



**GLENSTONE**

Property Group

Annual Report 2017

**Company Registration No. 00986343 (England and Wales)**

**GLENSTONE PROPERTY PLC**  
**ANNUAL REPORT AND FINANCIAL STATEMENTS**  
**FOR THE PERIOD ENDED 31 MARCH 2017**

# GLENSTONE PROPERTY PLC

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# GLENSTONE PROPERTY PLC

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# GLENSTONE PROPERTY PLC

## COMPANY INFORMATION

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<b>Directors</b>	D J Kennedy (Managing Director) C L Powell MRICS (Chairman) B P Green MRICS (Property Director) A A Khan (Appointed 1 February 2016) A C Smith BSc MRICS (Appointed 1 February 2016) R Shaunak FCA CTA (Appointed 24 February 2016) A J Pickering FCA (Group Finance Director) (Appointed 6 September 2016)
<b>Secretary</b>	A J Pickering FCA
<b>Company number</b>	00986343
<b>Registered office</b>	Parkway House Sheen Lane London SW14 8LS
<b>Auditors</b>	Clear & Lane Limited 340 Melton Road Leicester LE4 7SL
<b>Bankers</b>	Lloyds Bank plc 2nd Floor 125 Colmore Row Birmingham B3 3SF  Handelsbanken Richmond Branch 31 The Green Richmond Surrey TW9 1LX
<b>Solicitors</b>	Spearing Waite LLP 34 Pocklington Walk Leicester LE1 6BU

# GLENSTONE PROPERTY PLC

## COMPANY INFORMATION

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**Solicitors**

Druces LLP  
Salisbury House  
London Wall  
London  
EC2M 5PS

**Primary valuers**

Jones Lang Lasalle Ltd  
Chartered Surveyors  
30 Warwick Street  
London  
W1B 5NH

# **GLENSTONE PROPERTY PLC**

## **CHAIRMAN'S STATEMENT AND STRATEGIC REPORT**

### ***FOR THE PERIOD ENDED 31 MARCH 2017***

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It has been a very busy and somewhat challenging extended period for the group. The financial systems and personnel of two substantial businesses have integrated and the executive team restructured. There have been several well documented changes at Board level during the year most notably the retirement of Paul Schorb after 20 years as Company Secretary and then as Finance Director. This was celebrated at last year's AGM lunch. A number of new board appointments were made during the year including Andrew Pickering as part time Financial Director and Rakesh Shaunak as a non-executive director and Chairman of the Audit Committee. The group now employs 14 people. We still have a small satellite office in Leicester but the main activities are now run out of Parkway House a building the group owns in East Sheen

The headline like for like operating profit after deducting interest payable and before taxation for the extended 14 month period was £7.68m (2016: £3.61m – 12 months). It is very difficult to compare these two figures as the group is now twice the size and the portfolio mix of retail, residential and other property types has changed significantly. In addition the change in accounting date to 31st March has resulted in a 14 month accounting period. Notwithstanding all of that the Board are very pleased with the results that have been achieved.

In October 2016 the Managing Director presented the shareholders with a new strategy for the group. The executive team are now well under way implementing the strategy, simplifying the company structures and integrating and improving all the processes and systems. The strategy highlighted the "family and friends" nature of the group. The board wish to maintain this culture whilst increasing the PID, asset value and shareholder base.

The execution of the strategy is of course to be set against the risks the group routinely faces. Day to day risks largely revolve around keeping properties occupied and collecting rents and at present we are fortunate to have excellent occupancy rates and very low arrears. We are robust in our risk management of tenants and will continue to balance the best interests of those tenants and our property income. The diverse nature of our portfolio means we have no significant concentration risks. The risk area we have no control over is market/political risk and given what we have seen politically in the last 12 months we couldn't start to predict where things are headed.

It has been a very busy year for property transaction as we have sought to improve the portfolio and taken advantage of selling opportunities to special purchasers. During the year we have sold 13 mainly small properties in Haverfordwest, East Retford, Neath, Barnsley, East Dereham, Newmarket, Diss, Purley, Haywards Heath and two more substantial sales in De Montfort Mews, Leicester and Biggleswade. We also sold a car park in Nottingham and an unused barn in St Ives. The capital value of the properties sold was £6.3m and the combined profits on sale over last year's book value were £1.3m.

The group also acquired 4 new property investments during the year including an excellent shop in Cardiff, a prime petrol station and convenience store in Braintree, and a Jewson's builders merchant in Glasgow. On the last day of the financial year the largest asset purchase was the Mortlake Business Centre, a serviced office close to our existing head office Parkway House. We believe there are considerable synergies, cost savings and economies of scale having these 2 buildings in close proximity to one another. The capital value of the acquired properties was £15.1m with a net rental income of approximately £1.1m.

The group continues to diversify from the high street retail and lower yielding residential property into higher yielding strategically located assets. Purchases and sales will continue over the next financial year and there has already been some positive news on that front.

# **GLENSTONE PROPERTY PLC**

## **CHAIRMAN'S STATEMENT AND STRATEGIC REPORT (CONTINUED)**

***FOR THE PERIOD ENDED 31 MARCH 2017***

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The purchases, sales and our asset management initiatives have helped to improve the financial performance of the business. The entire portfolio of properties has been independently valued by Jones Lang LaSalle and other specialist valuers (where relevant) and the Net Asset Value per share has increased to £12.90 (from £11.51). This is most encouraging.

During the financial year the group have reviewed all the banking facilities with Lloyds Bank and Handelsbanken. Our relationship with both banks is excellent and all covenants and compliance has been met. A plan has been agreed to increase and extend our current facilities and to fix a proportion of interest rates. These plans are well advanced. The board will remain prudent and the bank gearing will remain below 40% of tangible net assets and at least 50% of the debt secured will be long term and at a fixed rate.

It is always difficult to predict how the next year will turn out especially with the current uncertain economic and political climate. The board are cautiously optimistic. The group has a diversified property portfolio and an excellent management team which can hopefully maintain and grow the income and take advantage of opportunities to enhance the portfolio when they arise.

The board would like to recommend a total PID for the extended financial period of 60.5p. As 23p was paid as a first interim PID in October 2016 the balance of the PID, 37.5p has been paid in July 2017. On an annually adjusted basis the PID is equivalent to 51.9p. This is in line with the projected financial forecast provided to the shareholders at the time of the merger.

The AGM will be held on Tuesday 12th September at the Lansdowne Club, Fitzmaurice Place, off Berkeley Square, London, W1J 5JD at 12 noon. We look forward to seeing our shareholders and giving them a further update at that time.

On behalf of the board

C L Powell MRICS

**Chairman**

11 July 2017

# **GLENSTONE PROPERTY PLC**

## **DIRECTORS' REPORT**

### **FOR THE PERIOD ENDED 31 MARCH 2017**

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The Directors have pleasure in submitting their Annual Report and Financial Statements for the period ended 31 March 2017 which were approved on 11 July 2017 for submission to the Annual General Meeting.

#### **Activities**

The principal activity of the Group continued to be that of property investment, and development.

#### **Directors**

The directors who held office during the period and up to the date of signature of the financial statements were as follows:

D J Kennedy (Managing Director)	
P C Schorb FCCA (Finance Director)	(Resigned 30 September 2016)
C L Powell MRICS (Chairman)	
B P Green MRICS (Property Director)	
A A Khan	(Appointed 1 February 2016)
A C Smith BSc MRICS	(Appointed 1 February 2016)
R Shaunak FCA CTA	(Appointed 24 February 2016)
A J Pickering FCA (Group Finance Director)	(Appointed 6 September 2016)

In accordance with the Articles of Association, Messrs C L Powell, D J Kennedy and A J Pickering retire, and being eligible, offer themselves for re-election. A J Pickering has been appointed since the last Annual General Meeting and accordingly will offer himself for re-election at the AGM.

#### **Results for the period and distributions**

The Group results for the period are set out in the consolidated statement of total comprehensive income on page 15.

An interim property income distribution of 23.0p per share was paid on 7 October 2016. The Directors now recommend the payment of a second interim distribution of 37.5p per share. The proposed distribution was paid on 3 July 2017 to ordinary shareholders on the register at the close of business on 31 March 2017.

#### **Directors' and Officers' liability insurance**

During the year the Group purchased and maintained liability insurance for its Directors and Officers as permitted by Section 234 of the Companies Act 2006.

#### **Supplier payment policy**

It is the policy of the Group and the Company to agree payment terms with suppliers when entering into each transaction or series of transactions to ensure that suppliers are made aware of these terms and abide by them. Creditors are paid within their terms of business which is typically 28 days.

#### **Fixed assets**

Details of movements in fixed assets are set out in Notes 14, 15 and 16 to the accounts.

# **GLENSTONE PROPERTY PLC**

## **DIRECTORS' REPORT (CONTINUED)**

### ***FOR THE PERIOD ENDED 31 MARCH 2017***

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#### **Share Capital**

There were significant changes in the Company's issued share capital during the year as set out in the Statement of Changes in Equity on pages 19 to 22. The shares were issued as part of the acquisition of the shares of London and Surrey Property Holdings Limited and its subsidiary, Amdale Securities Limited and its subsidiary, and Deemark Limited.

#### **Taxation**

As a Real Estate Investment Trust ("REIT"), the Group is exempt from corporation tax on profits and gains from its investments, provided it continues to meet certain conditions as per REIT regulations.

#### **Charitable donations**

During the year the Group made charitable donations of £2,700 (2016 - £5,000). The Group made no political contributions in either year.

#### **Financial instruments**

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of overdrafts and bank loans. The Group seeks to minimise the risk of fluctuating interest rates by using a revolving credit facility to match its property holdings and commitments and by using interest rate swaps to protect floating rate borrowings.

#### **Statement of disclosure to auditor**

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the auditor of the company and group is unaware. Additionally, the directors individually have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the auditor of the company and group is aware of that information.

