exchange Square Management Limited

Statement of Comprehensive Income for the Year Ended 31 March 2019

	2019 £ 000	2018 £ 000
Result for the year	<u>-</u>	<u>-</u>
Total comprehensive income/(expense) for the year	<u>-</u>	<u>-</u>

The notes on pages 12 to 17 form an integral part of these financial statements.

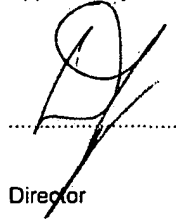
Exchange Square Management Limited

(Registration number: 02037400)

Balance Sheet as at 31 March 2019

	Note	31 March 2019 £ 000	31 March 2018 £ 000
Current assets			
Debtors	8	671	666
Cash and cash equivalents	9	<u>297</u>	<u>568</u>
		968	1,234
Creditors due within one year	10	<u>(911)</u>	<u>(1,177)</u>
Net assets		<u>57</u>	<u>57</u>
Capital and reserves			
Share capital	11	<u>57</u>	<u>57</u>
Total shareholders' funds		<u>57</u>	<u>57</u>

Approved by the Board on 17 December 2019 and signed on its behalf by:


.....
Director

D. LOCKYER

The notes on pages 12 to 17 form an integral part of these financial statements.

Exchange Square Management Limited

Statement of Changes in Equity for the Year Ended 31 March 2019

	Share capital £ 000	Total £ 000
Balance at 1 April 2017	57	57
Result for the year	-	-
Total comprehensive income/(expense) for the year	-	-
Balance at 31 March 2018	57	57
Balance at 1 April 2018	57	57
Result for the year	-	-
Total comprehensive income/(expense) for the year	-	-
Balance at 31 March 2019	57	57

The notes on pages 12 to 17 form an integral part of these financial statements.

Exchange Square Management Limited

Notes to the Financial Statements for the Year Ended 31 March 2019

1 General information

The company is a private company limited by share capital, incorporated and domiciled in England, United Kingdom.

The address of its registered office is:

York House
45 Seymour Street
London
W1H 7LX

2 Accounting policies

Summary of significant accounting policies and key accounting estimates

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Basis of preparation

These financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101").

In preparing these financial statements, the company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the EU ("Adopted IFRSs"), but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

The financial statements have been prepared under the historical cost convention. Historical cost is generally based on the fair value of the consideration given in exchange for the assets.

Summary of disclosure exemptions

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

- (a) The requirements of IAS 1 to provide a Balance Sheet at the beginning of the year in the event of a prior year adjustment;
- (b) The requirements of IAS 1 to provide a Statement of Cash flows for the year;
- (c) The requirements of IAS 1 to provide a statement of compliance with IFRS;
- (d) The requirements of IAS 1 to disclose information on the management of capital;
- (e) The requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors to disclose new IFRS's that have been issued but are not yet effective;
- (f) The requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member;
- (g) The requirements of paragraph 17 of IAS 24 Related Party Disclosures to disclose key management personnel compensation;
- (h) The requirements of IFRS 7 to disclose financial instruments; and
- (i) The requirements of paragraphs 91-99 of IFRS 13 Fair Value Measurement to disclose information of fair value valuation techniques and inputs.

Exchange Square Management Limited

Notes to the Financial Statements for the Year Ended 31 March 2019 (continued)

2 Accounting policies (continued)

Disclosure exemptions for subsidiaries are permitted where the relevant disclosure requirements are met in the consolidated financial statements. Where required, equivalent disclosures are given in the group financial statements of Broadgate REIT Limited. The group financial statements of Broadgate REIT Limited are available to the public and can be obtained as set out in note 16.

Adoption status of relevant new financial reporting standards and interpretations

During the year the company adopted the following standards:

IFRS 9 – Financial instruments

The new standard addresses the classification, measurement and recognition of financial assets and financial liabilities. It simplifies the existing categories of financial instruments, redefines the criteria required for hedge effectiveness and introduces an expected credit loss model requiring expected credit loss to be recognised on all financial assets held at amortised cost. Adoption of IFRS 9 has not had a material impact on the financial statements of the company. The standard was applied using the modified retrospective approach.

IFRS 15 – Revenue from contracts with customers

The new standard sets out a five-step model for the recognition of revenue and establishes principles for reporting useful information to users of financial statements about the nature, timing and uncertainty of revenues and cash flows arising from an entity's contracts with customers. The new standard does not apply to rental income which is in the scope of IAS 17, but does apply to service charge income, management and performance fees and trading property disposals. Adoption of IFRS 15 has not had a material impact on the financial statements of the company. The standard was applied using the full retrospective approach.

Apart from the changes in the standards highlighted above, no other standards, interpretations and amendments effective for the first time from 1 April 2018 have had a material effect on the financial statements.

Going concern

The directors consider that the company has adequate resources to continue trading for the foreseeable future, with no external borrowings and a working capital cycle enabling the company to meet all liabilities as they fall due.

As a consequence of this the directors feel that the company is well placed to manage its business risks successfully in the current economic climate. Accordingly, they believe the going concern basis is an appropriate one.

Taxation

Current tax is based on taxable profit for the year and is calculated using tax rates that have been enacted or substantively enacted. Taxable profit differs from net profit as reported in the Profit and Loss Account because it excludes items of income or expense that are not taxable (or tax deductible).