On behalf of the board

A J Pickering (Group Finance Director)

11 July 2017

# **GLENSTONE PROPERTY PLC**

## **DIRECTORS' RESPONSIBILITIES STATEMENT**

### ***FOR THE PERIOD ENDED 31 MARCH 2017***

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The directors are responsible 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 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 group and company, and of the profit or loss of the group for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the group and company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the group's and company's transactions and disclose with reasonable accuracy at any time the financial position of the group and 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 group and company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

# GLENSTONE PROPERTY PLC

## CORPORATE GOVERNANCE REPORT

### ***FOR THE PERIOD ENDED 31 MARCH 2017***

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The Board is committed to maintaining high standards of corporate governance within the Group. The Company's issued share capital is listed on The International Stock Exchange (TISE) (formerly the Channel Islands Securities Exchange Authority (CISE)).

Although the combined code on corporate governance issued in 2006 does not apply to companies listed on TISE, Shareholders expect companies in which they invest to be properly governed. The Board of Directors believe that the features of good corporate governance apply as much in the interests of smaller companies as they do to larger companies.

The main features of corporate governance include:

a) **Efficient Management**

- It should be clear where responsibility lies for the management of the group and for the achievement of the key tasks.
- Procedures should be in place to protect the group's assets.
- The basis on which key decisions are taken should be transparent.
- There should be a vision of what the group is trying to achieve and an understanding of what is required to achieve this target.

b) **Effective Management**

- The Board should possess the appropriate skills and experience in order to make the key decisions expected of it.
- Decisions should be taken using the information which is accurate, sufficient, timely and clear.
- The collective responsibility of the Board requires all Directors to be involved in the process of making significant decisions.

c) **Benefit of all Shareholders over the Longer Term**

- Vested interests should not be able to act in a manner contrary to the common good of all Shareholders.
- Transactions with Management, key Shareholders and other related parties should be reported.
- A dialogue should exist between Shareholders and the Board, so that each party is aware of the other's objectives and so that the Shareholders are aware of any constraints on the group.

# **GLENSTONE PROPERTY PLC**

## **CORPORATE GOVERNANCE REPORT**

***FOR THE PERIOD ENDED 31 MARCH 2017***

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### **Board of Directors**

#### **Christopher Powell**

##### **Non-Executive Chairman (Aged 56)**

Joined the company in January 2012. Currently a consultant to Jones Lang LaSalle Ltd having previously been the Chairman of the Retail Group at Jones Lang LaSalle Ltd. Earlier he was the CEO of Churston Heard.

#### **Duncan Kennedy**

##### **Managing Director (Aged 51)**

Joined the company in 1993 and appointed a Director in February 1995 and Managing Director in 1997. He has overall responsibility for all investment and trading business.

#### **Paul Schorb FCCA**

##### **Finance Director and Company Secretary (Aged 60)**

Joined the company in November 1996. Appointed as Company Secretary in March 1997 and as Finance Director in October 2008. Retired on 30 September 2016.

#### **Ben Green MRICS**

##### **Property Director (Aged 43)**

Appointed a Director of Glenstone Property on 19 March 2012. Previously he had been a partner at Kitchen La Frenais Morgan.

#### **Adam Smith MRICS**

##### **Director (Aged 36)**

Appointed a Director of Glenstone Property on 1 February 2016. Formerly the Managing Director of the London & Surrey Property Group of Companies. Earlier an investment and leasing agent with Edwin Hill, Chartered Surveyors.

#### **Asim Khan**

##### **Director (Aged 33)**

Appointed a Director of Glenstone Property on 1 February 2016. Formerly a Director of the London & Surrey Property Group of Companies.

#### **Rakesh Shaunak FCA CTA**

##### **Non Executive Director (Aged 61)**

Appointed a Director of Glenstone Property on 24 February 2016. Currently a Partner and Group Chairman of MHA MacIntyre Hudson, Chartered Accountants.

#### **Andrew Pickering FCA**

##### **Group Finance Director and Company Secretary (Aged 59)**

Joined the Company in August 2016 following a career in financial services globally.

The Board operates within the terms of the company's Articles of Association.

# **GLENSTONE PROPERTY PLC**

## **CORPORATE GOVERNANCE REPORT**

### ***FOR THE PERIOD ENDED 31 MARCH 2017***

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The Board currently consists of five Executive Directors and two Non-Executive Directors. This composition provides a blend of experience and qualifications and the number of Non-Executives provides a strong basis for ensuring the appropriate level of corporate governance exists. Decisions taken by the Board as a whole are implemented by the Executive Directors.

The Board meets not less than four times in a year and the Chairman and Non-Executive Director also meet without the Executive Directors being present. Each Director is provided with a pack of board papers in advance of each meeting, which contains detailed schedules of key performance indicators, accounts and notes on any important decisions which the Board are required to take.

The Board is also kept informed of all relevant information regarding the business, between formal meetings by ad hoc reports and memorandum.

The Company's Articles of Association, require that all Directors are subject to re-election at least every three years. In addition, new Directors are subject to re-election by Shareholders at the Annual General Meeting after their initial appointment.

The Company Secretary keeps the Board and TISE informed of corporate governance issues and all board members have access to independent advice if required.

In support of good corporate governance, the Board has established the following Committees:

a) **Audit Committee**

The Audit Committee comprises all the Non-Executive Directors and is chaired by Rakesh Shaunak who is considered to have the appropriate knowledge and relevant experience. The Committee will meet at least twice a year and will be responsible for:

- i) Reviewing the annual and interim financial statements prior to approval, focusing on changes in accounting policies, major judgemental areas, significant audit adjustments and compliance with accounting standards, TISE and legal requirements.
- ii) Considering the appointment of the Auditors and their remuneration, independence and objectivity.
- iii) Considering internal financial controls.
- iv) Implementing a policy on the engagement of the external auditor to supply non-audit services.

# GLENSTONE PROPERTY PLC

## CORPORATE GOVERNANCE REPORT

### FOR THE PERIOD ENDED 31 MARCH 2017

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#### **b) Remuneration Committee**

A Remuneration Committee Meeting made up of Non-Executive Directors and chaired by Chris Powell is held at the March Board Meeting and at other meetings as required, to discuss employment matters, pension entitlements, other benefits and to fix the remuneration of Directors.

#### **Board and Committee Attendance**

The attendance of Board or Committee Meetings during the period to 31 March 2017 was as follows:-

	Board	Remuneration	Audit
D. J. Kennedy	7		
P. C. Schorb	4		
B. P. Green	6		
C. L. Powell	7	1	2
R. Shaunak	4	1	2
B. P. Green	6		
A. J. Pickering	4		1 *
A. C. Smith	7		
A. Khan	6		

\* Not a member of the committee

#### **Risk Management**

The Board recognises the need for effective high level internal controls. High level controls in operation within the group include:-

- i) Reviewing the full and half yearly management accounts with comparison against previous year performance.
- ii) Approval by the Board of all acquisitions and disposals of investment and development properties.
- iii) The maintenance of and challenges to a proportionate risk register.

#### **Risks and Uncertainties**

In addition to the financial risks and mitigating factors described in note 1.17 of the notes to the accounts the following other key risks and mitigants have been identified:

(a) Investment Risk – investment policy focuses on established business locations and a balanced portfolio diversified across retail, residential and other commercial properties. Property managers actively manage lease expiry profiles to ensure a spread of expiries. Current lease arrangements are considered in sale or purchase decisions.

# GLENSTONE PROPERTY PLC

## CORPORATE GOVERNANCE REPORT

### **FOR THE PERIOD ENDED 31 MARCH 2017**

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(b) Economic and Political risk – the group maintains a keen awareness of the macro economic situation in the UK and weighs this against the health of current and potential tenants. A strong relationship is maintained with tenants.

(c) Financial and Fiscal change risk- The group is focused on maintaining its compliance with the Real Estate Investment Trust (REIT) regime but has no meaningful control over potential changes to the REIT regime. The Board maintains a strong awareness of the fiscal situation.

(d) Operational risk – The group has proportionate systems and controls in place and constantly seeks to improve and streamline processes.

#### **Directors' Interests in Ordinary Shares**

The interests of the Directors in the issued share capital of the group are shown below:-

	<b>31 March 2017</b>	<b>31 January 2016</b>
D. J. Kennedy	67,707	65,007
P. C. Schorb (Resigned 30 September 2016)	-	2,100
B.P. Green	-	-
C. L Powell	-	-
R. Shaunak	-	-
B. P. Green	-	-
A. J. Pickering	-	-
A. C. Smith	2,195,835	-
A. Khan	50,849	-

# **GLENSTONE PROPERTY PLC**

## **INDEPENDENT AUDITOR'S REPORT**

### **TO THE MEMBERS OF GLENSTONE PROPERTY PLC**

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We have audited the financial statements of Glenstone Property PLC for the period ended 31 March 2017 which comprise the Group Statement of Comprehensive Income, the Group Balance Sheet, the Company Balance Sheet, the Group Statement of Changes in Equity, the Company Statement of Changes in Equity, the Group Statement of Cash Flows and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland".

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.

#### **Respective responsibilities of directors and auditor**

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. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

#### **Scope of the audit of the financial statements**

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the group's and the parent company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Chairman's Statement and Strategic Report, Directors' Report and Corporate Governance Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

#### **Opinion on financial statements**

In our opinion the financial statements:

- give a true and fair view of the state of the group's and the parent company's affairs as at 31 March 2017 and of its profit for the period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

#### **Opinion on other matter prescribed by the Companies Act 2006**

In our opinion, based on the work undertaken in the course of our audit, the information given in the Strategic Report and the Directors' Report for the financial period 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.

# **GLENSTONE PROPERTY PLC**

## **INDEPENDENT AUDITOR'S REPORT (CONTINUED)**

### **TO THE MEMBERS OF GLENSTONE PROPERTY PLC**

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#### **Matters on which we are required to report by exception**

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

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company 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.

**Richard Lodder (Senior Statutory Auditor)**

**for and on behalf of Clear & Lane Limited**

**Chartered Accountants**

**Statutory Auditor**

340 Melton Road

Leicester

LE4 7SL

19 July 2017

# GLENSTONE PROPERTY PLC

## CONSOLIDATED STATEMENT OF TOTAL COMPREHENSIVE INCOME

FOR THE PERIOD ENDED 31 MARCH 2017

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		Period ended 31 March 2017	Year ended 31 January 2016 as restated
	Notes	£	£
Turnover	3	13,030,537	5,011,563
Cost of sales		(3,259,714)	(273,500)
<b>Gross profit</b>		9,770,823	4,738,063
Administrative expenses	4	(435,085)	(550,569)
<b>Operating profit</b>	6	9,335,738	4,187,494
Interest receivable and similar income	9	2,524	705
Interest payable and similar expenses	10	(1,662,710)	(575,750)
Fair value gains and losses on investment properties	16	8,025,581	670,454
Discount on acquisition of subsidiaries	14	2,438,792	-
<b>Profit before taxation</b>		18,139,925	4,282,903
Taxation	11	(49,596)	-
<b>Total profit after taxation and total comprehensive income for the period</b>		18,090,329	4,282,903

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# GLENSTONE PROPERTY PLC

## CONSOLIDATED STATEMENT OF TOTAL COMPREHENSIVE INCOME

FOR THE PERIOD ENDED 31 MARCH 2017

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		<b>Period ended 31 March 2017</b>	<b>Year ended 31 January 2016 as restated</b>
	<b>Notes</b>	<b>£</b>	<b>£</b>
Profit for the financial period is attributable to:			
- Owners of the parent company		17,950,661	4,282,903
- Non-controlling interests		139,668	-
		<u>18,090,329</u>	<u>4,282,903</u>
Profit for the prior period is all attributable to the owners of the parent company.			
Total comprehensive income for the period is attributable to:			
- Owners of the parent company		17,950,661	4,282,903
- Non-controlling interests		139,668	-
		<u>18,090,329</u>	<u>4,282,903</u>
The statement of total comprehensive income has been prepared on the basis that all operations are continuing operations.			
<b>Earnings per share</b>	<b>13</b>	210p	100p
		<u>210p</u>	<u>100p</u>
<b>Earnings per share - on ordinary activities</b>	<b>13</b>	88p	100p
		<u>88p</u>	<u>100p</u>

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# GLENSTONE PROPERTY PLC

## GROUP BALANCE SHEET

AS AT 31 MARCH 2017

	Notes	2017		2016 as restated	
		£	£	£	£
<b>Fixed assets</b>					
Goodwill	14		-		-
Tangible assets	15		41,463		40,263
Investment properties	16		150,779,713		62,127,500
			<u>150,821,176</u>		<u>62,167,763</u>
<b>Current assets</b>					
Stocks	19	2,231,842		-	
Debtors	20	3,516,108		1,088,175	
Cash at bank and in hand		747,501		69,147	
			<u>6,495,451</u>	<u>1,157,322</u>	
<b>Creditors: amounts falling due within one year</b>	21		<u>(18,670,206)</u>	<u>(2,324,722)</u>	
Net current liabilities			(12,174,755)		(1,167,400)
<b>Total assets less current liabilities</b>			<u>138,646,421</u>		<u>61,000,363</u>
<b>Creditors: amounts falling due after more than one year</b>	22		<u>(28,493,149)</u>		<u>(11,838,143)</u>
<b>Net assets</b>			<u>110,153,272</u>		<u>49,162,220</u>
<b>Capital and reserves</b>					
Called up share capital	25		170,824		85,412
Share premium account			48,009,150		1,094,562
Fair value reserve			7,809,045		(698,800)
Capital redemption reserve			18,163		18,163
Profit and loss reserves			53,965,529		48,662,883
			<u>109,972,711</u>		<u>49,162,220</u>
<b>Equity attributable to owners of the parent company</b>			<u>109,972,711</u>		<u>49,162,220</u>
<b>Non-controlling interests</b>			<u>180,561</u>		<u>-</u>
			<u>110,153,272</u>		<u>49,162,220</u>

The financial statements were approved by the board of directors and authorised for issue on 11 July 2017 and are signed on its behalf by:

D J Kennedy (Managing Director)  
**Director**

# GLENSTONE PROPERTY PLC

## COMPANY BALANCE SHEET

AS AT 31 MARCH 2017

		2017		2016 as restated	
	Notes	£	£	£	£
<b>Fixed assets</b>					
Tangible assets	15		38,963		40,263
Investment properties	16		73,351,000		62,127,500
Investments	17		49,035,565		100
			<u>122,425,528</u>		<u>62,167,863</u>
<b>Current assets</b>					
Debtors	20	10,140,246		1,139,761	
Cash at bank and in hand		17,488		16,608	
		<u>10,157,734</u>		<u>1,156,369</u>	
<b>Creditors: amounts falling due within one year</b>	21	(13,147,582)		(2,323,868)	
Net current liabilities			<u>(2,989,848)</u>		<u>(1,167,499)</u>
<b>Total assets less current liabilities</b>			119,435,680		61,000,364
<b>Creditors: amounts falling due after more than one year</b>	22		(22,993,149)		(11,838,143)
<b>Net assets</b>			<u>96,442,531</u>		<u>49,162,221</u>
<b>Capital and reserves</b>					
Called up share capital	25		170,824		85,412
Share premium account			48,009,150		1,094,562
Fair value reserve			621,811		(70,463)
Capital redemption reserve			18,163		18,163
Profit and loss reserves			47,622,583		48,034,547
<b>Total equity</b>			<u>96,442,531</u>		<u>49,162,221</u>

The financial statements were approved by the board of directors and authorised for issue on 11 July 2017 and are signed on its behalf by:

D J Kennedy (Managing Director)

**Director**

**Company Registration No. 00986343**

# GLENSTONE PROPERTY PLC

## GROUP STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED 31 MARCH 2017

	Share capital	Share premium account	Capital redemption reserve	Fair value reserve	Profit and loss reserves	Total controlling interest	Non-controlling interest	Total
	£	£	£	£	£	£	£	£
<b>As restated for the period ended 31 January 2016:</b>								
<b>Balance at 1 February 2015</b>	85,412	1,094,562	18,163	(877,463)	47,384,084	47,704,758	-	47,704,758
<b>Period ended 31 January 2016:</b>								
Profit and total comprehensive income for the period	-	-	-	-	4,282,903	4,282,903	-	4,282,903
Property income distributions	-	-	-	-	(2,825,441)	(2,825,441)	-	(2,825,441)
Transfer of current year fair value movement of investment properties	-	-	-	670,454	(670,454)	-	-	-
Realised fair value gains	-	-	-	(491,791)	491,791	-	-	-
<b>Balance at 31 January 2016</b>	85,412	1,094,562	18,163	(698,800)	48,662,883	49,162,220	-	49,162,220

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# GLENSTONE PROPERTY PLC

## GROUP STATEMENT OF CHANGES IN EQUITY (CONTINUED)

### FOR THE PERIOD ENDED 31 MARCH 2017

	Notes	Share capital £	Share premium account £	Capital redemption reserve £	Fair value reserve £	Profit and loss reserves £	Total controlling interest £	Non-controlling interest £	Total £
<b>Balance at 1 February 2016</b>		85,412	1,094,562	18,163	(698,800)	48,662,883	49,162,220	-	49,162,220
<b>Period ended 31 March 2017:</b>									
Profit and total comprehensive income for the period		-	-	-	-	17,950,661	17,950,661	139,668	18,090,329
Issue of share capital	25	85,412	46,914,588	-	-	-	47,000,000	-	47,000,000
Property income distributions	12	-	-	-	-	(4,140,170)	(4,140,170)	-	(4,140,170)
Transfer of current year fair value movement of investment properties		-	-	-	8,025,581	(8,025,581)	-	-	-
Acquisition of non-controlling interests		-	-	-	-	-	-	40,893	40,893
Realised fair value losses		-	-	-	482,264	(482,264)	-	-	-
<b>Balance at 31 March 2017</b>		170,824	48,009,150	18,163	7,809,045	53,965,529	109,972,711	180,561	110,153,272

The share premium account represents amounts paid in excess of the par value of the shares.

The fair value reserve reflects unrealised gains and losses on investment properties carried at fair value. The amounts are shown separately from profit and loss reserves to provide clarity on the amount of distributable reserves.

The capital redemption reserve reflects the buy back of shares in prior years.

The profit and loss reserve reflects accumulated distributable comprehensive income to date less distributions paid.

# GLENSTONE PROPERTY PLC

## COMPANY STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED 31 MARCH 2017

	Notes	Share capital £	Share premium account £	Capital redemption reserve £	Fair value reserve £	Profit and loss reserves £	Total £
<b>As restated for the period ended 31 January 2016:</b>							
<b>Balance at 1 February 2015</b>		85,412	1,094,562	18,163	(249,126)	40,040,490	40,989,501
<b>Period ended 31 January 2016:</b>							
Profit and total comprehensive income for the period		-	-	-	-	10,998,161	10,998,161
Property income distributions	12	-	-	-	-	(2,825,441)	(2,825,441)
Transfer current year movement in the fair value of investment properties		-	-	-	670,454	(670,454)	-
Realised fair value gains		-	-	-	(491,791)	491,791	-
<b>Balance at 31 January 2016</b>		85,412	1,094,562	18,163	(70,463)	48,034,547	49,162,221

# GLENSTONE PROPERTY PLC

## COMPANY STATEMENT OF CHANGES IN EQUITY (CONTINUED)

### FOR THE PERIOD ENDED 31 MARCH 2017

	Notes	Share capital £	Share premium account £	Capital redemption reserve £	Fair value reserve £	Profit and loss reserves £	Total £
<b>As restated for the period ended 31 January 2016:</b>							
<b>Balance at 1 February 2016</b>		85,412	1,094,562	18,163	(70,463)	48,034,547	49,162,221
<b>Period ended 31 March 2017:</b>							
Profit and total comprehensive income for the period		-	-	-	-	4,420,480	4,420,480
Revaluation of tangible fixed assets		-	-	-	-	-	-
Issue of share capital	25	85,412	46,914,588	-	-	-	47,000,000
Property income distributions	12	-	-	-	-	(4,140,170)	(4,140,170)
Transfer current year movement in the fair value of investment properties		-	-	-	210,010	(210,010)	-
Realised fair value losses		-	-	-	482,264	(482,264)	-
<b>Balance at 31 March 2017</b>		170,824	48,009,150	18,163	621,811	47,622,583	96,442,531

The share premium account represents amounts paid in excess of the par value of the shares.