Deferred tax is provided on items that may become taxable at a later date, on the difference between the balance sheet value and tax base value, on an undiscounted basis.

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and call deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

Debtors

Trade and other debtors are initially recognised at fair value and subsequently measured at amortised cost and discounted as appropriate. The Company calculates the expected credit loss for debtors based on lifetime expected credit losses under the IFRS 9 simplified approach.

Exchange Square Management Limited

Notes to the Financial Statements for the Year Ended 31 March 2019 (continued)

2 Accounting policies (continued)

Creditors

Trade and other creditors are initially recognised at fair value and subsequently measured at amortised cost and discounted as appropriate.

3 Significant accounting judgements and key sources of estimation uncertainty

There are no such relevant judgements or estimates.

4 Turnover

The analysis of the company's turnover for the year from continuing operations is as follows:

	2019	2018
	£ 000	£ 000
Property management services revenue	<u>1,716</u>	<u>1,590</u>
	<u>1,716</u>	<u>1,590</u>

5 Auditors' remuneration

A notional charge of £2,200 (2018: £3,310) is deemed payable to PricewaterhouseCoopers LLP in respect of the audit of the financial statements for the year ended 31 March 2019. Actual amounts payable to PricewaterhouseCoopers LLP are paid at group level by Broadgate REIT Limited.

No non-audit fees (2018: £nil) were paid to PricewaterhouseCoopers LLP.

6 Staff costs

No director (2018: £nil) received any remuneration for services to the company in either year. The remuneration of the directors was borne by another company, for which no apportionment or recharges were made. The value of this service was negligible.

Average number of employees, excluding directors, of the company during the year was nil (2018: nil)

7 Taxation

	2019	2018
	£ 000	£ 000
Current taxation		
UK corporation tax	<u>-</u>	<u>-</u>
Tax charge in the profit and loss account	<u>-</u>	<u>-</u>

Exchange Square Management Limited

Notes to the Financial Statements for the Year Ended 31 March 2019 (continued)

7 Taxation (continued)

	2019 £ 000	2018 £ 000
Tax reconciliation		
Result on ordinary activities before taxation	-	-
Tax on result on ordinary activities at UK corporation tax rate of 19% (2018: 19%)	-	-
Effects of:		
Total tax charge	<u>-</u>	<u>-</u>

A reduction in the UK corporation tax rate from 19% to 17% (effective from 1 April 2020) was substantially enacted on 6 September 2016. This rate reduction has been reflected in the calculation of deferred tax on the Balance Sheet date, where relevant.

8 Debtors

	31 March 2019 £ 000	31 March 2018 £ 000
Trade debtors	441	559
Other debtors	7	69
VAT	<u>223</u>	<u>38</u>
	<u>671</u>	<u>666</u>

Debtors from related parties relate to amounts due from group companies which are repayable on demand. There is no interest charged on these balances.

9 Cash and cash equivalents

	31 March 2019 £ 000	31 March 2018 £ 000
Cash at bank	<u>297</u>	<u>568</u>
	<u>297</u>	<u>568</u>

Exchange Square Management Limited

**Notes to the Financial Statements for the Year Ended 31 March 2019
(continued)**

10 Creditors due within one year

	31 March 2019 £ 000	31 March 2018 £ 000
Trade creditors	156	261
Accrued expenses and deferred income	755	829
Amounts due to related parties	-	87
	911	1,177

Amounts due to related parties relate to amounts owed to group companies which are repayable on demand. Interest is charged on these balances in accordance with the group policy on intercompany loan accounts.

11 Share capital

Allotted, called up and fully paid shares

	31 March 2019		31 March 2018	
	No.	£	No.	£
A Ordinary shares of £1 each	10,330	10,330	10,330	10,330
B Ordinary shares of £1 each	19,955	19,955	19,955	19,955
C Ordinary shares of £1 each	19,715	19,715	19,715	19,715
D Ordinary shares of £1 each	7,476	7,476	7,476	7,476
	57,476	57,476	57,476	57,476

12 Capital commitments

The total amount contracted for but not provided in the financial statements was £nil (2018: £nil)

13 Contingent liabilities

The company is jointly and severally liable with the ultimate holding company and fellow subsidiaries for all monies falling due under the group VAT registration.

14 Related party transactions

During the year, the company was due to pay £nil of VAT (2018: £87,000) to the British Land Company PLC. At the year-end this amount was outstanding and included within other creditors.

Exchange Square Management Limited

**Notes to the Financial Statements for the Year Ended 31 March 2019
(continued)**

15 Subsequent events

There have been no significant events since the year end.

16 Parent and ultimate parent undertaking

The immediate beneficial ownership of the company is shared between:

Broadgate (PHC 5) 2005 Limited	18.0%
PNJB I Limited	34.7%
Bluebutton Properties UK Limited	47.3%
	<u>100.0%</u>

Broadgate REIT Limited is the smallest and largest group for which group accounts are available and which include the company. The ultimate holding company is Broadgate REIT Limited, a joint venture between Euro Bluebell LLP, an affiliate of GIC, Singapore's Sovereign Wealth fund and BL Bluebutton 2014 Limited, a wholly owned subsidiary of the British Land Company PLC. Group accounts for this Broadgate REIT Limited are available on request from British Land, York House, 45 Seymour Street, London, W1H 7LX.