The fair value reserve reflects unrealised gains and losses on investment properties carried at fair value. The amounts are shown separately from profit and loss reserves to provide clarity on the amount of distributable reserves.

The capital redemption reserve reflects the buy back of shares in prior years.

The profit and loss reserve reflects accumulated distributable comprehensive income to date less distributions paid.

# GLENSTONE PROPERTY PLC

## CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE PERIOD ENDED 31 MARCH 2017

	Notes	2017 £	£	2016 £	£
<b>Cash flows from operating activities</b>					
Cash generated from operations	31	6,253,219		2,617,288	
Interest paid		(2,007,703)		(853,788)	
Corporation tax refunded		30,691		-	
<b>Net cash inflow from operating activities</b>		<b>4,276,207</b>		<b>1,763,500</b>	
<b>Investing activities</b>					
Purchase of tangible fixed assets		(38,813)		-	
Proceeds on disposal of tangible fixed assets		15,620		-	
Purchase of investment property		(15,098,489)		(3,515,182)	
Proceeds on disposal of investment property		6,316,292		4,193,299	
Purchase of subsidiaries (net of cash acquired)		(1,372,025)		-	
Purchase of loans from subsidiaries		(20,638,659)		-	
Interest received		2,524		705	
<b>Net cash (used in)/generated from investing activities</b>		<b>(30,813,550)</b>		<b>678,822</b>	
<b>Financing activities</b>					
Increase / (Decrease) in revolving credit facility		11,500,000		(2,200,000)	
Increase in bank loan		11,092,500		-	
Increase in convertible loan		9,000,000		-	
Distributions paid		(4,140,170)		(2,825,441)	
<b>Net cash generated from/(used in) financing activities</b>		<b>27,452,330</b>		<b>(5,025,441)</b>	
<b>Net increase/(decrease) in cash and cash equivalents</b>		<b>914,987</b>		<b>(2,583,119)</b>	
Cash and cash equivalents at beginning of period		(677,002)		1,906,117	
<b>Cash and cash equivalents at end of period</b>		<b>237,985</b>		<b>(677,002)</b>	

# GLENSTONE PROPERTY PLC

## CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)

**FOR THE PERIOD ENDED 31 MARCH 2017**

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		2017		2016	
	Notes	£	£	£	£
<b>Relating to:</b>					
Cash at bank and in hand			747,501		69,147
Bank overdrafts included in creditors payable within one year			(509,516)		(746,149)
			=====		=====

# GLENSTONE PROPERTY PLC

## NOTES TO THE FINANCIAL STATEMENTS

### FOR THE PERIOD ENDED 31 MARCH 2017

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#### 1 Accounting policies

##### Corporate information

The consolidated financial statements of the Group for the period ended 31 March 2017 comprise the Company and its subsidiaries (together referred to as the "Group"). The shares are listed on The International Stock Exchange (TISE).

Glenstone Property PLC ("the Company") is a limited company domiciled and incorporated in England and Wales. The registered office is Parkway House, Sheen Lane, East Sheen, London, SW14 8LS.

##### 1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006.

The current year reporting period is a 14 month period, the Group and Company financial statements have been prepared for this extended period to enable the Group and subsidiaries to have conterminous period ends.

The Group and Company financial statements are prepared in sterling, which is the functional currency of the Group. Monetary amounts in these financial statements are rounded to the nearest £.

The consolidated and separate financial statements are prepared on a going concern basis, under historical cost convention, modified by the recognition of certain financial assets and liabilities at fair value. The principal accounting policies adopted are set out below.

The preparation of consolidated financial statements in conformity with generally accepted accounting principles requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results ultimately may differ from those estimates. The significant assumptions and estimates to the consolidated financial statements are disclosed in Note 2.

As permitted by s408 Companies Act 2006, the company has not presented its own profit and loss account and related notes. The company's profit and total comprehensive income for the period was £4,420,480 (2016 £10,998,161 profit and total comprehensive income for the period - restated).

# GLENSTONE PROPERTY PLC

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### FOR THE PERIOD ENDED 31 MARCH 2017

(Continued)

#### 1 Accounting policies

The Company has taken advantage of the following exemptions in its individual financial statements:

- from preparing a statement of cashflows, on the basis that it is qualifying entity and the consolidated statement of cashflows, included in these financial statements, includes the Company's cash flows;
- from the financial instrument disclosures, required under FRS 102 paragraphs 11.39 to 11.48A and paragraphs 12.26 to 12.29, as the information is provided in the consolidated financial statement disclosures;
- from disclosing share based payment arrangements, required under FRS 102 paragraphs 26.18 (c), 26.19 to 26.21 and 26.23, concerning its own equity instruments. The Company financial statements are presented with the consolidated financial statements and the relevant disclosures are included therein;
- from disclosing the Company key management personnel compensation, as required by FRS 102 paragraph 33.7.

#### 1.2 Prior period adjustment

The directors have reviewed their accounting policies for investment properties and have decided that it is more appropriate under FRS 102 to recognise unrealised gains and losses on revaluations through the profit and loss and then transfer the amount to a separate reserve called the Fair Value Reserve. In previous years the Group had taken this directly to another reserve called a Revaluation Reserve. This has been adjusted by restating each of the affected financial statement line items in the group and company for the prior periods as follows:

Impact on equity: There was no overall affect on equity. The revaluation reserve(s) was renamed the fair value reserve.

Impact on consolidated statement of total comprehensive income : Profit increased by £670,454, other comprehensive income decreased by £670,454. Nil affect on total comprehensive income for the period.

Impact on basic EPS: Increased from 87.6p to 100p.

The change did have an impact on Other Comprehensive Income for the period as detailed above and did not have an impact the the Groups operating, investing and financing cash flows.

# GLENSTONE PROPERTY PLC

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### FOR THE PERIOD ENDED 31 MARCH 2017

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(Continued)

#### 1 Accounting policies

##### 1.3 Basis of consolidation

The Group consolidated financial statements include the financial statements of the Company and all of its subsidiary undertakings.

All financial statements are made up to 31 March 2017. Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with those used by other members of the group.

Subsidiaries are all entities over which the Group has the power to govern the financial and operating policies generally accompanying a shareholding of more than one half of the voting rights. The existence and effect of potential voting rights that are currently exercisable are considered when assessing whether the Group controls another entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

Any subsidiary undertakings sold or acquired during the year are included up to, or from, the dates of change or change of significant influence respectively.

The acquisition method of accounting is used to account for the acquisition of subsidiaries by the Group. The cost of an acquisition is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the acquisition. Identifiable assets acquired, liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date, irrespective of the extent of any minority interest. The difference between the cost of acquisition and the fair value of the Group's share of the identifiable net assets of the subsidiary acquired is accounted for as goodwill or negative goodwill.

Where the cost of business combinations exceeds the fair value of the group's interest in the assets, liabilities and contingent liabilities acquired, negative goodwill arises. The Group, after consideration of the assets and liabilities and contingent liabilities acquired and the cost of the combination, recognises negative goodwill on the balance sheet and releases this to profit and loss, up to the fair value of non-monetary assets acquired, over the periods in which the non-monetary assets are recovered and any excess over the fair value of non-monetary assets in the income statement over the period expected to benefit.

Intercompany transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised profits and losses are also eliminated on consolidation.

# GLENSTONE PROPERTY PLC

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### FOR THE PERIOD ENDED 31 MARCH 2017

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(Continued)

#### 1 Accounting policies

##### 1.4 Going concern

At the time of approving the financial statements, the directors have a reasonable expectation that the group has adequate resources to continue in operational existence for the foreseeable future. Thus the directors continue to adopt the going concern basis of accounting in preparing the financial statements.

At 31 March 2017 the Group had net current liabilities of £12,174,755 and net assets of £109,972,711. The Company had net current liabilities of £2,989,848 and net assets of £96,442,531. The directors have considered this and have prepared the financial statements on a going concern basis. The directors have prepared cash flow forecasts which show that adequate cash resources will be available to meet the Groups requirements for working capital and capital expenditure for at least 12 months from approving the financial statements.

##### 1.5 Turnover

The Group recognises turnover when (a) the significant risks and rewards of ownership have been transferred to the buyer; (b) the Group retains no continuing involvement or control over the goods; (c) the amount of turnover can be measured reliably; (d) it is probable that future economic benefits will flow to the entity and (e) when the specific criteria relating to each of the Group's sales channels have been met, as described below.

Turnover represents rents receivable from investment properties, lease surrenders, the proceeds received from the sale of development properties, and rents received from development properties prior to their sale. Proceeds from the sale of development properties are included in turnover on legal completion.

Turnover comprises the fair value of rental income, service charges and management charges from properties (net of value added tax).

This turnover is recognised as it falls due, in accordance with the lease to which it relates. Any lease incentives are spread evenly across the period of the lease.

##### 1.6 Segment reporting

A business segment is a group of assets and operations engaged in providing products or services that are subject to risks and returns that are different from those of other business segments.

A geographical segment is engaged in providing products or services within a particular economic environment that is subject to risks and returns that are different from those of segments operating in other economic environments.

The Group operates in two business segments comprising property investment and development. The Group's operations are performed wholly in the United Kingdom.

# GLENSTONE PROPERTY PLC

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

**FOR THE PERIOD ENDED 31 MARCH 2017**

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**(Continued)**

### **1 Accounting policies**

#### **1.7 Tangible fixed assets**

Furniture and equipment and motor vehicles are shown at historical cost less depreciation and provision for impairment. Historic cost includes expenditure that is directly attributable to the acquisition of the items. Depreciation is calculated on a straight line basis at rates appropriate to write off individual assets over their estimated useful lives of between four and ten years.

The assets' residual values and useful lives are reviewed and adjusted if appropriate, at each Balance Sheet date. An asset is written down if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing the disposal proceeds with the carrying amount and are included in the profit and loss account.

#### **1.8 Investment properties**

Investment property comprises freehold and long leasehold buildings. These comprise mainly retail units, offices, residential properties and industrial units, and are measured initially at cost, including related transaction costs. These are held as investments to earn rental income and for capital appreciation and are stated at fair value at the Balance Sheet date.

After initial recognition investment property is carried at fair value, based on market values; it is then determined annually by independent external valuers. When an existing investment property is redeveloped for continued future use as an investment property, it remains an investment property whilst in development.

The fair value of investment property reflects, among other things, rental income from current leases and assumptions about rental income from future leases in light of current market conditions.

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

The gain or loss arising on the disposal of investment properties is determined as the difference between the net sales proceeds and the carrying value of the asset at the beginning of the period and is recognised in the profit and loss account, in administrative expenses.

# GLENSTONE PROPERTY PLC

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### FOR THE PERIOD ENDED 31 MARCH 2017

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(Continued)

#### 1 Accounting policies

##### 1.9 Fixed asset investments

Subsidiaries are all entities over which the Company has the power to govern the financial and operating policies generally accompanying a shareholding of more than one half of the voting rights. The existence and effect of potential voting rights that are currently exercisable are considered when assessing whether the Company controls another entity.

Investments in subsidiaries are held at cost less accumulated impairment losses.

##### 1.10 Stocks

Property stocks are stated at the lower of cost and estimated selling price less costs to complete and sell. Cost comprises direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the stocks to their present location and condition.

Cost of stocks comprise purchase and development costs of properties which are allocated to the specific properties to which they relate.

At each reporting date, an assessment is made for impairment. Any excess of the carrying amount of stocks over its estimated selling price less costs to complete and sell is recognised as an impairment loss in profit or loss. Reversals of impairment losses are also recognised in profit or loss.

##### 1.11 Cash and cash equivalents

Cash and cash equivalents includes cash in hand, and bank overdrafts. Bank overdrafts, when applicable, are shown within borrowings in current liabilities.

##### 1.12 Financial instruments

The group has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the group's balance sheet when the group becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset and the net amounts presented in the financial statements when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

# GLENSTONE PROPERTY PLC

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE PERIOD ENDED 31 MARCH 2017

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(Continued)

### 1 Accounting policies

#### **Basic financial assets**

Basic financial assets, which include debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Such assets are subsequently carried at amortised cost using the effective rate interest method.

Trade debtors are recognised initially at invoice value and are subsequently measured less provision for impairment. A provision for impairment of trade debtors is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of the receivables concerned. The amount of the provision is recognised in the profit and loss account.

#### **Impairment of financial assets**

Financial assets, other than those held at fair value through profit and loss, are assessed for indicators of impairment at each reporting end date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. If an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been, had the impairment not previously been recognised. The impairment reversal is recognised in profit or loss.

#### **Derecognition of financial assets**

Financial liabilities are derecognised when the group's contractual obligations expire or are discharged or cancelled.

#### **Classification of financial liabilities**

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the group after deducting all of its liabilities.

# GLENSTONE PROPERTY PLC

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### FOR THE PERIOD ENDED 31 MARCH 2017

(Continued)

#### 1 Accounting policies

##### **Basic financial liabilities**

Basic financial liabilities, including creditors, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least twelve months after the Balance Sheet date.

##### **Non basic financial instruments**

Derivatives, including interest rate swaps, are not basic financial instruments. Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. Changes in the fair value of derivatives are recognised in profit or loss in finance costs or finance income as appropriate. The Group does not currently apply hedge accounting for interest derivatives.

##### **Derecognition of financial liabilities**

Financial liabilities are derecognised when the group's contractual obligations expire or are discharged or cancelled.

#### 1.13 Equity instruments

Equity instruments issued by the group are recorded at the proceeds received, net of direct issue costs. Distributions to equity holders, recognised as a liability in the financial statements in the period in which they approved by the shareholders. These amounts are recognised in the statement of changes in equity.

# GLENSTONE PROPERTY PLC

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### FOR THE PERIOD ENDED 31 MARCH 2017

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(Continued)

#### 1 Accounting policies

##### 1.14 Taxation

Corporation tax is recognised in profit and loss except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

As a REIT, the Group is exempt from corporation tax on profits and gains from its investments, provided it continues to meet certain conditions as per REIT regulations.

Taxation on the profit and loss for the period not exempt under UK REIT regulations comprises current and deferred tax. Current tax is expected tax payable on any non-REIT taxable income for the period, using tax rates enacted or substantively enacted at the period end date.

Deferred tax is provided on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the used for taxation purposes. The amount of deferred tax that is provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using rates enacted or substantially enacted at the period end date,

##### **Current tax**

The charge for current tax is based on the results for the period as adjusted for items which are non-assessable or disallowed. It is calculated using rates of corporation tax that have been enacted by the Balance Sheet date.

##### **Deferred tax**

Deferred tax is provided in full in respect of taxation deferred by timing differences between the treatment of certain items for taxation and accounting purposes. The deferred tax balance has not been discounted.

##### 1.15 Retirement benefits

The Group pays contributions into privately administered pension plans which are charged to the Profit and Loss Account in the period when they fall due.

##### 1.16 Leases

Rental income from operating leases is recognised on a straight line basis over the term of the relevant lease.

Leasehold incentives given to tenants on entering property leases are recognised as unamortised lease incentives on the balance sheet and are amortised to the income statement over the term of the lease.

Following the expiry of the rental period provisions are recognised based on the difference between the higher current rental being received and the estimated current rental value of the property.

# GLENSTONE PROPERTY PLC

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### FOR THE PERIOD ENDED 31 MARCH 2017

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(Continued)

#### 1 Accounting policies

##### 1.17 Financial risk management

The Group's activities expose it to a variety of financial risks; credit risk, liquidity risk and cash flow interest rate risk.

###### (a) Credit risk

The Group has no significant concentrations of credit risk. It has policies in place to ensure that rental contracts are made with customers with an appropriate credit history. The Group has policies that limit the amount of credit exposure to any tenants. The Group has no significant concentration of credit risk as exposure is spread over a large number of tenants.

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

The Group has no significant interest bearing assets. Borrowings issued at variable rates expose the Group to cash flow interest rate risk.

The Group takes on exposure to the effects of fluctuations in the prevailing levels of market interest rates on its financial position and cash flows. Interest costs may increase as a result of such changes. They may reduce or create losses in the event that unexpected movements arise.

The Group has an interest rate swap fixing £10m of borrowings at 4.55% until 1 August 2019.

At 31 March 2017, approximately 23% (2016 - 86%) of the Group's borrowings were protected against future interest rate volatility, by using interest rate swaps to protect floating rate borrowings.

###### (c) Capital risk

The Group's objective in managing capital is to maintain a strong capital base to support current operations and planned growth, and to provide for an appropriate level of distributions to shareholders.

The Group is not subject to external regulatory capital requirements.

#### 2 Judgements and key sources of estimation uncertainty

In the application of the group's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

# GLENSTONE PROPERTY PLC

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### FOR THE PERIOD ENDED 31 MARCH 2017

#### 2 Judgements and key sources of estimation uncertainty

(Continued)

##### **Key sources of estimation uncertainty**

The estimates and assumptions which have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities are as follows.

##### **Fair value of investment properties**

The annual revaluation of Investment properties is sensitive to the changes in the rental market and the economic climate of the surrounding area. The properties are revalued at fair value by independent external valuers, Jones Lang LaSalle Ltd, Fleurets Limited and the directors each year at the balance sheet date.

##### **Swap valuation**

The group values its interest rate swap at fair value. The fair value is estimated by the loan counterparty with revaluation occurring on a half yearly basis. The counterparty use a number of assumptions in determining the fair value including estimations off future interest rates.

#### 3 Turnover and other revenue

An analysis of the group's turnover is as follows:

	<b>2017</b>	<b>2016</b>
	<b>£</b>	<b>£</b>
<b>Turnover</b>		
Rental income	10,487,764	4,795,563
Lease surrenders	5,000	216,000
Other property income	337,523	-
Proceeds from sales of development property	2,200,250	-
	<u>13,030,537</u>	<u>5,011,563</u>

# GLENSTONE PROPERTY PLC

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### FOR THE PERIOD ENDED 31 MARCH 2017

#### 4 Summary of administrative expenses

	2017 £	2016 £
Profit on disposal of investment properties	1,346,157	897,163
Exceptional costs	-	(359,321)
Administrative expenses	(1,781,242)	(1,088,411)
	<u>(435,085)</u>	<u>(550,569)</u>

During the previous year one off legal and professional costs of £359,321 were paid in respect of the merger that occurred on 1 February 2016.

#### 5 Auditor's remuneration

	2017 £	2016 £
Fees payable to the company's auditor and associates:		
<b>For audit services</b>		
Audit of the financial statements of the group and company	21,000	16,900
Audit of the company's subsidiaries	34,000	1,600
	<u>55,000</u>	<u>18,500</u>
<b>For other services</b>		
Audit-related assurance services	1,675	1,000
Other assurance services	7,500	27,695
Other taxation services	-	250
	<u>9,175</u>	<u>28,945</u>

#### 6 Operating profit

	2017 £	2016 £
Operating profit for the period is stated after charging/(crediting):		
Depreciation of owned tangible fixed assets	35,816	26,803
Discount on acquisition of subsidiaries written off	(2,438,792)	-
Cost of stocks recognised as an expense	1,526,450	-
Operating lease charges	14,103	11,750
	<u>14,177</u>	<u>38,553</u>

# GLENSTONE PROPERTY PLC

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### FOR THE PERIOD ENDED 31 MARCH 2017

#### 7 Directors' remuneration

	2017 £	2016 £
Remuneration for qualifying services	811,168	751,222
Group pension contributions to defined contribution schemes	5,567	56,897
Pensions to former directors	11,667	10,000
	<u>828,402</u>	<u>818,119</u>

The number of directors for whom retirement benefits are accruing under defined contribution schemes amounted to 2 (2016 - 2).

Remuneration disclosed above includes the following amounts paid to the highest paid director:

Remuneration for qualifying services	222,679	425,426
	<u>222,679</u>	<u>425,426</u>

There are no other key management personnel other than the directors.

#### 8 Employees

The average monthly number of persons (including directors) employed by the group and company during the period was:

	Group 2017 Number	2016 Number	Company 2017 Number	2016 Number
Directors	8	5	8	5
Administration	6	1	1	1
	<u>14</u>	<u>6</u>	<u>9</u>	<u>6</u>

# GLENSTONE PROPERTY PLC

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### FOR THE PERIOD ENDED 31 MARCH 2017

#### 8 Employees

(Continued)

Their aggregate remuneration comprised:

	<b>Group</b>		<b>Company</b>	
	<b>2017</b>	<b>2016</b>	<b>2017</b>	<b>2016</b>
	<b>£</b>	<b>£</b>	<b>£</b>	<b>£</b>
Wages and salaries	1,055,530	733,942	801,272	733,942
Social security costs	99,999	90,381	82,319	90,381
Pension costs	8,598	71,173	8,598	71,173
	<u>1,164,127</u>	<u>895,496</u>	<u>892,189</u>	<u>895,496</u>

#### 9 Interest receivable and similar income

	<b>2017</b>	<b>2016</b>
	<b>£</b>	<b>£</b>
<b>Interest income</b>		
Interest on bank deposits	2,524	705
	<u>2,524</u>	<u>705</u>

#### 10 Interest payable and similar expenses

	<b>2017</b>	<b>2016</b>
	<b>£</b>	<b>£</b>
<b>Interest on financial liabilities measured at amortised cost:</b>		
Interest on bank overdrafts and loans	1,217,623	449,411
Interest on convertible loan	298,972	-
	<u>1,516,595</u>	<u>449,411</u>
<b>Other interest costs measured at fair value:</b>		
Finance costs for financial instruments relating to the interest rate swap	491,109	404,378
Movement in derivatives relating to the interest rate swap	(344,994)	(278,039)
	<u>1,662,710</u>	<u>575,750</u>

#### 11 Taxation

	<b>2017</b>	<b>2016</b>
	<b>£</b>	<b>£</b>
<b>Current tax</b>		
UK corporation tax on profits for the current period	49,596	-
	<u>49,596</u>	<u>-</u>

# GLENSTONE PROPERTY PLC

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### FOR THE PERIOD ENDED 31 MARCH 2017

#### 11 Taxation

(Continued)

The charge for the year can be reconciled to the profit per the statement of total comprehensive income as follows:

	2017 £	2016 £
Profit before taxation	18,139,925	4,282,903
Expected tax charge based on the standard rate of corporation tax in the UK of 20.00% (2016: 20.17%)	3,627,985	863,733
Gains not taxable	(1,973,273)	(729,642)
Effect of revaluations of investments	(1,605,116)	(134,091)
Tax expense for the period	49,596	-

Glenstone Property Plc elected for Company Real Estate Investment Trust ("REIT") status with effect from 1 February 2009, other group companies, joined the REIT on 1 February 2016. As a result the Group will no longer pay UK Corporation Tax on the profits and gains from qualifying rental business in the UK provided it meets certain conditions. Non-qualifying profits of the Group continue to be subject to corporation tax as normal.

Reductions in the rate of UK Corporation Tax have been enacted, reducing the rate to 19% with effect from 1 April 2017 and 18% with effect from 1 April 2020. It has further been announced, but not yet enacted, that the rate will be reduced to 17% from April 2020.

#### 12 Distributions

		2017 £	2016 £
<b>Property income distributions</b>			
Final (2016)	50.9p per share (2016 - 43.16p)	2,175,691	1,843,199
Interim (2017)	23.0p per share (2016 - 23.0p)	1,964,479	982,242
		4,140,170	2,825,441

An interim distribution has been proposed for the period ended 31 March 2017. Subject to the exercise of share options this is expected to absorb £3,202,954 (2016 £2,175,691) of reserves. The distribution has not been included as a liability in these financial statements.

# GLENSTONE PROPERTY PLC

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### FOR THE PERIOD ENDED 31 MARCH 2017

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#### 13 Earnings per share

The calculation of earnings per share is based on the profit on ordinary activities after taxation attributable to the owners of the parent company of £17,950,661 (2016 - £4,282,903) and 8,541,211 ordinary shares, being the weighted average number of shares in issue during the period (2016 - 4,270,618).

The calculation of earnings per share - based on ordinary activities, is based on the profit attributable to the owners of the parent company less discount on acquisition of subsidiary write off less the fair value gains on investment properties £7,486,288 (2016 - £4,282,903) and 8,541,211 ordinary shares, being the weighted average number of shares in issue during the period (2016 - 4,270,618).

#### 14 Intangible fixed assets

<b>Group</b>	<b>Goodwill</b>
	<b>£</b>
<b>Cost</b>	
At 1 February 2016	-
Additions - business combinations	(2,438,792)
	<hr/>
At 31 March 2017	(2,438,792)
	<hr/>
<b>Amortisation and impairment</b>	
At 1 February 2016	-
Impairment of discount on acquisition of subsidiaries	(2,438,792)
	<hr/>
At 31 March 2017	(2,438,792)
	<hr/>
<b>Carrying amount</b>	
At 31 March 2017	-
	<hr/> <hr/>
At 31 January 2016	-
	<hr/> <hr/>

The company had no intangible fixed assets at 31 March 2017 or 31 January 2016.

# GLENSTONE PROPERTY PLC

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### FOR THE PERIOD ENDED 31 MARCH 2017

#### 15 Tangible fixed assets

Group	Furniture and Motor vehicles equipment		Total
	£	£	£
<b>Cost</b>			
At 1 February 2016	22,847	92,829	115,676
Additions	1,613	37,200	38,813
Business combinations	-	3,958	3,958
Disposals	(5,423)	(47,879)	(53,302)
At 31 March 2017	19,037	86,108	105,145
<b>Depreciation and impairment</b>			
At 1 February 2016	16,394	59,019	75,413
Depreciation charged in the period	3,006	32,810	35,816
Eliminated in respect of disposals	(4,365)	(43,182)	(47,547)
At 31 March 2017	15,035	48,647	63,682
<b>Carrying amount</b>			
At 31 March 2017	4,002	37,461	41,463
At 31 January 2016	6,453	33,810	40,263

# GLENSTONE PROPERTY PLC

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### FOR THE PERIOD ENDED 31 MARCH 2017

<b>15 Tangible fixed assets</b>	<b>(Continued)</b>		
<b>Company</b>	<b>Furniture and Motor vehicles equipment</b>		<b>Total</b>
	<b>£</b>	<b>£</b>	<b>£</b>
<b>Cost</b>			
At 1 February 2016	22,847	92,829	115,676
Additions	1,613	37,200	38,813
Disposals	(5,423)	(47,879)	(53,302)
At 31 March 2017	19,037	82,150	101,187
<b>Depreciation and impairment</b>			
At 1 February 2016	16,394	59,019	75,413
Depreciation charged in the period	3,006	31,352	34,358
Eliminated in respect of disposals	(4,365)	(43,182)	(47,547)
At 31 March 2017	15,035	47,189	62,224
<b>Carrying amount</b>			
At 31 March 2017	4,002	34,961	38,963
At 31 January 2016	6,453	33,810	40,263

<b>16 Investment property</b>	<b>Group 2017</b>	<b>Company 2017</b>
	<b>£</b>	<b>£</b>
<b>Fair value</b>		
At 31 January 2016	62,127,500	62,127,500
Additions through external acquisition	15,098,490	15,098,490
Additions through business combinations	70,508,142	-
Disposals	(4,980,000)	(4,085,000)
Net gains or losses through fair value adjustments	8,025,581	210,010
At 31 March 2017	150,779,713	73,351,000

# GLENSTONE PROPERTY PLC

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### FOR THE PERIOD ENDED 31 MARCH 2017

#### 16 Investment property

(Continued)

Investment property comprises freehold and long leasehold property. The fair value of the investment property has been arrived at on the basis of valuations carried out at 31 March 2017 by Jones Lang LaSalle Ltd, Chartered Surveyors, Fleurets Limited, Chartered Surveyors and the directors, The valuations were made on an open market basis by reference to existing use.

Investment properties with a value totalling £74,693,500 (2016 - £28,245,000) have been pledged to secure borrowings of the Group. Company £39,703,500 (2016 - £28,245,000).

	<b>Group</b>		<b>Company</b>	
	<b>2017</b>	<b>2016</b>	<b>2017</b>	<b>2016</b>
	<b>£</b>	<b>£</b>	<b>£</b>	<b>£</b>
Freehold	142,680,313	60,877,500	72,101,000	60,877,500
Long leasehold	8,099,400	1,250,000	1,250,000	1,250,000
	<u>150,779,713</u>	<u>62,127,500</u>	<u>73,351,000</u>	<u>62,127,500</u>

#### 17 Fixed asset investments

		<b>Group</b>		<b>Company</b>	
		<b>2017</b>	<b>2016</b>	<b>2017</b>	<b>2016</b>
	<b>Notes</b>	<b>£</b>	<b>£</b>	<b>£</b>	<b>£</b>
Investments in subsidiaries	<b>29</b>	-	-	49,035,565	100
		<u>-</u>	<u>-</u>	<u>49,035,565</u>	<u>100</u>

# GLENSTONE PROPERTY PLC

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

**FOR THE PERIOD ENDED 31 MARCH 2017**

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<b>17 Fixed asset investments</b>	<b>(Continued)</b>
<b>Movements in fixed asset investments</b>	
<b>Company</b>	<b>Shares in group undertakings</b>
	<b>£</b>
<b>Cost or valuation</b>	
At 1 February 2016	100
Additions	49,035,565
Disposals	(100)
	<hr/>
At 31 March 2017	49,035,565
	<hr/>
<b>Carrying amount</b>	
At 31 March 2017	49,035,565
	<hr/> <hr/>
At 31 January 2016	100
	<hr/> <hr/>

# GLENSTONE PROPERTY PLC

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### FOR THE PERIOD ENDED 31 MARCH 2017

#### 18 Financial instruments

	<b>Group</b>		<b>Company</b>	
	<b>2017</b>	<b>2016</b>	<b>2017</b>	<b>2016</b>
	<b>£</b>	<b>£</b>	<b>£</b>	<b>£</b>
<b>Financial assets</b>				
<u>Debt instruments measured at amortised cost</u>				
Trade debtors	1,211,533	289,464	650,581	289,464
Other debtors	1,455,000	-	1,455,000	-
Amounts owed to subsidiary undertakings	-	-	7,400,000	51,586
Bank and cash in hand	747,501	69,147	17,488	16,608
<u>Equity instruments measured at cost</u>				
Investment in subsidiary	-	-	49,035,565	100
	<u>3,414,034</u>	<u>358,611</u>	<u>58,558,634</u>	<u>357,758</u>
<b>Financial liabilities</b>				
<u>Debt instruments measured at amortised cost</u>				
Bank loans and overdraft	33,602,016	11,246,149	22,509,516	11,241,500
Convertible loan	9,000,000	-	9,000,000	-
Trade creditors	244,544	149,426	116,791	149,426
Other creditors	515,773	121,089	373,388	121,089
Accruals	1,302,448	357,383	774,736	356,383
Amounts due to subsidiary undertakings	-	-	975,823	4,795
<u>Debt instruments measured at fair value</u>				
Interest rate swap	993,149	1,338,143	993,149	1,338,143
	<u>45,657,930</u>	<u>13,212,190</u>	<u>34,743,403</u>	<u>13,211,336</u>

#### 19 Stocks

	<b>Group</b>		<b>Company</b>	
	<b>2017</b>	<b>2016</b>	<b>2017</b>	<b>2016</b>
	<b>£</b>	<b>£</b>	<b>£</b>	<b>£</b>
Property stocks	2,231,842	-	-	-
	<u>2,231,842</u>	<u>-</u>	<u>-</u>	<u>-</u>

# GLENSTONE PROPERTY PLC

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### FOR THE PERIOD ENDED 31 MARCH 2017

#### 20 Debtors

	<b>Group</b>		<b>Company</b>	
	<b>2017</b>	<b>2016</b>	<b>2017</b>	<b>2016</b>
<b>Amounts falling due within one year:</b>	<b>£</b>	<b>£</b>	<b>£</b>	<b>£</b>
Trade debtors	1,211,532	289,464	650,581	289,464
Amounts due from subsidiary undertakings	-	-	7,400,000	51,586
Accrued income	2,032,318	684,632	2,032,318	684,632
Prepayments	272,258	114,079	57,347	114,079
	<u>3,516,108</u>	<u>1,088,175</u>	<u>10,140,246</u>	<u>1,139,761</u>

Included within the accrued income balance of the group and the company are lease incentives that will be amortised in greater than one year. These amounted to £450,913 (2016 - £559,950).

The directors consider that the carrying amount of trade debtors approximates to their fair value. The credit risk in respect of trade debtors is not concentrated as the Group has many tenants spread across a number of industry sectors. In addition, the tenants rents are generally payable in advance.

The predominant class within trade debtors is rent receivable. The maximum exposure to credit risk at the reporting date is the carrying value of trade debtors as mentioned above. In assessing whether trade debtors are impaired, each debt is considered on an individual basis, and provision is made based upon specific knowledge of each tenant.

#### 21 Creditors: amounts falling due within one year

		<b>Group</b>		<b>Company</b>	
		<b>2017</b>	<b>2016</b>	<b>2017</b>	<b>2016</b>
	<b>Notes</b>	<b>£</b>	<b>£</b>	<b>£</b>	<b>£</b>
Bank loans and overdrafts	<b>23</b>	6,102,016	746,149	509,516	741,500
Convertible loan		9,000,000	-	9,000,000	-
Corporation tax payable		80,288	-	-	-
Trade creditors		244,544	149,426	116,791	149,426
Amounts due to subsidiary undertakings		-	-	975,823	4,795
Other taxation and social security		340,582	185,749	312,773	185,749
Deferred income		1,084,555	764,926	1,084,555	764,926
Other creditors		515,773	121,089	373,388	121,089
Accruals		1,302,448	357,383	774,736	356,383
		<u>18,670,206</u>	<u>2,324,722</u>	<u>13,147,582</u>	<u>2,323,868</u>

See note 23 for details of security.

# GLENSTONE PROPERTY PLC

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### FOR THE PERIOD ENDED 31 MARCH 2017

#### 22 Creditors: amounts falling due after more than one year

		<b>Group</b>		<b>Company</b>	
		<b>2017</b>	<b>2016</b>	<b>2017</b>	<b>2016</b>
	<b>Notes</b>	<b>£</b>	<b>£</b>	<b>£</b>	<b>£</b>
Revolving credit facility	<b>23</b>	22,000,000	10,500,000	22,000,000	10,500,000
Bank loans	<b>23</b>	5,500,000	-	-	
Fair value of Interest Rate swap		993,149	1,338,143	993,149	1,338,143
		<u>28,493,149</u>	<u>11,838,143</u>	<u>22,993,149</u>	<u>11,838,143</u>

See note 23 for details of security.

The Group's policy in respect of the use of derivative financial instruments to manage risk is detailed in the accounting policies in note 1.17. Interest rates are hedged by the use of a bank interest rate swap. The interest rate is fixed at 4.55% and the swap expires on 1 August 2019.

#### 23 Bank loans and overdrafts

		<b>Group</b>		<b>Company</b>	
		<b>2017</b>	<b>2016</b>	<b>2017</b>	<b>2016</b>
		<b>£</b>	<b>£</b>	<b>£</b>	<b>£</b>
Convertible loan		9,000,000	-	9,000,000	-
Revolving credit facility		22,000,000	10,500,000	22,000,000	10,500,000
Bank overdrafts		509,516	746,149	509,516	741,500
Bank loans		11,092,500	-	-	-
		<u>42,602,016</u>	<u>11,246,149</u>	<u>31,509,516</u>	<u>11,241,500</u>
Payable within one year		15,102,016	746,149	9,509,516	741,500
Payable after one year		27,500,000	10,500,000	22,000,000	10,500,000

The total amount of Group creditors for which security has been given are £42,602,016 (2016 - £11,246,149) Company £31,509,516 (2016 - £11,241,500).

# GLENSTONE PROPERTY PLC

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### FOR THE PERIOD ENDED 31 MARCH 2017

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#### 23 Bank loans and overdrafts

(Continued)

The convertible loan has been provided by Mrs A M Smith, the mother of a director. The loan terms allow Mrs A M Smith to request repayment of the full amount within 2 months. It also gives Glenstone the right to convert the loan into 817,778 shares at any time up to 1 February 2021 at a price of £11 per share. Should the share option not be exercised by the end of that period Mrs A M Smith has the right to convert the loan into shares on the same terms up to 1 February 2022. Interest at a rate of 2.5% above the Bank of England base rate is payable quarterly in arrears. As the loan holder can request repayment within 2 months the loan has been accounted for at its transaction cost. The liability is secured by a combination of first and second legal charges over certain of the Group's investment properties.

On 25 February 2014, the Group entered into a Revolving Credit Facility until 1 August 2019 of up to a maximum of £25,000,000. Interest payable on the facility is based upon the one month LIBOR, plus 2.5% margin.

On the same date, the Group also renewed its overdraft facility of up to a maximum of £1,000,000. Interest payable on the facility is based upon Bank base rate, plus 2.0% margin.

The bank loans are interest only and repayable in full on the maturity dates. Interest is payable at 2.5% over LIBOR.

The revolving credit facility, bank overdrafts, and bank loans are secured by a first legal charge, over certain of the Group's investment properties.

#### 24 Retirement benefit schemes

	<b>2017</b>	<b>2016</b>
<b>Defined contribution schemes</b>	<b>£</b>	<b>£</b>
Charge to profit and loss in respect of defined contribution schemes	8,598	71,173

# GLENSTONE PROPERTY PLC

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### FOR THE PERIOD ENDED 31 MARCH 2017

#### 25 Share capital

	Group and company	
	2017	2016
	£	£
<b>Ordinary share capital</b>		
<b>Issued and fully paid</b>		
8,541,211 Ordinary shares of 2p each	170,824	85,412

There is one class of ordinary share which carry no right to fixed income. The shares carry no special rights or restrictions, each share carries one vote. On the 1 February 2016 the company issued 4,270,593 ordinary shares in part settlement of the acquisition of all the shares in London and Surrey Property Holdings Limited and its subsidiaries, Amdale Securities Limited and its subsidiaries, Deemark Limited and 60% in Delrose Limited.

#### 26 Acquisitions

On 1 February 2016 the group acquired 100% of the share capital of London and Surrey Property Holdings Limited Group.

	Book Value	Fair Value
	£	£
Property, plant and equipment	3,958	3,958
Investment property	46,881,712	46,881,712
Trade and other receivables	3,023,929	3,023,929
Cash and cash equivalents	99,981	99,981
Borrowings	6,638,659	6,638,659
Trade and other payables	3,227,202	3,227,202
		40,143,719
Goodwill		(1,901,960)
Total consideration		38,241,759

# GLENSTONE PROPERTY PLC

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### FOR THE PERIOD ENDED 31 MARCH 2017

#### 26 Acquisitions (Continued)

The consideration was satisfied by: £

Cash	1,395,982
Issue of shares	36,654,266
Directly attributable costs	191,511
	<hr/>
	38,241,759
	<hr/> <hr/>

Contribution by the acquired business for the reporting period included in the consolidated statement of comprehensive income since acquisition: £

Turnover	3,174,626
Profit after tax	6,289,830
	<hr/> <hr/>

The negative goodwill arising on the acquisition of the business has been fully written back to the profit and loss in the period. The directors believe this treatment accurately represents the substance of the transaction.

On 1 February 2016 the group acquired 100% of the issued capital of Amdale Securities Limited Group.

	<b>Book Value</b>	<b>Fair Value</b>
	<b>£</b>	<b>£</b>
Investment property	19,944,571	19,944,571
Inventories	1,797,421	1,797,421
Trade and other receivables	1,072,373	1,072,373
Cash and cash equivalents	515,009	515,009
Borrowings	12,000,000	12,000,000
Trade and other payables	2,474,177	2,474,177
		<hr/>
		8,855,197
Non-controlling interest		(40,893)
Goodwill		(417,611)
		<hr/>
Total consideration		8,396,693
		<hr/> <hr/>

# GLENSTONE PROPERTY PLC

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### FOR THE PERIOD ENDED 31 MARCH 2017

#### 26 Acquisitions (Continued)

The consideration was satisfied by: £

Cash	306,514
Issue of shares	8,048,129
Directly attributable costs	42,050
	<u>8,396,693</u>

Contribution by the acquired business for the reporting period included in the consolidated statement of comprehensive income since acquisition: £

Turnover	3,568,292
Profit after tax	<u>4,990,833</u>

The negative goodwill arising on the acquisition of the business has been fully written back to the profit and loss in the period. The directors believe this treatment accurately represents the substance of the transaction.

On 1 February 2016 the group acquired 100% of the issued capital of Deemark Limited.

	<b>Book Value</b>	<b>Fair Value</b>
	<b>£</b>	<b>£</b>
Investment property	3,681,860	3,681,860
Trade and other receivables	1,301,498	1,301,498
Cash and cash equivalents	48,550	48,550
Borrowings	2,000,000	2,000,000
Trade and other payables	515,574	515,574
		<u>2,516,334</u>
Goodwill		(119,221)
		<u>2,397,113</u>

# GLENSTONE PROPERTY PLC

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### FOR THE PERIOD ENDED 31 MARCH 2017

<b>26 Acquisitions</b>	<b>(Continued)</b>
The consideration was satisfied by:	<b>£</b>
Cash	87,504
Issue of shares	2,297,604
Directly attributable costs	12,005
	<hr/>
	2,397,113
	<hr/> <hr/>
Contribution by the acquired business for the reporting period included in the consolidated statement of comprehensive income since acquisition:	<b>£</b>
Turnover	324,707
Loss after tax	(49,703)
	<hr/> <hr/>

The negative goodwill arising on the acquisition of the business has been fully written back to the profit and loss in the period. The directors believe this treatment accurately represents the substance of the transaction.

### 27 Operating lease commitments

#### Lessor

At 31 March 2017 the Group owned commercial and residential investment properties for rental purposes. Rental income earned during the period was £10,487,764 and direct operating expenses arising on the properties in the period was £1,733,265. The properties are expected to generate yields between 4% and 8% p.a depending on type of property. Most lease contracts contain market review clauses in the event that the lessee exercises its option to renew. The lessee does not have an option to purchase the property at the expiry of the lease period.

At the reporting end date the group had contracted with tenants for the following lease payments:

	<b>Group</b>		<b>Company</b>	
	<b>2017</b>	<b>2016</b>	<b>2017</b>	<b>2016</b>
	<b>£</b>	<b>£</b>	<b>£</b>	<b>£</b>
Within one year	8,300,863	4,361,532	5,381,068	4,361,532
Between two and five years	22,112,424	12,273,671	13,851,303	12,273,671
In over five years	57,180,554	6,831,389	10,144,308	6,831,389
	<hr/>	<hr/>	<hr/>	<hr/>
	87,593,841	23,466,592	29,376,679	23,466,592
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

# GLENSTONE PROPERTY PLC

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### FOR THE PERIOD ENDED 31 MARCH 2017

#### 28 Related party transactions

No guarantees have been given or received.

On 1 February 2016 the Group entered into a convertible loan with by Mrs A M Smith, the mother of a director. The value of the outstanding loan at the balance sheet date was £9,000,000. The loan is secured on group assets. Interest paid during the period amounted to £298,972.

During the year the Group purchased goods totalling £82,500 from MJB Construction & Maintenance Limited, a company in which Z R Wozniak is a director. Z R Wozniak is a director and shareholder of Delrose Development Limited.

#### 29 Subsidiaries

Details of the company's subsidiaries at 31 March 2017 are as follows:

Name of undertaking	Registered office	Nature of business	Class of shares held	% Held	
				Direct	Indirect
London & Surrey Property Holdings Limited	Parkway House, Sheen Lane, London SW14 8LS, UK	Property Investment	Ordinary	100.00	
Amdale Securities Limited	Parkway House, Sheen Lane, London SW14 8LS, UK	Property Investment	Ordinary	100.00	
Deemark Limited	Parkway House, Sheen Lane, London SW14 8LS, UK	Property Investment	Ordinary	60.39	39.61
Innbrighton Properties Limited	Parkway House, Sheen Lane, London SW14 8LS, UK	Property Investment	Ordinary		100.00
Delrose Developments Limited	Parkway House, Sheen Lane, London SW14 8LS, UK	Property development	Ordinary		60.00

# GLENSTONE PROPERTY PLC

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### FOR THE PERIOD ENDED 31 MARCH 2017

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#### 29 Subsidiaries

(Continued)

The aggregate capital and reserves and the profit for the year of the subsidiaries noted above was as follows:

Name of undertaking	Profit/(Loss)	Capital and Reserves
	£	£
London & Surrey Property Holdings Limited	5,513,138	46,082,846
Amdale Securities Limited	4,546,150	14,635,121
Deemark Limited	(71,660)	2,466,631
Innbrighton Properties Limited	619,104	3,959,543
Delrose Developments Limited	259,586	451,400

All of the above subsidiaries are included in the consolidation. The investments in subsidiaries are all stated at cost.

Frankton House Limited, F H Fletcher Gate Limited and F H Fletcher Gate Residential Limited, all incorporated in England and Wales, were all dissolved effective 4 October 2016.

#### 30 Controlling party

There is no ultimate controlling party.

# GLENSTONE PROPERTY PLC

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### FOR THE PERIOD ENDED 31 MARCH 2017

#### 31 Cash generated from group operations

	<b>2017</b>	<b>2016</b>
	<b>£</b>	<b>£</b>
Profit for the period after tax	18,090,329	4,282,903
Adjustments for:		
Taxation charged	49,596	-
Finance costs	1,662,710	575,750
Investment income	(2,524)	(705)
Gain on disposal of tangible fixed assets	(9,865)	-
Gain on disposal of investment property	(1,336,292)	(897,163)
Fair value gains and losses on investment properties	(8,025,581)	(670,454)
Discount on acquisition of subsidiaries	(2,438,792)	-
Depreciation and impairment of tangible fixed assets	35,816	26,803
Movements in working capital:		
(Increase) in stocks	(434,420)	-
Decrease/(increase) in debtors	2,969,866	(233,297)
(Decrease) in creditors	(4,627,253)	(401,052)
Increase/(decrease) in deferred income	319,629	(65,497)
<b>Cash generated from operations</b>	<b>6,253,219</b>	<b>2,617,288</b>

# GLENSTONE PROPERTY PLC

## INVESTMENT PROPERTY PORTFOLIO

**FOR THE PERIOD ENDED 31 MARCH 2017**

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<b>Principal Properties</b>		<b>Valuation at 31 March 2017 £</b>
East Sheen	Serviced Offices	4,965,000
Mortlake	Serviced Offices	5,500,000
Nottingham	Retail Units (6)	3,775,000
Barnstaple	Retail Unit	4,300,000
Billericay	Mixed Retail & Offices	3,720,000
Chichester	Retail Units	3,176,000
London	Central London Residential	6,500,000
Eastbourne	Residential	4,250,000
Braintree	Service station	3,475,000
Glasgow	Retail Unit	3,330,000
		<hr/>
		42,991,000
		<hr/>
	Other Retail / Industrial / Office / Residential Units	107,788,713
		<hr/>
		150,779,713
		<hr/> <hr/>

### **Valuation Summary**

The independent valuation of the investment portfolio, undertaken by a combination of Jones Lang LaSalle Ltd, Chartered Surveyors , Fleurets Limited, Chartered Surveyors and the directors, as at 31 March 2017, shows an increase of £8.025m.

# GLENSTONE PROPERTY PLC

## FIVE YEAR FINANCIAL SUMMARY

### FOR THE PERIOD ENDED 31 MARCH 2017

	2017	Restated 2016	2015	2014	2013
	£'000	£'000	£'000	£'000	£'000
<b>Results</b>					
Revenue	13,031	5,012	5,331	5,644	6,154
Trading profits:					
- arising from property investment	7,239	3,613	3,875	5,801	3,543
- arising from changes in fair value investment properties	8,026	670	546	(1,677)	62
- arising from property development	436	-	(4)	16	101
- arising from discount on acquisition of subsidiaries	2,439	-	-	-	-
Profit before tax	18,140	4,283	4,417	4,140	3,706
Corporation tax	(50)	-	-	(106)	(103)
Minority interest	(140)	-	-	-	-
Profit after tax and MI	17,951	4,283	4,417	4,034	3,603
Distributions	(4,140)	(2,825)	(2,994)	(2,831)	(3,096)
Profit retained	13,811	1,458	1,423	1,203	507
Earnings per share	87.6p	100p	103.4p	94.5p	84.4p
Gross PID per share	60.5p	66.2p	70.1p	66.3p	72.5p
Net asset value per share	£12.90	£11.51	£11.17	£11.04	£11.14
<b>Funds</b>					
Share capital	171	85	85	85	85
Share premium account	48,009	1,095	1,095	1,095	1,095
Revaluation reserve	(7,809)	(699)	(877)	(1,297)	747
Capital redemption reserve	18	18	18	18	18
Profit and loss	53,966	48,663	47,384	47,232	45,662
Minority interest	181	-	-	-	-
Total shareholders' funds	110,154	49,162	47,705	47,133	47,607
Bank loan	28,493	11,838	14,316	15,000	-
	138,647	61,000	62,021	62,133	47,607
<b>Employment of funds</b>					
Fixed assets	150,821	62,168	61,305	63,947	67,084
Net current (liabilities)/assets	(12,174)	(1,168)	716	(1,814)	(19,477)
	138,647	61,000	62,021	62,133	47,607

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